NIRAJ ISPAT INDUSTRIES LIMITED

NIRAJ ISPAT INDUSTRIES LIMITED

BOARD OF DIRECTORS

Haryant Kumar Chaudhry	Director
Vaishali Chaudhry	Director
Chaitanya Chaudhary	Director
Anil Kumar Sharma	Independent Director
Rajeev Kumar Singhal	Independent Director

COMPANY SECRETARY

Ms. Ritika

AUDITORS

M/s. Sanjeev Anand & Associates

SECRETERIAL AUDITORS

M/s. V Kumar and Associates,
Company Secretaries

REGISTRAR AND TRANSFER AGENT

M/s. Skyline Financial Services Pvt. Ltd

BANKERS

State Bank of India

REGISTERED OFFICE

5140-41/34, F/F Chaudhary Market, Gali Peti
Wali, Rui Mandi, Sadar Bazar, Delhi -110006
Tel: 0120-6526390, 23551821
Email: Nirajispatindustries@gmail.com
Website: www.nirajispat.in

CORPORATE OFFICE

Chaudhary Cinema Building,
19, G.T. Road Ghaziabad-201001, Uttar Pradesh

NIRAJ ISPAT INDUSTRIES LIMITED

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NIRAJ ISPAT INDUSTRIES LIMITED

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Shareholders of **Niraj Ispat Industries Limited** will be held at its Registered Office of the Company on Thursday August 31st, 2017 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet of the Company as at 31st March, 2017 and Profit and Loss Account for the year ended on that date together with Reports of Auditors and Directors thereon.

2. To Appointment of Auditors and Fix their Remuneration.

   To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time and pursuant to the recommendation of Audit Committee, the appointment of M/s Vipin Kumar & Company, Chartered Accountants, (having Firm's registration Number: 002123C), Statutory Auditors of the Company, which has been approved by the members at the 32nd Annual General Meeting of the Company for a term of 5 years i.e. from the conclusion of the 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting subject to ratification by members at Annual General Meeting and that such remuneration plus service tax, out-of pocket, other expenses, etc., as may be approved by the Board of Directors of the Company.

For and on behalf of the Board of Directors
FOR Niraj Ispat Industries Limited

Place: New Delhi
Date: 01.08.2017

Sd/-
Haryant Kumar Chaudhry
Director
DIN: 00021795
Address: KD-46, Kavi Nagar,
Ghaziabad-201002, Uttar Pradesh

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of this Annual General Meeting.
2. Corporate members intending to send their authorized representatives to attend the meetings are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting; Proxies should fill in the attendance slip for attending the meeting.
5. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions to the Company secretary, at least 10 days before the meeting to enable the information required to be made available at the meeting to the best extent possible.
6. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) to enable the members to dematerialize their shareholding in the Company, Shareholders are requested to avail this facility and get their shares converted into dematerialized form by sending the Dematerialization Request Form (DRF) along with the share certificates through their Depository Participant to the Register and Transfer Agents of the Company.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st August, 2017 to 24th August, 2017 (both days inclusive).
9. The Board of Directors has appointed Mr. Vivek Kumar, Company Secretary in Practice, having COP No. 10438 and office at 15/18, Basement, West Patel Nagar, New Delhi-110008 as the Scrutinizer for conducting this E-voting process in a fair and transparent manner.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013 along with rules there under and as per the regulations of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The complete details of the instructions for e-voting are annexed to this notice.

PROCESS FOR E-VOTING:

The Company viz; Niraj Ispat Industries Limited of which you are a shareholder has engaged NSDL for providing Remote E-voting services through the e-Voting platform of NSDL. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in voting on resolutions placed by Company on e-Voting system. The process of login to e -Voting website is given below:

1. Launch internet browser by typing the URL https://www.evoting.nsdl.com/.
2. Click on "Shareholder - Login".
3. Put your existing User ID and password.
4. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
5. Select "EVEN" Niraj Ispat Industries Limited.
6. Now you are ready for "e-Voting" as "Cast Vote" page opens.
7. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

Members can cast their vote online from Monday, 28th August, 2017 (9:00 A.M.) till Wednesday, 30th August, 2017 (5:00 P.M.). Kindly note that vote once casted cannot be modified. For EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted all the resolutions or till the end date of voting period.

Note: e-Voting shall not be allowed beyond said time i.e. 30th August, 2017, at 5:00 P.M.

8. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csvivekkumar@gmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password, in such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of https://www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990. For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No.+91 22 24994600/24994738
Email ID: evoting@nsdl.co.in

The result of voting will be announced at 5140-41/34, F/F Chaudhary Market, Gali Peti Wali, Rui Mandi, Sadar Bazar, Delhi- 110006 by the Chairman of the Meeting of the AGM on Thursday 31st August, 2017. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

Name and Address of the Stock Exchange at which Company's shares is listed.

National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

By Order of the Board of Directors
FOR Niraj Ispat Industries Limited

Place: New Delhi
Date: 01.08.2017

Sd/-
Haryant Kumar Chaudhry
Director
DIN: 00021795
Address: KD-46, Kavi Nagar,
Ghaziabad-201002, Uttar Pradesh

DIRECTOR'S REPORT

To Dear Members,

The Directors present their Thirty Second Annual Report and the Audited Statement of Accounts for the year ended 31st March, 2017.

FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March, 2017 is summarized below:

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Income(Gross)	75,765,354	73,652,435
Profit/(Loss) before depreciation & interest	20,631,162	19,323,286
Less: - Depreciation	2,966,540	2,443,276
Interest	3,524,406	2,997,177
Profit before Taxes	14,140,216	13,882,833
Less:- Provision for Taxation		
- Current Tax/MAT	3,820,000	2,950,000
- Deferred Tax	1,014,642	1,105,438
- MAT Credit Entitlements	--	--
Profit/(Loss) After Tax	9,305,574	9,827,395
Prior period adjustments	180,937	194,543
Profit/(Loss) for the year after tax and prior period adjustments	**9,124,637**	**9,632,852**

DIVIDEND

Your Directors intend to plough back available resources for financial requirements and express their inability to recommend any dividend for the financial year.

RESERVES

The Company has transferred Rs. 16,00,000/- from the statement of profit and loss to general reserve during the year under review.

BUSINESS OPERATIONS

The fiscal year 2017 was a period of relative stability. During the year under review, your Company achieved a profit of Rs. 14,140,216/- before tax as against Profit 13,882,833/- in the preceding financial year.

BOARD MEETINGS OF THE COMPANY

The details of the number of meetings of the Board held during the financial year 2016-17 forms part of the Corporate Governance Report.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

The Management Discussion and Analysis Report forms part of this Annual Report in compliances with Regulation 34 of SEBI (LODR) Regulations, 2015 and is annexed marked as **Annexure 'A'**.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANY

The Company has no subsidiary, Associate Companies and joint venture Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATES.

There have been no material changes and commitments occurred between the periods affecting the financial position of the Company.

EXTRACTS OF THE ANNUAL RETURN

The details forming part of extract of Annual Return as on the financial year ended March 31, 2017, pursuant to Section 92(3) of the Companies Act, 2013 in Form MGT-9 is attached as **ANNEXURE 'B'.**

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in **Annexure 'C'** to this Report.

CORPORATE GOVERNACE

As per Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Compliance with the Corporate Governance Provisions shall not apply in respect of the listed entity having paid up Equity Share Capital not exceeding Rupees Ten Crores and Net worth not exceeding Rupees Twenty Five Crores as on the last day of the previous financial year. However, as a good governance practice, the Directors Report on Corporate Governance is annexed and form part of this report as **Annexure 'D'.**

CORPORATE SOCIAL RESPONSIBILITY

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the Company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

While selecting Directors, the Company looks for an appropriate balance of skills, experience,

independence and knowledge to enable them discharge their respective duties and responsibilities effectively. The Company has laid down a clear Policy on remuneration of Directors, Key Managerial Personnel and other employees

DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

APPOINTMENT OF COMPANY SECRETARY

The Company has appointed Ms. Ritika, an Associate Member of the Institute of Company Secretaries of India, as Company Secretary of the Company to hold the office w.e.f. 28th October, 2016.

OVERALL REMUNERATION

Details of all elements of remuneration paid to all the Directors are given in the Corporate Governance Report. Details of remuneration as required under Section 197(12) of Companies Act 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in this report**.**

BOARD EVALUTION

The Board of Directors has complied with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Annual Evaluation of performance of the Board, the Committees and the individual Directors. Such evaluation was made on the parameters such as the level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance of the Board, its committees and the individual Directors is satisfactory.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (m) of the Companies Act, 2013, with respect to Directors Responsibility statement, it is hereby confirmed that:-

(i) In the preparation of the Annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.

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

(iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(iv) The Directors have prepared the annual accounts on a going concern basis.

AUDITORS

M/s. Sanjeev Anand & Associates, Chartered Accountants, the Statutory Auditors of the Company has completed the maximum duration of statutory auditor to hold the office of the Company. The board hereby recommends appointing another firm or an individual as its auditor. It is proposed to appoint **M/s Vipin Kumar & Company**, Chartered Accountants, as Statutory Auditors of the Company in the ensuing Annual General Meeting for a term of 5 years to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and on such remuneration as may be decided by the Board of Directors with mutual consent of the appointee Auditors.

The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 139(2) of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 139 (1) of the said Act.

AUDITORS' REPORT

The Auditors report does not contain any reservation, qualification or adverse remark.

SECRETERIAL AUDITOR

The secretarial audit of the Company has been conducted by M/s. V Kumar and Associates, Company Secretaries and their report on the secretarial audit for the year under review is annexed hereto is attached as **ANNEXURE 'F'.**

SECRETARIAL AUDIT REPORT

The Secretarial Audit Report does not contain any reservation, qualification or adverse remark.

PUBLIC DEPOSITS

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

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENT MADE UNDER 186 OF THE COMPANIES ACT, 2013

The Company has neither given any loan to any persons or body corporate nor given any guarantee or provided security in connection with a loan to other body corporate or Persons. The Company has not made any investment in the purchase of shares of any associate Company during the year under review.

RELATED PARTY TRNSACTIONS

All the related party transactions that were entered into during the financial year were in the ordinary course of Company's business and on arm's length basis. There are no materially significant related party transactions made by the Company with the Promoters, Key Management Personnel or other designated persons which may have potential conflict with the interest of the Company at large. However the related party transactions are given in Note No.24.

DETAILS IN RESPECT OF ADEQUACY OF INTERIAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT

The Company has adequate internal financial control system commensurate with the size of the Company and the nature of its business with regards to purchase of Fixed Assets. The activities of the Company do not involve purchase of inventories and sale of goods and services.

For the purposes of effective internal financial control, the Company has adopted various procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

To ensure adequacy of internal financial controls, the procedures adopted by the Company are based on the following parameters:

(a) Familiarity with Policies and Procedures – the related policies and procedures and the changes thereto, if any, are communicated to the employees at the time of joining and it is ensured that such person understands the policies or procedures correctly.
(b) Accountability of Transactions – There is a proper delegation of authorities and responsibilities so as to ensure accountability of any transaction.
(c) Accuracy & Completeness of Financial Statements/ Reports – For accuracy and completeness of information, reconciliation procedure and multiple checking at different level have been adopted. To avoid human error, computer software is extensively used.
(d) Retention and Filing of Base Documents – All the source documents are properly filed and stored in a safe manner. Further, important documents, depending upon their significance are also digitized.
(e) Segregation of Duties – It is ensured that no person handles all the aspects of a transaction. To avoid any conflict of interest and to ensure propriety, the duties have been distributed at different levels.
(f) Timeliness – It is also ensured that all the transactions are recorded and reported in a timely manner.

The procedures are also reviewed by the Statutory Auditors and the Directors of the Company from time to time. There has also been proper reporting mechanism implemented in the organization for reporting any deviation from the procedures.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed dividend declared and paid in past years, the provisions of Section 125 of the Companies Act, 2013, do not apply.

SEGMENT

The Company is engaged in the business of manufacturing of Polyester Buttons which are governed by the same set of risks and returns and as such are in the same segment.

RISK MANAGEMENT POLICY

At present, the Company has not identified any element of risk which may threaten the existence of the Company.

ACKNOWLEDGEMENT

Your Directors wish to place on record and acknowledge their appreciation for the continued support and co- operation received from Government agencies and the shareholders. Your Directors also record their appreciation for the total dedication of employees at all levels.

For and on behalf of the Board of Directors
FOR Niraj Ispat Industries Limited

Place: New Delhi
Date: 01.08.2017

Sd/-	Sd/-
Haryant Kumar Chaudhry	**Chaitanya Chaudhary**
Director	**Director**
DIN: 00021795	**DIN: 06813394**
Address: KD-46, Kavi Nagar, Ghaziabad-201002, Uttar Pradesh	**Address: KD-46, Kavi Nagar, Ghaziabad-201002**

NIRAJ ISPAT INDUSTRIES LIMITED

ANNEXURE 'A'

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. OPERATING RESULTS OF THE COMPANY

During the Financial Year under consideration the performance of the Company was satisfactory. Net Profit for the year 2016-17 stood at Rs. 9,124,637/- as against Net Profit of Rs. 9,632,852/- in the year 2015-16. Furthermore the total Revenue from operation for the year ended March 31st, 2017 stood at Rs. 70,557,860/-, as compared to Rs. 68,276,616/- revenue for the year 2015-2016.

2. INDUSTRY STRUCTURE AND DEVELOPMENT

The principal activities of the Company are:

i. The Company carries on the business of manufacturing of polyester buttons in two or four thread holes. Used in dresses, sweaters, pouches and shirts, these buttons can be availed in a variety of colors, sizes and designs. Due to their numerous advantages, these buttons are widely acknowledged in residential and commercial sectors. We are offering these polyester buttons to our clients at cost-effective prices.

ii. The Company has enriched with vast industry experience, we are offering an exquisite range of Polyester Buttons. At our vendors' end, these buttons are designed using remarkable quality of materials that are procured from certified sources of the market. To ensure flawlessness, these buttons are comprehensively checked on various parameters by the team.

3. THREATS

I. With the increase in business segment, the competition has increased from Domestic and other developed countries.

II. Threats for this Industry are very common and every person is aware of the threats and the risks involved with this Industry.

4. PROSPECT & OUTLOOK

The Company presents the analysis of the Company for the year 2016-2017 & its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic & other developments, both in India and abroad.

5. RISKS AND CONCERNS

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

6. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

There are well-established procedures for Internal Controls for operations of the Company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The Company has constituted Audit Committee for guidance and proper control of affairs of the Company.

7. HUMAN RESOURCES

Human Resources are highly valued assets at Niraj Ispat Industries Limited. The Company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

For and on behalf of the Board of Directors
FOR Niraj Ispat Industries Limited

Place: New Delhi
Date: 01.08.2017

Sd/-	**Sd/-**
Haryant Kumar Chaudhry	**Chaitanya Chaudhary**
Director	**Director**
DIN: 00021795	**DIN: 06813394**
Address: KD-46, Kavi Nagar, Ghaziabad-201002, Uttar Pradesh	**Address: KD-46, Kavi Nagar, Ghaziabad-201002**

ANNEXURE 'B'

ANNEXURE TO DIRECTOR S' REPORT

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
As on Financial Year Ended on 31st March, 2017

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

I. REGISTRATION AND OTHER DETAILS:

CIN	L27106DL1985PLC021811
Registration date	19th August, 1985
Name of the Company	Niraj Ispat Industries Limited
Category / sub-category of the Company	Company limited by shares
Address of the Registered office & Contact Details	5140/41/34, F/F Chaudhary Market, Gali Peti Wali, Rui Mandi, Sadar Bazar, New Delhi-110006 Tel: 0120-6526390,23551821
Whether listed Company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Private Limited D153A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi 110 020 Phone: 011- 64732681/82 Contact Person: Mr. Virender Rana Mobile No: 9818456709

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

S. No.	Name and Description of main products/services	NIC Code of the product/service	% to total turnover of the Company
1	Manufacturing of Polyester Buttons	2220	93.13

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
	N.A	N.A	N.A.	N.A	N.A

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

i) Category-wise Share Holding

Cate-gory Code	Category of Shareholders	Number of share holders	Total number of shares	Number of shares held in dematerialized form	Total Shareholding as a percentage of total number of shares	
					As a percentage of (A+B)	As a percentage of (A+B+C)
(A)	**Shareholding of Promoters and Promoter Group**					
(1)	Indian					
(a)	Individual / Hindu Undivided Family	7	321100	321100	53.52	53.52
(b)	Central Govt. / State Govt.(s)	0	0	0	0	0
(c)	Bodies Corporate	3	126400	126400	21.07	21.07
(d)	Financial Institutions / Banks	0	0	0	0	0
(e)	Any Other (specify)	0	0	0	0	0
	Sub-Total (A)(1)	**10**	**447500**	**447500**	**74.59**	**74.59**
(2)	**Foreign**	**0**	**0**	**0**	**0**	**0**
(a)	Individual (Non-Resident Indian / Foreign Individuals)					
(b)	Bodies Corporate	0	0	0	0	0
(c)	Institutions	0	0	0	0	0
(d)	Any Other (specify)	0	0	0	0	0
	Sub-Total (A)(2)	**0**	**0**	**0**	**0**	**0**

	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**10**	**447500**	**447500**	**74.59**	**74.59**
(B)	**Public Shareholding**					
(1)	Institutions	0	0	0	0	0
(a)	Mutual Funds / UTI	0	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0	0
(c)	Central Government / State Government(s)	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0
(h)	Any Other (specify)	0	0	0	0	0
	Sub-Total (B) (1)	0	0	0	0	0
(2)	**Non-Institutions**					
(a)	Bodies Corporate	2	110	0	0.02	0.02
(b)	Individuals -					
i.	Individual shareholders holding nominal share capital upto Rs. 2 lakh.	480	1,51,490	77,200	25.25	25.25
ii.	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	0	0	0	0	0
(c)	Any Other (subsidiary company)(specify)	0	0	0	0	0
(d)	Hindu Undivided Family	21	900	0	0.15	0.15
	Sub-Total (B) (2)	**503**	**152500**	**77,200**	**25.41**	**25.41**
	Total Public Shareholding B= (B)(1)+(B)(2)	**503**	**152500**	**77,200**	**25.41**	**25.41**

	TOTAL (A)+(B)	**513**	**600,000**	**524700**	**100.00**	**100.00**
(C)	**Shares held by custodians and against which Depository Receipts have been issued**	0	0	0	0	0

(ii) Shareholding of Promoters

S. No	Shareholder's Name	Shareholding at the beginning of the year		Share holding at the end of the year				
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumber- red to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1	Madhu Choudhary	113900	18.98	0	113900	18.98	0	0
2	Neeraj Chaudhry HUF	54300	9.05	0	54300	9.05	0	0
3	Niraj Steels Private Limited	24600	4.1	0	24600	4.1	0	0
4	Pickup Supplliers Private Limited	53900	8.98	0	53900	8.98	0	0
5	Haryant Stainless Steel Private Limited	47900	7.98	0	47900	7.98	0	0
6	Haryant Kumar Chaudhry	35700	5.95	0	35700	5.95	0	0

7	Niraj Chaudhry	61600	10.2	0	61600	10.2	0	0
8	Anuradha Kanodia	20000	3.33	0	20000	3.33	0	0
9	Vaishali Chaudhry	30400	5.07	0	30400	5.07	0	0
10	Vaidehi Chaudhry	5200	0.87	0	5200	0.87	0	0

(iii) Change in Promoter's shareholding (please specify if there is no change)

Sl. No		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	447500	74.58	447500	74.58
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer /bonus/sweat	0	0	0	0
	Equity etc.				
	At the end of the Year	447500	74.58	447500	74.58

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

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	At the beginning of the Year	57600	9.6	57600	9.6
	Date wise Increase / Decrease in **(other than Directors, Promoters and Holders of GDRs and ADRs)** Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer/bonus/sweat equity etc. **(Changes in shareholding due to**	Nil	Nil	Nil	Nil

	transfer of shares on 20th October, 2015)				
	At the End of the year (or on the date of separation, if separated during the year)	57600	9.6	57600	9.6

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No		**Shareholding at the beginning of the year 1st April, 2016**		**Shareholding at the end of the year 31st March, 2017**	
	For Each of the Directors &KMP	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
1	Haryant Kumar Chaudhry	35700	5.95	35700	5.95
2	Vaishali Chaudhry	30400	5.07	30400	5.07
3	Chaitanya Chaudhary	Nil	Nil	Nil	Nil
4	Anil Kumar Sharma	3000	0.005	3000	0.005
5	Rajeev Kumar Singhal	Nil	Nil	Nil	Nil
6	Shivani Wadhwa	Nil	Nil	N.A.	N.A.
7.	Ritika	N.A.	N.A.	Nil	Nil

V INDEBTNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year I) Principal Amount II) Interest due but not paid III) Interest accrued but not due	36,667,000	30,909,600	NIL	67,576,600
Total (I+II+III)	36,667,000	30,909,600	NIL	67,576,600
Change in Indebtedness during the financial year • Addition • Reduction	-- 12,643,793	1,631,210 -	Nil Nil	1,631,210 12,643,793
Net Change	12,643,793		NIL	14,275,003
Indebtedness at the end of the financial year I) Principal Amount II) Interest due but not paid III) Interest accrued but not due	24,023,207	32,540,810	NIL	56,564,017
Total (I+II+III)	24,023,207	**32,540,810**	**NIL**	**56,564,017**

VI. Remuneration of Directors and Key Managerial Personnel

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

Sl. no	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Gross salary (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	Haryant Kumar Chaudhry Chaitanya Chaudhry NIL NIL	4,20,000 5,40,000 NIL NIL
	Stock Option	-	-
	Sweat Equity	-	-
	Commission - as % of profit - others, specify	-	-
	Others, please specify	-	-
	Total (A)		-
	Ceiling as per the Act		-

A. Remuneration to other Directors:

Sl. no.	Particulars of Remuneration	Name of Directors	Total amount
	Independent Directors ·Fee for attending board committee meetings · Commission - Others, please specify	Mr. Anil Kumar Sharma Mr. Rajeev Kumar Singhal NIL NIL	 NIL NIL
	Total (1)	NIL	NIL

	Other Non-Executive Directors · Fee for attending board · Commission · Others, please specify	Vaishali Chaudhry NIL NIL	 NIL NIL NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL

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

Sl. no.	Particulars of Remuneration	Key Managerial			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (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	NIL NIL NIL	1,32,000 NIL NIL	8,40,000 NIL NIL	Nil NIL NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	1,32,000	8,40,000	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ punishment/compounding Fees imposed	Authority IRD/NCLT/ Court	Appeal made if any give details
NIL	NIL	NIL	NIL	NIL	NIL

ANNEXURE 'C'

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

The Information Under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended March 31st, 2016 is given here below and forms part of the Director's Report.

I. CONSERVATION OF ENERGY

(a) Measures taken: The Company is aware of the importance of conservation of energy and continuous efforts are being made to reduce energy cost at all levels. Special attention is being given for the use of energy efficient equipments. During the year the Company Replaced the regular flurosent tube lights with new energy saver LED tube Lights at factory

(b) Additional investments and proposal for reduction of consumption of energy:

The Company already worked on reducing carbon footprint in all its area of operation through initiatives like placing the solar panel 40.8 KW which generates approx. 180 units per day. The Management is committed to further identify new areas where the conventional equipments can be replaced by latest equipments so as to reduce the consumption of various sources of energy.

(c) Impact of the measures (a) and (b): The Company has achieved reduction in energy costs.

Total energy consumption and consumption per unit of production in prescribed Form 'A'is given below:

FORM – A

Power and Fuel Consumption	2016-17
1. Electricity Unit (kwhs) Total Amount (Rs.)	 5,64,084 46,41,000/-
2. Own Generation (Through Diesel Generator) Cost (Rs.)	 5,18,083/-

II. TECHNOLOGY ABSORPTION

Efforts made in technology absorption as per Form B is given below:

FORM – B

I. Research and Development (R & D)

1. Specific areas: The R & D activities of the Company are aimed at quality control and improvement/up-gradation of the product range.

2. Benefits derived: Improvement in product quality, development of new value added products and cost effectiveness.

3. Future plan of action: Development of more value added products and making the product more cost effective.

4. Expenditure on R & D: Expenditure on Research & Development are difficult to ascertain as the same staff and equipments are used for production and quality control.

II. Technology Absorption, adoption and innovation:

1. Efforts made : Sustained efforts are being made towards upgrading the process technology.

2. Benefits derived : The Company has been able to improve the quality of its existing products

3. Particulars of technology imported: Nil

III. FOREIGN EXCHANGE EARNINGS AND OUTGO :

(a) Efforts : Various efforts are being made to explore and secure new export market for Company's products.

(b) Earning and outgo	**:**	**2016-17**	**2015-16**
i) Foreign Exchange earning	:	NIL	NIL
ii) Foreign Exchange outgo	:	NIL	NIL
(b) Value of Imports on CIF Basis		**2016-17**	**2015-16**
Capital Goods (in lacs)	:	38.43	70.48

ANNEXURE 'D'

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the set of best practices. Corporate governance refers to the set of systems, principles and processes by which a Company is governed. They provide the guidelines as to how the Company can be directed or controlled such that it can fulfill its goals and objectives in a manner that adds to the value of the Company and is also beneficial for all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the Board of Directors, management, and shareholders to customers, employees and society. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The aim of "Good Corporate Governance" is to ensure commitment of the Board in managing the Company in a transparent manner for maximizing long-term value of the Company for its shareholders and protection of the rights of the shareholders and your Board of Directors are putting their best efforts to fulfill its commitment towards good Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency and growth as well as enhancing investor confidence. The Corporate Governance philosophy is scripted as:

"As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success."

The Company's philosophy of Corporate Governance is to strengthen the investor's trust and ensures a long-term partnership that helps in achieving Company's objectives, meeting its obligations towards stakeholders, and is guided by a strong emphasis on transparency, accountability, integrity and environment responsibility.

Our Company's framework is designed to enable the Board to provide strategic guidelines for the Company the effective over-sight of management. The respective roles and responsibilities of Board Members and Senior Executives are clearly defined to facilitate accountability to Company as well as its shareholders. This ensures a balance of authority so that no single individual has unfettered powers.

Our Company has taken adequate steps to form various Committees at the Board level to focus attention on crucial issues before placing the same before the Board for consideration. These include 'Audit Committee' and 'Shareholders/Investors Grievance Committee' Independent Directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and

guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

The Company is in compliance with all the requirements of the corporate governance code as enshrined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

A. BOARD OF DIRECTORS

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the Company.

i) CATEGORY AND COMPOSITION

In Compliance with the Listing Agreement, the Company has a balanced mix of executive, non-executive and Independent Directors to comply with the Regulation 17 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. As on date of this report, the Board of Directors consists of 5(Five) Directors, out of which 2 are Executive Directors, 1 is Non- Executive Director and 2 are Non- Executive & Independent Directors. The Chairperson of the Company is Non- Executive Director.

The composition of Board during the year as follows:

Name of the Director	DIN	Designation	Category
Mr. Haryant Kumar Chaudhry	00021795	Director	Executive Director
Mr. Chaitanya Chaudhary	06813394	Director	Executive Director
Ms. Vaishali Chaudhry	01719640	Director	Non- Executive Director
Mr. Anil Kumar Sharma	02664381	Director & Chairperson	Non- Executive & Independent Director
Mr. Rajeev Kumar Singhal	00284223	Director	Non- Executive & Independent Director

ii) BOARD MEETING

The Board meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, Board meeting are also held whenever required. To conduct a Board meeting the Directors are informed by giving a notice in advance and the agenda of Board meeting is also dispatched with the notice. The members of Board discussed each agenda in the meeting and take decision after having a proper discussion and obtaining views of all members. The Board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of Company.

During the year Twelve (12) Board Meetings have taken place on 18.04.2016, 30.05.2016, 12.07.2016, 19.07.2016, 07.10.2016, 26.10.2016, 28.10.2016, 14.11.2016, 18.12.2016, 18.01.2017, 13.02.2017, 25.02.2017.

Details of attendance of each Director at various meetings of the Company is as follows:

Name of the Director	Designation	Category	No. of Board Meetings Attended	Last AGM attended
Mr. Haryant Kumar Chaudhry	Director	Executive Director	12	Yes
Mrs. Vaishali Chaudhry	Director	Non-Executive Director	12	Yes
Mr. Anil Kumar Sharma	Director	Non-Executive & Independent Director	12	Yes
Mr. Chaitanya Chaudhry	Director	Executive Director	12	Yes
Mr. Rajeev Kumar Singhal	Director	Non-Executive & Independent Director	12	Yes

Details of equity shares of the Company held by the Directors as on March 31, 2017 are given below:

Name of the Directors	Category	Number of Equity Shares
Mr. Haryant Kumar Chaudhry	Executive Director	35700
Mrs. Vaishali Chaudhry	Non-Executive Director	30400
Mr. Anil Kumar Sharma	Non-Executive & Independent Director	3000
Mr. Chaitanya Chaudhry	Executive Director	NIL
Mr. Rajeev Kumar Singhal	Non-Executive & Independent Director	NIL

The details of the familiarization programme of the Independent Directors are available on the Website of the Company (www.nirajispat.in).

B. COMMITTEE OF DIRECTORS

AUDIT COMMITTEE:

An Audit committee is a key element in corporate governance process of any Company. The emergence of corporate governance, which refers to the establishment of a structural framework or reforming the existing framework to ensure the working of the Company to best serve the interest of all stakeholders, is a vital concept which has become indispensable in the present capital market state of affairs so as to safeguard the interest of stakeholders.

i) BOARD TERMS OF REFERENCE

The composition of audit committee meets the requirements of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The terms of the reference of Audit Committee include inter alia the following:

Powers of Audit Committee

i. To investigate any activity within its terms of reference.
ii. To seek information from any employee.
iii. To obtain outside legal or other professional advice.
iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Key responsibilities of Audit Committee

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

4. Reviewing, with the management, the annual/Quarterly financial statements before submission to the Board for approval, with particular reference to:

a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (3) sub clause (c) of section 134 of the Companies Act, 2013

b. Changes, if any, in accounting policies and practices and reasons for the same

c. Major accounting entries involving estimates based on the exercise of judgment by management

d. Significant adjustments made in the financial statements arising out of audit findings

e. Compliance with listing and other legal requirements relating to financial statements.

f. Disclosure of any related party transactions

g. Qualifications in the draft audit report.

h. The quality and acceptability of:

i) The accounting policies and practices, including without limitation critical accounting policies and practices, all alternative accounting treatments within generally accepted accounting principles for policies and procedures related to material items that have been discussed with management, ramifications of the use of such alternative treatments and the treatment preferred by the external auditors; and

i) Financial reporting disclosures and changes thereto, including a review of any material items of correspondence between the Company and the external auditors;

i. The extent to which the financial statements are affected by any unusual transactions or any off-balance sheet arrangements, including any disclosable guarantees, indemnification agreements or interests in unconsolidated special purpose entities, in the year and how they are disclosed;

j. the policies and process for identifying and assessing business risks and the management of these risks;

k. material misstatements detected by the auditors that individually or in aggregate have not been corrected and management's explanations as to why they have not been adjusted;

l. possible impairments of the Group's assets;

m. compliance with financial reporting standards and relevant financial and governance reporting requirements;

5. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

6. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.

7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

8. Discussion with internal auditors any significant findings and follow up there on.

9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.

11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.

13. Mandatory reviews the following information:

i. Management discussion and analysis of financial condition and results of operations;
ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
iv. Internal audit reports relating to internal control weaknesses; and
v. The appointment, removal and terms of remuneration of the Chief internal auditor

14. Overseeing the relationships with the external auditors as follows:

i. To consider the appointment of the external auditors and provide the Board with its recommendation to the shareholders on the appointment, reappointment and removal of the external auditors approve the audit engagement fees and terms and review annually their activities, findings, conclusions and recommendations. The external auditors shall report directly to the Audit Committee.

The Audit Committee shall be responsible for ensuring the resolution of any disagreements between management and the external auditors regarding financial reporting;

ii. To discuss with the external auditors the nature and scope of the audit (including any significant ventures, investments or operations which are not subject to audit) and ensure co-ordination if more than one audit firm is involved;

iii. To review and monitor the independence of the external auditors and the objectivity and the effectiveness of the audit process including reviewing and monitoring the external auditors' quality control procedures and steps taken by the external auditors to respond to changes in regulatory and other requirements. This review will include a review of the experience and qualifications of the senior members of the audit team, including rotational procedures;

iv. To pre-approve the scope and extent of audit and non-audit services provided to the Group by any third party in the case of audit services and by the external auditors in the case of audit and permitted non-audit services. The Audit Committee may delegate to the Chairman of the Audit Committee(and in his absence another member) the authority to pre-approve any audit or permitted non-audit service to be provided by the external auditors provided such approvals are presented to the Audit Committee at its next scheduled meeting;

v. To consider communications from the external auditors on audit planning and findings and on material weaknesses in accounting and internal control systems that came to the auditors' attention, including a review of material items of correspondence between the Company and the external auditors; and

vi. To ensure that there are no restrictions on the scope of the statutory audit;

15. Such other function, as may be assigned by the Board of Directors from time to time or as may be stipulated under any law, rule or regulation including the Listing Agreement and the Companies Act, 2013.

THE COMPOSITION AND MEETING OF AUDIT COMMITTEE:

The Audit Committee of the Company has been constituted as per the requirements of Regulation 18 of SEBI (LODR) Regulations, 2015. Audit Committee consists of three Directors, namely Mr. Rajeev Kumar Singhal is Non-Executive & Independent Director, Mr. Anil Kumar Sharma is Non-Executive & Independent Director and Mrs. Vaishali Chaudhry is Non-Executive Director. The Constitution of Audit Committee also meets the requirements under Section 177 of the Companies Act, 2013.

The Chairman of the Committee is Mr. Anil Kumar Sharma, a Non-Executive & Independent Director nominated by the Board.

The Statutory Auditors and Internal Auditors are also the invitee to the meetings.

During the year under review, the Committee met Four times on 30.05.2016, 12.07.2016, 14.11.2016, 13.02.2017.

The gap between two meetings did not exceed four months. Constitution of Audit Committee and other related information as on 31st March, 2017 are as under:

The Composition of Audit Committee is as follows:

Name of the Director	**Category**	**Number of meetings during the financial year 2016 -17**	
		Held	**Attended**
Mrs. Vaishali Chaudhry	Non-Executive Director	4	4
Mr. Anil Kumar Sharma	Non-Executive & Independent Director	4	4
Mr. Rajeev Kumar Singhal	Non-Executive & Independent Director	4	4

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulation.

The broad terms of reference includes the following:

- Redressal of shareholder and investor complaints including, but not limiting itself to transfer of shares and issue of duplicate share certificates, non-receipt of balance sheet, non-receipt of declared dividends, etc., and
- Monitoring transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of shares issued by the Company.

Composition, meetings and attendance

In compliance with the Regulations of SEBI (LODR) Regulations, 2015 and provisions of the Companies Act, 2013, the Company has constituted an Investor Grievance Committee consisting of majority of Non-Executive Independent Directors. As on 31st March, 2017, Committee consists of three members Comprising of Mr. Anil Kumar Sharma is Non-Executive & Independent Director, Mrs. Vaishali Chaudhry, Non-Executive Director and Mr. Rajeev Kumar Singhal is Non-Executive & Independent Director under the Chairmanship of an Independent & Non Executive Director viz Anil Kumar Sharma.

Name of the Director	Category	Number of meetings during the financial year 2016 -17	
		Held	Attended
Mrs. Vaishali Chaudhry	Non-Executive Director	4	4
Mr. Anil Kumar Sharma	Non-Executive & Independent Director	4	4
Mr. Rajeev Kumar Singhal	Non-Executive & Independent Director	4	4

The Composition of Stakeholders Relationship Committee is as follows:

During the year under review, the Committee met four times on 18.04.2016, 19.07.2016, 26.10.2016, 18.01.2017.

The Company Secretary acts as Secretary to the Committee.

Name, designation and address of Compliance Officer:

Ms. Ritika
Company Secretary & Compliance Officer
A-190, Nand Ram Park,
Uttam Nagar, New Delhi-110059

Share Transfers are processed and duly approved by the committee. Investors Grievances are placed before the committee.

There were no Shareholder/investors complaints pending at the end of the financial year ended on 31.03.2017.

Role and Responsibilities

The role of Stakeholders Relationship Committee includes the review of following:

- To monitor the process of expeditious transfer of shares or debentures.
- To monitor and review the shareholders complaints related to transfer of shares, non-receipt of Balance Sheet, non receipt of declared dividend etc.
- To monitor and review from time to time the systems/ procedures relating to processing of transfer of shares, dematerialization/ re-materialization of share certificates, re-issued of share certificates against split, cancellation, consolidation and lost share certificates etc.
- To investigate any activity and seek information from any employee of the Company, in discharging its duties.
- To obtain outside legal or professional services, if consider necessary.
- To fix the record date for the purposes as required under the Companies act and/or listing agreement.
- To consider and approve issue of duplicate share certificate in lieu of those reported lost, misplaced, torn, mutilated etc.
- Any other powers which are specifically delegated by the Board from time to time.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company has been re-constituted due to change in directorship of the Company. So, as on date, Nomination and Remuneration Committee of the Company consists of three Directors, namely Mrs. Vaishali Chaudhry (Non- Executive Director), Mr. Anil Kumar Sharma (Non-Executive & Independent Director) and Mr. Rajeev Kumar Singhal (Non-Executive & Independent Director) under the Chairmanship of an Independent & Non Executive Director viz Anil Kumar Sharma. The re-constituted Nomination and Remuneration Committee of the Company also meets the requirements under Section 178 of the Companies Act, 2013.

The Committee's scope of work includes identifying the persons who are qualified to become directors and who may be appointed in senior management and recommend to the Board their appointment and removal and carry out evaluation of every director's performance, deciding on remuneration and policy matters related to remunerations of Directors and laying guidelines for remuneration package or compensation.

The Committee has formulated a Nomination and Remuneration Policy relating to the appointment and remuneration for the directors, key managerial personnel and other employees. The nomination and remuneration policy is annexed marked **Annexure 'E'**.

MEANS OF COMMUNICATIONS

The quarterly, half-yearly and annual results of the Company are displayed on the Company's website **"www.nirajispat.in".**

DISCLOSURES

CODE OF CONDUCT:

As per SEBI (LODR), 2015, the Board of the Company has laid down Code of Conduct for all the Board members of the Company and Senior Management as well and the same has been posted on Website of the Company. Annual Compliance Report for the year ended 31st March, 2017 has been received from all the Board members and senior management of the Company regarding the compliance of all the provisions of Code of Conduct. Declaration regarding compliance by Board members and senior management personnel with the Company's Code of Conduct is hereby attached as annexure to this report.

MATERIAL NON-LISTED SUBSIDIARY COMPANIES:

SEBI (LODR), 2015 defines a 'material non-listed Indian subsidiary' as an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding Company and its subsidiaries in the immediately preceding accounting year.

Company does not have any such subsidiary during the accounting year under review.

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

RISK MANAGEMENT

The Company has in place a Risk Management policy, which lays down a robust and dynamic process for identification and mitigation of risks. This policy has been adopted by the Audit Committee as well as the Board of Directors of the Company. The Audit Committee reviews the risk management and mitigation plan from time to time.

POSTAL BALLOT

During the year under review, we have not conducted any postal ballot in pursuance of Section 108 of the Companies Act, 2013 and Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

STATUTORY DISCLOSURES

No transactions of material nature have been entered into by the Company with any of the promoters, Directors, their related Companies, firms, subsidiaries or relatives etc. that may have a potential conflict with interest of the Company. The Company has not been penalized, nor have any strictures been passed by the Stock Exchanges, SEBI etc.

GENERAL SHAREHOLDER INFORMATION

Registered Office:
5140-41/34, F/F Chaudhry Market, Gali Peti wali, Rui Mandi, Sadar Bazar, New Delhi- 110006
Tel: 0120-6526390, 23551821
E-Mail: nirajispatindustries@gmail.Com Website: www.nirajispat.in

GENERAL MEETING:-
Location and time for the last 3 AGMs were as follows:-

Particulars	FY 2013-2014	FY 2014-2015	FY 2015-2016
Date and time	30th September, 2014, 2:30 P.M.	30th September, 2015, 10:00 A.M.	22nd September, 2016, 10:00 A.M.
Venue	5140/41/34 Chaudhry Market, Gali Peti wali, Sadar Bazar, New Delhi-110006	5140/41/34 Chaudhry Market, Gali Peti wali, Sadar Bazar, New Delhi-110006	5140/41/34 Chaudhry Market, Gali Peti wali, Sadar Bazar, New Delhi-110006
Special Resolution	No	No	Yes

ANNUAL GENERAL MEETING
Date: 31st August 2017
Time: 10:00 AM
Venue: 5140-41/37, F/F, Chaudhry Market, Gali Peti Wali, Rui Mandi, Sadar Bazar, New Delhi -110006

FINANCIAL CALENDAR 2016-17 (Tentative and Subject to change)
First Quarterly Results ending 30th June2016: 12.07.2016
Second Quarterly Results ending 30th September, 2016: 14.11.2016
Third Quarterly Results ending 31st December, 2016: 13.02.2017
Fourth Quarter Results ending 31st March, 2017: 29.05.2017

DATE OF BOOK CLOSURE:
21st August, 2017 to 24th August, 2017 (both days inclusive)

LISTING ON STOCK EXCHANGE

Equity Shares of the Company are listed on **"National Stock Exchange of India Limited"** Exchange Plaza, BandraKurla Complex, Bandra East, Mumbai-400051

An annual listing fee for the financial year 2016-2017 has been paid to the above Stock Exchanges. The Company has also paid annual custodial fees for financial year 2016-17 to National Securities Depository Limited (NSDL)

EQUITY CODE:

National Stock Exchange	**NIRAJISPAT**
International Securities Identification Number (ISIN) of Equity Shares	**INE326T01011**

CORPORATE IDENTIFICATION NUMBER: L27106DL1985PLC021811

REGISTRAR AND SHARE TRANSFER AGENT:
Skyline Financial Services Private Limited D-153,
1st Floor, Okhla Industrial Area, Phase – 1, New
Delhi – 110 020
Telephone: 011-64732681-88
Fax: 011-26812682
E-mail: virenr@skylinerta.com

LOCATION OF PLANTS
D- 0, Industrial Area,
Bulandshahar Road, Ghaziabad
Email: Chaudhrygroups@yahoo.com

ADDRESS FOR CORRESPONDENCE
Niraj Ispat Industries Limited
Registered Office:
5140-41/34 F/F, Chaudhry Market, Gali
Peti wali, Rui Mandi, Sadar Bazar, New
Delhi-110006
Email: nirajispatindustries@Gmail.Com

NIRAJ ISPAT INDUSTRIES LIMITED

Corporate Office:
Chaudhry Cinema Building,
19, G.T. Road Ghaziabad-201001, Uttar Pradesh

DECLARATION

None of the Director of the Company is a Director of more than 20 Companies and member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.

For and on behalf of the Board of Directors
NIRAJ ISPAT INDUSTRIES LIMITED

Place: New Delhi
Date: 01.08.2017

Sd/-	**Sd/-**
Haryant Kumar Chaudhry	**Chaitanya Chaudhary**
Director	**Director**
DIN: 00021795	**DIN: 06813394**
Address: KD-46, Kavi Nagar, Ghaziabad-201002, Uttar Pradesh	**Address: KD-46, Kavi Nagar, Ghaziabad-201002**

Annexure – 'E'

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

DEFINITIONS

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

"Key Managerial Personnel" means:

(i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;

(ii) Chief Financial Officer;

(iii) Company Secretary; and

(iv) such other officer as may be prescribed.

"Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management of rank equivalent to General Manager and above, including all functional heads.

OBJECTIVE

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR PERSONNEL AND SENIOR MANAGEMENT

(a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's requirements.

(b) A person should possess adequate qualification, expertise and experience w.r.t. the position for which his/her appointment is considered. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the position.

(c) The Company shall not appoint or continue the employment of any person as its Managing Director, Whole-time Director or Manager who has attained the age of seventy years.

Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director, Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiration of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and in compliance of the Companies Act, 2013, rules and regulations made there under and the policy of the Company**.**

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company in compliance with the provisions of the Act. 36

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MAN POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL AGEMENT PERSONNEL

(1) Remuneration to Managing Director/ Whole- Remuneration to Managing Director/ Whole---time Directors time Directors:

(a) The Remuneration/ Commission etc. to be paid to Managing Director/ Whole-time Directors/ Manager etc. shall be governed as per provisions of the Companies Act, 2013 and rules made

there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

(b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/ Whole-time Directors.

(2) Remuneration to Non- (2) Remuneration to Non--- Executive/ Executive/ Executive/ Independent Directors: Independent Directors: Independent Directors**:**

(a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

(b) All the remuneration of the Non- Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

(c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

(d) Any remuneration paid to Non- Executive /Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

i) The Services are rendered by such Director in his capacity as the professional; and

ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

(3) Remuneration to Key Managerial Personnel and Se (3) Remuneration to Key Managerial Personnel and Senior Management: Management:

(a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013.

(b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

(c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate. The Committee may delegate any of its powers to one or more of its members.

NIRAJ ISPAT INDUSTRIES LIMITED

AUDITOR'S CERTIFICATE OF CORPORATE GOVERNANCE

To
The Members of
Niraj Ispat Industries Limited
5140-41/34 F/F Chaudhry Market, Gali Peti wali,
Rui Mandi, Sadar Bazar, New Delhi-110006

We have examined the compliance of the conditions of Corporate Governance by Niraj Ispat Industries Limited for the year ended 31st March, 2017 as stipulated in SEBI (LODR), 2015 of the said Company with the Stock Exchanges in India.

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

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of Investor Grievances received during the year ended 31st March 2016, no investor grievances are pending against the Company as per the record maintained by the companies which are presented to Investor Grievance Committee.

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.

Place: Ghaziabad
Date: 01.08.2017

For Sanjeev Anand & Associates,
Chartered Accountants,

(S. Agarwal)
Partner
Membership No. 72907
Firm Regn. No: 007171C

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

I, **Niraj Chaudhry**, CFO, of **Niraj Ispat Industries Limited**, to the best of my knowledge and belief hereby certify that:

(a) I have reviewed financial statements and the cash flow statements for the year and that to the best of my knowledge and belief:

i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations

b) There are no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct;

c) I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.

d) I have indicated to the auditors and the Audit Committee:

(i) Significant changes in the internal control over financial reporting during the year under reference;

(ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and

(iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

By Order of the Board of Directors
FOR NIRAJ ISPAT INDUSTRIES LIMITED

Place: **New Delhi**
Date: 01.08.2017

Signature:
Name: Niraj Chaudhry
Designation: CFO
Address: KD-46, Old Kavi Nagar, Ghaziabad-201002, U.P.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director. The Code of Conduct as adopted is available on the Company's website. I confirm that the Company has in respect of the Financial Year ended March 31, 2017, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Presidents, Sr. Vice Presidents and Vice President Cadre as on March 31, 2017.

By Order of the Board
Niraj Ispat Industries Limited

Haryant Kumar Chaudhry
Director
DIN: 00021795
Address: KD-46, Kavi Nagar,
Ghaziabad-201002, Uttar Pradesh

ANNEXURE 'F'

SECRETARIAL AUDIT REPORT

FORM NO. MR-3
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017
[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Niraj Ispat Industries Limited,
5140-41/34 F/F Chaudhry Market, Gali Peti wali, Rui Mandi, Sadar Bazar, Delhi -110006

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Niraj Ispat Industries Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Niraj Ispat Industries Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2017** 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 **Niraj Ispat Industries Limited** ("the Company") for the financial year ended on **31st March, 2017** according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules madethere under;
(iii The Depositories Act, 1996 and the Regulations and Bye-laws framedthere under;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
c. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, and
g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(v) The other applicable laws on this Company are as follows:

a. Factories Act, 1948
b. Industrial Dispute Act, 1947
c. The Payment of Wages Act, 1936
d. The Minimum Wages Act, 1948
e. Employees' State Insurance Act, 1948
f. The Payment of Bonus Act, 1965
g. The Payment of Gratuity Act, 1972
h. The Contract Labour (Regulation & Abolition) Act, 1970
i. The Maternity Benefit Act, 1961
j. The Child Labour (Prohibition & Regulation) Act, 1986
k. The Industrial Employment (Standing Order) Act, 1946
l. The Employee Compensation Act, 1923
m. The Apprentices Act, 1961
n. Equal Remuneration Act, 1976
o. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1956

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.
(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
(iii) Equity Listing Agreement up to the extent applicable.

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

We further report that:

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

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

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

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

We further report that during the audit period the company got listed at National Stock Exchange of India.

Date:- 01.08.2017
Place: -New Delhi

Signature
V Kumar and Associates
FCS No: - 8976
CP No: - 10438

This report is to be read with our letter of even date which is annexed as Annexure 'I' and form part of an integral part of this report.

Annexure 'I'

To,
The Members,
Niraj Ispat Industries Limited,
5140-41/34 F/F Chaudhry Market, Gali Peti wali
Rui Mandi, Sadar Bazar, Delhi – 110006

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

Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on this secretarial record based on our audit.

We have the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial record. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and books of the accounts of the company.

Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc

The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: - 01.08.2017
Place: - New Delhi

Signature
V Kumar and Associates
FCS No: - 8976
CP No: - 10438

SANJEEV ANAND & ASSOCIATES
Chartered Accountants
77, Navyug Market,
Ghaziabad.

INDEPENDENT AUDITORS' REPORT

To
The Members of
NIRAJ ISPAT INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Niraj Ispat Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order under section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by 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 March 31, 2017 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
   b. In our opinion, proper books of account as required by law, have been kept by the Company so far as it appears from our examination of those books.
   c. The Balance Sheet, The Statement of Profit and Loss, and The Cash Flow Statement dealt with by this Report are in agreement with the books of account.
   d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e. On the basis of written representations received from the directors as on March 31, 2017, taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2017, from being appointed as a Director in terms of Section 164 (2) of the Act.
   f. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report.
   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,2014, in our

opinion and to the best of our information and according to the explanations given to us :

(i) The Company does not have any pending litigations which would impact its financial position;
(ii) The Company did not have any long term contracts including derivatives contracts for which they have any material foreseeable losses;
(iii) There were no amounts which required to be transferred by the company to the Investor Education and Protection Fund.
(iv) The company has provided requisite disclosures in the financial statements as to holding as well as dealing in Specified Bank Notes during the period from 8th November 2016 to 30th December 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with the books of account maintained by the company and as produced to us by the management. Refer to note no. 29.

For SANJEEV ANAND & ASSOCIATES
Chartered Accountants
Firm Reg. No. 007171C

Sd/-
(S. AGARWAL)
Partner
M.NO. 072907

Place: GHAZIABAD
Date: 29th May 2017

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

We have audited the internal financial controls over financial reporting of Niraj Ispat Industries Limited ("the Company") as on March 31, 2017 in conjunction with our audit of the financial statements of the company for the year ended and as 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 controls over financial reporting criteria established by the company considering essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). Theses responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its asset, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of the reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards of Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For SANJEEV ANAND & ASSOCIATES
Chartered Accountants
Firm Reg. No. 007171C

Sd/-
(S. AGARWAL)
Partner
M.NO. 072907

Place: GHAZIABAD
Date: 29th May 2017

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Requirement' section of our report of even date)

Report on Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ('the Act') of Niraj Ispat Industries Limited ("the Company"):

1. In respect of fixed assets of the Company:

   a. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

   b. The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

   c. According to the information and explanations given to us and the records examined by us, we report that the company is not having freehold properties. In respect of immovable properties, taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the company.

2. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on such verification.

3. According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act.

4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

5. The company has not accepted any deposits during the year and does not have any unclaimed deposits as on 31st March, 2017.

6. Reporting under clause 3(vi) of the Order is not applicable as the Company's business activities are not covered by the Companies (Cost Records and Audit) Rules, 2014.
7. According to the information and explanations given to us, in respect of statutory dues:
   a. The Company has generally been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, Income tax, sales tax, service tax, value added tax, duty of customs, duty of excise, cess and any other material statutory dues applicable to it with appropriate authorities.

b. There were no undisputed amounts payable in respect of provident fund, employees' state insurance, Income tax, sales tax, service tax, value added tax, duty of customs, duty of excise, cess and any other material statutory dues in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.

8. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to the banks. The Company does not have any outstanding dues in respect of financial institutions and debenture holders during the year.

9. Based on the information and explanations given to us by the management, term loan was applied for the purpose the loan was raised. The Company has not raised any money by way of initial public offer or further public offer (including debt instrument).

10. 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.

11. According to the information and explanations given to us, the management has paid managerial remuneration in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.

12. In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable.

13. According to the information and explanations given to us, the transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act 2013 where applicable and details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures hence reporting under clause 3(xiv) of the order is not applicable to the Company.

15. According to the information and explanations given to us, the company has not entered in to any non-cash transaction with the director or persons connected with him as referred to in section 192 of the Companies Act, 2013.

16. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For SANJEEV ANAND & ASSOCIATES
Chartered Accountants
Firm Reg. No. 007171C

Sd/-
(S. AGARWAL)
Partner
M.NO. 072907

Place: GHAZIABAD
Date: 29th May 2017

NIRAJ ISPAT INDUSTRIES LIMITED

BALANCE SHEET AS AT 31st MARCH 2017

Particulars	Note No	As at 31.03.2017	As at 31.03.2016
I. EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	1	6,000,000	6,000,000
Reserves and Surplus	2	64,554,210	55,429,573
Non-Current Liabilities			
Long-term borrowings	3	56,564,017	67,576,600
Deferred tax liabilities (Net)	4	3,210,257	2,195,615
Current Liabilities			
Short-term borrowings	5	-	-
Trade payables	6	15,851,802	18,145,991
Other current liabilities	7	6,816,882	4,327,278
Short Term Provisions	8	3,820,000	2,950,000
Total		156,817,168	156,625,057
II.Assets			
Non-current assets			
Fixed assets			
Tangible assets	9	28,497,426	26,470,771
Long term loans and advances	10	1,056,117	922,017
Current assets			
Current investments	11	226,105	226,105
Inventories	12	3,767,004	4,918,256
Trade receivables	13	5,727,155	11,015,706
Cash and cash equivalents	14	433,394	4,146,345
Short-term loans and advances	15	117,109,967	108,925,856
Total		156,817,168	156,625,057
		-	-

As per our report of even date attached
For SANJEEV ANAND & ASSOCIATES
Chartered Accountants
Firm Regn. No. 007171C

For & ON BEHALF OF BOARD
For NIRAJ ISPAT INDUSTRIES LTD.

sd/-	sd/-	sd/-	sd/-
(S. AGRAWAL)	(Ritika)	(H. K. Chaudhry)	(Chaitanya Chaudhry)
Partner	Company Secretary	Director	Director
M.No. 072907	M.No. 44408	Din 00021795	Din 06813394

Place: Ghaziabad
Dated: 29th May 2017

NIRAJ ISPAT INDUSTRIES LIMITED

STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31st MARCH 2017

Particulars	Note No	Year ended on 31.03.2017	Year ended on 31.03.2016
Income			
Revenue from operations	16	70,557,860	68,276,616
Other Income	17	5,207,494	5,375,819
Total (I)		75,765,354	73,652,435
Expenses:			
Cost of materials consumed	18	37,857,481	35,233,452
Changes in inventories of finished goods &	19	677,986	(574,816)
Employee benefit expense	20	3,878,155	3,017,391
Financial costs	21	3,594,806	3,065,838
Depreciation and amortization expense	9	2,966,540	2,443,276
Other expenses	22	12,650,170	16,584,460
Total Expenses		61,625,138	59,769,602
Profit before exceptional items and tax (I - II)		14,140,216	13,882,833
Exceptional Items			
Prior Period Adjustments		180,937	194,543
Profit before exceptional items and tax		13,959,279	13,688,290
Tax expense:			
Current tax		3,820,000	2,950,000
Deferred tax		1,014,642	1,105,438
Profit/(Loss) for the period		9,124,637	9,632,852
Earning per equity share:			
(1) Basic		15.21	16.05
(2) Diluted		15.21	16.05

Notes on Financial Statements & Significant accounting policies 1 to 30

As per our report of even date attached
For SANJEEV ANAND & ASSOCIATES
Chartered Accountants
Firm Regn. No. 007171C

For & ON BEHALF OF BOARD
For NIRAJ ISPAT INDUSTRIES LTD.

sd/-	sd/-	sd/-	sd/-
(S. AGRAWAL)	(Ritika)	(H. K. Chaudhry)	(Chaitanya Chaudhry)
Partner	Company Secretary	Director	Director
M.No. 072907	M.No. 44408	Din 00021795	Din 06813394

Place: Ghaziabad
Dated: 29th May 2017

SANJEEV ANAND & ASSOCIATES
Chartered Accountants
77, Navyug Market, Ghaziabad.

M/S NIRAJ ISPAT INDUSTRIES LTD
CASH FLOW STATEMENT AS ON 31ST MARCH, 2017

PARTICULARS	31.03.2017	31.03.2016
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and extraordinary items	14,140,216	13,882,833
Adjustments for :		
Depreciation	2,966,540	2,443,276
Profit on sale of fixed assets	-	(761,293)
Finance Cost	3,594,806	3,065,838
Other Income from Investments	(4,950,004)	(4,614,526)
Operating profit before working capital changes	15,751,558	14,016,128
Adjustments for :		
Trade & Other Receivables	(3,029,660)	(16,527,899)
Inventories	1,151,252	(2,778,749)
Trade & Other Payables	231,748	6,200,215
Cash generated from operations	14,104,899	909,696
Direct Taxes	(3,820,000)	(2,950,000)
Previous Year Adjustment	(180,937)	(194,543)
NET CASH FROM OPERATING ACTIVITIES (A)	10,103,962	(2,234,847)
CASH FLOW FROM INVESTMENTS ACTIVITIES		
Purchase of fixed assets	(4,993,195)	(10,622,840)
Sale of fixed assets	-	1,050,000
Other Income from Investments	4,950,004	4,614,526
NET CASH USED IN INVESTING ACTIVITIES (B)	(43,191)	(4,958,314)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Unsecured Loans	1,631,210	-
Proceeds from borrowing from working capital	-	(8,562,485)
Proceeds from borrowing from term loans	(11,810,126)	18,616,763
Increase /(Decrease) in Investments	-	-
Interest paid	(3,594,806)	(3,065,838)
NET CASH USED IN FINANCING ACTIVITIES (C)	(13,773,722)	6,988,440
Net change in cash and cash equivalents	(3,712,951)	(204,721)
Cash and cash equivalents as at Ist April	4,146,345	4,351,066
Cash and cash equivalents as at 31st March	433,394	4,146,345
	-	-

As per our report of even date attached
For SANJEEV ANAND & ASSOCIATES
Chartered Accountants
Firm Regn. No. 007171C

For & ON BEHALF OF BOARD
For NIRAJ ISPAT INDUSTRIES LTD.

sd/-	sd/-	sd/-	sd/-
(S. AGRAWAL)	(Ritika)	(H. K. Chaudhry)	(Chaitanya Chaudhry)
Partner	Company Secretary	Director	Director
M.No. 072907	M.No. 44408	Din 00021795	Din 06813394

Place: Ghaziabad
Dated: 29th May 2017

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

Particulars	Note No	As at 31.03.2017	As at 31.03.2016
1. SHARE CAPITAL			
Authorised Capital			
6,00,000 Equity Shares of Rs.10/- each (Previous year 6,00,000 Equity Shares of Rs. 10/- each)		6,000,000	6,000,000
Issued, Subscribed capital			
6,00,000 Equity Shares of Rs.10/- each (Previous year 6,00,000 Equity Shares of Rs. 10/- each)		6,000,000	6,000,000
Paid -up Capital			
6,00,000 Equity Shares of Rs.10/- each (Previous year 6,00,000 Equity Shares of Rs. 10/- each)		6,000,000	6,000,000
TOTAL:		**6,000,000**	**6,000,000**

Details of shareholding more than 5%	As at 31.03.2016		As at 31.03.2015	
Name of the share holder	No. of shares	% Held	No. of shares	% Held
Smt. Madhu Chaudhary	113,900	18.98%	113,900	18.98%
Sh. Neeraj Chaudhary (HUF)	54,300	9.05%	54,300	9.05%
M/s Pickup Suppliers (P) Ltd.	53,900	8.98%	53,900	8.98%
Haryant Stainless Steel (P) Lt	47,900	7.98%	47,900	7.98%
Sh. Neeraj Chaudhary	61,600	10.27%	61,600	10.27%
Sh. Haryant Kumar Chaudhar	35,700	5.95%	35,700	5.95%
Smt. Vaishali Chaudhry	30,400	5.07%	30,400	5.07%

2. RESERVES AND SURPLUS			
General Reserve			
Balance as per the last financial statements		6,083,469	4,483,469
Add : Amount transferred from Surplus balance in the statement of Profit & Loss		1,600,000	1,600,000
Closing Balance		**7,683,469**	**6,083,469**
Surplus in the statement of Profit & Loss			
Balance as per the last financial statements		49,346,104	41,313,252
Add: Profit for the year		9,124,637	9,632,852
Amount available for appropriation		58,470,741	50,946,104
Less: Appropriations:			
Amount transferred to General Reserve		1,600,000	1,600,000
Closing Balance		**56,870,741**	**49,346,104**
TOTAL:		**64,554,210**	**55,429,573**

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

Particulars	Note No	As at 31.03.2017	As at 31.03.2016

3. LONG-TERM BORROWINGS

Secured Term Loans:

Standard Chartered Bank	24,023,207	36,667,000
Unsecured Loans		
From Body-Corporate	32,540,810	30,909,600
Net Amount	**56,564,017**	**67,576,600**

The term loan from Standard Chartered Bank is secured by way of first charge on the property located at KD-45, Kavi Nagar, Ghaziabad belonging to the director of the company and personal guarantee of the directors of the company.

4. DEFERRED TAX LIABILITY (Net)

Related to Fixed Assets	3,210,257	2,195,615
TOTAL:	**3,210,257**	**2,195,615**

5. SHORT TERM BORROWINGS

Secured working capital Loans:

Bank of India	-	-
Net Amount	**-**	**-**

Working capital limits are secured by first charge on the entire current assets of the company including stocks of raw material, work-in-progress, finished goods, book-debts both present & future. Working capital limits are further secured by way of equitable mortgage of immovable property of the company at D-10, B.S. Road Industrial Area, Ghaziabad and personal guarantee of the directors of the company.

6. TRADE PAYABLE

Sundry Creditors	15,851,802	18,145,991
TOTAL:	**15,851,802**	**18,145,991**

7. OTHER CURRENT LIABILITIES

Current Maturity of Long Term Borrowings	4,166,667	3,333,000
Advance from Customers	1,260,277	-
Liabilities for Expenses	959,198	728,043
Liabilities for Taxes	430,740	266,235
TOTAL:	**6,816,882**	**4,327,278**

M/S NIRAJ ISPAT INDUSTRIES LIMITED

SCHEDULE TO BALANCE SHEET AS AT 31ST MARCH, 2017

NOTE '9'

PARTICULARS	N E T B L O C K W.D.V. As on 1.4.16	Addi-tion	Deduc tion	Cost As on 31.3.17	D E P R E C I A T I O N Up to 31.3.16.	For the year	On assets which life expired before 01.04.14	Adjust-ment	Total as on 31.3.17	N E T B L O C K W.D.V.as on 31.3.17	W.D.V.as on 31.3.16
Lease Hold Land	215,728	-	-	215,728	-	-		-	-	215,728	215,728
Factory Building	1,314,084	-	-	1,314,084	1,158,725	14,942		-	1,173,667	140,417	155,359
Furniture & Fixture	45,399	-	-	45,399	37,504	2,000		-	39,504	5,895	7,895
Electric Installation	1,290,617	-	-	1,290,617	958,836	64,851		-	1,023,687	266,930	331,781
Crane	25,000	-	-	25,000	24,982	-		-	24,982	18	18
Generator	537,055	-	-	537,055	370,737	15,716		-	386,453	150,602	166,318
Typewriter	8,570	-	-	8,570	8,379	-		-	8,379	191	191
Tools & Implements	7,982	-	-	7,982	3,649	306		-	3,955	4,027	4,333
Plant & Machinery	31,960,747	4,993,195	-	36,953,942	14,403,605	1,456,525		-	15,860,130	21,093,812	17,557,142
Computer	394,272	-	-	394,272	377,780	-		-	377,780	16,492	16,492
Lab. Equipment	25,407	-	-	25,407	24,215	-		-	24,215	1,192	1,192
Air Compressor	160,437	-	-	160,437	108,765	4,868		-	113,633	46,804	51,672
Weighing Scale	120,699	-	-	120,699	109,862	545		-	110,407	10,292	10,837
Air Dryer	29,146	-	-	29,146	27,689	-		-	27,689	1,457	1,457
Tubewell & Pump	48,570	-	-	48,570	34,282	1,332		-	35,614	12,956	14,288
Grinder	7,742	-	-	7,742	5,506	144		-	5,650	2,092	2,236
Packing Machine	20,534	-	-	20,534	11,877	848		-	12,725	7,809	8,657
Moulds & Dies	93,755	-	-	93,755	89,067	-		-	89,067	4,688	4,688
Air Cooler	17,509	-	-	17,509	16,030	604		-	16,634	875	1,479
Car	332,149	-	-	332,149	321,502	-		-	321,502	10,647	10,647
Energy Control Equipmen	134,670	-	-	134,670	120,724	7,213		-	127,937	6,733	13,946
Pollution Control Equipme	281,597	-	-	281,597	267,518	-		-	267,518	14,079	14,079
Fire Equipment	10,050	-	-	10,050	9,548	-		-	9,548	502	502
Fixtures & Assessories	25,678,876	-		25,678,876	17,813,520	1,394,687		-	19,208,207	6,470,669	7,865,356
Office Equipment	36,978	-	-	36,978	23,534	1,959		-	25,493	11,485	13,444
Air Conditioner	20,690	-	-	20,690	19,656	-		-	19,656	1,034	1,034
CURRENT YEAR	62,818,263	4,993,195	-	67,811,458	36,347,491	2,966,540	-	-	39,314,031	28,497,426	26,470,771
PREVIOUS YEAR	53,245,423	10,622,840	1,050,000	62,818,263	34,665,508	2,443,276	-	-	36,347,491	26,470,771	18,579,914

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

Particulars	Note No	As at 31.03.2017	As at 31.03.2016
8. SHORT TERM PROVISIONS			
Provision for Income tax		3,820,000	2,950,000
		3,820,000	**2,950,000**
10. LONG TERM LOANS & ADVANCES			
(Unsecured, Considered good unless stated otherwise)			
Security Deposits		1,056,117	922,017
TOTAL:		**1,056,117**	**922,017**
11. CURRENT INVESTMENT			
(At cost Price)			
TRADE INVESTMENT			
(a) Quoted Shares			
Arihant Industries Ltd.		1,000	1,000
Arihant Cotsyn Ltd.		2,500	2,500
Carona Ltd.		2,000	2,000
Balasore Alloys Ltd.		2,881	2,881
Usha India Ltd.		5,308	5,308
Vegpro Food & Fed Ltd.		1,000	1,000
VXL India		750	750
Total (a)		**15,439**	**15,439**
(b) Quoted Debenture & Bonds			
Apollo Tyre Ltd.		730	730
Essab India Ltd.		910	910
Essar Gujrat Ltd.		1,750	1,750
Ring Telbros Ltd.		5,625	5,625
Usha India Ltd.		251	251
Sterlite Industries Ltd.		1,800	1,800
Total (b)		**11,066**	**11,066**
(c) Unquoted Shares			
North India Petro Chemicals		99,600	99,600
Crystal Trexim Pvt Ltd		100,000	100,000
Total (c)		**199,600**	**199,600**
Aggregate amount of quoted Investment	(a+b)	26,505	26,505
Aggregate amount of Unquoted Investmer	(c)	199,600	199,600
Total Investment		**226,105**	**226,105**
Market Value of Quoted Investment		17,935	17,601

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

Particulars	Note No	As at 31.03.2017	As at 31.03.2016

12. INVENTORIES

(As taken, valued and certified by the management)
(At lower of cost and net realizable value unless stated otherwise)

Raw Materials	1,997,627	2,559,913
Finished & Semi-finished Goods	1,644,527	2,322,513
Stores, Spares & Packing Materials	124,850	35,830
TOTAL:	**3,767,004**	**4,918,256**

13. TRADE RECEIVABLES

(Unsecured considered good unless stated otherwise)		
Outstanding for a period exceeding six months from the date, they are due	-	-
Others	5,727,155	11,015,706
	5,727,155	11,015,706

14. CASH AND CASH EQUIVALENT

Cash In hand	59,518	572,909
Balances with banks		
In current and deposit accounts	373,876	3,573,436
TOTAL:	**433,394**	**4,146,345**

15. SHORT TERM LOANS & ADVANCES

(Unsecured, considered good unless stated otherwise)		
Advances recoverable in cash or in kind or for value to be received	114,783,451	106,907,720
Other Loans and advances:		
Advance Income Tax	1,800,000	1,500,000
Prepaid Expenses	36,899	57,162
Balances with statutory / government authorities	489,617	460,974
TOTAL:	**117,109,967**	**108,925,856**

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

Particulars	Note No	Year ended on 31.03.2017	Year ended on 31.03.2016
16. REVENUE FROM OPERATIONS			
Gross Sales		71,127,467	68,832,265
Less: Excise Duty		1,364,165	1,349,809
Net Sales		69,763,302	67,482,456
Hire Charges		794,558	794,160
TOTAL:		**70,557,860**	**68,276,616**
17. OTHER INCOME			
Interest		4,950,004	4,614,526
Profit on sale of fixed assets		-	761,293
Exchange Fluctuation		257,490	-
		5,207,494	**5,375,819**
18. COST OF RAW MATERIAL CONSUMED			
Inventory at the beginning of the year		2,559,913	367,440
Add: Purchases		37,295,195	37,425,925
		39,855,108	37,793,365
Less: Inventory at the end of the year		1,997,627	2,559,913
Cost of raw material consumed		**37,857,481**	**35,233,452**
19. CHANGES IN INVENTORIES OF FINISHED & SEMI-GOODS			
Inventories at the beginning of the year		2,322,513	1,747,697
Inventories at the end of the year		1,644,527	2,322,513
TOTAL:		**677,986**	**(574,816)**
20. EMPLOYEE BENEFIT EXPENSES			
Salaries, Wages & Bonus		3,857,705	2,995,440
Staff Welfare Expenses		20,450	21,951
TOTAL:		**3,878,155**	**3,017,391**

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

Particulars	Note No	Year ended on 31.03.2017	Year ended on 31.03.2016
21. FINANCE COST			
Interest on borrowings		3,524,406	2,997,177
Bank Commission & Charges		70,400	68,661
TOTAL:		**3,594,806**	**3,065,838**
22. OTHER EXPENSES			
Consumption of Stores & Spares		3,688,725	7,244,399
Electricity Expenses		5,173,135	5,308,693
Security Charges		201,948	168,000
Repairs & Maintenance :			
Plant & Machinery		889,610	1,789,697
Others		15,853	91,238
Freight & Forwarding		534,281	515,215
Packing Charges		601,896	640,815
Commission		40,653	67,471
Telephone Expenses		65,008	53,592
Printing & Stationery		30,942	53,737
Postage & Telegram		27,630	32,569
Travelling and Conveyance		16,518	8,708
Legal & Professional Expenses		175,429	145,990
Payment to Auditors as :			
Audit Fees		17,000	17,000
for Taxation Matter		8,000	8,000
Insurance		148,291	72,031
Rates, Taxes & Fees		927,999	151,301
Exchange Fluctuation		-	110,025
Advertisement		36,811	
Miscellaneous Expenses		50,441	105,980
TOTAL:		**12,650,170**	**16,584,460**

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

23. Figures of the previous year have been regrouped or rearranged wherever it was deemed necessary to make them comparable with those of current year.

24. Related Party Disclosure as required as per Accounting Standard (AS-18) on "Related Party Disclosure" issued by the Institute of Chartered Accountants of India are as below:

Name of Related parties and description of relationship with whom transactions have taken place during the year:-

(a) Key Management Personnel :
Sh. H. K. Chaudhry
Sh. Chaitanya Chaudhry

(b) Relative of Key Management Personnel :
Sh. Niraj Chaudhry

The Company's related party transactions during the year are as below :

(Rs. In Lacs)

Nature of Transaction	Key Management Personnel		Relative of Key Management Personnel	
	2016-17	2015-16	2016-17	2015-16
Expenses				
Remuneration Paid	9.60	5.40	8.40	-
Interest Paid	5.56	-		
Loans Taken	234.50	120.70	-	-
Loans Repaid	234.50	120.70	-	-

The above related party information have been disclosed to the extent such parties have been identified by the management on the basis of information available. This has been relied upon by the Auditors

(Rs. In Lacs)

25. VALUE OF IMPORTS ON CIF BASIS	CURRENT YEAR	PREVIOUS YEAR
Capital Goods	38.43	70.48
	38.43	70.48

26. INCOME/ EXPENDITURE IN FOREIGN CURRENCY	CURRENT YEAR	PREVIOUS YEAR
EXPENDITURE	Nil	Nil
EARNINGS	Nil	Nil

27. CONTINGENT LIABILITIES

Contingent Liabilities not provided NIL (Previous Year Rs. Nil)

Contd….

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

28. EARNINGS PER SHARE

	CURRENT YEAR	PREVIOUS YEAR
Net profit after tax as per stetment of Profit & Loss attributable to Equity Shareholders (in lacs)	9,124,637	9,632,852
No. of Equity Shares	600,000	600,000
Basic and diluted Earing per share (in Rs.)	15.21	16.05
Face value per Equity Share	10	10

29. During the year, the company had Specified Bank Notes (SBNs) and other denomination notes as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017. The details of SBNs held and transacted during the period from 8th November 2016 to 30th December, 2016, denomination-wise SBNs and other notes as per the notification are as follows:

Particulars	SBNs*	other	Total (In Rs.)
Closing cash in hand as on 08.11.2016	1,950,000	132,847	2,082,847
Add: Permitted receipts	-	253,769	253,769
Less: Permitted Payments	-	299,658	299,658
Less: Amount deposited in Banks	1,950,000	-	1,950,000
Closing Cash in hand as on 30.12.2016	-	86,958	86,958

*for the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provoded in the notification of the Government of India in the Ministry of Finance Department of Economic Affairs number S.O. 3407 (E) dated November 8, 2016.

30. Estimated amount of contracts remaining to be executed on capital account and not provided for amounts to NIL. (Previous year NIL).

31. SIGNIFICANT ACCOUNTING POLICIES

(i) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements are prepared under the historical cost convention, on accrual basis of accounting, in accordance with the generally accepted accounting principles, as applicable, accounting standards issued by The Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013.

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(ii) USE OF ESTIMATES

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amounts of assets, liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts 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.

(iii) TANGIBLE ASSETS

Tangible Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any,

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

SIGNIFICANT ACCOUNTING POLICIES

(iv) DEPRECIATION AND AMORTISATION

In respect of fixed assets, acquired during the year, depreciation is charged on straight line basis so as to write-off the cost of the asset over the useful lifes and for assets acquired prior to 01.04.2014, the carrying amount as on 1st April 2014 is depreciated over the useful life of the fixed assets in accordance with the provisions of the schedule II of the Act.

(v) REVENUE RECOGNITION

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

(vi) EMPLOYEES' BENEFITS

Contributions to Provident Fund, a defined contribution plan are made in accordance with the statute, and are recognized as an expense when employees have rendered service entitling them to the contribution.

Company's contribution to state defined contribution plan namely, Employee State Insurance are made in accordance with the statute, and are recognized as an expenses when employees have rendered services entitling them to the contribution.

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(vii) PROVISION FOR TAXATION

Provision for current tax is made after taking into consideration benefits admissible under the provision of Income Tax Act, 1961.

In accordance with the Accounting Standard (AS) - 22 “Accounting for taxes on income”, issued by The Institute of Chartered Accountants of India, the Deferred Tax Liability/ Assests for timing differences between the book and tax profits is accounted for using the tax rates and tax laws that have been enacted or substantially enacted as of the Balance Sheet date.

(viii) FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in foreign currencies are normally recorded at exchange rate at the time of transaction.Monetary items demonstrated in foreign curriencies outstanding at year end are transactlated at exchange rate applicable at the year end rates.

(viii) PROVISIONS, CONTINGENT LIABILITIES AND ASSETS

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made. Contingent liability is disclosed for (i) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligation arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent Assets are not recognized or disclosed in the financial statements.

As per our report of even date attached
For SANJEEV ANAND & ASSOCIATES
Chartered Accountants
Firm Regn. No. 007171C

For & ON BEHALF OF BOARD
For NIRAJ ISPAT INDUSTRIES LTD.

sd/-	sd/-	sd/-	sd/-
(S. AGRAWAL)	(Ritika)	(H. K. Chaudhry)	(Chaitanya Chaudhry)
Partner	Company Secretary	Director	Director
M.No. 072907	M.No. 44408	Din 00021795	Din 06813394

Place: Ghaziabad
Dated: 29th May 2017

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NIRAJ ISPAT INDUSTRIES LIMITED

Regd. Off: 5140-41/34 Chaudhry Market, Gali Peti Wali, Rui Mandi, Sadar Bazar,
Delhi-110006 CIN: L27106DL1985PLC021811,
E-mail : nirajispatindustries@gmail.com

ATTENDANCE SLIP

Regd. Folio No.....
DP.ID. No.*.....
Client ID No. *.....
Mr./Ms.....
Father's/Husband's Name.....

I certify that I am a registered shareholders/proxy for the registered shareholder of the Company. I hereby record my presence at the 32nd Annual General Meeting of the Company at 5140-41/34, Chaudhry Market, Gali Peti wali, Rui Mandi, Sadar Bazar, Delhi- 110006

....
Members'/Proxy's Name in BLOCK Letters Members'/Proxy's Signatures

Note :
(1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
(2) Member's Signatures should be in accordance with the specimen signatures registered with the Company
(3) Please bring your copy of the Annual Report for reference at the Meeting

* Applicable for Members holding shares in physical form.

NIRAJ ISPAT INDUSTRIES LIMITED

Form No. MGT-11
Proxy Form

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

CIN: **L27106DL1985PLC021811**
Name of the Company: **Niraj Ispat Industries Limited**
Registered Office: **5140-41/34 Chaudhry Market, Gali Peti Wali, Rui Mandi, Sadar Bazar, Delhi-110006**

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

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

1. Name……..,E- mail ID……

Address ……

Signature……., or failing him/her

2.Name……..,E- mail ID……

Address ……

Signature……., or failing him/her

3. Name……..,E- mail ID……

Address ……

NIRAJ ISPAT INDUSTRIES LIMITED

Signature……,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Thursday, the 24th August, 2017 at 10.00 AM at 5140/41/34 Chaudhry Market, Gali Peti Wali, Rui Mandi, Sadar Bazar, Delhi-110006, and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

1) Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2017 together with the Reports of the Board of Directors and the Auditors thereon.

2) Appointment of **M/s Vipin Kumar & Company, Chartered Accountants, Ghaziabad** as Statutory Auditors of the company and to fix their remuneration.

Affix Revenue Stamp

Signed this…….. day of……2017

Signature of Shareholder

Signature of Proxy holder(s)

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