NAGPUR POWER AND INDUSTRIES LIMITED

CIN L40100MH1996PLC104361
| Regd. Office: 'Nirmal', 20th Floor, Nariman Point, Mumbai-400021|
| Tel# +91 22 2202 3055/66 | Fax# +91 22 2204 3162 |
| Email: npil_investor@khandelwalindia.com | Website: www.nagpurpowerind.com |

Date: September 06, 2020

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001.

Dear Sir/Madam,

SCRIP CODE: - 532362

Sub: Annual Report for the Financial Year 2019-2020
Ref: Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the Annual Report of the Company for the Financial Year 2019-2020.

Kindly take the same on your records.

Thanking You,
Yours faithfully,

For **Nagpur Power And Industries Limited**

Nidhi Narayan Salampuria
Digitally signed by Nidhi Narayan Salampuria
Date: 2020.09.06 14:19:55 +05'30'

Nidhi Salampuria
Director & Company Secretary & Compliance Officer
Membership No. : FCS 10448

NAGPUR POWER AND INDUSTRIES LIMITED

24th ANNUAL REPORT 2019- 2020

BOARD OF DIRECTORS

Mr. Gautam Khandelwal	DIN 00270717	Executive Chairman
Mr. Nimis Sheth	DIN 00482739	Independent Director
Mr. Virat Mehta	DIN 07910116	Independent Director
Ms. Nidhi Salampuria	DIN 07138654	Non-Executive Director
Mr. Shyam Kanbargi	DIN 01185605	Independent Director
Mr. Ajit Kantelia	DIN 08776129	Non-Executive Director

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Nidhi Salampuria (FCS 10448)

CHIEF FINANCIAL OFFICER

Mr. Santosh Khandelwal

STATUTORY AUDITORS
M/s. Parekh Sharma and Associates
Chartered Accountants, Mumbai

BANKERS
State Bank of India
Kotak Mahindra Bank Ltd.

LISTED AT
Bombay Stock Exchange Limited
ISIN: INE099E01016

REGISTERED OFFICE
Nirmal, 20th Floor, Nariman Point,
Mumbai-400021
Tel No. : 022-22023055/66
Email id: npil_investor@khandelwalindia.com
Website: www.nagpurpowerind.com
CIN: L40100MH1996PLC104361

WORKS
Khandelwal Nagar, Dist. Nagpur – 441402

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited
C 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai 400 083
Tel No: +91 22 49186000 Fax: +91 22 49186060
Email Id: rnt.helpdesk@linkintime.co.in

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NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of **Nagpur Power And Industries Limited** will be held on Wednesday, September 30, 2020 at 12:30 PM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Directors' Report and Auditors Report thereon; and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020 together with the Auditors Report thereon.

2. To appoint a Director in place of Ms. Nidhi Salampuria (DIN: 07138654), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **APPROVAL FOR RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

To consider and, if thought fit to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment(s) thereof), consent of the members of the Company be and is hereby accorded for the transactions hitherto entered or to be entered into by the Company in the ordinary course of business and at arm's length price with the following related parties upto the maximum amount as mentioned herein below for the financial year 2020-2021 and for every financial year thereafter on such terms and condition as may be mutually agreed between the company and the related parties:

Sr. No.	Name of the related party	Relationship with the related party	Transactions define under section 188 of the companies Act, 2013	Maximum Value of the Transaction(s) per annum (Rs. In Lacs)
1.	The Motwane Manufacturing Company Private Limited	Subsidiary Company	Re-imbursements of Expenses to/from subsidiary	100.00
2.	The Motwane Manufacturing Company Private Limited	Subsidiary Company	Availing & Providing of Services	200.00
3.	The Motwane Manufacturing Company Private Limited	Subsidiary Company	Corporate Guarantee issued/ to be issued	2500.00
4.	The Motwane Manufacturing Company Private Limited	Subsidiary Company	Loan/ICD	500.00
5.	Informed Technologies India Limited	Same Promoter Group Company	Re-imbursements of Expenses to/from group company	100.00

"RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution."

4. **REGULARIZATION OF APPOINTMENT OF MR. AJIT RANCHHODDAS KANTELIA (DIN: 08776129) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Ajit Ranchhoddas Kantelia (DIN: 08776129), who was appointed as an Additional Director of the Company with effect from June 30, 2020 pursuant to the recommendation of Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of Director of the Company, be and

is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. REGULARIZATION OF APPOINTMENT OF MR. SHYAM BAPURAO KANBARGI (DIN: 01185605) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 188 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Gautam Premnath Khandelwal (DIN: 00270717) as a Whole Time Director of the Company designated as "Executive Chairman", whose office will be liable to determination by retirement by rotation, for a period of 3 (Three) years with effect from July 01, 2020, on the terms and conditions of re-appointment including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Gautam Premnath Khandelwal (DIN: 00270717), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. RE-APPOINTMENT OF MR. GAUTAM PREMNATH KHANDELWAL (DIN: 00270717) AS EXECUTIVE CHAIRMAN OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 188 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Gautam Premnath Khandelwal (DIN: 00270717) as Whole Time Director of the Company designated as "Executive Chairman", whose office will be liable to determination by retirement by rotation, for a period of 3 (Three) years with effect from July 01, 2020, on the terms and conditions of re-appointment including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Gautam Premnath Khandelwal (DIN: 00270717), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Gautam Khandelwal
Chairman
DIN 00270717

Place: Mumbai
Date: September 02, 2020

Registered Office:
"Nirmal" 20 Floor, Nariman Point, Mumbai 400021
CIN: L40100MH1996PLC104361
Website: www.nagpurpowerind.com

NOTES

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.

2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of special business to be transacted at the Annual General Meeting (AGM), as set out under Item No. 3 to 6 above and the relevant details of the Directors seeking re-appointment and appointment under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.

3. M/s. Parekh Sharma and Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 21st Annual General Meeting held on September 28, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on May 07, 2018 amending section 139 of the Companies Act, 2013 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, hence the Company is not proposing an item on ratification of appointment of Auditor at this AGM.

4. 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.

5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").

6. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at npil_investor@khandelwalindia.com.

7. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 24, 2020 to Wednesday, September 30, 2020** (both days inclusive).

8. The Company's equity shares are listed at Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 and the Company has paid the Annual Listing Fees to the Stock Exchanges for the Financial Year 2020-21.

9. In terms of Section 72 of the Companies Act, 2013, and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every share holder of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her shares in the Company shall vest in the event of his/her death. Members, who wish to avail this facility, may fill the prescribed Form No. SH-13 (which will be made available on request) and submit these details to their DP in case the shares are held by them in electronic form, and to the Registrar and Transfer Agent, M/s. Link Intime India Private Limited, in case the shares are held in physical form.

10. Members seeking any information as regards the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

11. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request/ questions to the company via email (npil_investor@khandelwalindia.com) in advance from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile numbers (7) seven days prior to the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM on first in first out basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

12. The Directors' Report, Auditor's Report and Audited Financial Statements (Standalone and Consolidated) as at March 31, 2020 are enclosed.

13. Inspection of Documents - Register of Directors and Key Managerial Personnel and their shareholdings and Register of Contracts or Arrangements, in which Directors are interested, maintained under Sections 170 and 189 of the Act, 2013 will be available electronically for inspection by the Members during the AGM.

14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.nagpurpowerind.com and website of the Bombay Stock Exchange at www.bseindia.com.

15. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at npil_investor@khandelwalindia.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries difficulties in registering the e-mail address, Members may write to npil_investor@khandelwalindia.com.

16. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

17. The members are requested to intimate any change in their address with PIN Code, immediately and quote Folio Number in all correspondence. They are also requested to bring their copy of Annual Report while coming to the meeting.

18. SEBI has vide its Notifications dated June 08, 2018 and November 30, 2018 mandated that securities of listed companies can be transferred only in dematerialized form from April 01, 2019. In view of the above and to avail various benefits of dematerialization, Members are advice to dematerialize the shares held by them in physical form.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 , Maharashtra.

20. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with M/s. Link Intime India Private Limited/Depositories.

21. Process and manner for members opting for Remote e-voting are as under:

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of CDSL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this AGM.

A. **The instructions for Shareholders voting electronically are as under:-**

(i) The remote e-voting period begins on Sunday, September 27 2020 (9:00 AM) and ends on Tuesday, September 29, 2020 (5:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 23, 2020, may cast their vote electronically. The remote 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.

(iii) The Shareholders should Log on to the e-voting website www.evotingindia.com

(iv) Click on "Shareholders" tab.

(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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. Please enter the DOB or Dividend Bank Details in order to login. • If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <NAGPUR POWER AND INDUSTRIES LIMITED> on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) **Note for Non-individual Shareholders & Custodians:**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

(xxi) Shareholders can also cast their vote using CDSL's mobile app "CDSL m-Voting" available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

B. Instructions for Shareholders for e-Voting during the AGM are as under:-

(xxii) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

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

(xxiv) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

(xxv) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

C. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, September 23, 2020.

D. Mr. Sanam Umbargikar, Partner of M/s. DSM and Associates, Practicing Company Secretary (Membership No. 26141, COP No. 9394), has been appointed as Scrutinizer for scrutinizing the remote e-voting procedure in a fair and transparent manner.

E. The Scrutinizer shall immediately after the conclusion of e-voting at the general meeting, first count the votes cast by e-voting at the general meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

F. The declared Results, along with the Scrutinizer's Report, will be available on the Company's corporate website www.nagpurpowerind.com under the section 'Investor' and on the website of CDSL; such Results will also be forwarded to the Bombay Stock Exchange where the Company's shares are listed.

G. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

22. Instructions For Members For Attending the AGM through VC/OAVM are as under:

(i) Member 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.com under shareholders/members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. 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 to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.

(ii) Members are encouraged to join the Meeting through Laptops for better experience.

(iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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

(v) The facility for joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for 1000 members on a first come first served basis.

Details of the Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting

Name of Director	**Ms. Nidhi Salampuria**	**Mr. Gautam Khandelwal**	**Mr. Ajit Kantelia**	**Mr. Shyam Kanbargi**
DIN No.	**07138654**	**00270717**	**08776129**	**01185605**
Date of Birth	24.12.1986	01.04.1962	01.11.1982	01.06.1952
Nationality	Indian	Indian	Indian	Indian
Date of Appointment	01.04.2015	06.12.1996	30.06.2020	30.06.2020
Qualifications	Ms. Nidhi Salampuria is the Whole Time Company Secretary of the Company. She along with the Secretarial duties also handles the Legal function and business affairs of the Company. She also has rich experience in the streams of Law like Litigation, Contract Negotiations and Corporate Governance. She holds a Bachelor of Law (LLB) degree from the University of Mumbai and is also a member of the Institute of Company Secretaries of India.	He holds a BA (Economics) from the University of Mumbai and studied Economics from London School of Economics.	B.E. Civil	Graduate in Science (B.Sc.)
Expertise in specific functional areas	She is working with the Company from 2011 as a Company Secretary and Compliance officer. She is handling legal and compliance related matter of the Company and have vast experience for the same.	He is having around 30 years of business experience across various industries.	He has a total working experience of around 17 years in formulating strategic plans; establishing entire operations with key focus on profitability within the Construction Industry.	He has a total working experience of around 45 years in Ferro alloys production.
Directorships held in other companies	Entecres Labs Pvt. Ltd.	1. Informed Technologies India Limited 2. The Motwane Mfg. Co. Pvt. Ltd. 3. Varroc Polymers Pvt. Ltd. 4. Varroc Engineering Ltd. 5. Gras Education & Training Services Pvt. Ltd. 6. Zeppelin Investments Pvt. Ltd. 7. Entecres Labs Private Limited 8. Khandelwals Limited (UK Co.) 9. Durovalves India Private Limited 10. Testdata Technologies Private Limited	Nil	Nil

Name of Director	Ms. Nidhi Salampuria	Mr. Gautam Khandelwal	Mr. Ajit Kantelia	Mr. Shyam Kanbargi
Committee position held in other companies	Nil	**AUDIT COMMITTEE** Informed Technologies India Limited Varroc Engineering Limited Durovalves India Private Limited Varroc Polymers Private Limited **STAKE HOLDER RELATIONSHIP COMMITTEE** Informed Technologies India Limited Varroc Engineering Limited **NOMINATION AND REMUNERATION COMMITTEE** Informed Technologies India Limited Varroc Engineering Limited Durovalves India Pvt. Ltd. **CSR COMMITTEE** Varroc Engineering Limited Varroc Polymers Private Limited	Nil	Nil
No. of shares held in the Company	50	575300	Nil	Nil
Inter-se relationship between Directors, Manager and Key Managerial Personnel	None	None	None	None
Disclosure of relationship with promoter of the Company	None	He is promoter of the Company	None	None

*Board Meeting Attendance And Remuneration Details Are Provided In Corporate Governance Report.

Place: Mumbai
Date: September 02, 2020

By Order of the Board of Directors

Gautam Khandelwal
Chairman
DIN 00270717

Registered Office:
"Nirmal" 20 Floor, Nariman Point, Mumbai 400021
CIN: L40100MH1996PLC104361
Website: www.nagpurpowerind.com

EXPLANATORY STATEMENT

(pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 3

APPROVAL FOR RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013

Section 188 of the Companies Act, 2013 provides that except with the consent of the Board of Directors given by a resolution at a meeting of the Board and subject to such conditions as prescribed in rules framed in this regard, no company shall enter into any contract or arrangement with a related party with respect to transactions specified therein. It is further provided that in case of a company having paid- up share capital of not less than such amount or transactions not exceeding such sums as are prescribed in the rules framed in this regard, no contract or arrangement shall be entered into except with the approval of the company by an ordinary resolution. It is further provided that nothing in this sub- section shall apply to any transaction entered into by the company which are entered in its ordinary course of business and are at arm's length.

Prior approval of shareholders is required for the transactions that are not in the ordinary course of business and not at an arm's length basis. Though your Company always seeks to enter into transactions with related parties in the ordinary course of business and/or at arm's length basis, still as better corporate governance measure, it is considered desirable to have the consent of the Members in respect of related party transactions.

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is provided in the said resolution.

The transactions entered with the Related Parties, were placed before the Audit Committee. The said transactions were approved and recommended to the Board.

The members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out at item No. 3 shall be entitled to vote on this Ordinary Resolution.

None of the Directors other than those representing the related parties, Key Managerial Personnel's of the Company or their relative(s) are interested and/or concerned with the said Resolution.

The Board of Directors recommends the Resolution at Item No. 3 of the accompanying Notice for the approval of the Members of the Company as an Ordinary Resolution.

Item No. 4

REGULARIZATION OF APPOINTMENT OF MR. AJIT RANCHHODDAS KANTELIA (DIN: 08776129) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Ajit Ranchhoddas Kantelia as an Additional Director (Non-Independent) of the Company with effect from June 30, 2020, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). As an Additional Director, Mr. Ajit Ranchhoddas Kantelia holds office till the date of the AGM and is eligible for being appointed as a Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Ajit Ranchhoddas Kantelia as a Director of the Company, liable to retire by rotation. Mr. Ajit Ranchhoddas Kantelia is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Brief profile of Mr. Ajit Ranchhoddas Kantelia is as follows:

Mr. Ajit Ranchhoddas Kantelia has a total working experience of around 17 years in formulating strategic plans; establishing entire operations with key focus on profitability within the Construction Industry. He is an expert at using present construction methodologies and systems in compliance with quality standards.

Mr. Ajit Ranchhoddas Kantelia is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Ajit Ranchhoddas Kantelia and his relatives, are in any way, concerned or interested in the said resolution.

The Board of Directors recommends the Resolution at Item No. 4 of the accompanying Notice for the approval of the Members of the Company as an Ordinary Resolution.

Item No. 5

REGULARIZATION OF APPOINTMENT OF MR. SHYAM BAPURAO KANBARGI (DIN: 01185605) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Shyam Bapurao Kanbargi as an Additional Director (Independent) of the Company with effect from June 30, 2020. In terms of the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Shyam Bapurao Kanbargi holds office till the date of this AGM. The Company has received a notice pursuant to Section 160 of the Act together with the requisite amount of deposit from a Member proposing the candidature of Mr. Shyam Bapurao Kanbargi as a Director of the Company.

The Company has also received a declaration from Mr. Shyam Bapurao Kanbargi confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Shyam Bapurao Kanbargi is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Brief profile of Mr. Shyam Bapurao Kanbargi is as follows:

Mr. Shyam Bapurao Kanbargi is Graduate in Science (B.Sc.). He has a total working experience of around 45 years in Ferro alloys production.

In the opinion of the Board, Mr. Shyam Bapurao Kanbargi possesses appropriate skills, experience and knowledge and fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Keeping in view his expertise and vast knowledge, it will be in the interest of the Company to appoint Mr. Shyam Bapurao Kanbargi as an Independent Director, who shall not be liable to retire by rotation.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available on the website of the Company www.nagpurpowerind.com.

Mr. Shyam Bapurao Kanbargi is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Shyam Bapurao Kanbargi and his relatives, are in any way, concerned or interested in the said resolution.

The Board of Directors recommends the Resolution at Item No. 5 of the accompanying Notice for the approval of the Members of the Company as an Ordinary Resolution.

Item No. 6

RE-APPOINTMENT OF MR. GAUTAM PREMNATH KHANDELWAL (DIN: 00270717) AS EXECUTIVE CHAIRMAN OF THE COMPANY

Mr. Gautam Khandelwal has been the Chairman and Executive Director of the Company since July 01, 2004. The present tenure of Mr. Gautam Khandelwal as an Executive Chairman ends on June 30, 2020.

The Board of Directors of the Company (the 'Board'), at its meeting held on June 30, 2020 has, subject to the approval of members, re-appointed Mr. Gautam Premnath Khandelwal as Whole Time Director of the Company designated as "Executive Chairman", whose office will be liable to determination by retirement by rotation, for a period of 3 (three) years from the expiry of his present term, which expired on June 30, 2020, at a remuneration recommended by the Nomination and Remuneration Committee and approved by the Board.

Brief profile of Mr. Gautam Khandelwal is as follows:

Mr. Gautam Khandelwal, aged 58 years holds Bachelor's Degree in Economics from the University of Mumbai and has studied Economics from London School of Economics. He is having around 30 years of business experience across various industries. He is also on Board of various listed & unlisted companies including Informed Technologies India Limited, Zeppelin Investments Private Limited, The Motwane Manufacturing Company Private Limited, Entecres Labs Private Limited and Khandelwals Limited, London.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Gautam Premnath Khandelwal as Whole Time Director of the Company designated as "Executive Chairman", in terms of the applicable provisions of the Act.

The material terms of appointment and remuneration as contained in the draft Agreement are given below: -

i) **Remuneration**:

(a) Basic Salary: Rs. 60 Lakhs per annum;

(b) benefits, perquisites and allowances shall include furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses, gas, electricity, water, furnishing and repairs, medical reimbursement for self and family, Children education allowances (at present Rs. 20,000/- per month per child), leave travel concession for self and family, club fees and expenses, use of company's car, medical and personal accident insurance and other benefits, amenities and facilities in accordance with Companies policies and determined by the Board from time to time. The value of the perquisites would be evaluated as per Income Tax Rules, 1962 wherever applicable and at cost in absence of any such rules. However, the Company's contribution to provident fund, gratuity and leave encashment at the end of the tenure, as per the rules of the Company and to the extent are not taxable under the Income- tax law, shall not be included for the purpose of the overall ceiling of remuneration.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure as a Whole Time Director, the Company has no profits or its profits are inadequate, the Company may subject to requisite approvals, pay remuneration by way of basic salary, benefits, perquisites and allowances as specified above, and within the limits laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

ii) Commission in any year not exceeding 3% of the net profit of the Company computed in the manner referred under Section 197(1) of the Companies Act, 2013 or any statutory modification(s) or any re-enactment thereof.

iii) Provision of car, telephone, audio and video conference facilities at residence, Internet and other communication facilities at residence, on Company's business, would not be considered as perquisites.

iv) Other Terms:

The period of office of Mr. Khandelwal shall be liable to determination by retirement of directors by rotation. If Mr. Khandelwal is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of Whole-time Director designated as "Executive Chairman" and such re-appointment as director shall not be deemed to constitute break in his appointment as a Whole-time Director designated as "Executive Chairman".

Copy of the Draft Agreement referred to in the Resolution and the Register maintained in pursuance of erstwhile Section 190 of the Companies Act, 2013 referred below, would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, upto and including the date of the Annual General Meeting.

Mr. Gautam Khandelwal is interested in the Resolution mentioned at Item No. 6 of the Notice with regard to his respective appointment. Other than him no other Directors, Key Managerial Personnel's or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

The Board of Directors recommends the Resolution at Item No. 6 of the accompanying Notice for the approval of the Members of the Company as a Special Resolution.

Statement as per Section II, Part II of Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION:

1	Nature of Industry	Manufacturing of High/ Medium / Low Carbon Ferro Manganese & Silico Manganese Slag
2	Date or expected date of commencement of commercial production	Certificate of Commencement of Business dated January 09, 1997
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	As per balance sheet
5	Foreign investments or collaborators, if any	Nil

II. INFORMATION OF APPOINTEE: MR. GAUTAM PREMNATH KHANDELWAL

1	Background details	He holds a BA (Economics) from the University of Mumbai and studied Economics from London School of Economics. He is having around 30 years of business experience across various industries.
2	Past remuneration	Rs. 60,00,000/- per annum including benefits, perquisites.
3	Recognition or awards	N.A.
4	Job Profile and his suitability	Management of Total Business Affairs of the Company
5	Remuneration proposed	Rs. 60,00,000/- per annum w.e.f July 01, 2020
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is in line with the trends in the industry and is befitting Mr. Gautam Khandelwal's educational background, experience and competence.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Promoter Director associated with the company since 1996 and managing the Company since July 01, 2004

III. OTHER INFORMATION

1	Reasons of loss or inadequate profits	Company has run out of raw material i.e. slag due to which its revenue has been declining.
2	Steps taken or proposed to be taken for improvement	The Company is looking for new business opportunities and/or ways to develop its existing infrastructure.
3	Expected increase in productivity and profits in measurable terms	Not Available

IV. DISCLOSURES

1	Other Disclosure	The details of remuneration payable/paid to Mr. Gautam Khandelwal have been disclosed above. The Company does not have any scheme for grant of stock options.

Place: Mumbai
Date: September 02, 2020

By Order of the Board of Directors

Gautam Khandelwal
Chairman
DIN 00270717

Registered Office:
"Nirmal" 20 Floor, Nariman Point, Mumbai 400021
CIN: L40100MH1996PLC104361
Website: www.nagpurpowerind.com

Directors' Report, Management Discussion and Analysis Report

To,
The Members,

Your Directors have pleasure in presenting the Twenty Fourth Annual Report together with the Audited Statements of Accounts of the Company for the Financial Year ended March 31, 2020. The Management Discussion and Analysis is also included in this Report.

Financial Highlights

The performance of your Company for the year under review is summarized below: (Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	2019-2020	2018-2019	2019-2020	2018-2019
Revenue from Operations	14.88	46.70	3082.93	4099.90
Other Income (Net of Excise Duty)	269.11	156.26	281.99	153.59
Total Income / Revenue	283.99	202.96	3364.92	4253.49
Profit/(Loss) before Interest, Depreciation & Tax	16.04	(65.82)	(157.67)	319.44
Less: Interest	1.35	1.29	126.08	108.26
Profit before Depreciation & Tax	14.69	(67.11)	(283.75)	211.18
Less: Depreciation	17.18	17.90	232.81	207.09
Profit/ (Loss) before Taxation	(2.49)	(85.01)	(516.56)	4.09
Less: Provision for Current Tax / (MAT)	(7.66)	-	(7.66)	-
Deferred Tax and adjustments prior year		-		-
Less MAT Credit		-		-
Profit/ (Loss) after tax for the year	(10.15)	(85.01)	(524.22)	4.09
Total other comprehensive income (net of tax)	(239.14)	50.98	(226.83)	39.14
Total comprehensive income for the year	(249.29)	(34.03)	(751.06)	43.23

Dividend and Reserves

In view of losses suffered by the Company, your Directors do not recommend any dividend for the financial year ended March 31, 2020. During the year under review, no amount was required to be transferred to General Reserve.

Share Capital

During the year, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. There was no provision made of the money by the Company for purchase of its own shares by employee or by trustee. As on March 31, 2020, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

During the year, there was no change in the Share Capital of the Company.

As on March 31, 2020, the issued, subscribed and paid up share capital of your Company stood at Rs.130,955,070/-, comprising 13,095,507 Equity shares of Rs.10/- each.

Directors and Key Managerial Personnel

The Company is well supported by the knowledge and experience of its Directors and Key Managerial Personnel. Pursuant to provisions of the Companies Act, 2013, Ms. Nidhi Salampuria, Director of the Company is liable to retire by rotation and being eligible, has offered herself for re-appointment. The Board recommends her re-appointment..

During the year, the shareholders approved the re-appointment of Mr. Nimis Sheth as an Independent Director of the Company for the second term of 5 (five) consecutive years with effect from September 15, 2019.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and not debarred or disqualified by the SEBI / Ministry of Corporate Affairs or any such statutory

authority from being appointed or continuing as Director of the Company or any other Company where such Director holds such position in terms of Regulation (10) (i) of Part C of Schedule V of Listing Regulations.

The Board of Directors had appointed Mr. Ajit Ranchhoddas Kantelia as an Additional Director of the Company, w.e.f. June 30, 2020. In accordance with the provisions of the Companies Act, 2013, Mr. Ajit Ranchhoddas Kantelia holds office upto the date of the ensuing Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his appointment as Director of the Company. The board recommends his appointment as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation. A brief profile and other related information of the directors has been given in the Notice convening the Annual General Meeting. The Board recommends his appointment.

The Board of Directors had appointed Mr. Shyam Bapurao Kanbargi as an Additional Director of the Company w.e.f. June 30, 2020. In accordance with the provisions of the Companies Act, 2013, Mr. Shyam Bapurao Kanbargi holds office upto the date of the ensuing Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his appointment as Director of the Company. The board recommends his appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years upto June 29, 2025. Mr. Shyam Bapurao Kanbargi has given declaration that he meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A brief profile and other related information of the directors has been given in the Notice convening the Annual General Meeting. The Board recommends his appointment.

Mr. Gautam Khandelwal is proposed to be re-appointed as a Whole-Time Director designated as “Executive Chairman” w.e.f. July 01, 2020, for the period of three years, who shall be liable to retire by rotation subject to approval of shareholders at the ensuing Annual Gerneral Meeting. The board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting. A brief profile, details of remuneration proposed to be paid and other related information of the directors has been given in the Notice convening the Annual General Meeting. The Board recommends his re-appointment.

The Company has following persons as Key Managerial personnel (KMP):

Sr. No.	Name of the person	Designation	Date of Appointment as KMP
1.	Mr. Gautam Khandelwal	Executive Chairman	15.09.2014
2.	Mr. Santosh Khandelwal	Chief Financial Officer	30.09.2014
3.	Ms. Nidhi Salampuria	Company Secretary	30.09.2014

Details of Board meetings

During the year, the Board of Directors met 6 times, details of which are provided in the Corporate Governance report.

Committees of the Board

The details of the various committees of the board and their composition as on March 31, 2020 are as under:

Name of Director(s)	Audit Committee	Stakeholder Relationship Committee	Nomination & Remuneration Committee
Mr. Nimis Savailal Seth	Chairman	Chairman	Chairman
Mr. Gautam P. Khandelwal	Member	Member	Member
Mr. Virat Mehta	Member	Member	Member

Declaration by Independent Directors (IDs)

Mr. Nimis Sheth and Mr. Virat Mehta are Independent Directors of the Company. The Company has received declaration from them confirming that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013.

During the year, the Independent Director Meeting was held on November 14, 2019 as required by regulation 25 of SEBI (LODR) Regulations, 2015.

Nomination and Remuneration Policy

The policy of the company on Director's Appointment and remuneration, including criteria for determining qualifications, positive attributes and independence of a director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013 is adopted by the Board and may be accessed on the Company's website at the link: http://www.nagpurpowerind.com/investors/corporate-governance/. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared as per the requirement of the act which included various aspects of Boards and Committees functioning, Composition of the Board and its Committees, functioning of the Individual directors. The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings.

Further, the Independent Directors at their meeting, reviewed the performance of Board, Chairman of the Board and of Non - Executive Directors.

The Board expressed their satisfaction with the evaluation process.

Significant and Material Orders Passed by the Regulators or Courts or Tribunals

There are no significant and material orders passed by the Regulators or Courts or Tribunals which may impact the going concern status and Company's operations.

Internal Financial Controls

The details in respect of internal financial control and their advocacy are included in the management discussion and analysis which forms part of this Annual Report.

Deposits

During the year, your Company has not accepted any deposits under the provisions of Chapter V of the Companies Act, 2013 and the rules made there under.

Subsidiary/Joint Ventures/Associate Companies

The Company does not have any Joint Ventures/Associate Companies. The Company has One Subsidiary Company "The Motwane Manufacturing Company Private Limited".

Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

Management Discussion and Analysis

a) Economy review:

The long-term growth perspective of the Indian economy is changing due to continued investments in infra in Transmission and Distribution, railways and metro's, lighting and digital initiatives. Stable policies and good initiatives like smart cities. Your Company (through its Subsidiary) is in the business of manufacturing electrical test and measurement equipments, a significant portion of which is supplied to the power sector which has continued to be affected by the political & economic situation. We were hoping to see a gradual recovery but the first quarter of 2020 saw an unprecedented outbreak of COVID-19 pandemic which caused an all-round disruption of economies around the world and dampened the already bleak economic prospects. It has proved to be one of the most damaging events of human history and believed to have deep and cascading impact across the entire economic chain. India declared world's largest lockdown in March 2020 and steadily market is unlocking but situation is still unpredictable. As on date the daily count of patient of our country is highest in the world. Once the world's fastest-growing major economy, India is set to post the steepest quarterly decline in gross domestic product in Asia as it quickly becomes the global hotspot for coronavirus infections.

b) Business and Industrial review and future outlook:

The Company mainly operated on Metal Recovery Plant and produces Low Ferro Manganese (Slag) through its slag recovery process. However, the re-useable waste of fine particles remaining in the manganese slag which was dumped at various

places at the factory site is depleting and it is uncertain how much slag is left. The technical consultants are also of the same view.

The management of the Company has foreseen this & thus entered another segment of business couple of years earlier via a majority stake in "The Motwane Manufacturing Company Private Limited", now a subsidiary company and is looking to develop its business in electrical sector. The company is also looking at other business opportunities including monetizing its assets and redeployment of the same in better business opportunities.

c) Risks, Concerns & Threats and Impact of Covid – 19 on business:

Our Registered Office at Mumbai and Factory at Nagpur were closed w.e.f. March 23, 2020 following the national lockdown imposed throughout the country. The outbreak of COVID -19 pandemic and the consequent announcement of series of lockdowns and other restrictions by the government have affected the financial performance of the Company due to which the total revenue of the Company will have an impact.

Further, the lockdown has had an adverse impact on the business of our subsidiary company "The Motwane Manufacturing Company Private Limited". The factory of the company had to be kept closed for a substantial period of time. As present the factory is functioning in accordance with the local & national business operating rules.

Although with effect from June 08, 2020, the lockdown has been lifted to a certain extent, but the Company continues to provide the "Work From Home" facility to its employees, so as to avoid the risk associated with the said pandemic.

The Company has taken all necessary steps to adhere to the guideline for social distancing with various directives issued by the Central/State Government and has put safety measures which include: – Sanitization of Premises, Enforcing wearing of masks and Hand sanitizer at entry point, etc. Thus, any employees who need to come to office they have to follow all the rules and regulations. The company is providing transport facilities and employees have to follow social distancing at all times.

Due to the unpredictable nature of the situation, it is very early & difficult to assess the actual future impact of COVID-19 with reasonable certainty. With the opening of domestic markets post lockdown, we expect business to improve gradually in the coming months.

Further, depletion of slag dumps posed a major problem for the Company. In order to counter this, the Company entered into another business through its subsidiary company "The Motwane Manufacturing Company Private Limited" and is looking to develop it. The Management of the Company meets frequently to take the stock of all the impending and immediate threats to the business and takes necessary steps for positioning of the Company to meet the same in time. Any major threats affecting the Company in general and business environment indirectly affecting the functioning of the Company are discussed with the Board from time to time.

d) Internal Control Systems:

The Company has adequate internal control systems in place with reference to the financial statements. The Audit Committee of the Board periodically reviews the internal control systems with the management, Internal Auditors and Statutory Auditors and the adequacy of internal audit function, significant internal audit findings and follow-ups thereon.

e) Financial Performance / Overview of Operations:

During the year under review, the revenue from operation of the Company during the year was Rs. 14.88 Lakhs as compared to Rs. 46.70 Lakhs in the previous year.

Subsidiary Company and Consolidated Statements

Your Company has one subsidiary i.e 'The Motwane Manufacturing Company Private Limited' (MMCPL). During the financial year 2019-20, total revenue of MMCPL was 31.12 crores as compared to Rs. 40.70 crores in the previous financial year and the Company suffered a loss of 5.14 crores as compared to a profit of Rs. 89.10 Lakhs in the previous financial year.

The Consolidated Financial Statement of your Company for the financial year 2019-20, is prepared in compliance with applicable provisions of the Companies Act, 2013, Accounting Standard and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Consolidated Financial Statements have been prepared on the basis of audited financial statements of the Company, its subsidiary, as approved by their respective Board of Directors.

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient features of the financial statement of Company's subsidiary is given as AOC-1. Brief particulars about the business of the Subsidiary are given hereunder.

MMCPL is an R & D based company and has developed various high technology test and measurement products which have applicability in the domestic and international markets. The company's products are sold primarily to the power sector and energy intensive industries. The company expects gradual pick up in its order book due to growth and reform in the distribution sector in which the company operates. Alternatively, it is exploring its potential in the IOT space in adjacent areas like smart lighting and other IOT related smart & connected industrial solutions.

f) Material developments in human resources / industrial relations, including number of people employed:

The human resource plays a vital role in the growth and success of an organization. The Company has maintained cordial and harmonious relations with employees.

During the year under review, various training and development workshops were conducted to improve the competency level of employee with an objective to improve the operational performance of individuals. The Company has built a competent team to handle challenging assignments and projects.

The Company has 14 permanent employees as on March 31, 2020.

g) Details of Significant Changes

Ratios	2020	2019
Debtors turnover ratio	-	-
Interest coverage ratio	(0.84)	(65.10)
Current ratio	146.80	53.35
Debt equity ratio	0.000	0.004
Operating margin ratio	(0.08)	(1.79)
Net profit margin %	(68)%	(182)%
Return on Networth %	(0.15)%	(1.18)%
PE ratio	(0.08)	(0.65)
Return on Net worth %	(423.13)	(57.31)

Reason for significant change:

- The interest coverage ratio has gone up to (0.84) from (65.10) last year and its due to profit from sale of mutual funds. Management is of the view that (0.84) this year is due to the losses are due to Ind AS effect wherein the notional losses of current investments have been factored in and the Company has adequate cash flow to service the interest.
- The debt has decrease as compared to last year and the company has a comfortable debt equity ratio.
- The net loss margin has decreased due to profit from sale of mutual funds. Management's contention for Net loss Margin at 68% is due IND AS effect wherein the notional losses of current investments have been factored in.
- The negative earnings per share have decreased from (0.65) to (0.08) per share due to the profit from sale of mutual funds in the current year. The negative EPS is mainly on account of notional losses of current investments as per Ind AS and as such is of transitional nature.

h) Details of any change in Return on Net Worth as compared to the immediately previous financial year:

Due to decrease in loss for the current year the negative return on shareholders' equity has come down to (0.15)% from (1.18)% last year. The management has reiterated that since the net losses are mainly due to the Ind AS affect the negative EPS is of transitional nature.

Risk Management

The Company is aware of the risks associated with the business. The Senior Managements regularly analyses and takes corrective actions for managing / mitigating the same. In terms of the requirement of the Act, the Company has authorized Senior Management to manage, monitor and report on the principal risks and uncertainties that can impact the ability to achieve the Company's strategic objectives. The Senior Management periodically informs the board on various issues along with its recommendations and comments for Board's review and necessary action.

Statutory Auditors, their Report and Notes to Financial Statements

M/s. Parekh Sharma and Associates, Chartered Accountants (Firm Registration No. 129301W) were appointed as the Statutory Auditors of the Company as per the provisions of Section 139 of the Companies Act, 2013 to hold office from the conclusion of the 21st Annual General Meeting (AGM) held on September 28, 2017 until the conclusion of the Fifth consecutive AGM of the Company to be held in the year 2022 (subject to ratification of their appointment by the Members at every AGM held after the AGM held on September 28, 2017).

In accordance with the Companies Amendment Act, 2017, enforced on May 07, 2018 by the Ministry of Corporate Affair, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting. Therefore, it is not proposed to ratify the appointment of auditors at the ensuing Annual General Meeting.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Details In Respect of Frauds Reported By Auditors

During the year under review, the Statutory Auditors has not reported any instances of frauds committed against the Company by its Officer(s) or Employee(s) to the Board under section 143(12) of the Companies Act, 2013.

Secretarial Auditor

In terms of Section 204 of the Act and Rules made there under, M/s. DSM & Associates, Practicing Company Secretary (COP No. : 9394) have been appointed as Secretarial Auditors of the Company. The secretarial audit report does not contain any adverse remarks or disclaimers and is enclosed as Annexure I to this report. The report is self-explanatory and do not call for any further comments.

Secretarial Standards

The Company is in compliance with the applicable secretarial standards.

Internal Auditor

In terms of Section 138 of the Companies Act, 2013 and the rules made there under, M/s M. V. Ghelani & Co., Chartered Accountants (ICAI Registration No. 119077W) are Internal Auditors of the Company. The audit Committee of the Board of Directors in consultation with the Internal Auditors, formulate the scope, functioning, periodicity and methodology for conducting the internal audit.

Related Party Transactions

There have been no materially significant related party transactions between the Company and the Directors, the management, the key managerial personnel, the subsidiaries or the relatives except for those disclosed in the financial statements.

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 does not form part of the report.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and can be accessed at the Web link: http://www.nagpurpowerind.com/investors/corporate-governance/

Extract of the Annual Return

Pursuant to the provisions of section 92(3) of Companies Act, 2013, the extract of the annual return in Form No. MGT– 9 is enclosed with the report as Annexure II and is also uploaded on the Company's website and can be accessed at the Web link: http://www.nagpurpowerind.com/investors/corporate-governance/

Disclosures pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2019-20 (Rs. in Lacs)	% increase in Remuneration in the financial year 2019-20	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Mr. Nimis Sheth Independent Director	NIL	N.A.	N.A.	N.A.
2.	Mr. Virat Mehta Independent Director	5.20 (Sitting fees)	N.A.	N.A.	N.A.
3.	Ms. Nidhi Salampuria Non-Executive Director	NIL	N.A.	N.A.	N.A.
4.	Mr. Gautam Khandelwal Executive Chairman	12.00	NIL	6.50:1	Company has made a Loss of Rs. 10.15 Lakhs for F.Y. 19-20 VS Loss of 85.01 Lakhs (Previous Year)
5.	Mr. Santosh Khandelwal Chief Financial Officer	14.20	11.20%	N.A.	
6.	Ms. Nidhi Salampuria Company Secretary & Compliance Officer	25.00	NIL	N.A.	

Notes:-

i) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20: As per table given above.

ii) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20: As per table given above.

iii) The percentage increase in the median remuneration of employees in the financial year 2019-20: 37.27%

iv) There were 14 confirmed employees on the rolls of the Company as on March 31, 2020.

v) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: As per table given above.

vi) Affirmation that the remuneration is as per remuneration policy of the Company- Yes

B) Particulars of employee's remuneration, as required under section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016:

During the year under consideration, none of the employees of the Company were in receipt of remuneration in excess of limits prescribed section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 hence particulars as required under section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are not given.

Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are given below:

(A) Conservation of Energy:

Your Company continues to take appropriate measures to reduce its energy consumption on a regular basis.

(B) Technology Absorption:

a. Research and Development (R & D):

The Company has not undertaken any R&D activity in the current year.

b. Technology Absorption, Adaptation and Innovation:

The Company has not imported any technology during the year.

(C) Foreign Exchange earnings and outgo:

During the year, the foreign Exchange outgo was Rs 2.05 lakhs (Previous year – Rs. 2.57 lakhs).

The foreign exchange Earning was Nil (Previous year – Nil).

Corporate Social Responsibility (CSR)

Since the CSR norms are not applicable to the Company hence, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not required to be made.

Cost Record

Maintenance of cost records as specified under Section 148(1) of the Act is not applicable to your Company.

Vigil Mechanism and Whistle Blower Policy

The Company has adopted a Vigil Mechanism and Whistle Blower Policy to report genuine concerns about any unethical behavior, actual or suspected fraud or violations of the Company's code of conduct. The provisions of this policy are in line with the provisions of Section 177 (9) of the Act. The policy can be accessed on the Company's website at following link http://www.nagpurpowerind.com/investors/corporate-governance/

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of Sexual Harassment Complaints received and disposed off during the year 2019-2020.

No. of Complaint received	No. of Complaints disposed off	No. of Complaints pending
Nil	N.A.	N.A.

Material Changes

There were no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which this report relates and the date of the report except as otherwise mentioned in this director report, if any.

There had been no changes in the nature of Company's business. To the best of information and assessment there has been no material changes occurred during the financial year generally in the classes of business in which the Company has an interest except as otherwise mentioned in this director report, if any.

Directors' Responsibility Statement

Pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013 (the Act), the Board of Directors, to the best of their knowledge and ability, confirm that:

i) in the preparation of the Annual Accounts, the applicable accounting standards have been followed and that there are no material departures;

ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that year;

iii) they have taken proper and sufficient care to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) the annual accounts have been prepared on a going concern basis;

v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and

vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Governance

The Company adheres to the requirements set out by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance practices and have implemented all the stipulations prescribed. The Company has implemented several best corporate governance practices.

The Corporate Governance which form an integral part of this Report, are set out as Annexure III, together with the Certificate from the Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Acknowledgements

Your Board of Directors wishes to place on record their appreciation for the whole-hearted co-operation received by the Company from the Shareholders, various Government departments, Business Associates, Company's Bankers and all the employees during the year.

For and on behalf of the Board

Place: Mumbai
Date: September 02, 2020

Gautam Khandelwal
Chairman
DIN 00270717

Annexure I

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2020

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

To,
The Members of
Nagpur Power and Industries Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Nagpur Power and Industries Limited** (CIN: L40100MH1996PLC104361) (hereinafter called "The Company"). We have conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Due to restricted movement and COVID-19 pandemic, we have conducted the secretarial audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are true and correct. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 ("Audit Period"), generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;

(iii) The Depositories Act, 1996 and the regulations and bye laws framed there under;

(iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act);

  a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  b) SEBI (Prohibition of Insider Trading) Regulations, 2015;

  c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;

  d) 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;

(vi) Other specifically applicable laws to the Company during the period under review;

  (i) Income Tax Act, 1961;

  (ii) Chapter V of the Finance Act, 1994 (Service Tax);

  (iii) Public Liability Insurance Act, 1991;

  (iv) Registration Act, 1908;

  (v) Indian Stamp Act, 1899;

  (vi) Indian Contract Act, 1872;

  (vii) Negotiable Instrument Act, 1881;

(viii) Information Technology Act, 2000;

(ix) Prevention of Money Laundering Act, 2002;

(x) Consumer Protection Act, 1986;

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India;

(ii) The Listing Agreement entered into by the Company with The Bombay Stock Exchange or Securities and Exchange Board of India (Listing Obligations AndDisclosure Requirements) Regulations, 2015;

Based on the aforesaid information provided by the Company, we report that during the financial year under report, the Company has complied with the provisions of the above mentioned Act/s, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review, if any, were carried out in compliance with the provisions of the Act.

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

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

Based on the information provided and the representation made by the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

For DSM & Associates,
Company Secretaries

CS Sanam Umbargikar
Partner
M.No.26141.
CP No.9394.
UDIN: A026141B000519304

Date: 28th July, 2020.
Place: Mumbai.

To,
The Board of Directors,
Nagpur Power and Industries Limited

Dear Sirs,

Subject: Secretarial Audit Report for financial year ended 31st March, 2020.

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

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

For DSM & Associates,
Company Secretaries

CS Sanam Umbargikar
Partner
M.No.26141.
COP No.9394.

Date: 28th July, 2020.
Place: Mumbai.

Annexure - II

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2020
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS

1.	CIN	L40100MH1996PLC104361
2.	Registration Date	06.12.1996
3.	Name of the Company	Nagpur Power And Industries Limited
4.	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
5.	Address of the Registered office & contact details	Nirmal, 20th Floor, Nariman Point, Mumbai – 400021 Tel: 91-22-22023055 Email: nidhi@khandelwalindia.com
6.	Whether listed company	Listed on BSE Ltd. (BSE)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel No: +91 22 49186000 Fax: +91 22 49186060

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1.	Low Ferro Manganese	24104	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	The Motwane Manufacturing Company Private Limited	U32109MH1960PTC011827	Subsidiary	74.21%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1961100	45500	2006600	15.32	1961100	45500	2006600	15.32	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	254232	0	254232	1.94	254232	0	254232	1.94	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	**2215332**	**45500**	**2260832**	**17.26**	**2215332**	**45500**	**2260832**	**17.26**	**0**
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	5641100	0	5641100	43.08	5641100	0	5641100	43.08	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other…	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	**5641100**	**0**	**5641100**	**43.08**	**5641100**	**0**	**5641100**	**43.08**	**0**
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**7856432**	**45500**	**7901932**	**60.34**	**7856432**	**45500**	**7901932**	**60.34**	**0**
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	7750	3900	11650	0.09	9300	2850	12150	0.09	0.00
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	1585094	0	1585094	12.10	1557743	0	1557743	11.90	(0.20)
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	**1592844**	**3900**	**1596744**	**12.19**	**1567043**	**2850**	**1569893**	**11.99**	**(0.20)**
(2) Non Institutions									
a) Bodies corporate									
i) Indian	64175	0	64175	0.49	65023	0	65023	0.50	0.01
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	883450	1138482	2021932	15.44	864925	1109682	1974607	15.08	(0.36)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1068566	161850	1230416	9.40	1118943	161850	1280793	9.78	0.38
c) Others (specify)									
NRI (Rep)	875	1500	2375	0.02	875	1500	2375	0.02	0.00
NRI (Non-Rep)	3326	7400	10726	0.08	1325	7400	8725	0.07	(0.01)
Trust	500	0	500	0.00	500	0	500	0.00	0.00
Hindu Undivided Family	262021	0	262021	2.00	291659	0	291659	2.22	0.22
Clearing Members	4686	0	4686	0.04	0	0	0	0	(0.04)
SUB TOTAL (B)(2):	**2258099**	**1338732**	**3596831**	**27.47**	**2343250**	**1280432**	**3623682**	**27.67**	**0.20**
Total Public Shareholding (B)= (B)(1)+(B)(2)	**3850943**	**1342632**	**5193575**	**39.66**	**3910293**	**1283282**	**5193575**	**39.66**	**0.00**
C. Shares held by Custodian for GDRs & ADRs	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Grand Total (A+B+C)	**11707375**	**1388132**	**13095507**	**100.00**	**11766725**	**1328782**	**13095507**	**100.00**	**0.00**

ii) Shareholding of Promoter:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Gautam Khandelwal	575300	4.39	0	575300	4.39	0	0
2	Suelve G Khandelwal	207150	1.58	0	207150	1.58	0	0
3	Geeta Khandelwal	575200	4.39	0	575200	4.39	0	0
4	Premnath Khandelwal	45500	0.35	0	45500	0.35	0	0
5	Sia Khandelwal	201250	1.54	0	201250	1.54	0	0
6	Tara Khandelwal	200950	1.53	0	200950	1.53	0	0
7	Uday Siddharth Khandelwal	201250	1.54	0	201250	1.54	0	0
8	Khandelwals Limited	5641100	43.08	0	5641100	43.08	0	0
9	Informed Technologies India Limited	254232	1.94	0	254232	1.94	0	0
10	Zeppelin Investments Private Limited	0	0	0	0	0	0	0
	Total	**7901932**	**60.34**	**0**	**7901932**	**60.34**	**0**	**0**

iii) Change in Promoters' Shareholding : (please specify, if there is no change):

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	7901932	60.34	7901932	60.34
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	#	#	#	#
At the end of the year	7901932	60.34	7901932	60.34

 # There is no change in the total shareholding of promoters between 01.04.2019 to 31.03.2020.

iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	For Each of the Top 10 Shareholders *	Shareholding at the beginning of the year (01.04. 2019)		Shareholding at the end of the year (31.03.2020)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Life Insurance Corporation Of India	1585094	12.1041	1557743	11.8952
2.	Bharat Jayantilal Patel	420139	3.2082	320139	2.4446
3.	Minal Bharat Patel	20964	0.1601	120964	0.9237
4.	Bhagwat Devidayal	98575	0.7527	85733	0.6547
5.	Nikita Aditya Mundra	80000	0.6108	80000	0.6108
6.	Sadhana Ghanshyamdas Mundra	23169	0.1769	56779	0.4336
7.	Uday Acharya	52750	0.4028	52750	0.4028
8.	Ghanshyam Das Mundra	51000	0.3894	51000	0.3894
9.	Ghanshyam Sadhana Mundra (Huf)	50000	0.3818	50000	0.3818
10.	Gira Shah	44108	0.3368	44108	0.3368
11.	Aditya Sadhana (Huf)	39011	0.2979	39011	0.2979
12.	Ghanshyam Das Mundra	37716	0.2880	37716	0.2880
13.	Vipulkumar Rasiklal Shah	34450	0.2631	28450	0.2173

* The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in Shareholding is not indicated.

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
A	**DIRECTORS**				
	Gautam Khandelwal	575300	4.39	575300	4.39
	Nimis Sheth	4500	0.03	4500	0.03
	Nidhi Salampuria	50	0.00	50	0.00
	Virat Mehta	0	0.00	0	0.00
B	**KEY MANAGERIAL PERSONNEL**				
	Gautam Khandelwal	575300	4.39	575300	4.39
	Santosh Khandelwal	100	0.00	100	0.00
	Nidhi Salampuria	50	0.00	50	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	29,17,059	-	-	29,17,059
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**29,17,059**	**-**	**-**	**29,17,059**
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	27,91,221	-	-	27,91,221
Net Change	**27,91,221**	**-**	**-**	**27,91,221**
Indebtedness at the end of the financial year				
i) Principal Amount	1,25,838	-	-	1,25,838
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**1,25,838**	**-**	**-**	**1,25,838**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: **(Rs. In lakhs)**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Gautam Khandelwal (Executive Chairman)	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.00	12.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit others, specify…	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	**12.00**	**12.00**
	Ceiling as per the Act	As per Sec II of Part II of Schedule V to the Co. Act, 2013	

B. Remuneration to other directors (Rs. In lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	**Mr. Virat Mehta**	**Mr. Nimis Sheth**	
	Fee for attending board and committee meetings	5.20	0*	5.20
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	**5.20**	**0***	**5.20**
2	Other Non-Executive Directors	Ms. Nidhi Salampuria	-	-
	Fee for attending board and committee meetings	0*	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	**0***	**-**	**-**
	Total (B)=(1+2)	**-**	**-**	**-**
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act			

* Mr. Nimis Sheth and Ms. Nidhi Salampuria have waived-off their sitting fees.

C. Remuneration to Key Managerial Personnel Other than MD/MANAGER/WTD: (Rs. In Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Nidhi Salampuria CS	**Santosh Khandelwal CFO**	**Total**
1	Gross salary	25.00	14.20	39.20
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify…	-	-	-
5	Others, please specify	-	-	-
	Total	25.00	14.20	39.20

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

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

Annexure - III

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON THE CORPORATE GOVERNANCE

Nagpur Power And Industries Limited believes in adopting the best practices in the area of Corporate Governance and follows the principles of fair representation, full disclosure, accountability and responsibility in all its dealings and communications with the ultimate objective of realizing and enhancing shareholder's values and protecting the rights and interests of all its stakeholders.

BOARD OF DIRECTORS

a) Composition of Board & Category of Directors as on March 31, 2020

The Board consists of 4 (Four) Directors, of these 2 (two) Directors are Independent Directors. The Chairman of the Board is Promoter and Executive Director.

Details of the Composition of Board of Directors are as follows:

Sr. No.	Name of Director	Executive/ Non-Executive/ Independent/ Chairman / Promoter	Shares held	
			No. of shares held	% of total shares of the Company
1	Mr. Gautam Khandelwal	Executive Chairman and Promoter	575300	4.39%
2	Mr. Nimis Sheth	Independent	4500	0.03%
3	Mr. Virat Mehta	Independent	0	0.00%
4	Ms. Nidhi Salampuria	Non – Executive	50	0.00%

Notes: 1) Ms. Nidhi Salampuria is also Company Secretary and Compliance Officer of the Company.

2) None of the Directors are Inter-se related to each other's.

b) Attendance of each Director at the Board Meeting and the last Annual General Meeting (AGM)

The meetings of the Board of Directors are held at least once in each quarter, scheduled well in advance and generally held at the Company's registered office in Mumbai. During the Financial Year 2019-20, 5 (Five) board meetings were held. The board meetings were held on May 29, 2019; July 30, 2019; November 14, 2019; December 17, 2019 and February 14, 2020. Further, the AGM of the Company was held on September 10, 2020 at the registered office of the Company.

Details of the Attendance of each Director at the Board Meeting and the last AGM is as follows:

Sr. No.	Name of Directors	Attendance details		
		Board Meeting		Last A.G.M
		Held	Attended	
1	Mr. Gautam Khandelwal	5	5	Yes
2	Mr. Nimis Sheth	5	5	Yes
3	Ms. Nidhi Salampuria	5	5	Yes
4	Mr. Virat Mehta	5	3	No

c) Directorship of Directors

The Details of the Directors with regard to their Directorships, Committee positions are as follows:

Sr. No.	Name of Director	Executive/ Non-Executive/ Independent	No. of Directorship Held in Indian Public Ltd Companies (1)	Committee Positions Held(2)		Directorship in other listed companies
				Chairman	Member	
1	Mr. Gautam Khandelwal	Executive	6	3	7	2
2	Mr. Nimis Sheth	Independent	2	4	4	1
3	Mr. Virat Mehta	Independent	3	0	4	1
4	Ms. Nidhi Salampuria	Non – Executive	1	0	0	0

Notes:

1. Directorship excludes Private Limited Companies, Foreign Companies.
2. Chairmanship /Membership only include Audit Committee and Stakeholders Relationship Committee.

d) Name of other Listed Companies where a Director is a Director

Sr. No.	Name of Director	Name of the Listed Entity (Excluding Nagpur Power And Industries Limited) in which a person is a Director and category of Directorship
1	Mr. Gautam Khandelwal	1) Informed Technologies India Limited (Non – Executive Chairman) 2) Varroc Engineering Limited (Independent Director)
2	Mr. Nimis Sheth	1) Informed Technologies India Limited (Independent Director)
3	Mr. Virat Mehta	1) Informed Technologies India Limited (Independent Director)
4	Ms. Nidhi Salampuria	Nil

e) Familiarization of Independent Directors

Your Company has in place a structured induction and familiarization programme for all its Directors including the Independent Directors. Your Company through such programmes familiarizes not only the Independent Directors but any new appointee on the Board with a brief background of your Company, their roles, rights, responsibilities, nature of the industry in which it operates, business model operations, ongoing events, etc. They are updated on all business related issues and new initiatives. They are also informed of the important policies of your Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading.

Further, terms and conditions for appointment of Independent Director is been provided to them, same can be accessed from website of the Company at www.nagpurpowerind.com

Brief details of the familiarization programme are uploaded on the website of your Company http://www.nagpurpowerind.com/investors/corporate-governance/

f) List of core skills/expertise/competencies

Further pursuant to Schedule V, Part C of SEBI LODR Regulations 2015 read with Amendments thereof, below are the list of core skills/expertise/competencies identified by the Board of Directors for the year under review as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board:

Category	Core Skills/Expertise/Competencies Identified/Available At Board
Leadership	Extended leadership experience in organizations with demonstrated strengths in developing talents, fostering growth and bringing a positive change through alternative thinking
Management & Business Excellence	Follow best management practices and working towards business & operational excellence and research and development of the niche products
Financial	Proficiency in financial management, capital allocation and financial reporting process
Ethics & Corporate Governance	To lead by example best ethical and Corporate Governance practices
Diversity	Representation of gender, ethnic, geographic, cross-cultural, cultural, or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders

g) Chart of Matrix Core Skill of Directors:

Sr. No.	Skill Area	Name of Director			
		Gautam Khandelwal	Nimis Sheth	Virat Mehta	Nidhi Salampuria
1.	Leadership	√	√	√	√
2.	Management & Business Excellence	√	-	-	-
3.	Financial	√	√	-	√
4.	Ethics & Corporate Governance	√	√	√	√
5.	Diversity	√	√	√	√

h) Meeting of Independent Directors

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on November 14, 2019 without the attendance of Non-Independent Directors and members of the management.

i) Detail of Directors being appointed and re-appointed

As required under Regulations 26(4) and 36(3) of the SEBI (LODR) Regulations, 2015, particulars of the Director seeking appointment and re-appointment are given in the Explanatory Statement to the Notice of the AGM.

j) Code of Conduct

The Company has laid down code of conduct applicable to all Board of Directors, Senior Management and Key Managerial Personnel of the Company and all have confirmed compliance of the code of conduct. A declaration to this effect duly signed by the Chairman is annexed hereto.

k) Subsidiary Company

Under SEBI (LODR) Regulations, 2015, an Independent Director of the Company is required to be appointed as Director on the Board of the material Indian subsidiaries.

Mr. Virat Mehta, Independent director of the Company is the the nominee director of "The Motwane Manufacturing Company Private Limited" w.e.f. June 01, 2018.

The Audit Committee of the Company reviews the financial statements, including the investments made, of its subsidiary.

The Minutes of the meetings of the Board of Directors of the subsidiary company are regularly placed before the Board of Directors of the Company. A statement containing the significant transactions and arrangements entered into by the subsidiary are periodically placed before the Board of Directors of the Company.

The Company has formulated a Policy for determining material subsidiaries. The policy is available on the website of the company at http://www.nagpurpowerind.com/investors/corporate-governance/

BOARD COMMITTEES

1. Audit Committee

The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Audit Committee comprise of Mr. Nimis Sheth (Chairman), Mr. Virat Mehta (Member) and Mr. Gautam Khandelwal (Member) as on March 31, 2020. The members of the Committee have the relevant experience in the field of finance, banking and accounting. Statutory Auditor of the Company and Internal Auditor are invitees to the Audit Committee Meeting.

The scope and terms of reference and working of the Audit Committee are constantly reviewed and appropriate changes are made from time to time for greater effectiveness of the Committee. The Audit Committee inter alia performs the functions of review of financial reporting system, internal controls system, discussion on financial results, interaction with Statutory and Internal Auditors, one-on-one meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory and their remuneration, recommendation for the appointment and remuneration of Internal Auditors, Management Discussions and Analysis, Review of Internal Audit Reports, significant related party transactions etc. As on March 31, 2020, these confirm to the requirements of Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The Company Secretary acts as the Secretary of the Committee. The Committee met 4 (Four) times during the year under review. The meetings were held on May 29, 2019; July 30, 2019, November 14, 2019; and February 14, 2020.

Sr. No.	Name of Members	No. of Meetings	
		Held	Attended
1	Mr. Nimis Sheth - Chairman	4	4
2	Mr. Gautam Khandelwal	4	4
3	Mr. Virat Mehta	4	4

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprise of Mr. Nimis Sheth (Chairman), Mr. Virat Mehta (Member) and Mr. Gautam Khandelwal (Member) as on March 31, 2020. The Committee met 4 (Four) times during the year under review. The meetings were held on May 29, 2019; July 30, 2019, November 14, 2019; and February 14, 2020.

Sr. No.	Name of Members	No. of Meetings	
		Held	Attended
1	Mr. Nimis Sheth - Chairman	4	4
2	Mr. Gautam Khandelwal	4	4
3	Mr. Virat Mehta	4	3

The purpose of the Committee is to oversee the Company's nomination process for the senior management and specifically to identify, screen and review individuals qualified to serve as EDs, NEDs and IDs consistent with criteria approved by the Board and to recommend, for approval by the Board, nominees for election at the AGM of the shareholders.

The Committee also discharges the Board's responsibilities relating to compensation of the Company's EDs and senior management. The Committee has the overall responsibility of approving and evaluating the compensation plans, policies and programmes for EDs and the senior management. The Committee reviews and recommends to the Board, to approve for the EDs, the base salary, incentives/commission, other benefits, compensation or arrangements and executive employment agreements.

The Committee further coordinates and oversees the annual self-evaluation of the performance of the Board, Committees' and of individual Directors and board diversity. The details are given in the director's report.

The Nomination and Remuneration Policy of the Company's can be accessed at the Website at http:// www.nagpurpowerind.com/investors/corporate-governance/

Details of remuneration paid to Directors for the year **(Rs. In Lakhs)**

Name of the Director	Salary & Perquisites (Rs.)	Commission (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Mr. Gautam Khandelwal	12.00	Nil	Nil	**12.00**
Mr. Nimis Sheth	Nil	Nil	Nil	**Nil**
Ms. Nidhi Salampuria	Nil	Nil	Nil	**Nil**
Mr. Virat Mehta	Nil	Nil	5.20	**5.20**

- Sitting fees has only been paid to Non-executive directors.
- Mr. Nimis Sheth and Ms. Nidhi Salampuria have waived off their sitting fees.
- No Commission or salary was paid to any director other than Mr. Gautam Khandelwal during the year.
- Ms. Nidhi Salampuria, Director of the Company who is also Company Secretary and Compliance Officer of the Company is been paid Salary in the capacity of a Company Secretary and Compliance Officer.
- Your Company has not granted any stock options to any of its Directors.

3. Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprise of Mr. Nimis Sheth (Chairman), Mr. Virat Mehta (Member) and Mr. Gautam Khandelwal (Member) as on March 31, 2020.

The Company Secretary acts as the Secretary of the Committee. The Committee met 4 (Four) times during the year under review. The meetings were held on May 29, 2019; July 30, 2019, November 14, 2019; and February 14, 2020.

Sr. No.	Name of Members	No. of Meetings	
		Held	Attended
1	Mr. Nimis Sheth - Chairman	4	4
2	Mr. Gautam Khandelwal	4	4
3	Mr. Virat Mehta	4	3

The purpose of the committee is to approve/take note of transfers, transmission of shares, issue duplicate/rematerialized shares and consolidation and splitting of share certificates, to review shareholders correspondence including such other complaints received from various stakeholders and its redressal from time to time.

Name and designation of Compliance Officer: Ms. Nidhi Salampuria

Details of Shareholders' Complaints:

Shareholders / Investors Complaints	Complaint Nos.
Complaints as on April 1, 2019	Nil
Complaints received during 2019-20	01
Complaints not solved to the satisfaction of shareholders	Nil
Complaints pending as on March 31, 2020	Nil

The Company attends to investors & shareholders grievances within 15 days from the date of receipt of the same.

4. ANNUAL GENERAL MEETINGS

Details of the last three Annual General Meetings held are given below:

Financial Year	Date, Time and Venue	Special Resolutions passed
2016-2017	September 28, 2017 at 2:30 PM 20th Floor, Nirmal Building, Nariman Point, Mumbai 400021	3 Special Resolution were passed through e-voting and ballot
2017-2018	September 29, 2018 at 12:30 PM 20th Floor, Nirmal Building, Nariman Point, Mumbai 400021	None
2018-2019	September 10, 2019 at 12:30 PM 20th Floor, Nirmal Building, Nariman Point, Mumbai 400021	1 Special Resolution was passed through e-voting and ballot

Postal Ballot

During the financial year 2019-20, no special resolutions were passed through postal ballot.

5. Confirmation by the Board of Directors regarding acceptance of recommendation of all Committees:

In terms of the amendments made to the Listing Regulations, the Board of Directors confirms that during the year, it has accepted all recommendations received from all its Committees.

6. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is given below:

Particular	As at March 31, 2020
Audit Fees	595,000
Tax Audit Fees	118,000
Other Service	125,000
Reimbursement of Expenses	-
Total	838,000

7. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of Sexual Harassment Complaints received and disposed off during the year 2019-2020.

No. of Complaint received	No. of Complaints disposed off	No. of Complaints pending
Nil	N.A.	N.A.

8. Disclosures

- The disclosures with regard to transactions with related parties are given in the **Note 35** of the audited financial statements for the year ended March 31, 2020. The Audit Committee has reviewed these transactions in compliance with Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The related party policy can be accessed from the following link : http://www.nagpurpowerind.com/investors/corporate-governance/
- There were no instances of non-compliance, penalties, restrictions imposed on the Company by Stock Exchange, SEBI or any statutory authority on any matter related to capital markets, during the last three years.
- The Company has constituted Vigil Mechanism/ Whistle Blower Policy, the details of the same is given in the Directors report.
- The Company has adopted a Code of Conduct for prevention of Insider Trading with a view to regulate trading in securities by the Directors, Senior Management & Key Managerial Personnel and other designated employees of the company.

- The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.
- The Company has not raised any funds through preferential allotment or qualified institutions placement.
- The Company has complied with mandatory requirements of the SEBI (LODR) Regulations, 2015 and Companies Act 2013.
- As regards discretionary requirement specified in part E of Schedule II of SEBI (LODR) Regulations, 2015 the Company has complied with item E.

9. Means of communication

- The quarterly un-audited results were published in Financial Express and Mumbai Lakshadeep, in accordance with the requirement of the SEBI (LODR) Regulations, 2015.
- Annual audited financial results were published in Financial Express and Mumbai Lakshadeep. These are not sent individually to the shareholders. No presentations were made to institutional investors or to the analysts.
- Also available on the Company's Website at http://www.nagpurpowerind.com/

10. General Shareholders Information

(a) Annual General Meeting For the Financial Year 2019-20:

Date	: September 30, 2020 - Wednesday
Time	: 12:30 PM
Venue	: Conducted through VC/ OAVM
Financial Year	: April 01, 2019 to March 31, 2020

(b) Financial Calendar (April 01, 2020 to March 31, 2021):

Adoption of Quarterly results for	**(Tentative)***
First quarter results	: On or before September 15, 2020
Second quarter results	: On or before November 14, 2020
Third quarter results	: On or before February 14, 2021
Fourth quarter and Annual results	: On or before May 30, 2021

***** Tentative dates can change if any extension received by the company.

(c) Date of Book closure : Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive).

(d) Listing details:

Stock Exchange	: Bombay Stock Exchange Limited, Phiroze Jeejeebhoy, Dalal Street, Mumbai - 400001.
Scrip Code	: 532362
ISIN Number	: INE099E01016 - NSDL & CDSL

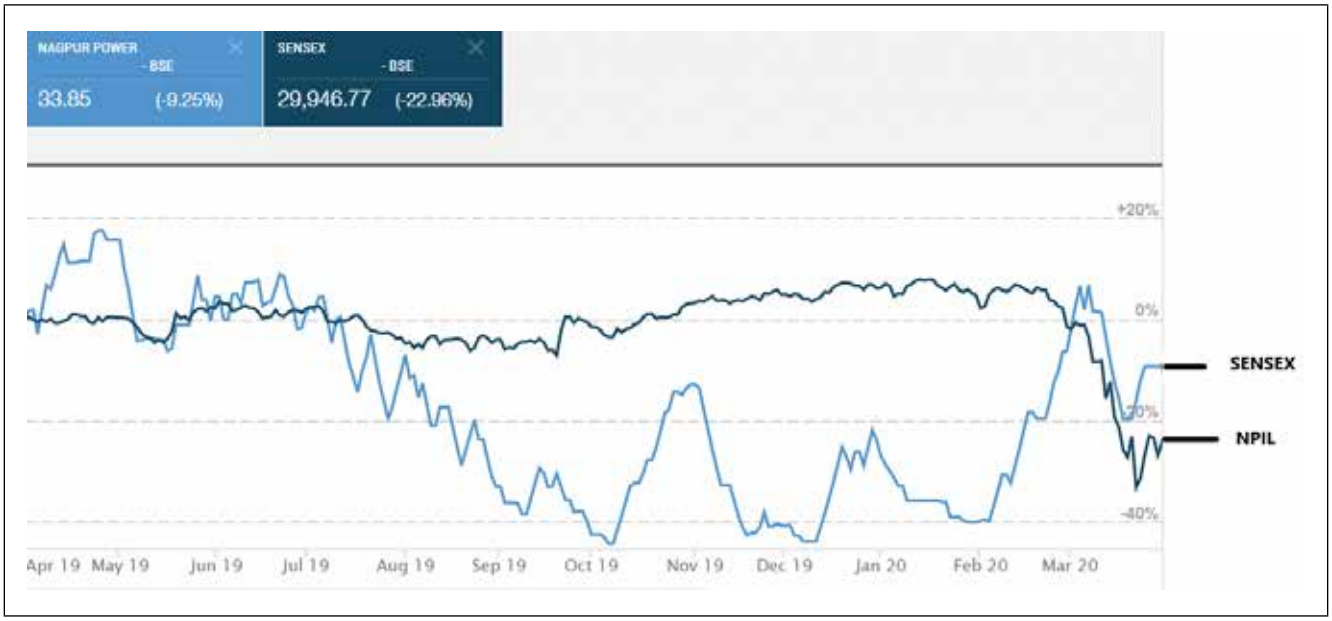
Listing fee has been paid for the financial year 2020-21.

(e) Market Price Data:

High/Low price and volume of the Company's shares at BSE during each month in Financial Year 2019-20 is as follows:

Month	High (Rs.)	Low (Rs.)	Volume (Shares)
Apr-19	45.75	34.55	38532
May-19	41.40	33.95	20797
Jun-19	41.75	34.80	46549
Jul-19	40.70	29.35	23476
Aug-19	34.70	24.50	19062
Sep-19	27.05	22.25	40386
Oct-19	33.25	20.65	17868
Nov-19	32.25	21.10	12136
Dec-19	30.60	20.95	13649
Jan-20	28.55	21.40	3990
Feb-20	36.55	22.40	7074
Mar-20	41.80	28.60	3680

(f) Performance in comparison to broad-based indices such as BSE Sensex.



(g) Registrar and Transfer Agent:

Link Intime India Private Limited
C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083
Tel No: +91 22 49186000 Fax: +91 22 49186060
Email Id: rnt.helpdesk@linkintime.co.in

(h) Share Transfer System:

Link Intime India Private Limited, Share Transfer Agent of the Company, handles share and shareholders related matters. Link Intime India Private Limited has adequate infrastructure to process share transfer related matters. Pursuant to the proviso of regulation 40 of Listing Regulations, except in case of transmission or transposition of securities, transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository.

The Company obtains, from a Company Secretary in practice, half yearly certificate of Compliance with the share transfer formalities as required under Regulation 40 (9) of Listing Regulations, and files a copy of the same with the Stock Exchanges.

(i) Distribution of Shareholding as on March 31, 2020 is as under:

No. of shares	No. of Shareholders	%	No. of Shares	%
Upto 500	2659	73.7996	627691	4.7932
501-1000	354	9.8251	261447	1.9965
1001-2000	340	9.4366	436326	3.3319
2001-3000	96	2.6644	230818	1.7626
3001-4000	23	0.6384	78078	0.5962
4001-5000	35	0.9714	160482	1.2255
5001-10000	38	1.0547	264292	2.0182
10001 and above	58	1.6098	11036373	84.2760
Total	**3603**	**100.0000**	**13095507**	**100.0000**

(j) Shareholding Pattern as on March 31, 2020 is as under:

Sr. No.	Category	No. of shares Held	% of Shareholding
1.	Indian Promoters	2260832	17.26
2.	Foreign Promoters	5641100	43.08
3.	Financial Institutions/Banks	12150	0.09
4.	Insurance Companies	1557743	11.90
5.	Private Bodies Corporate	65023	0.50
6.	Indian Pubic	3255400	24.86
7.	NRI/OCBs	11100	0.08
8.	Trusts	500	0.00
9.	Hindu Undivided Family	291659	2.23
	TOTAL	**13095507**	**100.00**

(k) Dematerialization of shares as on March 31, 2020 is as under:

Particulars	No. of shares	% to Issued Capital
Dematted		
National Securities Depository Limited	10745020	82.05
Central Depository Securities Limited	1021705	7.80
Physical	1328782	10.15
Total	**13,095,507**	**100.00**

(l) Outstanding GDR's/ADR's/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs and there are no warrants or any Convertible instruments.

(m) Plant Location:

Khandelwal Nagar, Dist. Nagpur – 441 402, Maharashtra.

(n) Name and Designation of Compliance Officer: Ms. Nidhi Salampuria,Director, CS & Compliance Officer

(o) Address for correspondence:

The Company Secretary
Nagpur Power And Industries Limited
Nirmal, 20th Floor, Nariman Point, Mumbai-400021
Tel # +91-22-22023055/66
Email id: npil_investor@khandelwalindia.com

(p) Certificate Regarding Non-Disqualification of Directors

CS Sanam Umbargikar of M/s. DSM & Associates, Practicing Company Secretary has issued a certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed to this Report on Corporate Governance.

(q) Auditors Certificate on Corporate governance:

The Auditors Certificate on Compliance of Listing Regulations relating to Corporate Governance is given as an annexure to this report.

(r) CEO and CFO certification:

As required by SEBI (LODR) Regulations, 2015 the CEO and CFO have given appropriate certifications to the Board of Directors.

Annexure

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

It is hereby affirmed that, the Board of Directors and Senior Management/ Key Managerial personnel have complied with the Code of Conduct framed by the Company and a confirmation to that effect has been obtained from the Directors and Senior Management/ Key Managerial personnel in respect of financial year ended March 31, 2020.

For Nagpur Power And Industries Limited

Place: Mumbai
Date: July 30, 2020

Gautam Khandelwal
Executive Chairman
DIN NO. 00270717

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
Nagpur Power And Industries Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Nagpur Power And Industries Limited,** having CIN L40100MH1996PLC104361 and having registered office at "Nirmal", 20th Floor, Nariman Point, Mumbai – 400 021, Maharashtra, India, (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 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 by the Company & its officers, 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 companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of the Directors	DIN	Date of appointment in the Company
1.	Mr. Gautam Premnath Khandelwal	00270717	6th December, 1996.
2.	Mr. Nimis Savailal Sheth	00482739	15th September, 2014.
3.	Ms. Nidhi Narayan Salampuria	07138654	1st April, 2015.
4.	Mr. Virat Mehta	07910116	30th August, 2017.

Ensuring the eligibility 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 my verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **DSM & Associates,**
Company Secretaries

CS Sanam Umbargikar
Partner
M.No.26141
COP No. 9394
UDIN: A026141B000620163.

Date: 26th August, 2020.
Place: Mumbai

Annexure

Independent Auditors' Certificate on Corporate Governance

To,
The Members of
Nagpur Power And Industries Limited

1. We, Parekh Sharma And Associates, the Statutory Auditors of NAGPUR POWER AND INDUSTRIES LIMITED ("the Company") have examined the compliance of conditions of Corporate Governance by the company, for the year ended 31 March 2020, as per Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

MANAGEMENT'S RESPONSIBILITY

2. The compliance of the conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedure to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulation.

AUDITOR'S RESPONSIBILITY

3. Our examination has been limited to examining of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of accounts and other relevant records and documents maintained by the company for the purpose of providing reasonable assurance on the compliance with corporate governance required by the company.
5. We have carried out an examination of the relevant records of the company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountant of India (ICAI) , the Standard on Auditing specified under section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificate for Special Purpose (Revised 2016) issued by the ICAI which required that we comply with the ethical requirement of the Code of Ethics issued by the ICAI.
6. We have compiled with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

Based on our examination of the relevant records and according to information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with condition of Corporate Governance as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulation during the year ended 31st March 2020.

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

For Parekh Sharma And Associates
Chartered Accountants
Firm Regn. No. 129301W

Date: September 02, 2020
Place: Mumbai

Sujesh Sharma
Partner
Membership No. 118944
UDIN: 20118944AAAAGW6820

Independent Auditors' Report

To the Members of

Nagpur Power & Industries Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Nagpur Power & Industries Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2020, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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

Basis for Opinion

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

Key Audit Matters

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

Sr. no	Key Audit Matters	Our Response
1.	Defined benefit obligation The valuation of the retirement benefit scheme in the company is determined with reference to various actuarial assumptions including discount rate, future salary increases, rate of inflation mortality rates and attrition rates. Due to the size of these assumptions can have a material impact on the defined benefit obligation	We have examined the key controls over the process involving member data, formulation of assumptions and the financial reporting process in arriving at the provision for retirement benefits. We tested the controls for determining the actuarial assumptions and the approval of those assumptions by senior management. We found these controls were designed, implemented and operated effectively, and therefore determined that we could place reliance on these key controls for the purpose of our audit. We tested the employee data used in calculating the obligation and where material, we also considered the treatment of curtailments, settlement, past service costs, remeasurements, benefits paid, and other amendments made to obligations during the year. From the evidence obtained, we found the data and assumptions used by the management in the actuarial valuations for retirement benefit obligations to be appropriate.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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 and Board of Directors are 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.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current

period and are therefore the key audit matters. We describe these matters in our auditors' 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 (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

   (A) 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 and records.

   (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   (e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.

   (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   (B) With respect to the other matters to be included in the Auditors' 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 as at 31 March 2020 on its financial position in its standalone financial statements - Refer Note 31 to the standalone financial statements;

   ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any.

   iii. The company did not have any long term contracts including derivatives contract for which there were any material foreseeable losses.

   (C) With respect to the matter to be included in the Auditors' Report under section 197(16):

   In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Parekh Sharma & Associates
Chartered Accountants
Firm's Registration No: 1 2 9 3 0 1 W

Sujesh Sharma
Partner
Membership No: 118944
UDIN: 20118944AAAAFJ1190

Mumbai
30th July, 2020

Annexure A to the Independent Auditors' Report

With reference to the Annexure A referred to in the Independent Auditors Report to the members of the Company on the standalone financial statements for the year ended 31 March 2020, we report the following:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us, the fixed assets have been physically verified by the management during the year in accordance with a phased program of verification which, in our opinion, is reasonable having regards to the size of the company and nature of its fixed assets. The discrepancies noticed on verification between the physical fixed assets and the books records were not material having regard to nature and size of the operations of the company and the same have been properly dealt with in the books of accounts.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in fixed assets are held in the name of the current or former name of the company.

(ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The Company has maintained proper records of inventory. The discrepancies noticed on verification between the physical stock and the book records were not material.

(iii) According to the information and explanations given to us, the Company has granted loans to one party covered in the register maintained under Section 189 of the Act.

(a) The above loan has been given to an entity at an interest rate of 10% p.a. wherein the company has also made a strategic investment in its Equity and is without any stipulated as regards to its repayment. In view of the controlling interest and long strategies of the management the terms and conditions of this loan are not, prima facie, prejudicial to the interest of the company.

(b) In view of what is stated in (a) above, there is no schedule of repayment of principal and payment of interest. There is part repayment during the year.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Act, with respect to the loans given, investments made, guarantees and securities given.

(v) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.

(vi) The Central Government has not prescribed the maintenance of cost records under Section 148 of the Act for any of the services rendered by the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Goods and Services tax, duty of Customs, Cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods and Services tax, duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2020, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of Income-tax or Sales tax or Service tax or Goods and Services tax or duty of Customs or duty of Excise or Value added tax which have not been deposited by the Company on account of disputes, except for the following:

Name of the Statute	Nature of the Dues	Amount (Rs. in lakhs)	Forum where dispute is pending
The Income-tax Act, 1961	Income-tax	3.21	Commissioner of Income tax
West Bengal Sales Tax Act, 1957- sales tax case at Calcutta	Sales tax demand of three Assessment year	2.43	Commissioner of sales Tax (Appeal) Calcutta.

Name of the Statute	Nature of the Dues	Amount (Rs. in lakhs)	Forum where dispute is pending
Uttar Pradesh Sales Tax Act, 1957 – Sales tax case at Kanpur	Sales tax demand	3.33	Commissioner of sales Tax (Appeal) Kanpur.
B.S.T Act, 1959	B.S.T & C.S.T	195.45	JT.Commissioner of sales tax (Appeals),Nagpur
Customs Act, 1962	Customs and Ad valorem Duty	117.43	Commissioner of customs (E.P.) and Directorate General of Foreign Trade (DGFT)
The Bombay Stamp act, 1958	Stamp Duty	45.83	Supreme Court of India
Other statutory dues	Entry tax	4.58	Tehsildar

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company did not have any outstanding loans or borrowings from financial institutions or government.

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

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

(xi) In our opinion and according to the information and explanations given to us and based on examination of the records of the Company, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xii) According to the information and explanations given to us, in our opinion, the Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, the provisions of clause 3(xii) of the order is not applicable to the company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.

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

(xvi) According to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3 (xvi) of the order is not applicable.

For Parekh Sharma & Associates
Chartered Accountants
Firm's Registration No: 1 2 9 3 0 1 W

Sujesh Sharma
Partner
Membership No: 118944
UDIN: 20118944AAAAFJ1190

Mumbai
30th July, 2020

Annexure B to the Independent Auditors' Report on the accounts for the year ended 31st March 2020.

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 with reference to standalone financial statements of Nagpur Power and Industries Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Because of the matter described in Disclaimer of opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system over financial reporting of the company.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements 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 Financials Controls with reference to Financials Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, misstatement due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements may become inadequate because of changes in the 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 with reference to financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31st March 2020, based on the internal control with reference to financial statements criteria established by the company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Parekh Sharma & Associates
Chartered Accountants
Firm's Registration No: 1 2 9 3 0 1 W

Sujesh Sharma
Partner
Membership No: 118944
UDIN: 20118944AAAAFJ1190

Mumbai
30th July, 2020

Balance Sheet as at 31st March, 2020

Amount in Rs.

Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
ASSETS			
Non-current assets			
Property, plant and equipment	2	191,116,325	192,449,569
Other intangible assets	3	698	698
Financial assets			
Investments	4	212,822,617	259,655,111
Loans	5	30,786,078	19,186,078
Other financial assets	6	5,218,015	5,218,015
Non-current tax assets (Net)	7	10,527,907	10,991,931
Other non-current assets	8	4,086,089	3,372,732
		454,557,729	**490,874,134**
Current assets			
Inventories	9	-	-
Financial assets			
Investments	10	237,408,563	234,630,746
Cash and cash equivalents	11	648,461	345,567
Others financial assets	12	2,835,286	430,065
Other current assets	13	4,180,895	686,832
		245,073,205	**236,093,210**
TOTAL ASSETS		**699,630,934**	**726,967,344**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	130,955,070	130,955,070
Other Equity	15	564,773,115	589,702,483
Total Equity		**695,728,185**	**720,657,553**
Liabilities			
Non-current liabilities			
Financial liabilities			
Trade payables	16		
Total Outstanding dues of micro enterprise and small enterprises and		-	-
Total Outstanding dues of creditors other than micro enterprise and small enterprises		1,178,543	1,178,543
Provisions	17	1,054,741	705,737
Total non-current liabilities		**2,233,284**	**1,884,280**
Current liabilities			
Financial liabilities			
Borrowings	18	125,838	2,917,059
Trade payables	19		
Total Outstanding dues of micro enterprise and small enterprises and		-	-
Total Outstanding dues of creditors other than micro enterprise and small enterprises		127,224	74,441
Other financial liabilities	20	223,300	223,300
Other current liabilities	21	1,109,322	1,112,750
Provisions	22	83,781	97,961
		1,669,465	**4,425,511**
Total liabilities		**3,902,749**	**6,309,791**
TOTAL EQUITY AND LIABILITIES		**699,630,934**	**726,967,344**
Significant accounting policies	1		

The accompanying notes are an integral part of these financial statements

As per our report of even date attached
For Parekh Sharma & Associates
Chartered Accountants
Firm's Regn. No. 129301W
Sujesh Sharma
Partner
M. No. :118944

Place: Mumbai
Date: 30th July 2020

For and on behalf of the Board of Directors

Gautam P. Khandelwal
Executive Chairman
(DIN: 00270717)

Nimis Sheth
Director
(DIN: 00482739)

Nidhi Salampuria
Director & Company Secretary (FCS 10448)

Santosh Khandelwal
Chief Financial Officer

Place: Mumbai
Date: 30th July 2020

Statement of Profit and Loss for year ended 31st March, 2020

Amount in Rs.

Particulars		Note No.	Year Ended 31st March, 2020	Year Ended 31st March, 2019
I	Revenue from operations	23	1,487,895	4,669,865
II	Other income	24	26,910,742	15,626,522
III	**Total income (I + II)**		**28,398,637**	**20,296,387**
IV	**Expenses**			
	Cost of materials consumed	-	-	-
	Changes in inventories of finished goods and work-in-progress	-	-	-
	Employee benefits expenses	25	10,202,421	9,311,262
	Finance cost	26	135,505	128,608
	Depreciation and amortization expenses	2 - 3	1,718,258	1,789,970
	Other expenses	27	16,591,233	17,567,605
	Total expenses		**28,647,417**	**28,797,445**
V	**Profit / (Loss) before exceptional items and tax (III-IV)**		(248,780)	(8,501,058)
VI	Exceptional items		-	-
VII	**Profit/(Loss) Before Tax (V-VI)**		**(248,780)**	**(8,501,058)**
VIII	**Tax expenses**	28		
	Current tax		766,136	-
	Deferred tax		-	-
IX	**Profit / (Loss) for the year (VII-VIII)**		**(1,014,916)**	**(8,501,058)**
X	Other Comprehensive Income	29		
(i)	**Items that will not be reclassified to statement of profit and loss**			
	Re-measurement gains/(losses) on defined benefit plans		(302,759)	(95,427)
	Fair value gains/ (losses) on Equity instruments		(23,611,694)	5,193,485
	Income tax effect on above			
(ii)	**Items that will be reclassified to statement of profit and loss**			
	Debt instruments through Other Comprehensive Income		-	-
	Income tax effect on above		-	-
	Total Other Comprehensive Income /(Loss)		**(23,914,453)**	**5,098,058**
XI	**Total Comprehensive Income/(Loss) for the year (IX+X)**		**(24,929,369)**	**(3,403,000)**
	(Comprising profit,(loss) and other comprehensive income for the year)			
XII	**Earnings per equity share**	30		
	Basic (in ₹)		(0.08)	(0.65)
	Diluted (in ₹)		(0.08)	(0.65)
Significant accounting policies		1		
The accompanying notes are an integral part of these Standalone financial statements				

As per our report of even date attached
For Parekh Sharma & Associates
Chartered Accountants
Firm's Regn. No. 129301W
Sujesh Sharma
Partner
M. No. :118944

Place: Mumbai
Date: 30th July 2020

For and on behalf of the Board of Directors

Gautam P. Khandelwal
Executive Chairman
(DIN: 00270717)

Nimis Sheth
Director
(DIN: 00482739)

Nidhi Salampuria
Director & Company Secretary (FCS 10448)

Santosh Khandelwal
Chief Financial Officer

Place: Mumbai
Date: 30th July 2020

Cash Flow Statement for the year ended 31st March, 2020

Amount in Rs.

	Particulars	For the year Ended 31st March, 2020	For the year Ended 31st March, 2019
A.	**CASH FLOWS FROM OPERATING ACTIVITIES**		
	Net Profit / (Loss) before tax	(248,780)	(8,501,058)
	Adjustments for:		
	Depreciation and amortization	1,718,258	1,789,970
	Finance Cost	135,505	128,608
	Interest received	(3,021,089)	(2,274,691)
	Dividend received	(6,912,654)	(7,069,813)
	Remeasurement of employee benefit	(302,759)	(95,427)
	Unrealized gain on investments measured at Fair Value through OCI (Net)	(23,611,694)	5,193,485
	(Gain)/loss on sale of assets	-	(62,187)
	(Gain)/loss on sale of Investments	(33,737,257)	(3,504,657)
	Unrealized gain/loss on investment	16,845,432	(2,472,184)
	Operational Profit before Working Capital changes	**(49,135,037)**	**(16,867,954)**
	Adjustments for changes in Working Capital :		
	(Increase) / Decrease in Inventories	-	-
	(Increase) / Decrease in other current financial assets	(2,405,221)	(338,393)
	Increase / (Decrease) in other current assets	(3,494,063)	1,757,822
	Increase / (Decrease) in Trade payables	52,782	42,149
	(Increase) / Decrease in other current financial liabilities	-	(10,000)
	(Increase) / Decrease in other current liabilities	331,396	(832,388)
		(5,515,106)	**619,190**
	Cash from/ (used) in operating activities	**(54,650,143)**	**(16,248,765)**
	Direct taxes paid, net	302,112	227,471
	NET CASH FROM/ (USED) IN OPERATING ACTIVITIES	**(54,952,255)**	**(16,476,236)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Property, plant and equipment	(385,014)	(19,000)
	Proceeds from sale of fixed Property, plant and equipment	-	87,014
	Proceeds from (Purchase) / Sale of investments	60,946,502	2,590,956
	Dividend received	6,912,654	7,069,813
	Interest received	3,021,089	2,274,691
	Proceeds / (repayment) of loans and deposits	(713,357)	46,799
	NET CASH FROM/ (USED) IN INVESTING ACTIVITIES	**69,781,874**	**12,050,273**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds / (Repayment) of Short-term Borrowings	(2,791,221)	976,981
	Proceeds/(Repayment) of Long-term Borrowings	(11,600,000)	3,551,892
	Finance Cost	(135,505)	(128,608)
	NET CASH GENERATED FROM FINANCING ACTIVITIES	**(14,526,726)**	**4,400,265**
D.	**NET CASH FLOWS DURING THE YEAR (A+B+C)**	302,893	(25,698)
E.	Cash and cash equivalents at the beginning	345,567	371,264
F.	**CASH AND CASH EQUIVALENTS AT THE END (D+E)**	**648,461**	**345,567**
G.	**CASH AND CASH EQUIVALENTS COMPRISE OF:**		
	Cash on hand	1,007	77,397
	Cheques on hand	-	-
	Balances with banks in current accounts	647,454	268,170
	CASH AND CASH EQUIVALENTS AS PER NOTE	**648,461**	**345,567**

As per our report of even date attached
For Parekh Sharma & Associates
Chartered Accountants
Firm's Regn. No. 129301W
Sujesh Sharma
Partner
M. No. :118944

Place: Mumbai
Date: 30th July 2020

For and on behalf of the Board of Directors

Gautam P. Khandelwal
Executive Chairman
(DIN: 00270717)

Nimis Sheth
Director
(DIN: 00482739)

Nidhi Salampuria
Director & Company Secretary (FCS 10448)

Santosh Khandelwal
Chief Financial Officer

Place: Mumbai
Date: 30th July 2020

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

Equity Amount in Rs.

Particulars	As at 1st April, 2018	Change in Equity share capital during the year	As at 1st April, 2019	Change in Equity share capital during the year	As at 31st March, 2020
Equity share capital	130,955,070	-	130,955,070	-	130,955,070

Other Equity

Particulars	Reserves and Surplus		Items of Other Comprehensive Income		Total
			Items that will not be reclassified to Profit and Loss		
	General Reserve	Retained Earnings	Equity instruments	Other Items	
Balance as at 1st April, 2018	**493,925,098**	**66,021,108**	**33,713,959**	**(554,682)**	**593,105,483**
Profit for the year	-	(8,501,058)	-	-	(8,501,058)
Transfer from retained earnings to reserves	-	-	-	-	-
Transfer from OCI reserve to retained earnings	-	-	-	-	-
Re-measurement of gain/(loss) on defined benefit plans (Net of tax)	-	-	-	(95,427)	(95,427)
Fair value gain/(loss) of equity instruments through Other Comprehensive Income (Net of tax)	-	-	5,193,485	-	5,193,485
Balance as at 31st March 2019	**493,925,098**	**57,520,050**	**38,907,444**	**(650,109)**	**589,702,483**
Profit for the year	-	(1,014,916)	-	-	(1,014,916)
Transfer from retained earnings to reserves	-	-	-	-	-
Transfer from OCI reserve to retained earnings	-	-	-	-	-
Re-measurement of gain/(loss) on defined benefit plans (Net of tax)	-	-	-	(302,759)	(302,759)
Fair value gain/(loss) of equity instruments through Other Comprehensive Income (Net of tax)	-	-	(23,611,694)	-	(23,611,694)
Balance as at 31st March 2020	**493,925,098**	**56,505,135**	**15,295,750**	**(952,868)**	**564,773,115**

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

As per our report of even date attached
For Parekh Sharma & Associates
Chartered Accountants
Firm's Regn. No. 129301W
Sujesh Sharma
Partner
M. No. :118944

Place: Mumbai
Date: 30th July 2020

For and on behalf of the Board of Directors

Gautam P. Khandelwal
Executive Chairman
(DIN: 00270717)

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Director
(DIN: 00482739)

Nidhi Salampuria
Director & Company Secretary (FCS 10448)

Santosh Khandelwal
Chief Financial Officer

Place: Mumbai
Date: 30th July 2020

Notes on Financial Statements for the year ended 31st March, 2020

Note – 1

Significant Accounting Policies

1. Corporate Information

Nagpur Power And Industries Limited ('NPIL' or 'The Company') is a limited Company incorporated and domiciled in India. The Company is a public limited company and its equity shares are listed with Bombay Stock Exchange ("BSE") in India. The registered office of the Company is situated at 20th Floor, Nirmal Building, Nariman Point, Mumbai– 400021.

2. Statement of Compliance

These financial statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standard) Rules, 2015 as amended by the Companies (Indian Accounting Standard) Rules, 2017 notified under section 133 of the Companies Act, 2013, the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

3. Basis of Preparation

The financial statements of the Company have been prepared and presented on the going concern basis and at historical cost except for the following assets and liabilities which have been measure at fair value.

- Certain financial assets and liabilities at fair value (refer accounting policy regarding financial instruments)
- Employee's Defined Benefit Plan as per actuarial valuation

4. Functional and Presentation Currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

5. Use of Estimates

The preparation of financial statements in conformity with the Indian Accounting Standards requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosures of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

6. Classification of Assets and Liabilities as Current and Non-Current

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

7. Overall Consideration

The financial statements have been prepared applying the significant accounting policies and measurement bases summarized below.

8. Revenue Recognition

Sale of goods

The Company recognizes revenue from sale of goods measured at the fair value of the consideration received or receivable, upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term.

Sale of services

Sale of services are recognized on satisfaction of performance obligation towards rendering of such services.

Dividend and interest income

Dividend from investments are recognized in profit or loss when the right to receive payment is established.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

9. Property Plant and Equipment

Property, plant and equipment are stated at acquisition or construction cost less accumulated depreciation and impairment loss. Cost comprises the purchase price and any attributable cost of bringing the assets to its location and working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of PPE is recognized as an assets if, and only if, it is probable that the economic benefits associated with the item will flow the Company in future periods and the item can be measured reliably. However, cost of excludes indirect taxes to the extent credit of the duty or tax is availed as set off.

Items such as a spare parts, standby equipment and servicing equipment are recognized as PPE when it is held for use in production or supply of goods or services, or for administrative purpose, and are expected to be used for more than one year. Otherwise such items are classified as inventory.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of assets. Any gain or loss arising on the disposal or retirement of an item of PPE, is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognized in the Statement of Profit and Loss.

Capital Advance given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under Other Non-current Assets.

Expenditure incurred after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred.

10. Depreciation and Amortization

Depreciation is recognized on a straight-line basis, based on the useful life of the assets as prescribed under Schedule II of the Companies Act, 2013, except in respect of certain category of assets, where useful life is exceeding those prescribed in Schedule II based on the Chartered Engineer's Valuation Certificate namely:

Assets where useful life differs from Schedule II:

Description	Range of Useful lives in years
Buildings	3 – 10 years
Plant & Equipment	7 - 10 years
Heavy Vehicle	2 years
Office Equipment's	3 - 4 years
Railway Siding	7 years

Depreciation on assets purchased / sold during the period is proportionately charged. The residual value for all the above assets are retained at 5% of the cost. Residual values and useful lives are reviewed and adjusted, if appropriate, for each reporting period.

11. Intangible Assets

Intangible assets are stated at cost of acquisition, less accumulated amortization/depletion and accumulated impairment losses, if any, are amortized over a period of 3 years.

Expenditure incurred on development is capitalized if such expenditure leads to creation of any intangible assets, otherwise, such expenditure is charged to the Statement of Profit and Loss.

12. Impairment of Assets

At end of each reporting period, the Company reviews the carrying amounts of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated to be less than its carrying amount, the carrying amount of the assets is reduced to its recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss.

13. Inventories

Inventories of raw materials are stated at lower of cost or net realizable value. Work in process is stated at cost. Stores, spares & tools are stated at cost except the obsolete/non usable stores, which are written off for obsolescence. Finished goods and by-products/waste products where cost is ascertainable are stated at lower of cost or net realisable value and by-products / waste products where cost cannot be determined are stated at net realisable value. The reusable waste, which is not ascertainable, is not accounted.

14. Cash and Cash equivalents and Cash Flow Statement

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within three months from the date of acquisition and which are readily convertible into cash and which are subject to only an insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby Profit or Loss before tax is appropriately classified for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. In the cash flow statement, cash and cash equivalents include cash in hand, cheques on hand, balances with banks in current accounts and other short- term highly liquid investments with original maturities of three months or less.

15. Segment reporting

The Company is principally engaged in extraction of 'High / Medium / Low Carbon Ferro Manganese and Silico Manganese Slag' which is the only Operating reportable segment as per IND AS 108.

16. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred under finance costs.

17. Foreign Exchange Transactions

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.

At end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing on that date. Non-monetary items that are measured in terms of historical cost in a foreign currency, are not retranslated.

Exchange difference on monetary items are recognised in the Statement of Profit and Loss in the period in which these arise.

18. Income Taxes

Tax expense recognized in the Statement of Profit and Loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Calculation of current tax is based on tax rates in accordance with tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income taxes are calculated using the Balance Sheet approach on temporary differences between the carrying amounts of assets and liabilities in financial statements and the amount used for taxation purposes.

Deferred taxes pertaining to items recognized in other comprehensive income (OCI) are disclosed under OCI.

Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future tax liability. This is assessed based on the Company's forecast of future earnings, excluding non-taxable income and expenses and specific limits on the use of any unused tax loss or credit.

Deferred tax liabilities are generally recognized in full, although Ind AS 12 'Income Taxes' specifies some exemptions.

Minimum Alternate Tax (MAT) Credit are in the form of unused tax credits that are carried forward by the Company for specified period of time, hence, it is presented as Deferred Tax Assets.

As a result of these exemptions the Company does not recognize deferred tax liability on temporary differences relating to goodwill, or to its investments in subsidiaries.

19. Employee Benefits

Short-term obligations:

Short term obligations are those that are expected to be settled fully within 12 months after the end of the reporting period. They are recognised up to the end of the reporting period at the amounts expected to be paid at the time of settlement.

Other Long-term obligations:

The liabilities for earned leave are not expected to be settled wholly within 12 months after end of the period in which the employees render the related service.

Long-term compensated absences are provided for on the basis of an actuarial valuation at the end of each financial year. Actuarial gains / losses, if any, are recognised immediately in Statement of Profit and Loss.

Defined Contribution Plans:

Contribution payable to recognised provident funds, which are substantially defined contribution plans, is recognised as expense in the Statement of Profit and Loss, as they are incurred.

Defined Benefit Plan:

The obligation in respect of defined benefit plan, which covers Gratuity, is provided for on the basis of an actuarial valuation at the end of each financial year. Gratuity is funded with an approved trust.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognised in other comprehensive income in the period in which they occur.

Re-measurement recognised in other comprehensive income is reflected immediately in OCI Reserve and will not be reclassified to Statement of Profit and Loss.

Bonus Payable:

The Company recognised a liability and an expense for bonus. The Company recognised a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

20. Lease:

The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019 as per Ind As 116.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

In the comparative period, leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments and receipts under operating leases are

recognised as an expense and income respectively, on a straight line basis in the statement of profit and loss over the lease term except where the lease payments are structured to increase in line with expected general inflation.

21. Trade receivable

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If the receivable is expected to be collected within a period of 12 months or less from the reporting date (or in the normal operating cycle of the business, if longer), they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing component or pricing adjustments embedded in the contract.

22. Provisions and contingent liabilities

Provisions:

A Provision is recorded when the Company has a present obligation (legal or constructive)as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

Contingent liabilities:

Whenever there is possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability are considered as contingent liability. Show cause notices are not considered as Contingent Liabilities unless converted into demand.

Contingent Assets:

Contingent assets are not recognised in the financial statements since this may result in recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related assets is not a contingent assets and is recognised.

23. Investment in Subsidiaries

The investments in subsidiaries are carried in these financial statements at historical cost except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for as Non-current assets held for sale and discontinued operations.

When the Company is committed to a sale plan involving disposal of an investment, or a portion of an investment, in a subsidiary, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met.

Any retained portion of an investment in a Subsidiary that has not been classified as held for sale continues to be accounted for at historical cost.

24. Financial Instruments

Initial Recognition and Measurement:

Financial assets (other than trade receivables) and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through Statement of Profit and Loss which are measured initially at fair value.

Trade receivables are recognised at their transaction value as the same do not contain significant financing component.

Trade payable is in respect of the amount due on account of goods purchased in the normal course of business. They are recognised at their transaction and services availed value as the same do not contain significant financing component.

Classification and Subsequent Measurement:

Financial Assets:

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of both

(a) Business model for managing the financial assets, and

(b) The contractual cash flow characteristics of the financial asset

A Financial Asset is measured at amortised cost if both of the following conditions are met:

(i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and

(ii) 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.

A financial asset is measured at fair value through Other Comprehensive Income (FVTOCI) if both of the following conditions are met:

(i) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and

(ii) 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.

A Financial Asset shall be classified and measured at fair value through profit or loss (FVTPL) unless it is measured at amortised cost or at fair value through OCI (FVTOCI). All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Equity Investments:

Equity investments in Subsidiaries and Associates are out of scope of Ind AS 109 and hence, the Company has accounted for its investment in Subsidiaries at cost. All other equity investments are measured at fair value.

Equity instruments, which are held for trading are classified as at FVTPL. For equity instruments other than held for trading, the company has exercised irrevocable option to recognise in other comprehensive income subsequent changes in the fair value.

Derecognition of financial assets:

The Company derecognize a financial asset 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 party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises an associated liability.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the Statement of profit and loss.

Financial Liabilities and Equity Instruments

Classification as Debt or Equity:

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

Equity instruments:

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

Financial liabilities:

Financial liabilities are classified, at initial recognition:

- at fair value through Profit or Loss,
- Loans and borrowings, Payables, or
- as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, they are recognised net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings, including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent Measurement:

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

Financial Liabilities at FVTPL:

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at FVTPL are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied.

Loans and Borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Derecognition of Financial Liabilities:

The Company de-recognises financial liabilities when and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in the statement of profit and loss.

25. Earnings per share

Basic earnings per share are calculated by dividing the Net Profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the Net Profit or Loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are considered for the effects of all dilutive potential equity shares.

Notes to financials statements for the year ended 31st March, 2020

Note - 2

Property, plant and equipment

F.Y. 2019-20

Sr. No.	Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
		As at 1st April, 2019	Additions during the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 1st April, 2019	For the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(a)	**Land :**										
	Freehold	181,251,700	-	-	181,251,700	-	-	-	-	181,251,700	181,251,700
(b)	**Buildings :**										
	Own use	27,532,563	-	-	27,532,563	18,428,034	1,178,598	-	19,606,632	7,925,931	9,104,529
(c')	Plant and equipment	4,702,830	-	-	4,702,830	4,169,262	134,172	-	4,303,434	399,396	533,568
(d)	Furniture and fixtures	705,673	385,014	-	1,090,687	633,815	12,225	-	646,040	444,647	71,858
(e')	Vehicles	3,333,798	-		3,333,798	2,763,194	101,183		2,864,377	469,421	570,604
(f)	Office equipment	2,262,644		-	2,262,644	2,060,915	91,814	-	2,152,729	109,915	201,729
(g)	Computers	1,237,414	-	-	1,237,414	1,169,986	10,634	-	1,180,620	56,794	67,428
(h)	Railway sidings	5,377,766	-	-	5,377,766	4,729,613	189,632	-	4,919,245	458,521	648,153
	Total	**226,404,388**	**385,014**	**-**	**226,789,402**	**33,954,819**	**1,718,258**	**-**	**35,673,077**	**191,116,325**	**192,449,569**

F.Y. 2018-19

Sr. No.	Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
		As at 1st April, 2018	Additions during the year	Disposals /De-recognition during the year	As at 31st March, 2019	As at 1st April, 2018	For the year	Disposals /De-recognition during the year	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2018
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(a)	**Land :**										
	Freehold	181,251,700	-	-	181,251,700	-	-	-	-	181,251,700	181,251,700
(b)	**Buildings :**										
	Own use	27,532,563	-	-	27,532,563	17,252,656	1,175,378	-	18,428,034	9,104,529	10,279,907
(c')	Plant and equipment	4,702,830	-	-	4,702,830	4,035,457	133,805	-	4,169,262	533,568	667,373
(d)	Furniture and fixtures	705,673	-	-	705,673	601,181	32,634	-	633,815	71,858	104,492
(e')	Vehicles	3,830,346	-	496,548	3,333,798	3,129,241	105,674	471,721	2,763,194	570,604	701,105
(f)	Office equipment	2,243,644	19,000	-	2,262,644	1,909,682	151,233	-	2,060,915	201,729	333,962
(g)	Computers	1,237,414	-	-	1,237,414	1,168,372	1,614	-	1,169,986	67,428	69,042
(h)	Railway sidings	5,377,766	-	-	5,377,766	4,539,981	189,632	-	4,729,613	648,153	837,785
	Total	**226,881,936**	**19,000**	**496,548**	**226,404,388**	**32,636,570**	**1,789,970**	**471,721**	**33,954,819**	**192,449,569**	**194,245,366**

Note - 3

Other Intangible assets

F.Y. 2019-20

		GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
Sr. No.	Particulars	As at 1st April, 2019	Additions during the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 1st April, 2019	Depreciation for the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(a)	Computer software	18,000	-	-	18,000	17,302	-		17,302	698	698
	Total	**18,000**	**-**	**-**	**18,000**	**17,302**	**-**	**-**	**17,302**	**698**	**698**

F.Y. 2018-19

		GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
Sr. No.	Particulars	As at 1st April, 2019	Additions during the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 1st April, 2019	Depreciation for the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(a)	Computer software	18,000	-	-	18,000	17,302	-		17,302	698	698
	Total	**18,000**	**-**	**-**	**18,000**	**17,302**	**-**	**-**	**17,302**	**698**	**698**

Notes to Financial Statements for the year ended 31st March, 2020

Note - 4

Non-Current Financial Assets - Investments

Particulars	Face Value	Numbers As at 31st March, 2020	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Investment in Equity Instruments				
Unquoted				
Subsidiaries: Carried at Cost				
The Motwane Manufacturing Co. Pvt. Ltd	100	340,130	198,429,090	198,429,090
			198,429,090	198,429,090
Quoted				
Others:				
Carried at Fair Value through Other Comprehensive Income (FVTOCI)				
BASF India Ltd	10	800	-	1,184,440
Electro Steels Limited	10	5,200	52,000	161,200
HDFC Ltd.	2	3,000	-	5,904,750
Hindalco Industries Ltd.	1	15,500	-	3,185,250
IDFC Bank	10	7,500	-	416,250
ITC Limited	1	7,500	1,287,750	2,229,375
Kotak Mahindra Bank Ltd.	5	9,500	-	12,677,750
Larsen & Toubro Ltd.	2	5,550	-	7,688,415
Mahindra & Mahindra Ltd.	5	15,050	4,288,497	10,142,195
Petronet LNG Ltd.	10	14,000	-	3,521,700
Power Grid Corp. of India Ltd.	10	22,773	-	4,506,776
Tata Consultancy Services Ltd.	1	4,800	8,765,280	9,607,920
			14,393,527	**61,226,021**
Total			**212,822,617**	**259,655,111**

Other Details:

i Aggregate Book Value of:

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Quoted Investments	14,393,527	61,226,021
Unquoted Investments	198,429,090	198,429,090
	212,822,617	**259,655,111**
Aggregate Market Value of Quoted Investments	14,393,527	61,226,021
Aggregate Impairment in Value of Investments	-	-

ii Disclosure requirement of Ind AS 107- Financial Instruments : Disclosure:

Equity Instrument (Other than Subsidiary and Associates) designated at FVTOCI:

These Investment have been designated on initial recognition to be measured at FVTOCI as these are long-term investment are not intended for sale.

Notes to Financial Statements for the year ended 31st March, 2020

Note - 5

Non-Current Financial Assets - Loans

(Unsecured Considered Good unless otherwise stated)

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Loans to Related Parties	30,786,078	19,186,078
Total	**30,786,078**	**19,186,078**

Disclosure as per Regulation 34 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013:

Loans given to Subsidiary:

Name of Companies	As at 31st March, 2020 (Rs.)		As at 31st March, 2019 (Rs.)	
	Maximum Balance	Amount Outstanding	Maximum Balance	Amount Outstanding
Subsidiaries:				
The Motwane Manufacturing Co. Pvt. Ltd**	30,786,078	30,786,078	22,737,970	19,186,078
		Interest rate 10% P.A.. Repayable on demand.		

The loan has been utilized for meeting their working capital requirements.

**Excluding interest accrued on ICD's which has been separately shown in note no. 12.

Note - 6

Non-Current Financial Assets - Other Financial Assets

(Unsecured Considered Good unless otherwise stated)

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Fixed Deposits with Bank	5,218,015	5,218,015
Total	**5,218,015**	**5,218,015**

Note - 7

Non-Current Financial Assets - Non-current tax assets (Net)

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Provision for taxation	-	-
Income tax paid (net of provision for Tax)	10,527,907	10,991,931
Total	**10,527,907**	**10,991,931**

Notes to Financial Statements for the year ended 31st March, 2020

Note - 8

Non-Current Financial Assets - Other non-current assets

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Security deposits	1,250,965	1,250,965
Balance with government authorities	2,587,890	1,777,757
Prepaid expenses	247,234	344,010
Total	**4,086,089**	**3,372,732**

Note - 9

Current Financial Assets - Inventories

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Raw materials	-	-
Finished goods	-	-
Others - Stores & Spares	-	-
Total	**-**	**-**

Note - 10

Current Financial Assets - Investments

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Carried at Fair Value through Profit and Loss		
Quoted		
Investment in Mutual Funds	105,789,572	181,016,285
Investment in Equity Instruments	15,224,603	25,615,398
Investment in Gold ETF	116,394,388	27,999,063
Total	**237,408,563**	**234,630,746**

Other Details:

(i) Aggregate Book Value of:

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Quoted Investments	237,408,563	234,630,746
Unquoted Investments	-	-
	237,408,563	**234,630,746**
Aggregate Market Value of Quoted Investments	237,408,563	234,630,746

Notes to Financial Statements for the year ended 31st March, 2020

Note - 11

Current Financial Assets - Cash and cash equivalents

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Balance with bank		
In Current accounts	647,454	268,170
Cash on hand	1,007	77,397
Total	**648,461**	**345,567**

Note - 12

Current Financial Assets - Other financial assets

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Interest receivables on ICD's	2,832,130	425,773
Interest receivables on others	3,156	4,292
Total	**2,835,286**	**430,065**

Note - 13

Current Financial Assets - Other current assets

(Unsecured Considered Good unless otherwise stated)

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Advances to employees	179,785	11,500
Advances to supplier of services / goods	4,001,110	675,332
Total	**4,180,895**	**686,832**

Note - 14

Equity Share Capital :

Particulars	As on 31st March, 2020		As on 31st March, 2019	
	Number	Value	Number	Value
Authorized Capital				
Equity Shares of Rs. 10/- each	20,000,000	200,000,000	20,000,000	200,000,000
Unclassified Shares of Rs. 10/- each	5,000,000	50,000,000	5,000,000	50,000,000
	25,000,000	**250,000,000**	**25,000,000**	**250,000,000**
Issued, Subscribed and Paid-up	13,095,507	130,955,070	13,095,507	130,955,070
Equity Shares of Rs. 10/- each fully paid up				
Total	**13,095,507**	**130,955,070**	**13,095,507**	**130,955,070**

Notes to Financial Statements for the year ended 31st March, 2020

a **Reconciliation of the Number of Equity Shares Outstanding is set out below:**

	Number of Shares	
	As at 31st March, 2020	As at 31st March, 2019
Equity shares at the beginning of the year	13,095,507	13,095,507
Add: Shares issued during the year	-	-
Lees: Shares cancelled / bought back during the year	-	-
Equity shares at the end of the year	13,095,507	13,095,507

b The Equity shares of the Company having voting rights and are subject to the restriction as prescribed under the Companies Act, 2013.

c The company has no holding company. The subsidiary company does not hold any shares in the company.

d Disclosure pursuant to Note no. 6(D) (h,i,j,k,l) of Part I of Schedule III of Companies Act, 2013 is NIL.

e Shareholders holding more than 5% of the aggregate shares in the Company.

	As on 31st March, 2020		As on 31st March, 2019	
	Number	% of holdings	Number	% of holdings
Khandelwals Limited*	5,641,100	43.08	5,641,100	43.08
Life Insurance Corporation of India Ltd.	1,585,094	12.10	1,585,094	12.10

Note: 15

Other Equity

Amount in Rs.

Particulars	Reserves and Surplus		Items of Other Comprehensive Income		Total
			Items that will not be reclassified to Profit and Loss		
	General Reserve	Retained Earnings	Equity instruments	Other Items	
Balance as at 1st April 2018	**493,925,098**	**66,021,108**	**33,713,959**	**(554,682)**	**593,105,483**
Profit for the year	-	(8,501,058)	-	-	(8,501,058)
Transfer from retained earnings to reserves	-	-	-	-	-
Transfer from OCI reserve to retained earnings	-	-	-	-	-
Re-measurement of gain (loss) on defined benefit plans (Net of tax)	-	-	-	(95,427)	(95,427)
Fair value gain/(loss) of equity instruments through Other Comprehensive Income (Net of tax)	-	-	5,193,485	-	5,193,485
Balance as at 31st March 2019	**493,925,098**	**57,520,050**	**38,907,444**	**(650,109)**	**589,702,483**
Profit for the year	-	(1,014,916)	-	-	(1,014,916)
Transfer from retained earnings to reserves	-	-	-	-	-
Transfer from OCI reserve to retained earnings	-	-	-	-	-
Re-measurement of gain/(loss) on defined benefit plans (Net of tax)	-	-	-	(302,759)	(302,759)
Fair value gain/(loss) of equity instruments through Other Comprehensive Income (Net of tax)	-	-	(23,611,694)	-	(23,611,694)
Balance as at 31st March 2020	**493,925,098**	**56,505,135**	**15,295,750**	**(952,868)**	**564,773,115**

Notes to Financial Statements for the year ended 31st March, 2020

Note - 16

Non-current liabilities - Trade Payables

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Dues to Micro, Small and Medium Enterprises (MSME)	-	-
Dues to others	1,178,543	1,178,543
	-	-
Total	**1,178,543**	**1,178,543**

Note - 17

Non-current liabilities - Provisions

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Provision for Employee Benefits:		
Gratuity	595,907	337,614
Leave Encashment	458,834	368,123
Total	**1,054,741**	**705,737**

Note - 18

Current liabilities - Borrowings

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Secured		
Working capital loans	125,838	2,917,059
Total	**125,838**	**2,917,059**

Note: Working capital loan is secured against term deposit with bank.

Note - 19

Current liabilities - Trade Payables

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Dues to Micro, Small and Medium Enterprises (MSME)	-	-
Dues to others	127,224	74,441
Total	**127,224**	**74,441**

Notes to Financial Statements for the year ended 31st March, 2020

(i) Total outstanding dues of Micro, Small and Medium Enterprises (MSME):

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year.	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year end.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

(ii) The balance of trade payables are subject to confirmation.

(iii) No dues outstanding with, the name of Micro, Small and Medium Enterprises to whom the Company owes any sum together with interest outstanding for more than 30 days. The Auditors have relied upon this management representation.

Note - 20

Current liabilities - Other Financial liabilities

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Security deposits	223,300	223,300
Total	**223,300**	**223,300**

Note - 21

Current liabilities - Other current liabilities

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Statutory liabilities	367,327	328,161
Advances from Customers	100,000	133,380
Other payables	152,203	151,760
Provision for Expenses	489,792	499,449
Total	**1,109,322**	**1,112,750**

Notes to Financial Statements for the year ended 31st March, 2020

Movement of provisions during the year as required by Ind AS -37 - 'Provisions, Contingent Liabilities and Contingent Assets' :

Provision for Expenses:

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Balance at the beginning of the year	**499,449**	**813,891**
Add: Created during the year	3,954,738	499,448
Less: Settled during the year	3,964,395	813,890
Less: Reversed during the year	-	-
Balance at the end of the year	**489,792**	**499,449**

Note - 22

Current liabilities - Provisions

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Other Provisions:		
Provision for Bonus	83,781	97,961
Total	**83,781**	**97,961**

Note - 23

Revenue from Operations (Gross)

Particulars	For the year ended 31st March, 2020 (Rs.)	For the year ended 31st March, 2019 (Rs.)
Sale of products:		
Domestic	1,487,895	4,669,865
Other operating revenues	-	-
Total	**1,487,895**	**4,669,865**

Other Operating Revenues

Particulars	For the year ended 31st March, 2020 (Rs.)	For the year ended 31st March, 2019 (Rs.)
Scrap Sales	**-**	**-**
Total	**-**	**-**

Notes to Financial Statements for the year ended 31st March, 2020

Note - 24

Other Income

Particulars	For the year ended 31st March, 2020 (Rs.)	For the year ended 31st March, 2019 (Rs.)
Interest income on:		
Interest Income	347,359	333,702
Interest on ICD to Subsidiary Company	2,673,730	1,940,989
Dividend income from:		
Investment in Mutual Funds	5,466,890	5,945,883
Investment in Equity Instruments	1,445,764	1,123,929
Profit on Sale of :		
Investment (Net) - Mutual Funds units (measure at FVTPL)	30,065,764	320,164
Investment (Net) - Equity Instruments (measure at FVTPL)	3,671,493	3,184,494
Other Assets	-	62,187
Gain on Fair Valuation of Current Investments (Measure at FVTPL)	(16,845,432)	2,472,184
Other Non-Operating Income	85,174	242,990
Total	**26,910,742**	**15,626,522**

Note - 25

Employee Benefit Expenses

Particulars	For the year ended 31st March, 2020 (Rs.)	For the year ended 31st March, 2019 (Rs.)
Salaries and Wages, including Bonus and Ex-gratia	8,345,880	7,711,048
Contribution to provident and other funds	977,803	930,606
Staff welfare expenses	558,538	669,608
Stipend	320,200	-
Total	**10,202,421**	**9,311,262**

1. The employee benefit expenses includes the Whole Time Director's remuneration within the limit approved by share holders at Annual General Meeting held on 28th September 2017.
2. Salaries and wages includes wages paid for material (Slag) extraction.

Notes to Financial Statements for the year ended 31st March, 2020

Note - 26

Finance Costs

Particulars	For the year ended 31st March, 2020 (Rs.)	For the year ended 31st March, 2019 (Rs.)
Interest Expenses	135,505	128,608
Total	**135,505**	**128,608**

Note - 27

Other Expenses

Particulars	For the year ended 31st March, 2020 (Rs.)	For the year ended 31st March, 2019 (Rs.)
Advertisement and Publicity	114,264	106,056
Auditor's Remuneration	425,000	437,500
Business Promotion expenses	188,088	159,988
Conveyance	319,781	377,789
Director Sitting Fees	520,000	815,000
Insurance Charges	128,228	36,590
Legal & Consultancy Fees	2,333,034	2,601,573
Membership Fees	574,058	129,126
Motor car expenses	135,982	264,000
Office Expenses	2,159,421	774,871
Postage Telegram & Telephone	457,751	535,207
Power & Fuel Charges	15,260	84,145
Printing & Stationery	149,152	170,612
Rates & Taxes	1,996,579	2,661,280
Rent Charges	158,275	206,723
Repairs to Others	332,410	1,362,116
Security Expenses	2,906,985	3,005,093
Sundry Balance Written Off (Net)	23	10,970
Travelling Expenses-Director	695,585	690,717
Travelling Expenses-Foreign	2,412,194	1,782,073
Travelling Expenses-Others	163,175	358,125
Miscellaneous Expenditures	105,988	725,613
Listing Fees	300,000	272,438
Total	**16,591,233**	**17,567,605**

Notes to Financial Statements for the year ended 31st March, 2020

Note - 27.1

Auditor's' Remuneration (Inclusive of taxes)

Particulars	For the year ended 31st March, 2020 (Rs.)	For the year ended 31st March, 2019 (Rs.)
Audit Fees	354,000	354,000
For other services	147,500	147,500
For reimbursement of expenses	-	14,750
Total	**501,500**	**516,250**

Note - 28

Tax Expenses

(a) Income tax expenses recognized in Statement of Profit and Loss

Particulars	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
Current income tax for the year	766,136	-
Deferred Tax:		
Deferred income tax for the year	-	-
MAT Credit entitlement	-	-
Total income tax expense recognized in statement of profit and loss for the year	**766,136**	**-**

(b) Reconciliation of estimated income tax expense at Indian statutory income tax rate to income tax expense reported in statement of comprehensive income

Particulars	Year ended 31st March, 2020 (Rs.)
Income from continued operation before income taxes	(248,780)
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:	
Income exempt from tax (dividends)	(6,912,654)
Long-term Capital gain	-
Expenses not deductible in determining taxable profit- Expenses related to exempt income	678,841
Deferred Tax not recognized on assets	-
1/5th of Transition amount as per sec. 115JB(2C)	11,090,964
Amount Debit to OCI under the head "Items that will not be re-classified to Profit and Loss" other than gain or loss from investment in equity instruments designated FVTOCI	302,759
Amount of B/f Loss or Unabsorbed depreciation	-
Taxable Income / Book Profit under MAT	**4,911,130**
Estimated Income Tax expenses	**766,136**
Income Tax expense recognized in Statement of Profit and Loss	**766,136**

Notes to Financial Statements for the year ended 31st March, 2020

Note - 29

Other Comprehensive Income (OCI)

Particulars	For the year ended 31st March, 2020 (Rs.)	For the year ended 31st March, 2019 (Rs.)
Items that will not be reclassified to Profit and Loss		
Re-measurement gains/ (losses) on defined benefit plans	(302,759)	(95,427)
Equity Instrument through Other Comprehensive Income	(23,611,694)	5,193,485
Total (Net)	**(23,914,453)**	**5,098,058**

Note - 30

Earnings per Equity Share (EPS)

Particulars	For the year ended 31st March, 2020 (Rs.)	For the year ended 31st March, 2019 (Rs.)
Nominal value of equity shares (Rs.)	10	10
Net Profit for the year attributable to Equity Shareholders	(1,014,916)	(8,501,058)
Weighted Average Number of Equity Shares Outstanding during the year (Nos.)	13,095,507	13,095,507
Basic earnings per equity shares (Rs.)	(0.08)	(0.65)
Dilutive effect on profit		
Net Profit for the year attributable to Equity Shareholders for computing diluted EPS	(1,014,916)	(8,501,058)
Dilutive effect on weighted average number of equity shares outstanding during the year	-	-
Weighted Average Number of Equity Shares for computing diluted EPS (Nos.)	13,095,507	13,095,507
Diluted earnings per equity shares (Rs.)	**(0.08)**	**(0.65)**

Note - 31

Commitments, Contingent Liabilities and contingent assets:

Particulars		For the year ended 31st March, 2020 (Rs.)	For the year ended 31st March, 2019 (Rs.)
(a)	**Contingent liabilities**		
	Claims made against the Company/ disputed liabilities not acknowledgment as debts:		
	(i) Legal Claims		
	- Sales Tax Demand not provided for pending outcome of appeal*	20,173,539	20,173,539
	- Customs Duty Demand not provided for pending outcome of appeal	11,742,500	11,742,500
	- Other Matters**	11,199,089	11,199,089
	- Income Tax Matters - under appeal	321,368	362,333
	(ii) Guarantees		
	- Guaranty provided to Dena Bank for working capital requirement of Subsidiary Company	137,175,000	137,175,000
(b)	Capital Commitments	-	-
(c')	Contingent assets	-	-

* Out of which documents relating to claim of Rs. 6.27 laces are currently not available with the Company.
** Out of which documents relating to claim of Rs. 30.61 laces are currently not available with the Company.

Notes to Financial Statements for the year ended 31st March, 2020

Note:

In respect of Item no. (a) (i) above, the Company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary. Future cash outflow on (a) (i) & (ii) above is determinable only on the receipt of judgment / decision pending with respective authorities / department / Hon'ble court and or completion of negotiations / settlement.

Note - 32

Provision for employee benefits

(i) Gratuity

The Company contributes to defined benefit schemes for Gratuity which is administrated through duly constituted and approved independent trust. The liability for Gratuity and Leave encashment is determined on the basis of actuarial valuation made at the year end.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit (PUC) Method as prescribed by the Ind AS-19 - 'Employee Benefits', which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up final obligation.

(ii) Compensated Absences/Leave Encashment:

The Company also extends defined plans in the form of Compensated absences/leave encashment to employees. Provisions for compensated absences is made on actuarial valuation basis.

The company is exposed to various risks as regards its obligation towards gratuity benefit and leave salary which are as follows: (i) Interest Rate Risk, (ii) Liquidity Risk, (iii) Salary Escalation Risk, (iv) Regulatory Risk, (v) Market Risk and (vi) Investment Risk

Amount in Rs.

Particulars		Gratuity		Leave encashment	
		As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2020	As at 31st March, 2019
(i)	**Reconciliation of Present Value of the Obligation:**				
	Opening Defined Benefit Obligation	3,910,246	3,459,463	368,123	471,860
	Adjustments of:				
	Current Service Cost	223,062	215,484	126,838	40,945
	Interest Cost	249,450	259,460	25,552	28,908
	Actuarial Loss/(Gain)		-		-
	Liabilities assumed on Acquisition/(Settled on Divestiture)		-		-
	Benefits Paid	(862,717)	-	(23,508)	(172,838)
	Remeasurements - Due to Financial Assumptions	115,948	58,583	33,400	14,016
	Remeasurements - Due to Experience Adjustments	167,497	(82,744)	(71,570)	(14,768)
	Closing Defined Benefit Obligation	**3,803,486**	**3,910,246**	**458,835**	**368,123**
(ii)	**Reconciliation of Fair Value of the Plan Assets:**				
	Opening Fair Value of the Plan Assets	3,572,632	3,053,654	-	-
	Adjustments of:				
	Return on Plan Assets	217,535	233,508	23,508	172,838

Notes to Financial Statements for the year ended 31st March, 2020

Amount in Rs.

Particulars		Gratuity		Leave encashment	
		As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2020	As at 31st March, 2019
	Actuarial Gain/(Loss)		-	-	-
	Contributions by the Employer	337,805	405,809	-	-
	Assets Acquired on Acquisition/(Distributed on Divestiture)		-		-
	Benefits Paid	(862,717)	-	(23,508)	(172,838)
	Remeasurements - Return on Assets (Excluding Interest Income)	(57,486)	(120,339)	-	-
	Closing Fair Value of the Plan Assets	**3,207,769**	**3,572,632**	**-**	**-**
(iii)	**Net Liabilities/(Assets) recognized in the Balance Sheet:**				
	Present Value of the Defined Benefit Obligation at the end of the period	3,803,485	3,910,246	458,834	368,123
	Fair Value of the Plan Assets	3,207,769	3,572,632	-	-
	Net Liabilities recognized in the Balance Sheet	595,716	337,614	458,834	368,123
	Short term liability	**565,728**	**602,609**	**20,380**	**26,844**
(iv)	**Amount recognized in Salary and Wages under Employee Benefits Expense in the Statement of Profit and Loss:**				
	Current Service Cost	223,067	215,484	126,838	40,945
	Interest on Defined Benefit Obligation (Net)	31,916	25,951	25,552	28,908
	Net Cost	254,983	241,435	152,390	69,853
	Capitalized as Pre-Operative Expenses in respect of Net Charge to the Statement of Profit and Loss	-	-	-	-
	Net Charge to the Statement of Profit and Loss	**254,983**	**241,435**	**152,390**	**69,853**
(v)	**Amount recognized in Other Comprehensive Income (OCI) for the Year:**				
	Changes in Financial Assumptions	115,948	58,583	33,400	14,016
	Experience Adjustments	167,497	(82,744)	(71,570)	(14,768)
	Actual return on Plan Assets less Interest on Plan Assets	57,486	120,339	-	-
	Recognized in OCI for the year	**340,931**	**96,178**	**(38,170)**	**(752)**
(vi)	**The major categories of Plan Assets as a % of total plan:**				
	Insurance Policies	100%	100%	0%	0%
	Total	**100%**	**100%**	**0%**	**0%**

Notes to Financial Statements for the year ended 31st March, 2020

Amount in Rs.

Particulars	Gratuity		Leave encashment	
	As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2020	As at 31st March, 2019
(vii) Experience Adjustments on Present Value of DBO and Plan Assets				
(Gain)/Loss on Plan Liabilities	167,497	(82,744)	(71,570)	(14,768)
% of Opening Plan Liabilities	4.28%	(2.39%)	(19.44%)	(3.13%)
(Gain)/Loss on Plan Liabilities	(57,486)	(120,339)	-	-
% of Opening Plan Liabilities	(1.61%)	(3.94%)	-	-
(viii) Principal Actuarial Assumptions:				
Discount Rate	6.56%	7.17%	-	-
Salary Escalation Rate	5.00%	5.00%	-	-
Withdrawal Rate	1.00%	1.00%	-	-
Attrition Rate			1.00%	1.00%
Normal Retirement Age	60 years	60 years	60 years	60 years
Adjusted Average Future Service	8.00	6.00	-	-
Leave Encashment Rate during employment	-	-	0%	0%
Leave Availment Rate	-	-	1%	1%
Mortality Tables	Indian Assured Lives Mortality (2006-08)			

Note - 33

Financial Instruments : Fair values Measurement

(A) Accounting Classification and Fair Value Hierarchy

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: Inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2: Inputs other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3: If one or more significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity instruments and certain debt instruments which are valued using assumptions from market participants.

Notes to Financial Statements for the year ended 31st March, 2020

Set out below, is a comparison by category of the carrying amounts and fair value of the Company's financial instruments.

As on 31st March, 2020: Amount in Rs.

Particulars	Carrying Amount			Fair Value	Fair value hierarchy
	FVTPL	FVTOCI	Amortised		
Financial Assets					
Non Current:					
Investments in Equity Instruments (other than Subsidiaries)	-	14,393,527	-	14,393,527	Level 1
Current:					
Investments in Equity Instruments	15,224,603	-	-	15,224,603	Level 1
Investments in Mutual Funds	105,789,572	-	-	105,789,572	Level 2
Cash and Cash Equivalents	-	-	648,461	648,461	-
	121,014,175	**14,393,527**	**648,461**	**136,056,163**	
Financial Liabilities					
Borrowings	-	-	125,838	125,838	-
Trade Payables	1,305,767	-	-	1,305,767	-
Other Financial Liabilities	223,300	-	-	223,300	-
	1,529,067	**-**	**125,838**	**1,654,904**	

As on 31st March, 2019:

Particulars	Carrying Amount			Fair Value	Fair value hierarchy
	FVTPL	FVTOCI	Amortised		
Financial Assets					
Non Current:					
Investments in Equity Instruments (other than Subsidiaries)	-	61,226,021	-	61,226,021	Level 1
Current:					
Investments in Equity Instruments	25,615,398	-	-	25,615,398	Level 1
Investments in Mutual Funds	181,016,285	-	-	181,016,285	Level 2
Cash and Cash Equivalents	-	-	345,567	345,567	-
	206,631,683	**61,226,021**	**345,567**	**268,203,271**	
Financial Liabilities					
Borrowings	-	-	2,917,059	2,917,059	-
Trade Payables	1,252,984	-	-	1,252,984	-
Other Financial Liabilities	223,300	-	-	223,300	-
	1,476,284	**-**	**2,917,059**	**4,393,343**	

Key Inputs:

i Listed Equity Investments (other than Subsidiaries, Joint Ventures and Associates): Quoted Bid Price on Stock Exchange (Level 1)

ii Mutual Funds: Based on Net Asset Value of the Scheme (Level 2)

iii The management assessed that fair value of cash and bank balances, trade receivables, loans, trade payables, borrowings , other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

iv. During the reporting period ending 31st March, 2020 and 31st March, 2019, there was no transfer between Level 1 and Level 2 fair value measurement.

Notes to Financial Statements for the year ended 31st March, 2020

Note - 34

Financial Instruments : Financial Risk Management

The Company's activities exposes it to various risk such as market risk, liquidity risk and credit risks. This section explains the risks which the Company is exposed to and how it manages the risks.

The Board of Directors ('Board') oversee the management of these risks through its Risk Management Committee. The Company's Risk Management Policy has been formulated by the Risk Management Committee and approved by the Board. The Policy articulates on the Company's approach to address uncertainties in its endeavor to achieve its stated and implicit objectives. It also prescribes the roles and responsibilities of the Company's management, the structure for managing risks and the framework for risk management. The framework seeks to identify, assess and mitigate risks in order to minimize potential adverse effects on the Company's financial performance.

The Board of Directors reviews and agrees on policies for managing each of these risks, which are summarized below. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Trade receivables, Other Cash and cash equivalents, Bank balances other than cash and cash equivalents, Security deposits, Loans and other financial assets	Credit ratings and Ageing analysis	Diversification of counterparties, investment limits, check on counterparties basis credit rating and number of overdue days
Liquidity Risk	"Borrowings, Trade payables, Deposits from dealers and other financial liabilities"	Maturity analysis	Preparing and monitoring forecasts of cash flows and maintaining sufficient cash and cash equivalents
Market Risk- Foreign Exchange	Financial assets and liabilities denominated in other than functional currency	Sensitivity analysis	Exposure limits
Market Risk- Price risk	Investment in equity instruments	Sensitivity analysis	Strategic investment
Market Risk- Interest rate risk	Security deposits	Sensitivity analysis	"Periodical reset of interest rate linked to market"

1 Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivable from customers and loans and advances.

The carrying amount of following financial assets represents the maximum credit exposure:

(i) Trade receivables

Exposure to credit risk is influenced mainly by the individual characteristics of each customer in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

However Company is providing credit period of 15 days only to some specific customers and in other case, Company has collecting advance against sales. Therefore on reporting date all debtors were realized. Accordingly, requirement of provision is not arrised.

(ii) Financial assets other than trade receivables

Credit risk from balances with banks and financial institutions is managed by the CFO in accordance with it's policy. Surplus funds are parked only within approved investment categories . Investment category is periodically reviewed by the Company's Board of Directors.

Notes to Financial Statements for the year ended 31st March, 2020

The Company held cash and cash equivalents of Rs.3.45 Lakhs as on 31st March, 2020 (Previous year Rs. 3.71 Lakhs). The cash and cash equivalent's are held with bank counterparties with good credit ratings.

2 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damages to the Company's reputation.

Maturity profile of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

As on 31st March, 2020 Amount in Rs.

Particulars		Working Capital Borrowings	Trade Payables	Other Financial Liabilities
(I)	Carrying Amount	125,838	1,305,767	223,300
(II)	Contractual Cash flow:			
	Less than 12 months	125,838	127,224	-
	More than 12 months	-	1,178,543	223,300

As on 31st March, 2019

Particulars		Working Capital Borrowings	Trade Payables	Other Financial Liabilities
(I)	Carrying Amount	2,917,059	1,252,984	223,300
(II)	Contractual Cash flow:			
	Less than 12 months	2,917,059	74,441	-
	More than 12 months	-	1,178,543	233,300

Maturity profile of liquid financial assets

Surplus fund Investments in Equity, Mutual Funds, Bonds and short-term deposits etc.

Period	Carrying Amount	Less than 12 months	More than 12 months
31st March, 2020	450,231,180	237,408,563	212,822,617
31st March, 2019	494,285,857	234,630,746	259,655,111

Company's surplus funds are more than to total borrowings outstanding as on 31st March, 2019. Hence, the liquidity risk is very low.

3 Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Company's income or the value of its holdings of financial instruments.

Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt.

Management exposed to market risk primarily related to the market value of investments and interest rate risk. Thus, our exposure to market risk is function of investing and borrowing activities only.

Notes to Financial Statements for the year ended 31st March, 2020

4 Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in interest rates.

Exposure to interest rate risk

Company's interest rate risk arises from borrowings. The interest rate profile the Company's interest bearing financial instruments as reported to the management of the Company

	31st March, 2020	31st March, 2019
Variable rate Borrowings	6.65%	6.25%

Capital Management

For the purpose of the Company's capital management, capital includes issued capital and other equity reserves. The primary objective of the Company's Capital Management is to maximize shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using debt to equity ratio.

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Noncurrent Borrowings		-
Current Borrowings	125,838	2,917,059
Gross Debts	125,838	2,917,059
Less: Cash and cash equivalents	(648,461)	(345,567)
Net Debts	**(522,623)**	**2,571,492**
Total Equity	**695,728,185**	**720,657,553**
Adjusted Net Debt to Equity ratio	**(0.001)**	**0.004**

Note - 35

Related Party Disclosures

(i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Sr. No.	Name of Related Party	Nature of Relationship
1	Informed Technologies India Ltd.	Enterprise that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprises.
2	Khandelwals Limited	
3	Zeppelin Investments Pvt. Ltd.	
4	The Motwane Manufacturing Co. Pvt. Ltd.	Subsidiary Company
5	Mr. Gautam Khandelwal	Executive Chairman
6	Mrs. Nidhi Salampuria	Company Secretary and Non-Executive Director
7	Mr. Virat Mehta	Independent- Director
8	Mr. Nimis Sheth	Independent- Director
9	Mr. Santosh Khandelwal	Chief Financial Officer
10	Mr . Nitesh Salampuria	Relative of Key Managerial Personnel
11	Mr . Rishabh Khandelwal	Relative of Key Managerial Personnel

Notes to Financial Statements for the year ended 31st March, 2020

Amount in Rs.

(ii)	Transactions during the year with related parties:	For the Year ended 31.03.2020				For the Year ended 31.03.2019			
Sr. No.	Nature of Transactions	Holding Company	Subsidiaries	Key Managerial Personnel	Total	Holding Company	Subsidiaries	Key Managerial Personnel	Total
1	Sale of Services	-	-	-	-	-	-	-	-
2	Purchase of Services	-	-	-	-	-	-	-	-
3	Payment to Key Managerial Personnel - Salaries	-	-	5,120,008	5,120,008	-	-	5,092,008	5,092,008
4	Payment to Key Managerial Personnel - Sitting Fees	-	-	520,000	520,000	-	-	815,000	-
5	Payment to Key Managerial Personnel - Stipend	-	-	320,200	320,200	-	-	-	-
6	Interest Expenses / Income	-	2,673,730	-	2,673,730	-	1,940,989	-	1,940,989
Outstanding Balances:									
1	Due to Company	-	-	-	-	-	-	-	-
2	Due by Company-ICD	-	30,786,078	-	30,786,078	-	19,186,078	-	19,186,078
3	Due by Company-Interest accrued on ICD	-	2,832,130	-	2,832,130	-	425,773	-	425,773

Notes:

(a) No amounts have been written off / provided for or written back during the year in respect of debts due from or to related parties.

Note - 36

Additional Information Details :

1 The declaration filed under the Urban Land (Ceiling and Regulation) Act, 1976 in respect of the Company's holding in excess of the ceiling prescribed under the said Act and the application for exemption filed under section 20 of the said act, to retain these lands are under consideration of the concerned authorities.

2 The Company has only one reportable segment of activity namely manufacture of "High/Medium / Low Carbon Ferro Manganese and Silico Manganese Slag".

3 "Deferred tax assets for unused tax loss carry forward or unused tax credit if, and only if, it is considered probable that there will be sufficient future taxable profit against which the loss or credit carry forwards can be utilized. However In the opinion of the management, there is no probability of taxable profit in near foreseeable future."

Detail of deferred tax assets (DTA) is as follows:

Particulars	Deferred Tax Assets
As on 31st March, 2018	23,628,698
Add: DTA for the year	145,428
As on 31st March, 2019	23,774,126
Add: DTA for the year	10,078,263
As on 31st March, 2020	33,852,389

4 Previous GAAP figures have been regrouped / reclassified / rearranged wherever necessary to make them comparable with the current year figures.

Notes to Financial Statements for the year ended 31st March, 2020

5 The Principal business of the Company is manufacturing of High/Medium/Low Carbon Ferro Manganese and Silico Manganese Slag which is facing challenges. Company is considering various projects in the manufacturing sector, including therein power generation and distribution. In the mean time the Company has on temporary basis parked the surplus in Fixed Deposits, Open-ended Mutual Funds and other investments. Considering the long term business plans of the Company and the nature of the investments that the Company has made, the Company has been advised that the provisions of Non Banking Finance Company Regulation do not apply to it. Based on these, in the opinion of the Board, the Company is not a Non Banking Finance Company defined in Section 45 I(f) of the Reserve Bank of India Act, 1934 (2 of 1934). The auditor have relied upon this expert advice and the decision of the Board of Directors in this regard.

6 The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Company has evaluated impact of this pandamic on its busniess operations and based on its review and current indicators of future economic conditions, there is no significant impact on its financial results.

As per our report of even date attached
For Parekh Sharma & Associates
Chartered Accountants
Firm's Regn. No. 129301W
Sujesh Sharma
Partner
M. No. :118944

Place: Mumbai
Date: 30th July 2020

For and on behalf of the Board of Directors

Gautam P. Khandelwal
Executive Chairman
(DIN: 00270717)

Nimis Sheth
Director
(DIN: 00482739)

Nidhi Salampuria
Director & Company Secretary (FCS 10448)

Santosh Khandelwal
Chief Financial Officer

Place: Mumbai
Date: 30th July 2020

Independent Auditors' Report

To the Members of

Nagpur Power and Industries Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Nagpur Power and Industries Limited** (hereinafter referred to as "the Holding Company") and its subsidiary 'The Motwane Manufacturing Company Private Limited (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2020, and the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2020, of its consolidated loss and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

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

Key Audit Matters

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

Sr. no	Key Audit Matters	Our Response
1.	Defined benefit obligation The valuation of the retirement benefit scheme in the company is determined with reference to various actuarial assumptions including discount rate, future salary increases, rate of inflation mortality rates and attrition rates. Due to the size of these assumptions can have a material impact on the defined benefit obligation	We have examined the key controls over the process involving member data, formulation of assumptions and the financial reporting process in arriving at the provision for retirement benefits. We tested the controls for determining the actuarial assumptions and the approval of those assumptions by senior management. We found these controls were designed, implemented and operated effectively, and therefore determined that we could place reliance on these key controls for the purpose of our audit. We tested the employee data used in calculating the obligation and where material, we also considered the treatment of curtailments, settlement, past service costs, remeasurements, benefits paid, and other amendments made to obligations during the year. From the evidence obtained, we found the data and assumptions used by the management in the actuarial valuations for retirement benefit obligations to be appropriate.

Other Information

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

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity 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 entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group is responsible for overseeing the financial reporting process of each entity.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated 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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the entity has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group (Holding company and subsidiaries) to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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 consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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.

Other Matter

We did not audit the financial statements of the subsidiary company, namely, Motwane Manufacturing Company Private Limited whose financial statement reflects total assets of Rs. 3160.89 Lacs as at 31st March 2020, total revenue of Rs.3112.03 Lacs and net loss of Rs.501.77 Lacs for the year ended on that date, as considered in the consolidated Financial Statement. These Financial statement and other information have been audited by the other auditor whose report has been furnished to us by the management, and our opinion on the Consolidated financial statement, in so far as it relates in terms of sub-section (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the report of the other auditor.

Report on Other Legal and Regulatory Requirements

A. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records.

c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company and its subsidiaries which are incorporated in India, as on 31 March 2020 and taken on record by the Board of Directors of respective companies, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in Annexure A.

B. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2020 on the consolidated financial position of the Group. Refer Note 41 to the consolidated financial statements.

ii. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts. Refer Notes 20 and 21 to the consolidated financial statements in respect of such items as it relates to the Group.

iii. The company did not have any long term contracts including derivatives contract for which there were any material foreseeable losses.

C. With respect to the matter to be included in the Auditors' report under Section 197(16) :

In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries which are incorporated in India, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Parekh Sharma & Associates
Chartered Accountants
Firm's Registration No: 1 2 9 3 0 1 W

Sujesh Sharma
Partner
Membership No: 118944
UDIN: 20118944AAAAFK1769

Mumbai
30th July 2020

Annexure A to the Independent Auditor's Report on the accounts for the year ended 31st March 2020.

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

In conjunction with our audit of the consolidated financial statements of Nagpur Power And Industries Limited ("the Holding Company") as of 31 March 2020, we have audited the internal financial controls with reference to the financial statements of the Holding Company and its subsidiary, which are incorporated in India as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiaries which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding company and its subsidiaries, which are incorporated in India, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective entity'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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries which are incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial control system with reference to financial statements of the Holding Company and its subsidiaries which are incorporated in India.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements 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 Financials Controls with reference to Financials Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, misstatement due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements may become inadequate because of changes in the conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiaries which are incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2020, based on the internal control with reference to financial statements criteria established by the Holding Company and its subsidiaries which are incorporated in India, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid report under section 143(3)(i) of the act on the adequacy and operation effectiveness of the internal financial controls over financial reporting in so far as it related to a subsidiary company incorporated in india, based on the corresponding report of the auditor of such company.

For Parekh Sharma & Associates
Chartered Accountants
Firm's Registration No: 1 2 9 3 0 1 W

Sujesh Sharma
Partner
Membership No: 118944
UDIN: 20118944AAAAFK1769

Mumbai
30th July, 2020

Consolidated Balance Sheet as at 31st March, 2020

Amount in Rs.

Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
ASSETS			
Non-current assets			
Property, plant and equipment	2	218,108,770	217,712,921
Other intangible assets	3	204,828,309	199,058,363
Capital work- in-progress	4	350,000	-
Financial assets			
Investments	5	14,393,527	61,226,021
Loans		-	-
Others financial assets	6	8,451,481	8,393,015
Deferred tax assets (Net)	7	187,246	187,246
Non-current tax assets (Net)	8	10,527,907	10,991,931
Other non-current assets	9	10,392,949	9,803,887
		467,240,189	**507,373,384**
Current assets			
Inventories	10	109,810,420	109,912,929
Financial assets			
Investments	11	237,408,563	234,630,746
Trade receivables	12	81,524,543	102,206,701
Cash and cash equivalents	13	5,165,763	9,336,453
Bank balance other than cash and cash equivalents	14	32,904,561	4,969,000
Other financial assets	15	342,874	81,177
Other current assets	16	15,928,303	10,039,431
		483,085,027	**471,176,437**
TOTAL ASSETS		**950,325,216**	**978,549,821**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17	130,955,070	130,955,070
Other equity	18	604,321,654	665,825,312
Non-controlling interest	19	6,883,826	16,312,080
Total equity		**742,160,550**	**813,092,462**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	20	12,868,750	-
Trade payables	21		
Total Outstanding dues of micro enterprise and small enterprises and		-	-
Total Outstanding dues of creditors other thanmicro enterprise and small enterprises		1,178,543	1,178,543
Other financial liabilities	22	577,500	835,000
Provisions	23	3,969,707	3,837,765
Total Non-current liabilities		**18,594,500**	**5,851,308**
Current liabilities			
Financial liabilities			
Borrowings	24	97,820,205	64,468,277
Trade payables	25		
		48,077,553	**60,743,113**
Other financial liabilities	26	223,300	223,300
Other current liabilities	27	37,476,987	30,447,465
Provisions	28	5,972,121	3,723,896
Total current liabilities		**189,570,166**	**159,606,051**
		208,164,666	**165,457,359**
TOTAL EQUITY AND LIABILITIES		**950,325,216**	**978,549,821**
Significant accounting policies	**1**		

The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date attached
For Parekh Sharma & Associates
Chartered Accountants
Firm's Regn. No. 129301W
Sujesh Sharma
Partner
M. No. :118944

Place: Mumbai
Date: 30th July 2020

For and on behalf of the Board of Directors

Gautam P. Khandelwal
Executive Chairman
(DIN: 00270717)

Nimis Sheth
Director
(DIN: 00482739)

Nidhi Salampuria
Director & Company Secretary (FCS 10448)

Santosh Khandelwal
Chief Financial Officer

Place: Mumbai
Date: 30th July 2020

Statement of Profit and Loss for year ended 31st March, 2020

Amount in Rs.

Particulars		Note No.	Year Ended 31st March, 2020	Year Ended 31st March, 2019
I	**Revenue from operations**	29	308,293,523	409,990,041
II	Other income	30	28,198,859	15,358,807
III	**Total Income (I + II)**		**336,492,382**	**425,348,848**
IV	**Expenses**			
	Cost of materials consumed	31	141,093,856	217,390,373
	Changes in inventories of finished goods and work-in-progress	32	2,503,024	(4,739,046)
	Employee benefits expenses	33	124,825,149	101,019,433
	Finance costs	34	12,608,695	10,825,626
	Depreciation and amortization expense	45	23,280,918	20,709,091
	Other expenses	36	83,837,412	79,734,032
	Total Expenses		**388,149,053**	**424,939,509**
V	**Profit /(Loss) before exceptional items and tax (III-IV)**		**(51,656,671)**	**409,339**
VI	Exceptional items			
VII	**Profit/(Loss) Before Tax (V-VI)**		**(51,656,671)**	**409,339**
VIII	**Tax Expense**	37		
			766,136	-
			-	-
IX	**Profit/(Loss) for the year (VII-VIII)**		**(52,422,807)**	**409,339**
X	**Other Comprehensive Income**	38		
(i)	**Items that will not be reclassified to statement of profit and loss**			
	Re-measurement gains/(losses) on defined benefit plans		927,756	(1,279,544)
	Fair value gains/ (losses) on Equity instruments		(23,611,694)	5,193,485
	Income tax effect on above			
(ii)	**Items that will be reclassified to statement of profit and loss**			
	Debt instruments through Other Comprehensive Income			-
	Income tax effect on above		-	-
	Total Other Comprehensive Income		**(22,683,938)**	**3,913,941**
XI	**Total Comprehensive Income/(Loss) for the year (IX+X)**		**(75,106,745)**	**4,323,280**
Profit/(Loss) attributable to:				
	Owners of the Company		(38,486,128)	(1,888,631)
	Non-Controlling Interest		(13,936,679)	2,297,970
			(52,422,807)	**409,339**
Other Comprehensive Income/(Loss) attributable to:				
	Owners of the Company		(23,017,531)	4,219,322
	Non-Controlling Interest		333,593	(305,381)
			(22,683,938)	**3,913,941**
Total Comprehensive Income/(Loss) attributable to:				
	Owners of the Company		(61,503,658)	2,330,691
	Non-Controlling Interest		(13,603,086)	1,992,589
			(75,106,745)	**4,323,280**
Earnings per equity share		39		
	Basic (in Rs)		(2.94)	(0.14)
	Diluted (in Rs)		(2.94)	(0.14)
Significant accounting policies		1		

The accompanying notes are an integral part of these Consolidated financial statements

As per our report of even date attached
For Parekh Sharma & Associates
Chartered Accountants
Firm's Regn. No. 129301W
Sujesh Sharma
Partner
M. No. :118944

Place: Mumbai
Date: 30th July 2020

For and on behalf of the Board of Directors

Gautam P. Khandelwal
Executive Chairman
(DIN: 00270717)

Nimis Sheth
Director
(DIN: 00482739)

Nidhi Salampuria
Director & Company Secretary (FCS 10448)

Santosh Khandelwal
Chief Financial Officer

Place: Mumbai
Date: 30th July 2020

Cash Flow Statement for the year ended 31st March, 2020

Amount in Rs.

Particulars		As at 31st March, 2020	As at 31st March, 2019
A.	**CASH FLOWS FROM OPERATING ACTIVITIES**		
	Profit Before Tax and Share in Profit/(Loss) of Equity Accounted Investees	(38,486,128)	(1,888,631)
	Adjustments for:		
	Depreciation and amortization	23,280,918	20,709,091
	Finance Cost	12,608,695	10,825,626
	Interest Income	(1,273,136)	(987,658)
	Dividend Income	(6,912,654)	(7,069,812)
	Remeasurement of employee benefit	927,756	(1,279,544)
	Unrealised gain on investments measured at Fair Value through OCI (Net)	(23,611,694)	5,193,485
	(Gain)/loss on sale of assets	(16,450)	(62,187)
	(Gain)/loss on sale of Investments	(33,737,257)	(3,504,658)
	Unrealised gain/loss on investment	16,845,432	(2,472,184)
	Operational Profit before Working Capital changes	**(50,374,518)**	**19,463,527**
	Adjustments for changes in Working Capital :		
	Inventories	102,509	2,575,053
	Trade receivables	20,682,158	(15,874,818)
	Other current assets	(6,150,569)	3,312,105
	Trade payables	(12,665,561)	(8,146,679)
	Other current liabilities	9,409,689	18,077,574
		11,378,226	**(56,765)**
	Cash from/ (used) in operating activities	(38,996,292)	19,406,761
	Direct taxes paid, net	(464,024)	227,471
	NET CASH FROM/ (USED) IN OPERATING ACTIVITIES	**(38,532,268)**	**19,179,290**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of PPE and Other Intangible assets (Note i below)	(29,800,178)	(26,413,566)
	Proceeds from sale of PPE and Other Intangible assets (Note i below)	19,916	437,357
	Proceeds from (Purchase) / Sale of investments (Note ii below)	60,946,502	2,590,957
	Dividend received	6,912,654	7,069,812
	Interest received	1,273,136	987,658
	Proceeds / (repayment) of loans and deposits	(905,027)	(4,360,541)
	NET CASH FROM/ (USED) IN INVESTING ACTIVITIES	**38,447,002**	**(19,688,323)**
C.	**CASH FLOW FFROM FINANCING ACTIVITIES**		
	Proceeds from issue of Equity Shares to Minority Interest by Subsidiary	(9,761,846)	9,903,470
	Proceeds / (Repayment) of Short-term Borrowings	33,351,928	(2,753,455)
	Proceeds/(Repayment) of Long-term Borrowings	12,868,750	(1,112,000)
	Finance Cost	(12,608,695)	(10,825,626)
	NET CASH GENERATED FROM FINANCING ACTIVITIES	**23,850,136**	**(4,787,611)**

Particulars		As at 31st March, 2020	As at 31st March, 2019
D.	**NET CASH FLOWS DURING THE YEAR (A+B+C)**	**23,764,871**	**(5,296,643)**
E.	Cash and cash equivalents at the beginning	14,305,453	19,602,097
F.	**CASH AND CASH EQUIVALENTS AT THE END (D+E)**	**38,070,324**	**14,305,454**
G.	**CASH AND CASH EQUIVALENTS COMPRISE OF:**		
	Cash on hand	37,533	179,836
	Cheques on hand		-
	Balances with banks in current accounts	38,032,791	14,125,617
	CASH AND CASH EQUIVALENTS AS PER NOTE	**38,070,324**	**14,305,453**

Notes:

(i) Purchase of Property, Plant and Equipment includes movements of Capital Work-in-Progress during the year.

(ii) Investments includes investments in subsidiaries and all type of investments.

As per our report of even date attached
For Parekh Sharma & Associates
Chartered Accountants
Firm's Regn. No. 129301W
Sujesh Sharma
Partner
M. No. :118944

Place: Mumbai
Date: 30th July 2020

For and on behalf of the Board of Directors

Gautam P. Khandelwal
Executive Chairman
(DIN: 00270717)

Nimis Sheth
Director
(DIN: 00482739)

Nidhi Salampuria
Director & Company Secretary (FCS 10448)

Santosh Khandelwal
Chief Financial Officer

Place: Mumbai
Date: 30th July 2020

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

Equity

Amount in Rs.

Particulars	As at 1st April, 2018	Change in Equity share capital during the year	As at 1st April, 2019	Change in Equity share capital during the year	As at 31st March, 2020
Equity Share Capital	130,955,070	-	130,955,070	-	130,955,070

(B) Other Equity

Particulars	Reserves and Surplus		Items of Other Comprehensive Income		Securities Premium	Total Other Equity	Non-controlling interest
			Items that will not be reclassified to Profit and Loss				
	General Reserve	Retained Earnings	Equity instruments	OCI Other			
	Total	Total	Total	Total	Total		
Balance as at 1st April 2018	**495,328,231**	**(2,417,904)**	**33,713,959**	**(692,397)**	**137,562,732**	**663,494,621**	**6,713,991**
Profit for the year	-	409,339	-	-	6,084,400	6,493,739	-
Transfer from OCI reserve to retained earnings	-	-	-	-	-	-	-
Transfer from retained earnings to reserves	-	-	-	-	-	-	-
Re-measurement of gain/(loss) on defined benefit plans	-	-	-	(1,279,544)	-	(1,279,544)	-
Fair value gain/(loss) of equity instruments through Other Comprehensive Income	-	-	5,193,485	-	-	5,193,485	-
Additional equity issued during the year	-	-	-	-	-	-	1,521,100
Share of minority share holders	-	(2,297,970)	-	305,381	(6,084,400)	(8,076,989)	8,076,989
Balance as at 1st April 2019	**495,328,231**	**(4,306,535)**	**38,907,444**	**(1,666,560)**	**137,562,732**	**665,825,312**	**16,312,080**
Profit for the year	-	(52,422,807)	-	-	3,341,533	(49,081,274)	-
Transfer from OCI reserve to retained earnings	-	-	-	-	-	-	-
Transfer from retained earnings to reserves	-	-	-	-	-	-	-
Re-measurement of gain/(loss) on defined benefit plans	-	-	-	927,756	-	927,756	-
Fair value gain/(loss) of equity instruments through Other Comprehensive Income	-	-	(23,611,694)	-	-	(23,611,694)	-
Additional equity issued during the year	-	-	-	-	-	-	833,300
Share of minority share holders	-	13,936,679	-	(333,593)	(3,341,533)	10,261,553	(10,261,553)
Balance as at 31st March 2020	**495,328,231**	**(42,792,663)**	**15,295,750**	**(1,072,396)**	**137,562,732**	**604,321,655**	**6,883,825**

As per our report of even date attached
For Parekh Sharma & Associates
Chartered Accountants
Firm's Regn. No. 129301W
Sujesh Sharma
Partner
M. No. :118944

Place: Mumbai
Date: 30th July 2020

For and on behalf of the Board of Directors

Gautam P. Khandelwal
Executive Chairman
(DIN: 00270717)

Nimis Sheth
Director
(DIN: 00482739)

Nidhi Salampuria
Director & Company Secretary (FCS 10448)

Santosh Khandelwal
Chief Financial Officer

Place: Mumbai
Date: 30th July 2020

Notes on Consolidated Financial Statements for the year ended 31st March, 2020

Note – 1

Significant Accounting Policies

1. Corporate Information

Nagpur Power And Industries Limited ('NPIL' 'The Company') is a limited Company incorporated and domiciled in India. The Company is a public limited company and its equity shares are listed with Bombay Stock Exchange ("BSE") in India. The registered office of the Company is situated at 20th Floor, Nirmal Building, Nariman Point, Mumbai– 400021.

Under Companies Act, 2013 Group is defined as parent, subsidiaries, joint ventures and associates. The consolidation pertains to NPIL (hereafter holding Company) and it's Subsidiary viz.

Name of the Subsidiary Companies	Percentage of Holding
The Motwane Manufacturing Company Pvt. Ltd.	72.89%

2. Statement of Compliance

These financial statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standard) Rules, 2015 as amended by the Companies (Indian Accounting Standard) Rules, 2017 notified under section 133 of the Companies Act, 2013, the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

3. Basis of Preparation

The financial statements of the Company have been prepared and presented on the going concern basis and at historical cost except for the following assets and liabilities which have been measure at fair value.

- Certain financial assets and liabilities at fair value (refer accounting policy regarding financial instruments)
- Employee's Defined Benefit Plan as per actuarial valuation

4. Functional and Presentation Currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

5. Use of Estimates

The preparation of financial statements in conformity with the Indian Accounting Standards requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosures of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

6. Classification of Assets and Liabilities as Current and Non-Current

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

7. Overall Consideration

The financial statements have been prepared applying the significant accounting policies and measurement bases summarized below.

8. Revenue Recognition

Sale of goods

The Company recognizes revenue from sale of goods measured at the fair value of the consideration received or receivable, upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term.

Sale of services

Sale of services are recognized on satisfaction of performance obligation towards rendering of such services.

Dividend and interest income

Dividend from investments are recognized in profit or loss when the right to receive payment is established.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

9. Property Plant and Equipment

Property, plant and equipment are stated at acquisition or construction cost less accumulated depreciation and impairment loss. Cost comprises the purchase price and any attributable cost of bringing the assets to its location and working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of PPE is recognized as an assets if, and only if, it is probable that the economic benefits associated with the item will flow the Company in future periods and the item can be measured reliably. However, cost of excludes indirect taxes to the extent credit of the duty or tax is availed as set off.

Items such as a spare parts, standby equipment and servicing equipment are recognized as PPE when it is held for use in production or supply of goods or services, or for administrative purpose, and are expected to be used for more than one year. Otherwise such items are classified as inventory.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of assets. Any gain or loss arising on the disposal or retirement of an item of PPE, is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognized in the Statement of Profit and Loss.

Capital Advance given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under Other Non-current Assets.

Expenditure incurred after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred.

10. Depreciation and Amortization

Holding Company

Depreciation is recognized on a straight-line basis, based on the useful life of the assets as prescribed under Schedule II of the Companies Act, 2013, except in respect of certain category of assets, where useful life is exceeding those prescribed in Schedule II based on the Chartered Engineer's Valuation Certificate namely: Assets where useful life differs from Schedule II:

Description	Range of Useful lives in years
Buildings	3 – 10 years
Plant & Equipment	7 - 10 years
Heavy Vehicle	2 years
Office Equipment's	3 - 4 years
Railway Siding	7 years

Depreciation on assets purchased / sold during the period is proportionately charged. The residual value for all the above assets are retained at 5% of the cost. Residual values and useful lives are reviewed and adjusted, if appropriate, for each reporting period.

Subsidiary Company

(i) Depreciation on assets is provided at the on WDV Method - at rates and in the manner prescribed in Schedule II to the Companies Act, 2013 except in the case of major Plant & Machinery and Dies & Moulds. Based on the internal assessment / condition of the machinery and past experience, company has considered useful life of such plant & machinery as 20 years instead of 15 years and useful life of Dies & Moulds as 20 years instead of 8 years.

(ii) Depreciation on additions to assets is provided on a pro-rata basis from the date of acquisition or installation.

(iii) Depreciation on assets sold, discarded, demolished or scrapped is provided up to the date on which the said asset is sold, discarded, demolished or scrapped.

11. Intangible Assets

Holding Company

Intangible assets are stated at cost of acquisition, less accumulated amortization/ depletion and accumulated impairment losses, if any, are amortized over a period of 3 years. Expenditure incurred on development is capitalized if such expenditure leads to creation of any intangible assets, otherwise, such expenditure is charged to the Statement of Profit and Loss. PPE procured for research and development activities are capitalized.

Subsidiary Company

(i) Expenditure on computer software is amortized on WDV method considering the useful life of 10 years.

(ii) Technical Know-How is amortized over period of five years from the year of commercial production.

(iii) Research & Development Expenses are amortized over a period of five years.

12. Impairment of Assets

At end of each reporting period, the Company reviews the carrying amounts of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated to be less than its carrying amount, the carrying amount of the assets is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

13. Cash and Cash equivalents and Cash Flow Statement

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within three months from the date of acquisition and which are readily convertible into cash and which are subject to only an insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby Profit or Loss before tax is appropriately classified for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. In the cash flow statement, cash and cash equivalents include cash in hand, cheques on hand, balances with banks in current accounts and other short- term highly liquid investments with original maturities of three months or less.

14. Segment reporting

Identification of segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Group's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available.

The CODM assesses the financial performance and position of the Group and makes strategic decisions. The Group's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Inter-segment transfers

Inter-segment revenue has been accounted for based on the transaction price agreed to between segments which is based on current market prices.

Unallocated items

Revenue, expenses, assets and liabilities which relate to the Group as a whole and not allocable to segments on reasonable basis have been included under 'unallocated revenue / expenses / assets / liabilities'.

Segment Policies

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the consolidated financial statements of the Group as a whole. Operating segment is reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM).

15. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred under finance costs.

16. Foreign Exchange Transactions

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.

At end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing on that date. Non-monetary items that are measured in terms of historical cost in a foreign currency, are not retranslated.

Exchange difference on monetary items are recognised in the Statement of Profit and Loss in the period in which these arise.

17. Income Taxes

Tax expense recognized in the Statement of Profit and Loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Calculation of current tax is based on tax rates in accordance with tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income taxes are calculated using the Balance Sheet approch on temporary differences between the carrying amounts of assets and liabilities in financial statements and the amount used for taxation purposes.

Deferred taxes pertaining to items recognized in other comprehensive income (OCI) are disclosed under OCI.

Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future tax liability. This is assessed based on the Company's forecast of future earnings, excluding non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Deferred tax liabilities are generally recognized in full, although Ind AS 12 'Income Taxes' specifies some exemptions.

Minimum Alternate Tax (MAT) Credit are in the form of unused tax credits that are carried forward by the Company for specified period of time, hence, it is presented as Deferred Tax Assets.

As a result of these exemptions the Company does not recognize deferred tax liability on temporary differences relating to goodwill, or to its investments in associates.

18. Employee Benefits

Short-term obligations:

Short term obligations are those that are expected to be settled fully within 12 months after the end of the reporting period. They are recognised up to the end of the reporting period at the amounts expected to be paid at the time of settlement.

Other Long-term obligations:

The liabilities for earned leave are not expected to be settled wholly within 12 months after end of the period in which the employees render the related service.

Long-term compensated absences are provided for on the basis of an actuarial valuation at the end of each financial year. Actuarial gains / losses, if any, are recognised immediately in Statement of Profit and Loss.

Defined Contribution Plans:

Contribution payable to recognised provident funds, which are substantially defined contribution plans, is recognised as expense in the Statement of Profit and Loss, as they are incurred.

Defined Benefit Plan:

The obligation in respect of defined benefit plan, which covers Gratuity, is provided for on the basis of an actuarial valuation at the end of each financial year. Gratuity is funded with an approved trust.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognised in other comprehensive income in the period in which they occur.

Re-measurement recognised in other comprehensive income is reflected immediately in OCI Reserve and will not be reclassified to Statement of Profit and Loss.

Bonus Payable:

The Company recognised a liability and an expense for bonus. The Company recognised a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

19. Lease:

The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019 as per Ind As 116.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-ofuse asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

In the comparative period, leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments and receipts under operating leases are recognised as an expense and income respectively, on a straight line basis in the statement of profit and loss over the lease term except where the lease payments are structured to increase in line with expected general inflation.

20. Trade receivable

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If the receivable is expected to be collected within a period of 12 months or less from the reporting date (or in the normal operating cycle of the business, if longer), they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing component or pricing adjustments embedded in the contract.

21. Financial Instruments

Initial Recognition and Measurement:

Financial assets (other than trade receivables) and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through Statement of Profit and Loss which are measured initially at fair value.

Trade receivables are recognised at their transaction value as the same do not contain significant financing component.

Trade payable is in respect of the amount due on account of goods purchased in the normal course of business are recognised at their transaction value as the same do not contain significant financing component.

Classification and Subsequent Measurement:

Financial Assets:

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of both

(a) Business model for managing the financial assets, and

(b) The contractual cash flow characteristics of the financial asset

A Financial Asset is measured at amortised cost if both of the following conditions are met:

(i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and

(ii) 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.

A financial asset is measured at fair value through Other Comprehensive Income (FVTOCI) if both of the following conditions are met:

(i) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and

(ii) 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.

A Financial Asset shall be classified and measured at fair value through profit or loss (FVTPL) unless it is measured at amortised cost or at fair value through OCI. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Equity Investments:

Equity investments in Subsidiary are out of scope of Ind AS 109 and hence, the Company has accounted for its investment in Subsidiary at cost. All other equity investments are measured at fair value.

Equity instruments, which are held for trading are classified as at FVTPL. For equity instruments other than held for trading, the company has exercised irrevocable option to recognise in other comprehensive income subsequent changes in the fair value.

Derecognition of financial assets:

The Company derecognises a financial asset 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 party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises an associated liability.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the Statement of profit and loss.

Financial Liabilities and Equity Instruments

Classification as Debt or Equity:

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

Equity instruments:

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

Financial liabilities:

Financial liabilities are classified, at initial recognition:

- at fair value through Profit or Loss,
- loans and borrowings, payables, or
- as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, they are recognised net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings, including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent Measurement:

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

Financial Liabilities at FVTPL:

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at FVTPL are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

Loans and Borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and loss.

Derecognition of Financial Liabilities:

The Company de-recognises financial liabilities when and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in the statement of profit and loss.

22. Research and Development Expenses (R&D)

Revenue Expenditure – Revenue expenditure incurred on R&D is capitalized and is amortized equally over a period of five years. The same is shown in Fixed Assets Schedule (PPE).

Capital Expenditure – Capital expenditure incurred on R&D is capitalized and depreciation on the same is provided for on WDV basis as per useful life mentioned in Schedule II of the Companies Act, 2013.

23. Provisions and contingent liabilities

Provisions:

A Provision is recorded when the Company has a present obligation (legal or constructive)as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

Contingent liabilities:

Whenever there is possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability are considered as contingent liability.

Show cause notices are not considered as Contingent Liabilities unless converted into demand.

Contingent Assets:

Contingent assets are not recognised in the financial statements since this may result in recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related assets is not a contingent assets and is recognised.

24. Earnings per share

Basic earnings per share are calculated by dividing the Net Profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the Net Profit or Loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are considered for the effects of all dilutive potential equity shares.

Notes to financials statements for the year ended 31st March, 2020

Note - 2

Property, plant and equipment

F.Y. 2019-20

		GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
S r . No.	Particulars	As at 1st April, 2019	Additions during the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 1st April, 2019	For the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(a)	**Land :**										
	Freehold	186,846,260	-	-	186,846,260	-	-	-	-	186,846,260	186,846,260
(b)	**Buildings :**									-	-
	Own use	30,184,150	-	-	30,184,150	19,128,975	1,368,147	-	20,497,122	9,687,028	11,055,175
(c')	Plant and equipment	25,377,611	3,941,346	22,500	29,296,457	11,849,875	3,634,406	19,034	15,465,247	13,831,211	13,527,738
(d)	Furniture and fixtures	6,256,647	1,368,365	-	7,625,012	3,035,547	853,068	-	3,888,615	3,736,397	3,221,100
(e')	Vehicles	3,927,801	1,616,450	-	5,544,251	3,100,567	184,053	-	3,284,620	2,259,631	827,234
(f)	Office equipment	3,612,799	259,051	-	3,871,850	2,662,434	511,365	-	3,173,799	698,051	950,365
(g)	Computers	1,237,414	-	-	1,237,414	1,169,986	10,634	-	1,180,620	56,794	67,428
(h)	Railway siding	5,377,766	-	-	5,377,766	4,729,613	189,632	-	4,919,245	458,521	648,153
(i)	Electrical installation	749,939	106,375	-	856,314	411,966	104,298	-	516,264	340,050	337,973
(j)	R&D equipment's	386,101	-	-	386,101	154,605	36,670	-	191,275	194,827	231,497
	Total	**263,956,488**	**7,291,587**	**22,500**	**271,225,575**	**46,243,568**	**6,892,273**	**19,034**	**53,116,807**	**218,108,770**	**217,712,921**

F.Y. 2018-19

		GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
S r . No.	Particulars	As at 1st April, 2018	Additions during the year	Disposals /De-recognition during the year	As at 31st March, 2019	As at 1st April, 2018	For the year	Disposals /De-recognition during the year	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2018
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(a)	**Land :**										
	Freehold	186,846,260	-	-	186,846,260	-	-	-	-	186,846,260	186,846,260
(b)	**Buildings :**									-	
	Own use	30,184,150	-	-	30,184,150	17,743,438	1,385,537	-	19,128,975	11,055,175	12,440,711
(c')	Plant and equipment	21,438,947	3,938,664	-	25,377,611	8,511,437	3,338,438	-	11,849,875	13,527,738	12,927,510
(d)	Furniture and fixtures	4,357,135	1,899,512	-	6,256,647	2,233,556	801,991	-	3,035,547	3,221,100	2,123,580
(e')	Vehicles	4,765,690	-	837,889	3,927,801	3,597,668	190,619	687,719	3,100,567	827,234	1,168,024
(f)	Office equipment	2,868,207	744,592	-	3,612,799	2,178,174	484,260	-	2,662,434	950,365	689,967
(g)	Computers	1,237,414	-	-	1,237,414	1,168,372	1,614	-	1,169,986	67,428	69,042
(h)	Railway siding	5,377,766	-	-	5,377,766	4,539,981	189,632	-	4,729,613	648,153	837,785
(i)	Electrical installation	588,819	161,120	-	749,939	290,141	121,825	-	411,966	337,973	298,678
(j)	R&D equipment's	369,999	16,102	-	386,101	110,321	44,284	-	154,605	231,497	259,679
	Total	**258,034,387**	**6,759,990**	**837,889**	**263,956,488**	**40,373,087**	**6,558,200**	**687,719**	**46,243,568**	**217,712,921**	**217,661,236**

Note - 3

Intangible assets

F.Y. 2019-20

Sr. No.	Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
		As at 1st April, 2019	Additions during the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 1st April, 2019	Depreciation for the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(a)	Computer software	3,129,943	535,240	-	3,665,183	1,150,502	523,273	-	1,673,775	1,991,407	1,979,441
(b)	Technical know-How	1,590,506	-	-	1,590,506	1,192,880	397,629	-	1,590,509	(3)	397,626
(c)	R & D amortization	38,284,693	21,623,351	11,902,657	48,005,387	8,256,193	15,467,742	11,902,657	11,821,279	36,184,108	30,028,500
(d)	Goodwill on consolidation	166,652,797	-	-	166,652,797	-	-	-	-	166,652,797	166,652,797
	Total	**209,657,939**	**22,158,591**	**11,902,657**	**219,913,873**	**10,599,576**	**16,388,644**	**11,902,657**	**15,085,563**	**204,828,309**	**199,058,363**

F.Y. 2018-19

Sr. No.	Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
		As at 1st April, 2019	Additions during the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 1st April, 2019	Depreciation for the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(a)	Computer software	1,813,207	1,316,736	-	3,129,943	673,080	477,422	-	1,150,502	1,979,441	1,140,127
(b)	Technical know-How	1,590,506	-	-	1,590,506	795,254	397,626	-	1,192,880	397,626	795,252
(c)	R & D amortization	26,346,166	18,336,840	10,663,854	34,019,152	1,378,664	13,275,842	10,663,854	3,990,652	30,028,500	24,967,502
(d)	Goodwill on consolidation	166,652,797	-	-	166,652,797	-	-	-	-	166,652,797	166,652,797
	Total	**196,402,676**	**19,653,576**	**10,663,854**	**205,392,398**	**2,846,998**	**14,150,890**	**10,663,854**	**6,334,034**	**199,058,363**	**193,555,678**

Note - 4

Capital Goods WIP

F.Y. 2019-20

Sr. No.	Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
		As at 1st April, 2019	Additions during the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 1st April, 2019	Depreciation for the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
1	Capital goods WIP	-	350,000	-	350,000	-	-	-	-	350,000	-

F.Y. 2018-19

Sr. No.	Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
		As at 1st April, 2019	Additions during the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 1st April, 2019	Depreciation for the year	Disposals /De-recognition during the year	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
1	Capital goods WIP	225,000	-	225,000	-	-	-	-	-	-	225,000

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note - 5

Non-current financial assets - Investments

Particulars	Face Value	Numbers As at 31st March, 2020	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Investment in Equity Instruments				
Quoted				
Others:				
Carried at Fair Value through Other Comprehensive Income (FVTOCI)				
BASF India Ltd.	10	800	-	1,184,440
Electrosteels Steels Ltd.	10	5,200	52,000	161,200
HDFC Ltd.	2	3,000	-	5,904,750
Hindalco Industries Ltd.	1	15,500	-	3,185,250
IDFC Bank Ltd.	10	7,500	-	416,250
ITC Ltd.	1	7,500	1,287,750	2,229,375
Kotak Mahindra Bank Ltd.	5	9,500	-	12,677,750
Larsen & Toubro Ltd.	2	5,550	-	7,688,415
Mahindra & Mahindra Ltd.	5	15,050	4,288,497	10,142,195
Petronet LNG Ltd.	10	14,000	-	3,521,700
Power Grid Corp. of India Ltd.	10	22,773	-	4,506,776
Tata Consultancy Services Ltd.	1	4,800	8,765,280	9,607,920
Total			**14,393,527**	**61,226,021**

Other Details:

i Aggregate Book Value of:

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Quoted Investments	14,393,527	61,226,021
	14,393,527	**61,226,021**
Aggregate market value of quoted investments	14,393,527	61,226,021
Aggregate impairment in value of investments	-	-

ii Disclosure requirement of Ind AS 107- Financial Instruments : Disclosure:

Equity Instrument (Other than Subsidiary and Associates) designated at FVTOCI:

These Investment have been designated on initial recognition to be measured at FVTOCI as these are long-term investment are not intended for sale.

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note - 6

Non-current financial assets - Other financial assets

(Unsecured Considered Good unless otherwise stated)

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Fixed deposits with bank	8,451,481	8,393,015
Total	**8,451,481**	**8,393,015**

Note - 7

Deferred tax assets (Net)

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
MAT credit entitlement	187,246	187,246
Total	**187,246**	**187,246**

Note - 8

Non-current tax assets (Net)

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Provision for taxation	-	-
Income tax paid	10,527,907	10,991,931
Total	**10,527,907**	**10,991,931**

Note - 9

Other non-current assets

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Security deposits	1,250,965	1,250,965
Balance with government authorities	2,587,890	1,777,757
Prepaid expenses	247,234	344,010
Capital advances	402,749	767,784
Earnest money deposit	3,903,253	4,062,463
Other deposits	2,000,859	1,600,908
Total	**10,392,949**	**9,803,887**

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note - 10

Inventories

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Raw materials	43,086,712	41,318,274
Work-in-progress	15,902,265	17,458,052
Finished goods (Manufacturing)	18,049,769	18,997,005
Finished goods (Trading)	32,245,019	31,368,877
Others - Stores & Spares	526,655	770,721
Total	**109,810,420**	**109,912,929**

Note - 11

Current Financial Assets - Investments

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Carried at Fair Value through Profit and Loss (FVTPL)		
Quoted		
Investment in mutual funds	105,789,572	181,016,285
Investment in equity instruments	15,224,603	25,615,398
Investment in Gold ETF	116,394,388	27,999,063
Unquoted At Cost		
6000 Shares of Rs. 25/- each of Jhulelal nagari Sahakari Patsanstha	-	150,000
Less: Provision for diminution in value of investment	-	(150,000)
Total	**237,408,563**	**234,630,746**

Other details:

(i) Aggregate book value of:

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Quoted investments	237,408,563	234,630,746
Unquoted investments	-	150,000
	237,408,563	**234,780,746**
Aggregate market value of quoted investments	237,408,563	234,630,746
Aggregate impairment in value of investments	-	150,000

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note - 12

Trade receivables

(Unsecure, unless otherwise stated)

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Considered doubtful	-	-
Considered good	81,524,543	102,206,701
Total	**81,524,543**	**102,206,701**

Note - 13

Cash and cash equivalents

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Balance with bank		
In Current accounts	5,128,230	9,156,617
Cash on hand	37,533	179,836
Bank deposit (less than 3 months)	-	-
Total	**5,165,763**	**9,336,453**

Note - 14

Bank Balance other than Cash and Cash equivalents

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Other bank balances		
Bank deposit (more than 3 months but less than 12 months)	32,904,561	4,969,000
Total	**32,904,561**	**4,969,000**

Note - 15

Current Financial Assets - Other financial assets

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Interest receivables on others	342,874	81,177
Total	**342,874**	**81,177**

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note - 16

Current Financial Assets - Other current assets

(Unsecured Considered Good unless otherwise stated)

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Advances to employees	4,947,451	3,285,494
Advances to supplier of service / goods	7,967,596	4,002,194
Prepaid expenses	1,816,549	2,100,995
Balance with government authorities	1,069,934	650,748
Other Receivables	126,773	-
Total	**15,928,303**	**10,039,431**

Note - 17

Equity Share Capital :

Particulars	As on 31st March, 2020		As on 31st March, 2019	
	Number	Value	Number	Value
Authorized Capital				
Equity Shares of Rs. 10/- each	20,000,000	200,000,000	20,000,000	200,000,000
Unclassified Shares of Rs. 10/- each	5,000,000	50,000,000	5,000,000	50,000,000
	25,000,000	**250,000,000**	**25,000,000**	**250,000,000**
Issued, Subscribed and Paid-up				
Equity Shares of Rs. 10/- each fully paid up	13,095,507	130,955,070	13,095,507	130,955,070
Total	**13,095,507**	**130,955,070**	**13,095,507**	**130,955,070**

a **Reconciliation of the Number of Equity Shares Outstanding is set out below:**

	Number of Shares	
	As at 31st March, 2020	As at 31st March, 2019
Equity shares at the beginning of the year	13,095,507	13,095,507
Add: Shares issued during the year	-	-
Lees: Shares cancelled / bought back during the year	-	-
Equity shares at the end of the year	13,095,507	13,095,507

b The Equity shares of the Company having voting rights and are subject to the restriction as prescribed under the Companies Act, 2013.

c The Company has a holding company. The subsidiary company does not hold any shares in the company.

d Disclosure pursuant to Note no. 6(D) (h,I,j,k,l) of Part I of Schedule III of Companies Act, 2013 is NIL.

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

e **Shareholders holding more than 5% of the aggregate shares in the Company**

	As on 31st March, 2020		As on 31st March, 2019	
	Number	% of holdings	Number	% of holdings
Khandelwals Limited*	5,641,100	43.08	5,641,100	43.08
Life Insurance Corporation of India Ltd.	1,585,094	12.10	1,585,094	12.10

*Khandelwals Limited is registered outside India i.e. 10 Orange Street, London, United Kingdom.

Note - 18

Other Equity

Amount in Rs.

Particulars	Reserves and Surplus		Items of Other Comprehensive Income		Securities Premium	Total
			Items that will not be reclassified to Profit and Loss			
	General Reserve	Retained Earnings	Equity instruments	Other Items		
Balance as on 1st April, 2018	**495,328,231**	**(2,417,904)**	**33,713,959**	**(692,397)**	**137,562,732**	**663,494,621**
Profit for the year	-	409,339	-	-	6,084,400	6,493,739
Transfer from retained earnings to reserves	-	-	-	-	-	-
Transfer from OCI reserve to retained earnings		-	-			-
Re-measurement of gain/(loss) on defined benefit plans (Net of tax)	-	-	-	(1,279,544)	-	(1,279,544)
Fair value gain/(loss) of equity instruments through Other Comprehensive Income (Net of Tax)	-	-	5,193,485	-	-	5,193,485
Share of minority share holders	-	(2,297,970)	-	305,381	(6,084,400)	(8,076,989)
Balance as at 31st March 2019	**495,328,231**	**(4,306,535)**	**38,907,444**	**(1,666,560)**	**137,562,732**	**665,825,312**
Profit for the year		(52,422,807)	-	-	3,341,533	(49,081,274)
Transfer from retained earnings to reserves	-		-	-		-
Transfer from OCI reserve to retained earnings			-			-
Re-measurement of gain/(loss) on defined benefit plans (Net of tax)	-	-	-	927,756		927,756
Fair value gain/(loss) of equity instruments through Other Comprehensive Income (Net of Tax)	-		(23,611,694)	-		(23,611,694)
Share of minority share holders	-	13,936,679	-	(333,593)	(3,341,533)	10,261,553
Balance as at 31st March, 2020	**495,328,231**	**(42,792,663)**	**15,295,750**	**(1,072,396)**	**137,562,732**	**604,321,654**

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note - 19

Non-controlling interest

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Minority Share holders:		
Opening balance of Non-controlling interest holders	16,312,080	6,713,991
Add: Share in profit for the year	(13,936,679)	2,297,970
Add: Share in profit for the year - OCI	333,593	(305,381)
Add: Share in security premium	3,341,533	6,084,400
Add: Additional equity issued during the year	833,300	1,521,100
Closing balance of Non-controlling interest holders	**6,883,826**	**16,312,080**

Note - 20

Non- current liabilities- Borrowings

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Secured	-	-
Loans repayable on demand	12,868,750	-
Total	**12,868,750**	**-**

Note - 21

Non-current liabilities - Trade payables

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Dues to Micro, Small and Medium Enterprises (MSME)	-	-
Dues to others	1,178,543	1,178,543
Total	**1,178,543**	**1,178,543**

Note - 22

Non-current liabilities - Other financial liabilities

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Trade/ Security deposit received from dealers	577,500	835,000
Total	**577,500**	**835,000**

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note - 23

Non-current liabilities - Provisions

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Provision for Employee Benefits:		
Gratuity	595,907	337,614
Leave Encashment	3,373,800	3,500,151
Total	**3,969,707**	**3,837,765**

Note - 24

Current liabilities - Borrowings

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Secured		
Term loan from banks	-	-
Inter Corporate Deposit from Nagpur Power And Industries	-	-
Secured		
Loans repayable on demand	97,820,205	64,468,277
Total	**97,820,205**	**64,468,277**

Note:

1. Repayable on demand and same are Secured against term deposit receipt of the Bank.
2. Secured against hypothecation of all stocks, book debts / receivables and hypothecation of plant and machinery. Collaterally secured by equitable mortgage of Factory Land & Building situated on Plot No. 1 & 4 at survey no. 116A/1+116A/2 +117D, Nashik Road in the name of Company. Further personal guarantee of one director & corporate guarantee of Nagpur Power & Industries Ltd. (Indusind Bank Cash Credit :- 9.75% p.a and Indusind Bank WCTL :- 9.50% p.a).
3. Vehicle loan secured against hypothecation of vehicle purchased. (Interest rate @ 9.25%).

Note - 25

Current liabilities - Trade Payables

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Dues to Micro, Small and Medium Enterprises (MSME)	-	-
Dues to others	48,077,553	60,743,113
Total	**48,077,553**	**60,743,113**

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

(i) Total outstanding dues of Micro, Small and Medium Enterprises (MSME):

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year.	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year end	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

(ii) The balance of Trade Payables are subject to confirmation.

(iii) The information has been given in respect of such vendors to the extent they could be identified as micro and small enterprises on the basis of information available with the company.

Note - 26

Current liabilities - Other financial liabilities

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Security deposits	223,300	223,300
Total	**223,300**	**223,300**

Note - 27

Current liabilities - Other current liabilities

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Statutory liabilities	15,523,157	8,188,225
Advances from customers	3,472,265	5,464,915
Creditors for capital goods	586,764	371,797
Payable to employees	12,563,309	10,547,372
Provision for expenses	5,179,289	5,723,396
Other payables	152,203	151,760
Total	**37,476,987**	**30,447,465**

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note - 28

Current liabilities - Provisions

Particulars	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
Provision for bonus	1,566,397	1,498,387
Provision for employees cost	2,842,081	535,958
Ex-gratia payable	1,563,643	1,689,551
Excise duty payable on finished goods	-	-
Total	**5,972,121**	**3,723,896**

Note - 29

Revenue from Operations

Particulars	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
Sale of products:		
Domestic (including taxes)	297,392,391	402,357,611
Sale of services	7,495,805	5,538,425
Other operating revenues	3,405,327	2,094,004
Revenue from Operations (Gross)	**308,293,523**	**409,990,041**

Other Operating Revenues

Particulars	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
Commission received	3,405,327	2,094,004
Total	**3,405,327**	**2,094,004**

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note - 30

Other Income

Particulars	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
Interest income on:		
Interest income	1,273,136	987,658
Interest on ICD to Subsidiary Company	-	-
Dividend income from:		
Investment in Mutual Funds	5,466,890	5,945,883
Investment in Equity Instruments	1,445,764	1,123,929
Profit on Sale of :		
Investment (Net) - Mutual Funds units (measure at FVTPL)	30,065,764	320,164
Investment (Net) - Equity Instruments (measure at FVTPL)	3,671,493	3,184,494
Other Assets	16,450	62,187
Gain on Fair Valuation of Current Investments (Measure at FVTPL)	(16,845,432)	2,472,184
Other Non-Operating Income	3,104,795	1,262,308
Total	**28,198,859**	**15,358,807**

Note - 31

Cost of Material Consumed

Particulars	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
Opening stock of raw materials and components	-	-
Add: Purchased during the year	141,093,856	217,390,373
Less: Closing stock of raw materials and components	-	-
Cost of Material Consumed	141,093,856	217,390,373

Note - 32

Change in inventories of finished goods and work-in-process

Particulars	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
(A) Opening stocks:		
Finished goods	18,997,005	12,911,897
Work in process	17,458,052	18,804,115
By products/ Waste product	-	-
	36,455,058	31,716,012
(B) Closing stocks:		
Finished goods	18,049,769	18,997,005
Work in process	15,902,265	17,458,052
By products/ Waste product	-	-
	33,952,034	**36,455,057**
Change in inventories of finished goods and work in process (A- B)	**2,503,024**	**(4,739,045)**

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note - 33

Employee Benefit Expenses

Particulars	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
Salaries and Wages, including Bonus and Exgratia	115,440,401	92,827,966
Contribution to provident and other funds	7,063,719	6,212,969
Stipend	320,200	-
Staff welfare expenses	2,000,829	1,978,498
Total	**124,825,149**	**101,019,433**

The employee benefits expenses includes the Whole Time Director's remuneration within the limit approved by share holders with effect from 1st July 2017 at annual general meeting held on 28th September 2017.

Note - 34

Finance Costs

Particulars	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
Interest Expenses	9,514,055	7,950,625
Bank Charges	3,094,640	2,875,001
Total	**12,608,695**	**10,825,626**

Note - 35

Depreciation and amortization expense

Particulars	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
Depreciation on Property, plant and equipment	6,892,274	6,558,200
Depreciation on Intangible assets	16,388,644	14,150,891
Total	**23,280,918**	**20,709,091**

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note - 36

Other Expenses

Particulars	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
Manufacturing & Other Expense	5,273,010	4,337,093
Advertisement and Publicity	6,744,741	6,226,977
Auditor's Remuneration	775,000	787,500
Business Promotion expenses	188,088	159,988
Conveyance	3,999,495	3,232,911
Conference or Remuneration exp	598,505	405,758
Director Sitting Fees	520,000	815,000
Exchange (Gain)/ Loss	(435,890)	(35,113)
Insurance Charges	692,933	559,964
Legal & Consultancy Fees	6,945,051	8,125,063
Membership Fees	574,058	129,126
Motor car expenses	914,110	1,365,871
Office Expenses	2,159,421	774,871
Postage Telegram & Telephone	2,067,763	1,914,071
Power & Fuel Charges	15,260	84,145
Printing & Stationery	994,531	530,414
Rates & Taxes	3,125,366	2,701,466
Rent Charges	2,886,316	1,799,361
Repair to Buildings	207,431	227,328
Repairs to Others	7,055,504	6,153,210
Security Expenses	4,452,909	4,418,220
Sundry Balance Written Off (Net)	205,546	1,151,728
Provision for doubtfull debts	2,819,034	3,229,830
Sales Tax - VAT/CST	554,061	68,135
Testing Fees	613,147	1,745,660
Freight, Octroi, Packing Outward	4,500,049	3,840,586
Sales Promotion	3,520,976	5,092,050
Lighting Charges	154,537	170,377
Liquidated Damages	1,510,251	1,194,601
License Tender Fees	252,909	546,343
Recruitment Expenses	1,030,955	1,610,892
Travelling Expenses-Director	981,138	1,026,400
Travelling Expenses-Foreign	6,031,023	5,587,028
Travelling Expenses-Others	9,342,540	7,835,130
Miscellaneous Expenditures	2,267,644	1,649,611
Listing Fees	300,000	272,438
Total	**83,837,412**	**79,734,032**

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note - 36.1

Auditors' Remuneration (Inclusive of taxes)

Particulars	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
For Statutory audit	595,000	595,000
For taxation matters including tax audit	118,000	118,000
For other services	125,000	125,000
For reimbursement of expenses	-	12,500
Total	**838,000**	**850,500**

Note - 37

Tax Expenses

(a) Income tax expenses recognized in Statement of Profit and Loss

Particulars	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
Current income tax for the year	766,136	800,000
Deferred Tax:		
Deferred income tax for the year	-	-
MAT Credit entitlement	-	-
Total income tax expense recognized in statement of profit and loss for the year	**766,136**	**800,000**

(b) Reconciliation of estimated income tax expense at Indian statutory income tax rate to income tax expense reported in statement of comprehensive income:

Particulars	Year ended 31st March, 2020 (Rs.)
Income from continued operation before income taxes	(248,781)
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:	
Income exempt from tax (dividends)	(6,912,654)
Long-term Capital gain	-
Expenses not deductible in determining taxable profit- expenses related to exempt income	678,841
Deferred Tax not recognized on assets	-
1/5th of Transition amount as per sec. 115JB(2C)	11,090,964
Amount Debit to OCI under the head "Items that will not be re-classified to Profit and Loss" other than gain or loss from investment in equity instruments designated FVTOCI	302,759
Amount of B/f Loss or Unabsorbed depreciation	-
Taxable Income / Book Profit under MAT	**4,911,129**
Indian statutory Income Tax Rate*	
Estimated Income Tax expenses	**766,136**
Income Tax expense recognized in Statement of Profit and Loss	**766,136**

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note - 38

Other Comprehensive Income (OCI)

Particulars	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
Items that will not be reclassified to Profit and Loss		
Re-measurement gains/ (losses) on defined benefit plans	927,756	(1,279,544)
Equity Instrument through other comprehensive income	(23,611,694)	5,193,485
Income tax relating to items will not be reclassified to profit and loss	-	-
Items that will be reclassified to Profit and Loss		
Debt instruments through other comprehensive income	-	-
Income tax relating to items will be reclassified to profit and loss	-	-
Total (Net)	**(22,683,938)**	**3,913,941**

Note - 39

Earnings per Equity Share (EPS)

Particulars	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
Nominal value of equity shares (Rs.)	10	10
Net Profit for the year attributable to Equity Shareholders	(38,486,128)	(1,888,631)
Weighted Average Number of Equity Shares Outstanding during the year (Nos.)	13,095,507	13,095,507
Basic earnings per equity shares (Rs.)	**(2.94)**	**(0.14)**
Dilutive effect on profit	-	-
Net Profit for the year attributable to Equity Shareholders for computing diluted EPS	(38,486,128)	(1,888,631)
Dilutive effect on weighted average number of equity shares outstanding during the year	-	-
Weighted Average Number of Equity Shares for computing diluted EPS (Nos.)	13,095,507	13,095,507
Diluted earnings per equity shares (Rs.)	**(2.94)**	**(0.14)**

Note - 40

Commitments, contingent liabilities and contingent assets:

Particulars		As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
(a)	**Contingent liabilities**		
	Claims made against the Company/ disputed liabilities not acknowledgement as debts:		
	(i) Legal Claims		
-	Sales Tax Demand not provided for pending outcome of appeal*	20,173,539	20,173,539
-	Customs Duty Demand not provided for pending outcome of appeal	11,742,500	11,742,500
-	Other Matters**	11,199,089	11,199,089
-	Income Tax Matters - under appeal	321,368	280,060
		-	

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Particulars		As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
(ii)	**Guarantees**	-	
-	Guaranty provided to Dena Bank for working capital requirement of Subsidiary Company	137,175,000	137,175,000
-	Bank guarantees issued to customers	37,300,382	31,930,198
-	Letter of Credit	2,858,625	5,022,255
	Letter of Credit discounting	-	
(b)	Capital commitments		-
(c')	Contingent assets		-

* Out of which documents relating to claim of Rs.6.71lacs are currently not available with the Company.

** Out of which documents relating to claim of Rs.30.61 lacs are currently not available with the Company.

Note:

In respect of Item no. (a) (i) above, the Company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary. Future cash outflow on (a) and(b) abvoe is determinable only on the receipt of judgment / decision pending with respective authorities / department / Hon'ble court and or completion of negotiations / settlement.

Note - 41

Provision for employee benefits

(i) Gratuity

The Company contributes to defined benefit schemes for Gratuity which is administrated through duly constituted and approved independent trust. The liability for Gratuity and Leave encashment is determined on the basis of actuarial valuation made at the year end.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit (PUC) Method as prescribed by the Ind AS-19 - 'Employee Benefits', which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up final obligation.

(ii) Compensated Absences/Leave Encashment:

The Company also extends defined plans in the form of Compensated absences/leave encashment to employees. Provisions for compensated absences is made on actuarial valuation basis.

The company is exposed to various risks as regards its obligation towards gratuity benefit and leave salary which are as follows: (i) Interest Rate Risk, (ii) Liquidity Risk, (iii) Salary Escalation Risk, (iv) Regulatory Risk, (v) Market Risk and (vi) Investment Risk

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Amount in Rs.

Particulars		Gratuity		Leave encashment	
		As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2020	As at 31st March, 2019
(i)	**Reconciliation of Present Value of the Obligation:**				
	Opening Defined Benefit Obligation	16,611,557	14,728,460	3,761,192	2,235,427
	Adjustments of:				
	Current Service Cost	1,526,669	1,497,397	645,816	464,564
	Past Service Cost	-	-	-	-
	Interest Cost	1,195,652	1,088,902	257,041	139,963
	Actuarial Loss/(Gain)	-	981,287	-	-
	Liabilities assumed on Acquisition/(Settled on Divestiture)	-	-	-	-
	Benefits Paid	(1,529,322)	(1,660,328)	(757,637)	(923,599)
	Remeasurements - Due to Financial Assumptions	(948,634)	58,583	(264,384)	14,016
	Remeasurements - Due to Experience Adjustments	142,668	(82,744)	22,199	1,830,821
	Closing Defined Benefit Obligation	**16,998,590**	**16,611,557**	**3,664,227**	**3,761,192**
(ii)	**Reconciliation of Fair Value of the Plan Assets:**				
	Opening Fair Value of the Plan Assets	16,237,592	14,391,717	-	-
	Adjustments of:				
	Expected return on Plan Assets	1,067,505	1,125,317	757,637	923,599
	Actuarial Gain/(Loss)	-	(202,831)	-	-
	Contributions by the Employer	437,140	2,704,056	-	-
	Assets Acquired on Acquisition/(Distributed on Divestiture)	-	-	-	-
	Benefits Paid	(1,529,322)	(1,660,328)	(757,637)	(923,599)
	Remeasurements - Return on Assets (Excluding Interest Income)	83,618	(120,339)	-	-
	Closing Fair Value of the Plan Assets	**16,296,533**	**16,237,592**	**-**	**-**
(iii)	**Net Liabilities/(Assets) recognized in the Balance Sheet:**				
	Present Value of the Defined Benefit Obligation at the end of the period	16,998,589	16,611,557	3,664,227	3,761,192
	Fair Value of the Plan Assets	16,296,533	16,237,592	-	-
	Net Liabilities recognized in the Balance Sheet	**702,056**	**373,965**	**3,664,227**	**3,761,192**
	Short term liability	2,849,206	602,609	310,867	287,885
(iv)	**Amount recognized in Salary and Wages under Employee Benefits Expense in the Statement of Profit and Loss:**				
	Current Service Cost	1,526,674	605,588	645,816	464,564
	Interest on Defined Benefit Obligation (Net)	128,148	855,393	257,041	139,963

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Amount in Rs.

Particulars		Gratuity		Leave encashment	
		As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2020	As at 31st March, 2019
	Net Cost	1,654,822	1,460,981	902,857	604,527
	Capitalized as Pre-Operative Expenses in respect of Net Charge to the Statement of Profit and Loss	-	-	-	-
	Net Charge to the Statement of Profit and Loss	**1,654,822**	**1,460,981**	**902,857**	**604,527**
(v)	**Amount recognized in Other Comprehensive Income (OCI) for the Year:**				
	Changes in Financial Assumptions	(948,634)	58,583	(264,384)	14,016
	Experience Adjustments	142,668	(82,744)	22,199	1,830,821
	Actual return on Plan Assets less Interest on Plan Assets	(83,618)	809,317	-	-
	Recognized in OCI for the year	**(889,584)**	**785,156**	**(242,185)**	**1,844,837**
(vi)	**Principal Actuarial Assumptions:**				
	Discount Rate				
	Salary Escalation Rate				
	Leave Encashment Rate during employment				0.00%
	Leave Availment Rate				0.5% to 1%

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Related Party Disclosures

(i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Sr. No.	Name of Related Party	Nature of Relationship
1	Khandelwals Limited	Enterprise that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprises.
2	Informed Technologies India Ltd.	
3	Zeppelin Investments Pvt. Ltd.	
4	The Motwane Manufacturing Co. Pvt. Ltd.	Subsidiary Company
5	**KEY MANAGERIAL PERSONNEL**	
i	Mr. Gautam Khandelwal	Executive Chairman
ii	Mrs. Nidhi Salampuria	Company Secretary and Non - Executive Director
iii	Mr. Virat Mehta	Independent- Director
iv	Mr. Nimis Sheth	Independent- Director
v	Mr. Santosh Khandelwal	Chief Financial Officer
vi	Mr . Nitesh Salampuria	Relative of Key Managerial Personnnel
vii	Mr . Rishabh Khandelwal	Relative of Key Managerial Personnnel

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Amount in Rs.

(ii)	Transactions during the year with related parties:	For the Year ended 31.03.2020				For the Year ended 31.03.2019			
Sr. No.	Nature of Transactions	Holding Company	Subsidiaries	Key Managerial Personnel	Total	Holding Company	Subsidiaries	Key Managerial Personnel	Total
1	Sale of Services	-	-	-	-	-	-	-	-
2	Purchase of Services	-	-		-	-	-	-	-
3	Payment to Key Managerial Personnel - Salaries and Other benefits	-	-	16,285,208	16,285,208	-	-	15,392,161	15,392,161
4	Payment to Key Managerial Personnel - Siting Fees	-	-	520,000	520,000	-	-	2,939,999	2,939,999
	Payment to Key Managerial Personnel - Stipend			320,200	320,200				
5	Interest Expenses / Income	-	-	-	-	-	-	218,932	218,932
	Outstanding Balances:								
1	Due to Company	-	-	-	-	-	-	-	-
2	Due by Company-ICD	-	-	-	-	-	-	-	-
3	Due by Company-Interest accrued on ICD	-	-	-	-	-	-	-	-

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Segment Reporting:

For management purposes, the Group is organised into business units based on the nature of the products, the differing risks and returns. The organization structure and internal reporting system has two reportable segments as follows:

(a) High/Medium/Low Carbon Ferro Manganese and Silico Manganese Slag

(b) Electronics & Electrical Products, Energy Meters & others

The Chief Operating Decision Maker (CODM) monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

The Chief Operating Decision Maker (CODM) monitors the operating primarily uses earnings before interest, tax, depreciation and amortization (EBITDA) as performance measure to assess the performance of the operating segments.

However, the CODM also receives information about the segment's revenues, segment assets and segment liabilities on regular basis.

Primary Segment Information:

Particulars		Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
(I)	**Segment Revenue:**		
	External Sales	308,293,523	409,990,041
	Inter Segment Sales	-	-
	Other Operating Income	28,198,859	15,358,807
	Total Segment Revenue	**336,492,383**	**425,348,848**
(II)	**Total Segment EBITDA :**	**(43,955,763)**	**14,972,555**

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Particulars		Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2019 (Rs.)
(III)	**Segment EBITDA reconciles to Profit/ (Loss) before Tax from Continuing Operations as follows:**		
	Total Segment EBITDA	(43,955,763)	14,972,555
	Unrealized profit of Inter-segment Sales	-	-
	Finance Cost	(9,514,055)	(7,950,625)
	Depreciation and Amortization	(23,280,918)	(20,709,091)
	Exceptional Items (Net)	-	-
	Investment Income (including Interest and Dividend)	41,923,047	11,562,128
	Profit / (Loss) on Sale of Assets	16,450	62,187
	Fair value gain/ (loss) on financial assets	(16,845,432)	2,472,184
	Profit/ (Loss) before Tax from Continuing Operations	**(51,656,671)**	**409,339**
(IV)	**Other Information's:**		
(a)	**Segment Assets:**		
	High/Medium/Low Carbon Ferro Manganese and Silico Manganese Slag	699,630,933	726,967,343
	Electronics & Electrical Products, Energy Meters & others	316,088,783	302,970,623
	Total Segment Assets	**1,015,719,716**	**1,029,937,966**
(b)	**Segment Liabilities:**		
	High/Medium/Low Carbon Ferro Manganese and Silico Manganese Slag	3,902,750	6,309,791
	Electronics & Electrical Products, Energy Meters & others	237,880,125	178,759,355
	Total Segment Liabilities	**241,782,875**	**185,069,146**

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Principles of Consolidation:

The Consolidated financial statements (CFS) comprises the financial Statements of Nagpur Power And Industries Limited ('the Company') and it's Subsidiary, "The Motwane Manufacturing Company Pvt. Ltd.". Here in after referred together as 'the Group' or 'the Company'. The Consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standard on 'Consolidated Financial Statements' (IND AS 110), 'Disclosure in Interest in Other Entity' (IND AS - 112) notified under section 133 of the Companies Act, 2013.

Subsidiary:

- The financial statements of Subsidiary used in the consolidated are drawn up to the same reporting date as that of the Company i.e. year ended March, 2020.
- The financial statements of the Company and its Subsidiary have been combined on a line-by-line basis by adding together the book value of like terms of assets, liabilities, income and expenses, after eliminating intra group balances, intra group transactions and unrealized profits or losses on intra-group transactions.
- The difference between the cost of investment in the Subsidiary and the portion of equity as at the date of making the investment is identified in the financial statement as Goodwill.
- These Consolidated financial statements have been prepared in compliance of section 129 of the Companies Act, 2013.
- The Minority Interest in the net assets of Subsidiary consists of :
  - The amount of equity attributable to the minorities at the dates on which Investment in Subsidiary is made and
  - The minorities' share of movements in equity since the date the parent-subsidiary relationship came into existence.

  The Consolidated Financial Statements comprised of the Audited Financial Statements of the Company and its Subsidiary for the year ended 31st March, 2020, which are as under:

Name of the Company	Country of Incorporation	Ownership Interest %	
		As at 31st March, 2020	As at 31st March, 2019
The Motwane Manufacturing Co. Pvt. Ltd.	India	72.89%	74.21%

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

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Additional Information Details :

1 Additional information as required under Schedule III to the Companies Act 2013, of enterprise consolidated as subsidiary:

Name of Enterprise	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit/ (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (Rs.)	As % of consolidated profit or loss	Amount (Rs.)	As % of consolidated other comprehensive income	Amount (Rs.)	As % of consolidated total comprehensive income	Amount (Rs.)
Holding Company								
Indian								
Nagpur Power And Industries Limited								
Balance as at 31st March, 2019	88.63%	720,657,552	-2076.78%	(8,501,058)	130.25%	5,098,058	-78.71%	(3,403,000)
Balance as at 31st March, 2020	**93.74%**	**695,728,183**	**1.94%**	**(1,014,917)**	**105.42%**	**(23,914,453)**	**33.19%**	**(24,929,370)**
Subsidiary								
Indian								
The Motwane Manufacturing Co. Pvt. Ltd								
Balance as at 31st March, 2019	11.37%	92,434,910	2176.78%	8,910,397	-30.25%	(1,184,117)	178.71%	7,726,280
Balance as at 31st March, 2020	**6.26%**	**46,432,367**	**98.06%**	**(51,407,890)**	**-5.42%**	**1,230,515**	**66.81%**	**(50,177,375)**
Total								
Balance as at 31st March, 2019	**100.00%**	**813,092,462**	**100.00%**	**409,339**	**100.00%**	**3,913,941**	**100.00%**	**4,323,280**
Balance as at 31st March, 2020	**100.00%**	**742,160,550**	**100.00%**	**(52,422,807)**	**100.00%**	**(22,683,938)**	**100.00%**	**(75,106,745)**

2 The declaration filed under the Urban Land (Ceiling and Regulation) Act, 1976 in respect of the Company's holding in excess of the ceiling prescribed under the said Act and the application for exemption filed under section 20 of the said act, to retain these lands are under consideration of the concerned authorities.

3 Deferred tax assets for unused tax loss carry forward or unused tax credit if, and only if, it is considered probable that there will be sufficient future taxable profit against which the loss or credit carry forwards can be utilized. However In the opinion of the management, there is no future probability of taxable profit in near future foreseeable.

4 Previous GAAP figures have been regrouped / reclassified / rearranged wherever necessary to make them comparable with the current year figures.

5 The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Company has evaluated impact of this pandamic on its busniess operations and based on its review and current indicators of future economic conditions, there is no significant impact on its financial results.

As per our report of even date attached
For Parekh Sharma & Associates
Chartered Accountants
Firm's Regn. No. 129301W
Sujesh Sharma
Partner
M. No. :118944

Place: Mumbai
Date: 30th July 2020

For and on behalf of the Board of Directors

Gautam P. Khandelwal
Executive Chairman
(DIN: 00270717)

Nimis Sheth
Director
(DIN: 00482739)

Nidhi Salampuria
Director & Company Secretary (FCS 10448)

Santosh Khandelwal
Chief Financial Officer

Place: Mumbai
Date: 30th July 2020

Form AOC- 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statements containing salient features of the financial of subsidiaries/ associate companies/ joint ventures.

Part "A": Subsidiaries

Sr. No	Name of the Subidiary Company	The Motwane Manufacturing Company Private Limited
1	Reporting period for the subsidiary oncerened, if diferent from the holding company's reporting period.	N.A.
2	Reporting currency and exchange rate as on the last date of the relevant Financial year in the each of foreign subsidiaries.	N.A.
3	Share Capital	46,666,600
4	Reserves & surplus	31,542,116
5	Total Assets	316,088,785
6	Total Liabilities	237,880,069
7	Investments	-
8	Turnover	306,805,628
9	Profit/ (Loss) before taxation	(51,407,890)
10	Provision for taxation/ Income tax refund of earlier year	-
11	Profit after taxation	(51,407,890)
12	Proposed dividend	-
13	Percentage of share holding	72.89%

Notes:

Names of the subsidiaries which are yet to commence operations:- Nil

Names of subsidiaries which have been liquidated or sold during the year:- Nil

Part "B": Associates and Joint Ventures

Statement pursuant to first proviso to sub- section(3) of section 129 of the companies Act 2013, read with rule 5 of Companies (accounts) Rules, 2014 in the prescribed Form AOC-1 related to Associate Companies and Joint Ventures is NIL.

As per our report of even date attached
For Parekh Sharma & Associates
Chartered Accountants
Firm's Regn. No. 129301W
Sujesh Sharma
Partner
M. No. :118944

Place: Mumbai
Date: 30th July 2020

For and on behalf of the Board of Directors

Gautam P. Khandelwal
Executive Chairman
(DIN: 00270717)

Nimis Sheth
Director
(DIN: 00482739)

Nidhi Salampuria
Director & Company Secretary (FCS 10448)

Santosh Khandelwal
Chief Financial Officer

Place: Mumbai
Date: 30th July 2020

NAGPUR POWER AND INDUSTRIES LIMITED

Nirmal, 20th Floor, Nariman Point,

Mumbai-400021.

CIN: L40100MH1996PLC104361

Tel.: 022 - 22023055/66

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