



Broadening Horizons Fuelling

# SUSTAINABLE GROWTH

# WHAT'S INSIDE THE REPORT

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For additional information about the company scan the QR Code



To view the report online, log on to [www.salasartechno.com/investors](http://www.salasartechno.com/investors)

### Forward - looking statements

Some information in this report may contain forward - looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward - looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. Forward - looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward - looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.



**Our relentless desire to explore opportunities and improve efficiencies drives us to uncover new realities. While we remain steadfast in our endeavour to contribute towards nation building, our immaculate focus on constantly widening our scope of operations keeps us on the right track to innovate and succeed in a dynamic business environment.**

As a key player in the Steel Structure and EPC segment, we realize our responsibility to consistently offer advanced and smarter solutions, attuned to the needs of the future. The world around us is constantly changing. While we try to adapt to rapid transformations, we are fortifying our capabilities with sophisticated digital technology to initiate new directions of growth.

Over the past year, we've been tested. But, the relevance and resilience of our strong business model enabled us to move forward with confidence. As we continue to multiply stakeholder returns and establish ourselves as a value-accretive organization, we are setting priorities to fuel our growth ambitions and broadening our horizon - to meet and exceed expectations.

# ABOUT US

Salasar Techno Engineering is among the country's leading manufacturer of Steel structure & EPC companies covering the entire value chain of infrastructure domain.

Established in 2006 as a tower manufacturer, Salasar Engineering Limited, has emerged as a fast-growing Steel structure manufacturer & EPC

infrastructure company, providing services across telecom, energy and railways sector. The company provides a 360-degree framework of solutions and aims to build upon

the commonalities that exist in the vertical structures across sectors to strengthen its capabilities as an integrated provider EPC player.



## VISION

To make a substantial contribution towards the development of National Infrastructure by providing technologically advanced solutions, and to play a critical role in making India the most preferred destination for the fulfilment of local & global Infrastructural needs.



## MISSION

To be at the forefront of developing technologically advanced Infrastructural solutions for our customers around the world.

## NUMBERS THAT DEFINE OUR JOURNEY

**1,542**

Employees as on  
March 31, 2021

**69.69%**

Promoter shareholding as on  
March 31, 2021

**520 CRORE**

Market Capitalisation as on  
March 31, 2021

**988**

Order book value as on  
March 31, 2021

## WHAT WE HAVE ACHIEVED OVER THE YEARS

**50,000**

Telecom towers constructed  
as on March 31, 2021

**475 KM**

Power Transmission Lines  
built as on March 31, 2021

**217 TRACK  
KM (TKM)**

Railway Track electrification  
completed as on March 31, 2021

# FROM PLANNING TO ACTION

As the country continues its growth trajectory, we stand tall, partnering to bridge the gap in nation's infrastructure needs with our sustainable and efficient business model.



## Telecom Towers

We provide turnkey solutions in building telecom towers, monopoles and smart city solutions backed by engineering designs from Ramboll - a globally recognized telecom infrastructure consultancy, in house IIT certified design team or tailored as per customer designs.



## Transmission Line Towers

We have evolved to leverage our expertise to meet the requirements of transmission line tower sector. We manufacture and deploy these towers for the turnkey projects as well as supplying to other EPC contractors.



### Railway Electrification

We provide end-to-end solutions from designing the engineering plan to supply, erection, testing and commissioning of railway electrification projects including Overhead Equipment (OHE) and Traction Sub Station (TSS) installations.



### Solar structures

For mounting arrays of solar modules used in generating electricity from solar energy. The structures have flexible rotation to adjust the panels for better insolation and efficiency.



### Utility Poles

Custom made poles with multipurpose equipment such as LED lights, CCTV cameras, sensors and wi-fi routers. These smart poles are easy to install and capable of providing range of services with facility for add ons.

# TECHNOLOGY-LED COMPANY

**Our differentiated positioning in the country's most dynamic sector will accelerate our transition to diversified and agile business to better serve our growing clientele.**

The Company has three state of the art manufacturing and galvanizing facilities in the State of Uttar Pradesh in India for the production of steel structures. The facilities are equipped with machineries

for precision manufacturing such as CNC Machines, industrial machinery along with hydra and cranes for physical displacement of products within the facility. We procure our raw materials such as MS Steel shape and section which include

angle channel and sheets along with zinc for galvanizing and nuts and bolts through a robust supply chain model thereby facilitating an efficient inventory management at its premises.

## Strategic Partnerships

We have forged a technical partnership with Ramboll, a world leader in designing telecom and high mast poles, to align operations within the strategic framework for product expansion. The Company leverages Ramboll's 60 years of experience in designing towers

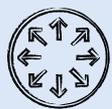
to manufacture tower structures which are light and cost-efficient. The Ramboll's design team helps in cost reduction of towers by 20% compared to that of conventional angular towers. Furthermore, the partnership helps the Company manufacture state of the art high mast poles as tall as 40 meters which

is capable of enduring all types of soil and wind conditions. The monopoles impart high quality aesthetics that reduces eyesore, make cities look better and provide multiple benefits similar to smart poles deployed primarily in smart cities.



# 1,50,000 SQ. YARDS

Total Area of facilities



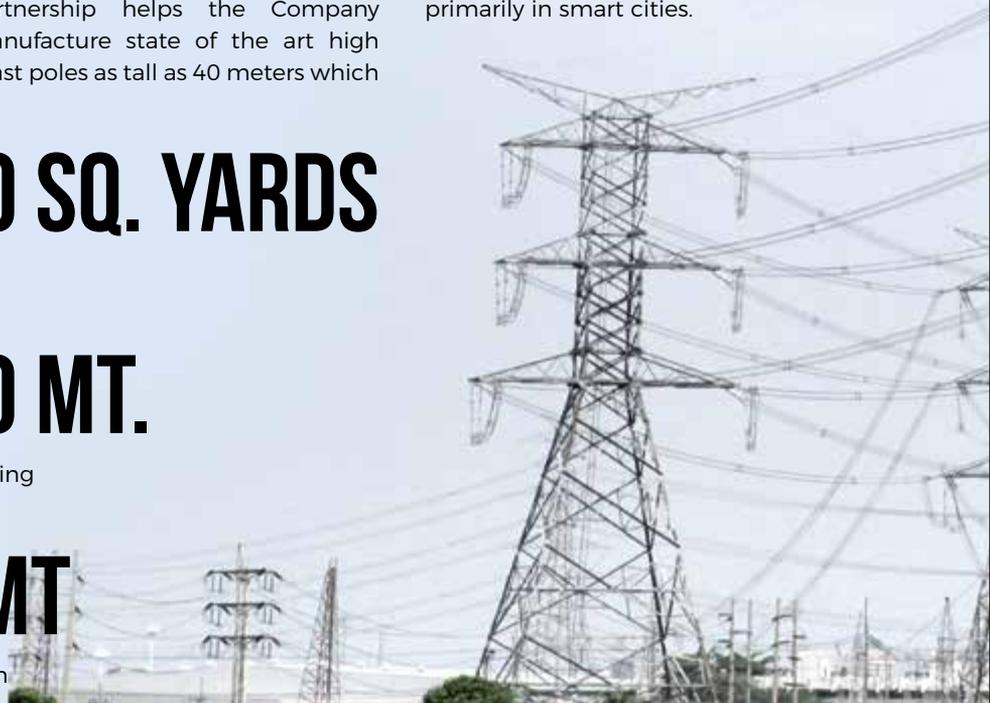
# 1,00,000 MT.

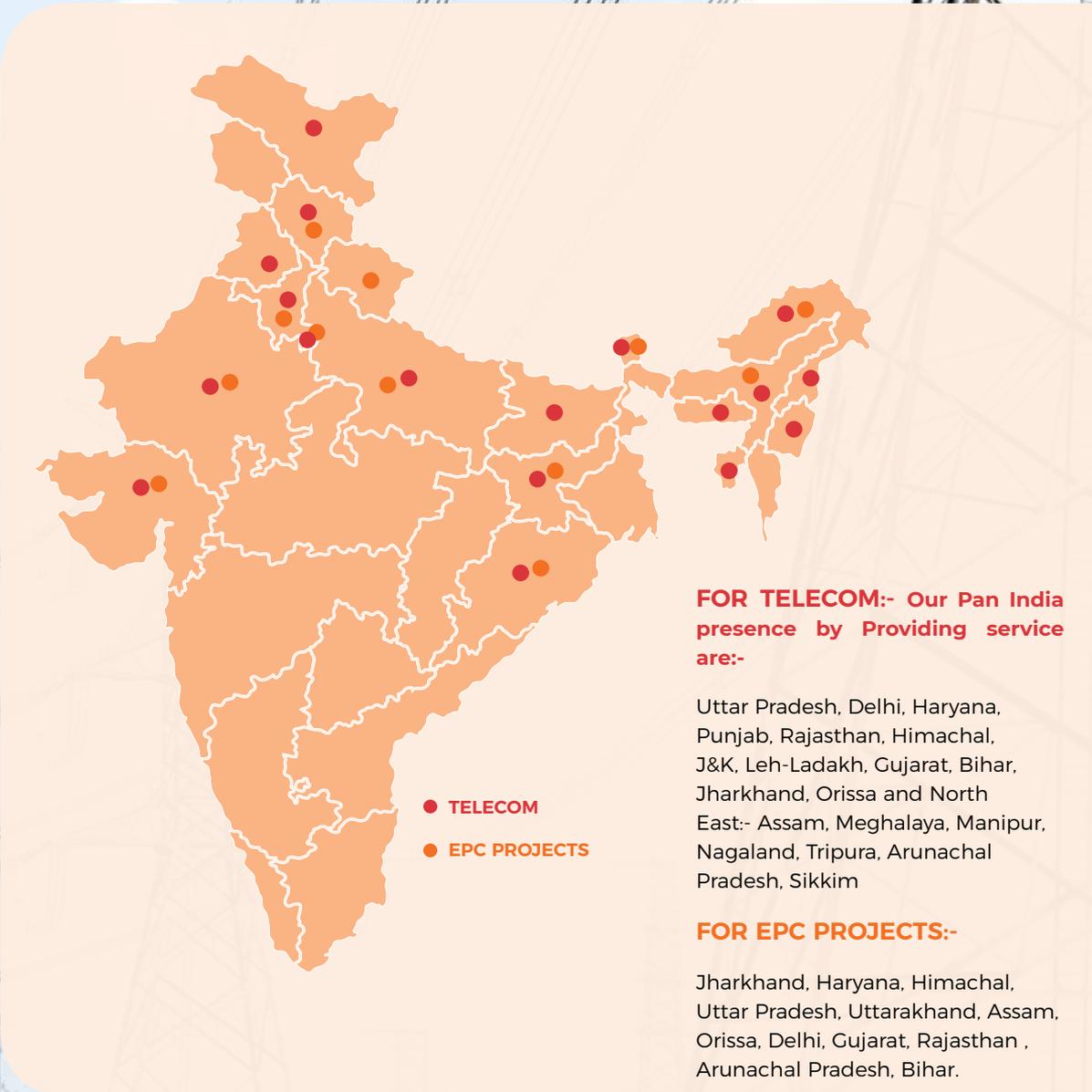
Capacity for steel galvanizing



# 15,000 MT

of Heavy Structure Division





# OUR MARQUEE CLIENTS

Salasar has a strong and diverse client base which has helped us establish ourselves in a leading position in the industry.



**Certificate of Registration**

This is to certify that

**Salasar Techno Engineering Ltd.**  
 Unit No. 1, Khana No. 265, 261 - 263, Village Parasani - Damsa, P.O. - Jindal Nagar,  
 District - Hapur - 201313 (Uttar Pradesh), India.

has been assessed by RICTL and found to comply with the requirements of

**ISO 45001:2018**  
 Occupational Health and Safety Management Systems

For the following activities:  
**Manufacture of Galvanized Steel Structures.**

Date of Initial Certification: 15/06/2020  
 Date of This Certification: 01/09/2021  
 No Surveillance Surveys/Inspection Conducted (Frequency as defined) : 03/01  
 Next Surveillance visit on or before: 14/02/2022  
 Certification Valid Until: 14/09/2023  
 Previous Certificate No.: 20000545-030505AA-00001 - 2007  
 IAF is a full member of International Accreditation Forum (IAF)

Certificate No. **210055AN**

**UAF**  
 UAF Accreditation Foundation  
 480 North Center Dr #12, 262 Norfolk, VA 23502, United States of America

**Royal Impact Certification Ltd.**  
 Director  
 100, Tameside Road, Oldham, Greater Manchester, M20 2JF, United Kingdom

**Certificate of Registration**

This is to certify that

**Salasar Techno Engineering Ltd.**  
 Unit 1 - Khana No. 265, 261 - 263, Village - Parasani - Damsa, P.O. - Jindal Nagar,  
 District - Hapur - 201313 (Uttar Pradesh), India.

has been assessed by RICTL and found to comply with the requirements of

**ISO 14001 : 2015**  
 Environmental Management System

For the following activities:  
**Manufacture of Galvanized Steel Structures.**

This Certificate is Valid from 20/02/2021 Until 01/09/2021

Date of Initial Certification: 06/09/2019  
 No Surveillance Surveys/Inspection Conducted (Frequency as defined) : 03/01/2021  
 Next Surveillance visit on or before: 14/02/2022  
 Certification Valid Until: 01/09/2023  
 IAF is a full member of International Accreditation Forum (IAF)

Certificate No. **190505AG**

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 100, Tameside Road, Oldham, Greater Manchester, M20 2JF, United Kingdom

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Certificate No. **190050AF**

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 UAF Accreditation Foundation  
 480 North Center Dr #12, 262 Norfolk, VA 23502, United States of America

**Royal Impact Certification Ltd.**  
 Director  
 100, Tameside Road, Oldham, Greater Manchester, M20 2JF, United Kingdom

**Certificate of Registration**

This is to certify that

**Salasar Techno Engineering Ltd.**  
 Unit 2, Khana No. 1184 & 1185, Village Kheta, P.O. Pilibhawa, District Hapur - 247304  
 (Uttar Pradesh), India.

has been assessed by RICTL and found to comply with the requirements of

**ISO 45001:2018**  
 Occupational Health and Safety Management Systems

For the following activities:  
**Manufacture of Galvanized Steel Structures.**

Date of Initial Certification: 15/06/2020  
 Date of This Certification: 21/09/2021  
 No Surveillance Surveys/Inspection Conducted (Frequency as defined) : 03/01  
 Next Surveillance visit on or before: 14/02/2022  
 Certification Valid Until: 14/09/2023  
 Previous Certificate No.: 20000545-030505AA-00001 - 2007  
 IAF is a full member of International Accreditation Forum (IAF)

Certificate No. **210055AO**

**UAF**  
 UAF Accreditation Foundation  
 480 North Center Dr #12, 262 Norfolk, VA 23502, United States of America

**Royal Impact Certification Ltd.**  
 Director  
 100, Tameside Road, Oldham, Greater Manchester, M20 2JF, United Kingdom

**Certificate of Registration**

This is to certify that

**Salasar Techno Engineering Ltd.**  
 Unit 2 - Khana No. 1184 & 1185, Village - Kheta, P.O. - Pilibhawa, District - Hapur - 247304  
 (Uttar Pradesh), India.

has been assessed by RICTL and found to comply with the requirements of

**ISO 14001 : 2015**  
 Environmental Management System

For the following activities:  
**Manufacture of Galvanized Steel Structures.**

This Certificate is Valid from 20/02/2021 Until 01/09/2021

Date of Initial Certification: 06/09/2019  
 No Surveillance Surveys/Inspection Conducted (Frequency as defined) : 03/01/2021  
 Next Surveillance visit on or before: 14/02/2022  
 Certification Valid Until: 01/09/2023  
 IAF is a full member of International Accreditation Forum (IAF)

Certificate No. **190505AE**

**UAF**  
 UAF Accreditation Foundation  
 480 North Center Dr #12, 262 Norfolk, VA 23502, United States of America

**Royal Impact Certification Ltd.**  
 Director  
 100, Tameside Road, Oldham, Greater Manchester, M20 2JF, United Kingdom

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 Unit 2 - Khana No. 1184 & 1185, Village - Kheta, P.O. - Pilibhawa, District - Hapur - 247304  
 (Uttar Pradesh), India.

has been assessed by RICTL and found to comply with the requirements of

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 Quality Management System

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Date of Initial Certification: 06/09/2019  
 No Surveillance Surveys/Inspection Conducted (Frequency as defined) : 03/01/2021  
 Next Surveillance visit on or before: 14/02/2022  
 Certification Valid Until: 01/09/2023  
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Certificate No. **190050AD**

**UAF**  
 UAF Accreditation Foundation  
 480 North Center Dr #12, 262 Norfolk, VA 23502, United States of America

**Royal Impact Certification Ltd.**  
 Director  
 100, Tameside Road, Oldham, Greater Manchester, M20 2JF, United Kingdom

**Certificate of Registration**

This is to certify that

**Salasar Techno Engineering Ltd. (Unit - 3)**  
 Khana No. 686/6, Vill - Kheta, P.O. Pilibhawa, District - Hapur - 247304  
 (Uttar Pradesh), India.

has been assessed by RICTL and found to comply with the requirements of

**ISO 45001:2018**  
 Occupational Health and Safety Management Systems

For the following activities:  
**Manufacture of Heavy Steel Structure for Bridges & Power Plants, Galvanized Steel Structures, Light Poles & High Mast Poles, Smart Poles, Solar MMS, Cell on wheel & Transmission Line Mast Poles.**

This Certificate is Valid from 06/07/2021 Until 01/09/2023

Date of Initial Certification: 06/07/2021  
 No Surveillance visit on or before: 01/09/2023  
 Next Surveillance visit on or before: 01/09/2023  
 Certification Valid Until: 01/09/2023  
 IAF is a full member of International Accreditation Forum (IAF)

Certificate No. **210007AB**

**UAF**  
 UAF Accreditation Foundation  
 480 North Center Dr #12, 262 Norfolk, VA 23502, United States of America

**Royal Impact Certification Ltd.**  
 Director  
 100, Tameside Road, Oldham, Greater Manchester, M20 2JF, United Kingdom

**Certificate of Registration**

This is to certify that

**Salasar Techno Engineering Ltd. (Unit III)**  
 Khana No. 686 / 6, Village - Kheta, P.O. Pilibhawa, District Hapur - 247304,  
 (Uttar Pradesh), India.

has been assessed by RICTL and found to comply with the requirements of

**ISO 14001 : 2015**  
 Environmental Management System

For the following activities:  
**Manufacturing of Heavy Steel Structures for Bridges & Power Plants, Galvanized Steel Structures, Light Poles & High Mast Poles, Smart Poles, Solar MMS & Cell on Wheel and Transmission Line Monopoles.**

This Certificate is Valid from 12/06/2021 Until 01/09/2023

Date of Initial Certification: 12/06/2021  
 No Surveillance visit on or before: 01/09/2023  
 Next Surveillance visit on or before: 14/02/2023  
 Certification Valid Until: 01/09/2023  
 IAF is a full member of International Accreditation Forum (IAF)

Certificate No. **210055AF**

**UAF**  
 UAF Accreditation Foundation  
 480 North Center Dr #12, 262 Norfolk, VA 23502, United States of America

**Royal Impact Certification Ltd.**  
 Director  
 100, Tameside Road, Oldham, Greater Manchester, M20 2JF, United Kingdom

**Certificate of Registration**

This is to certify that

**Salasar Techno Engineering Ltd. (Unit III)**  
 Khana No. 686 / 6, Village - Kheta, P.O. Pilibhawa, District Hapur - 247304,  
 (Uttar Pradesh), India.

has been assessed by RICTL and found to comply with the requirements of

**ISO 9001 : 2015**  
 Quality Management System

For the following activities:  
**Manufacturing of Heavy Steel Structures for Bridges & Power Plants, Galvanized Steel Structures, Light Poles & High Mast Poles, Smart Poles and Transmission Line Monopoles.**

This Certificate is Valid from 20/02/2021 Until 01/09/2023

Date of Initial Certification: 13/02/2020  
 No Surveillance Surveys/Inspection Conducted (Frequency as defined) : 03/01/2021  
 Next Surveillance visit on or before: 14/02/2022  
 Certification Valid Until: 01/09/2023  
 IAF is a full member of International Accreditation Forum (IAF)

Certificate No. **200050AR**

**UAF**  
 UAF Accreditation Foundation  
 480 North Center Dr #12, 262 Norfolk, VA 23502, United States of America

**Royal Impact Certification Ltd.**  
 Director  
 100, Tameside Road, Oldham, Greater Manchester, M20 2JF, United Kingdom

# GROWING INDUSTRY OPPORTUNITY VS OUR RESPONSE / STRATEGY

## Telecom



Being the second largest telecom network in the world, India has over 1.187 billion subscribers. We are also moving towards a preference for using data services over voice, being one of the largest consumers of data worldwide. In start of 2020, Indian subscribers were using on an average 13 GB data per month displaying an upward trend in data usage created by the strong telecom infrastructure. Furthermore, due to the Covid-19 pandemic and the subsequent country-wide lockdown, the importance of maintaining communication through high speed telecom networks gained further momentum and elevated the growth impacts. Additionally, in spite of any disruptions caused by the pandemic, the sector continued to show signs of recovery with the support of a conducive regulatory environment. Revenue from the telecom equipment sector is expected to grow to US\$ 26.38 billion by 2020. In anticipation of 5G, telecom companies stand to earn 70% of their revenue from core beneficiaries of the 5G rollout in the near future.

### 1 MILLION

Internet enabled Common Service Centre pan India as per National e-governance Plan

### USD 100 BILLION

Expected investments in telecom by 2022 as per National Telecom Policy,2018.

### 32%

Increase of Mobile penetration in India by FY21

### 622 MILLION

Internet user base in 2020

### USD 30 BILLION

Expected Investments in 5G infrastructure over the next 5 years

## Smart City Solutions



Smart Cities Mission is an urban renewal and retrofiting program by the Government of India with the mission to develop 100 citizens' friendly & sustainable smart cities across the country.

Salasar is working relentlessly to help achieve this futuristic vision of the Smart City Solutions with extraordinary contributions to the developmental activities for the same in Visakhapatnam, Agartala, Indore, Bhopal, and NCR in collaboration with Ramboll. With the calibrated concentration on cost optimization and connectivity, our Smart City Solutions are here to help India build the necessary infrastructure for sustainable development.

## SMART CITY POLES

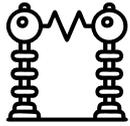
We offer a diverse portfolio of Smart City Poles designed to look modern and aesthetic

## CAMOUFLAGING SOLUTIONS

High Quality aesthetic camouflaging for our monopoles which not only make our cities look better but also make it easier to secure right-of-way permits

# GROWING INDUSTRY OPPORTUNITY VS OUR RESPONSE / STRATEGY (CONTD..)

## Poles



Our Steel Utility poles are astutely important for infrastructure development as they are cost-effective, more durable, better for the environment, and easier to deploy in comparison to the alternatives. We are one of the only manufacturers in India to have top notch Bending Machines capable of bending mild steel plates of thickness up to 30 mm with utmost precision.

## LIGHTING

Our Street Lighting solution serves an important function providing visibility for pedestrians, drivers and other roadway users, thereby promoting the use of public spaces and providing means for safety.

## DISTRIBUTION

Our Steel Power Distribution Poles have the ability to perform through the most challenging weather conditions with the benefit of easy maintenance and installation.

### 25 YEARS

Average lifespan of each pole

## INFRASTRUCTURE

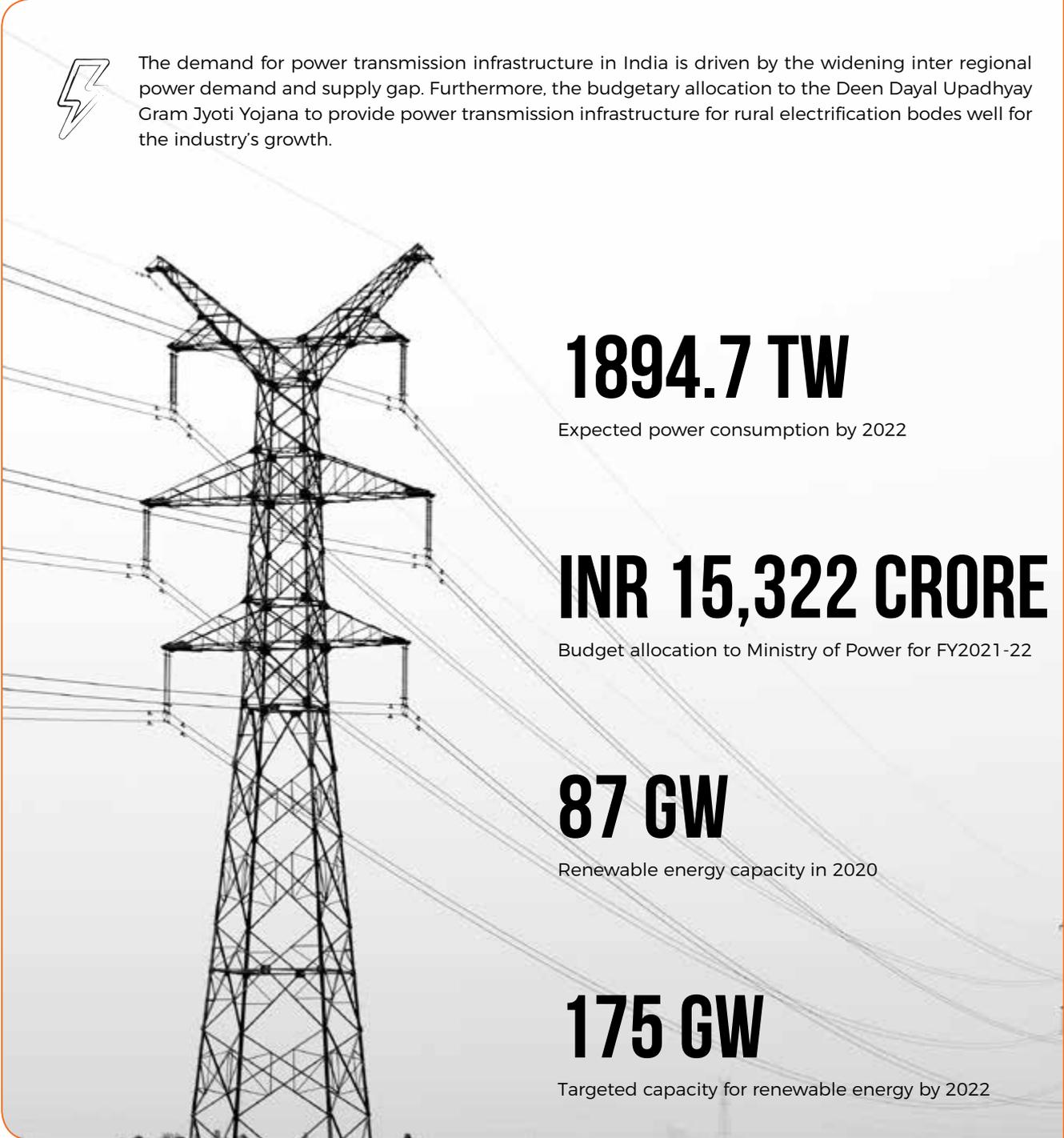
We understand the need for modern, durable poles and masts to enhance urban infrastructure. Utilizing our substantial engineering expertise, Salasar provides high-tech hot-dip galvanizing to extend service life and offer a wide variety of finishes to meet local aesthetic and zoning requirements



## Power



The demand for power transmission infrastructure in India is driven by the widening inter regional power demand and supply gap. Furthermore, the budgetary allocation to the Deen Dayal Upadhyay Gram Jyoti Yojana to provide power transmission infrastructure for rural electrification bodes well for the industry's growth.



# 1894.7 TW

Expected power consumption by 2022

# INR 15,322 CRORE

Budget allocation to Ministry of Power for FY2021-22

# 87 GW

Renewable energy capacity in 2020

# 175 GW

Targeted capacity for renewable energy by 2022

# GROWING INDUSTRY OPPORTUNITY VS OUR RESPONSE / STRATEGY (CONTD..)

## Railways



The National Rail Plan (NRP) for India aims to increase capacity of Indian Railways by 2030 to cater to future growth in demand up to 2050 along with increasing the modal share of Railways to 45% in freight traffic. The document envisages plans and assesses investment for electrification of railways considering the plans for high-speed rails, freight corridors amongst others. It has also proposed to procure only electric locomotives in future assuming 100% share of electric traction on all coaching services by 2025-26. The direct and indirect demand potential from railway electrification and associated infrastructure is expected to attract investments at good multiples.

# 100%

Electrification targeted by 2023-24

# INR 2.15 LAKH CRORE

Total proposed capital expenditure for railways in Budget 2021-22

# 6015 ROUTE KILOMETER (RKM)

Of record high railway electrification covered during 2020-21

# 45,881 RKM

Representing 71% of Broad-Gauge network, electrified by end March 2021.

# 56

Traction Sub Station (TSS) commissioned during 2020-21; 33% growth on year.

# Renewables



Salasar is deeply committed to combat climate changes and protect the environment & the communities it resides in. The company utilizes various solutions which emphasize the usage of renewable sources of energy like wind and solar.

## Solar

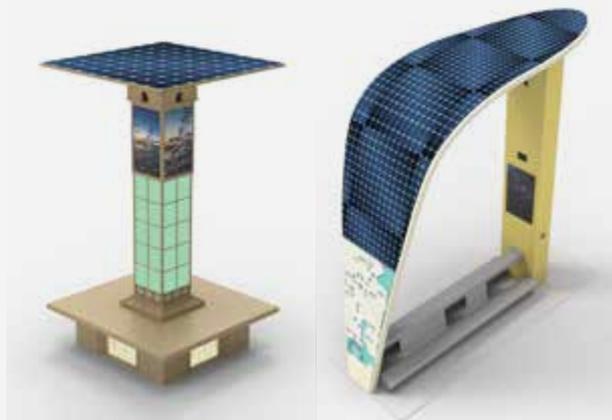
Salasar has been relentlessly contributing to the cause of building a strong infrastructure for a better world. We have also made optimum use of the creativity of our experienced team to create innovative solar-powered solutions for Smart Cities.

### 100 MW

Of Solar Projects supplied across the country

#### Product Categories

- Module Mounting Structures
- Solar Trees
- Solar Water Pumps
- Solar Street Light Poles



## Wind

Salasar has utilized its incredible expertise in manufacturing to generate wind energy offerings that are applicable to industries across several verticals like telecom and power. The highest standards of quality and best manufacturing practices are employed to take advantage of the immense power of wind energy.

#### Product Category

- Windmill Towers

#### Services

- EPC Projects
- Contractual Galvanizing
- Repair & Maintenance
- Strengthening
- Designing



# GROWING INDUSTRY OPPORTUNITY VS OUR RESPONSE / STRATEGY (CONTD..)

## Salasar Techno's positioning



### Growth Strategy

The Company has formulated a detailed growth strategy to tap the potential provided by the industry.



### Product Development

- Provide differentiated products through innovation in categories such as camouflaged towers, monopoles amongst others.
- Create more value in tower design by leveraging our partnership with Ramboll
- Product portfolio expansion
- Establishing full fledged in house design department for Towers, Monopoles & Heavy Structure Division.



### Business Development

- Increase domestic market share by targeting new customers and grow business with existing customers
- Increase market share in foreign markets through a focused approach.
- New business opportunity in Roads and Railway over bridges (ROBs) and heavy Steel structure division
- Optimal utilization of existing capacity

# CORPORATE INFORMATION

## Board of Directors

**Mr. Alok Kumar**  
Chairman and Managing Director

**Mr. Shashank Agarwal**  
Joint Managing Director

**Mr. Shalabh Agarwal**  
Whole-time Director

**Ms. Tripti Gupta**  
Whole-time Director

**Mr. Anil Kumar Jain**  
Independent Director

**Mr. Sanjay Chandak**  
Independent Director

**Mr. Vijay Kumar Jain**  
Independent Director

**Mr. Mukesh Kumar Garg**  
Independent Director

## Key Managerial Personnel

**Mr. Pramod Kumar Kala**  
Chief Financial Officer

**Mr. Rahul Rastogi**  
Company Secretary

## Auditors

Arun Naresh & Co.  
Statutory Auditor

## Bankers

State Bank of India  
HDFC Bank  
Yes Bank  
IndusInd Bank

## Registrar and Share Transfer Agent

### **BIGSHARE SERVICES PRIVATE LIMITED**

302, Kaushal Bazar, 32-33,  
Nehru Place, New Delhi-110019,  
Tel: 011-23522373  
Email: [bssdelhi@bigshareonline.com](mailto:bssdelhi@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)

## Registered Office

E-20, South Extension I,  
New Delhi-110049

## Manufacturing Unit-I

Khasra No. 265, 281-283, Vill.-  
Parsaun-Dasna, P.O.-Jindal Nagar,  
Distt. Hapur-201313 (U.P.)

## Manufacturing Unit-II

Khasra No. 1184, 1185, Vill.-Khera,  
P.O.-Pilkhuwa, Tehsil Hapur,  
Distt. Hapur-245304 (U.P.)

## Manufacturing Unit-III

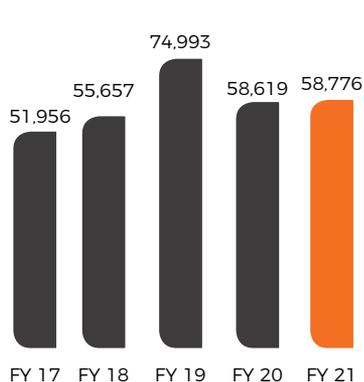
Khasra No. 686/6 Village-Khera,  
P.O. Pilkhuwa, Tehsil-Dhaulana,  
Distt. Hapur- 245304 (U.P.)

# UNLOCKING VALUE. DELIVERING RESULTS.

## Volume

(in MT)

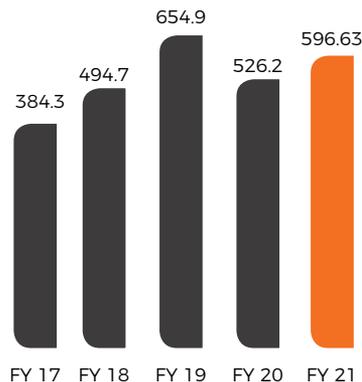
▲ 0.27 % Y-O-Y Growth



## Consolidated Revenue from Operations

(Rs. in crore)

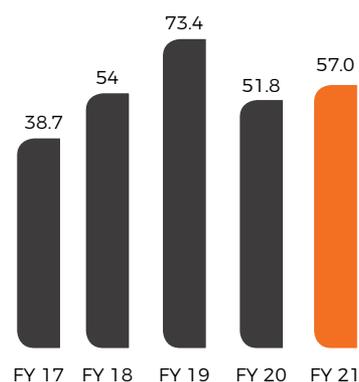
▲ 13.35% % Y-O-Y Growth



## Consolidated EBITDA

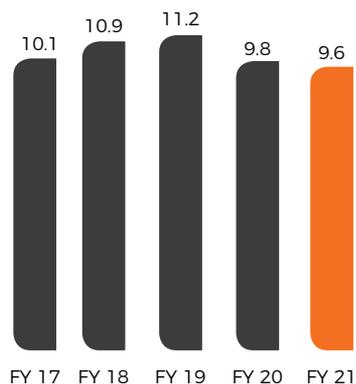
(Rs. in crore)

▲ 10.6% Y-O-Y Growth



## EBITDA Margin

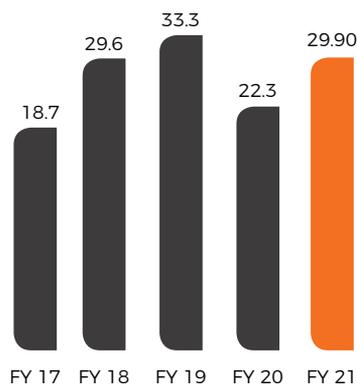
(in %)



## Consolidated PAT

(Rs. in crore)

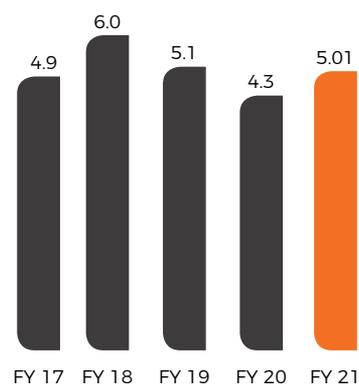
▲ 34.5 Y-O-Y Growth



## PAT Margin

(Rs. in crore)

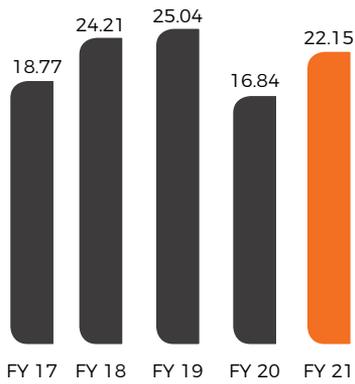
▲ 16.5 % Y-O-Y Growth



**EPS**

(in Rs.)

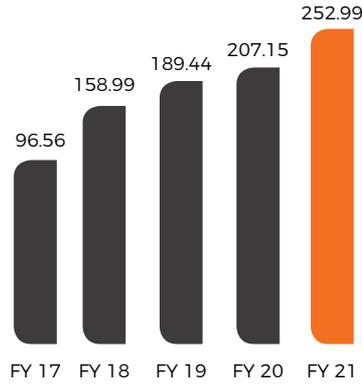
▲ 31.5 % Y-O-Y Growth



**Net worth**

(Rs. in crore)

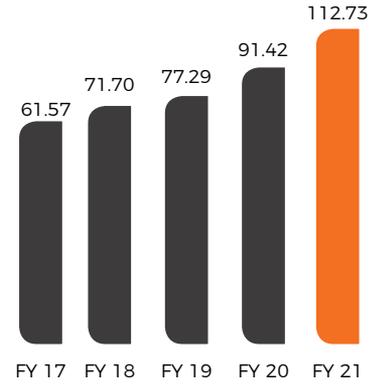
▲ 22.10 % Y-O-Y Growth



**Net Fixed Assets**

(Rs. in crore)

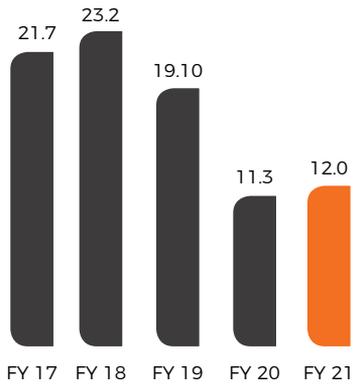
▲ 23.3 % Y-O-Y Growth



**Return on Equity**

(in %)

▲ 6.19 % Y-O-Y Growth



# CHAIRMAN'S MESSAGE



**We believe that we are well positioned to grow and expand our operations multi-fold times in the long run.**

## **Dear shareholders,**

I pray for your good health and safety as I believe tough times do not last but tough people do. I appreciate your continued trust and faith in our company and be onboard with us in our exciting organizational journey.

2020 has gone down in the history books as a remarkable year, in which countries across the world battled the twin challenge of a global health crisis and a sharp economic downturn, with record success in vaccine development. While there was no leadership manual for such a crisis, we witnessed a rare collaboration of people. Governments and businesses in the global fights against the coronavirus.

The global economy shrank by -3.5% in 2020 disrupting the social fabric across communities as people lost lives and livelihoods. The year 2021 has commenced with hopes and fear stimulated by increasing approval of several vaccines and resurgent waves of infections along with

speedily communicable mutations. The policy response of fiscal support and liquidity infusion by respective Governments have met with significant success in keeping the global economies afloat, so far.

The Indian economy was adversely impacted by the pandemic as the economy has been slowing down in recent years. The dispirited economic agents, having suffered a severe backlash due to the continuous 68-day lockdown in 2020, has been rallying their efforts towards recovery ever since the economy unlocked. The Indian economy shrank by -7.3% in FY21 which included sequential recessionary quarters in the first half and record growth during the last two quarters which only few other countries were able to do.

Among our accomplishments, we recovered significant part of our operational losses since we resumed our operations, kept the employees safe and on the job, and customers served. We launched important

new products in the tower and poles segment featuring the latest technology and advanced features. And we were successful in getting new contracts, particularly in the transmission sector. Not least, the Company delivered strong financial performance and solid returns for investors.

While the coronavirus-related recession caused a slowdown in the general economy, demand for telecommunication equipment held up well as organizations switched to a work from home mode.

The Company's net revenue for fiscal 2020-21 was 596.60, up by 13.41% from the prior year.

Despite the unsettled conditions, the Company maintained a strong financial performance.

The company's financial performance allowed it to make further investments in technology-enabled products and services and growth-oriented projects.



For the year, the Company devoted 26.91 crore capital expenditures.

Additionally, 1.32 crore was returned to investors through dividends.

The investment community responded positively to the company's performance, driving the value of Salasar Techno Engineering Limited stock to (record) levels.

### New opportunities

During the year, the Company entered into the business of manufacturing heavy structures for Road and Railway overbridges, pre-fabricated bridges heavy structure with an installed capacity of 1250 Mt per month and initial capex of INR 20 crores. The commercial production at the facility has already begin and the new vertical is expected to generate an annual revenue of INR 100 crores from FY22.

During the fiscal 2020-21, we entered into a work contract, through our subsidiary company, with Texmaco rail and engineering Ltd for ballast-less track project with Bangalore Metro Rail Corporation valued at INR 252 crores.

### Outlook

The Company is well positioned to tap into opportunities in the infrastructure sector which is at the cusp of a revolution across the global economies, since public investments post crisis are generally directed towards asset creation. The infrastructure led development plan of India towards a USD 5 trillion economy by 2025 is expected to unlock several doors for the Company.

India's power market is witnessing a major transition that has redefined the future of the industry. Electricity demand in India continues to be powered by sustained economic growth. During the Union Budget 2021-22, announcements were made

for addition of 139 GW of installed capacity and 1.41 lakh circuit km of transmission lines along with the provision for electricity connection in 2.8 crore households of India. It is estimated that an investment of INR 1.8 trillion in the power transmission segment over a period of five years from FY 2021 to FY 2025 is likely to materialise, indicating an optimistic outlook for the sector.

Indian Railways aims to achieve net zero carbon emission through 100 % railway electrification on the entire broad-gauge network by 2023-24. The speed of electrification has increased significantly from 1,176 kilometres in 2014-15 to 4,378 kilometres in 2019-20. Despite the setback caused due to the Covid-19 pandemic, the railways crossed the 6000+ RKM milestone during the year 2020-21.

Various policy interventions by the Government such as impetus towards digitalisation and formalisation, creating a robust banking system, introduction of PLI schemes for domestic manufacturing and creation of Development Financial Institutions with a portfolio of INR 5 lakhs further reiterates the Government's commitment. The cumulative effect of the demand supply potential will collectively raise the industry to higher levels by increasing spends, thereby firing the growth engine.

### People

The phenomenal growth of the Company since its inception has been powered by the people working with the organisation in crossing each milestone. During the fiscal year 2020-21, we added a new dimension to our team work as we switched to the work from home mode, thereby communicating and collaborating virtually. The transition was not smooth enough but our people adapted to the changing environment well.

### CSR

The Company indulges in holistic activities that improve and uplift communities, thereby ensuring measurable changes in the quality of lives of people. With its concerted efforts, it aims for a better tomorrow, marked by significant opportunities for leading empowered lives. The Company's CSR efforts broadly converges for human capital development with positive interventions in education, women empowerment and health for the vulnerable and under privileged section of the society.

I would like to take this opportunity to extend my heartiest gratitude to all our stakeholders for their continued interest, faith and encouragement for STEL. I am particularly thankful to all our employees who have braved the pandemic and assured optimum results. I am also extremely thankful to all our business partners, vendors, other business associates and all our bankers for their support and contributions over the years. A big thank you to all our team members, whose passion, commitment and hard work, has kept us afloat even during these tough times. I look forward to your continued support to achieve our aspirations and goals.

Regards

**Alok Kumar**  
Chairman

# RESPONSIBLE CORPORATE CITIZENSHIP - SALASAR CARES

Salasar Techno Engineering, is an organization which knows the responsibility it has towards the society, local community and environment. Being an established company and achieving immense success, we believe it is our duty to give back and help everyone in our

sphere of influence to prosper and be safe. We wish Salasar to be a brand known for bringing together society and creating strong bonds through consistent efforts and a dedicated work ethic. We strive for greater profitability, so that we have the means to uplift the ones who need

support, guidance and protection. The sustainability of our business and the scale of our operations has always benefitted the communities around us, and will continue to do so in the years ahead.

## Supporting and Empowering communities through the Pandemic

### Sponsoring Medical supplies

Ensuring timely medical help during this pandemic was of utmost priority. We supplied Swami Amardev Hospital- a community hospital in Pataudi with N-95 Masks, sanitizers and other medical consumables to ensure the safety of doctors and their team.



### Ensuring livelihood and food for the vulnerable and homeless

We launched 'Livelihood Initiative' in collaboration with our implementation partner in Leprosy Colony (Delhi) in July'20, which aimed to empower people to be economically independent by preparing food for the community.

- Distributing hot lunch to the homeless thereby ensuring their basic food requirement and to feed fresh food to abandoned, sick animals at Sanjay Gandhi Animal Care Centre in Delhi.

- Ensuring regular stream of income by generating employment opportunity at the Leprosy colony

15 People employed - who are supporting a family member with Leprosy

In these difficult times, having a stable income is like a blessing. The project scope was amplified during the year and gave employment to 22 people feeding hundreds of animals and 400 people per day.

As a part of this project, we focused on two key aspects-



## Mental Health

Mental Health has borne the brunt of this pandemic with repeated lockdowns and limited mobility. It created isolation in our lives and affected even the healthiest of minds. As part of our community efforts, we have been supporting mental health of survivors of domestic abuse through our implementation

**180 DIRECT SURVIVORS**

**700 INDIRECT BENEFICIARIES**

helped through the counselling centre supported by Salasar

partner. The pandemic exacerbated the severity of domestic violence cases and led to us doubling our support to ensure women across the

country had access to 24\*7 helplines and got the critical help needed in their dire situations.

## Installation of Solar Plants at Lions Eye hospital and Aanchal Nyas

We also sponsored the installation of 50KW and 6KW solar plants at our CSR partners' premises- Lions Eye Hospital and Aanchal Nyas respectively. This will lead to collective annual savings of Rs. 5-7 lakhs in electricity bills for the two partners



## OVER RS. 5-7 LAKHS

Collective Annual Savings in electricity bills for our partners

## Occupational Health and Safety

Our employees are our backbone. We always ensure high standard of health and safety measures in our operations. During the Covid-19 crisis, our HSE team conducted regular trainings towards health awareness and hygiene. We also ensured greater awareness and safer environment for our employees working at various client sites.



## Environmental Sustainability

Salasar, has long been supporting renewable energy solutions by providing steel structures for solar panels. This year, we joined our clients in supporting reduced carbon emissions and ensuring greater environmental sustainability by installing 550 KW solar plant in one of our three manufacturing facilities. The installation has ensured an average monthly savings of Rs. 4-5 lakhs in our electricity expenses.



# PROFILE OF BOARD OF DIRECTORS



**Mr. Alok Kumar,**

Chairman &  
Managing Director

With experience spanning over 4 decades in trading, manufacturing and fabrication of iron & steel, Alok Kumar is a man with strong principles and progressive ideologies. He started his career with trading in iron & steel as Managing Partner in Gupta Traders and thereafter from 1959 operated two foundry units of C.I. Casting namely Capital Founders and Capital Udyog. He leads the organization with a firm hand.



**Mr. Shashank  
Agarwal**

Joint Managing Director

A man with a diverse range of experiences spanning 25+ years, Shashank Agarwal is a true entrepreneur. He has built Salasar from scratch with the help of the other directors. With his strong resolve and sharp marketing acumen, he makes sure all of Salasar's stakeholders get the returns they deserve. He was the driving force behind the company's IPO in 2017.



**Mr. Shalabh  
Agarwal**

Whole Time Director

Shalabh has a professional experience of 20+ years and is at the forefront of all the innovation that takes place at Salasar - be it technological or procedural. Alongside that, he manages the company's day-to-day affairs and looks after Salasar's volatile power vertical.



**Ms. Tripti Gupta**

Whole Time Director

With experience spanning over a decade in strategic management, policy-making, business development, and various other corporate matters; Tripti Gupta has been a pillar of strength for the company ever since she joined Salasar in the year 2014. An MBA in Finance and Marketing, she has demonstrated excellent decision-making skills time and again.



**Mr. Anil  
Kumar Jain**

Independent &  
Non-Executive Director

A renowned Chartered Accountant with a rich experience of more than 30 years, Anil Kumar Jain has been continuously guiding Salasar towards progress. Apart from being an exceptional Chartered Accountant, he is also a social activist and a true humanitarian.



**Mr. Sanjay  
Chandak**

Independent &  
Non-Executive Director

A fellow member of the Institute of Chartered Accountants of India, Sanjay Chandak has an experience of almost three decades in the field of Chartered Accountancy and has headed various conventions across the country. He is an expert in Tax Planning, Income Tax, and Statutory Audits, and presently advises the board on all related matters.



**Mr. Vijay  
Kumar Jain**

Independent &  
Non-Executive Director

With a vast experience of working in different capacities at leading companies across India and the world for more than 5 decades, Vijay Kumar Jain lends his expert opinion at Salasar. Vijay has demonstrated proficiency in leading organisations towards success.



**Mr. Mukesh Kumar  
Garg**

Non-Executive and  
Independent Director

An ex-CAO of North Central Railway, Mukesh Garg uses his experience of planning, executing and managing costs of tenders worth several hundred crores to advise the company. He also has immense experience on contesting arbitration cases.

# DIRECTORS' REPORT

To,  
**The Shareholders of the Company**

Your Directors are pleased to present the 20th Annual report of the Company together with Consolidated and Standalone Audited Financial Statements of the Company for the Financial Year ended on March 31, 2021.

## 1. FINANCIAL RESULTS:

The Company's financial performance, for the year ended March 31, 2021 is summarized below:

(Amount in Lakhs)

Particulars	STANDALONE		CONSOLIDATED	
	2020-21	2019-20	2020-21	2019-20
Revenue from operation	58,331.18	52,550.78	59,658.77	52,625.13
Other Income	1,015.04	171.29	1,015.04	171.29
Gross Revenue	59,346.22	52,722.06	60,673.80	52,796.42
Total Expenses	55,042.30	49,971.10	56,287.73	50,001.57
Profit before Depreciation, Exceptional items & Tax	4,864.60	3,250.15	4,948.36	3,294.04
Less: Depreciation	560.68	499.19	562.28	499.19
Exceptional Items	-	-	-	-
Profit before Tax	4,303.92	2,750.96	4,386.08	2,794.85
<b>Less: Provision for Taxation</b>				
Current Tax	1,184.10	722.91	1,210.09	736.92
Deferred Tax	186.09	(179.96)	186.09	(179.76)
Profit after tax (PAT)	2,933.74	2,207.81	2,989.90	2,237.69
Other Comprehensive Income	12.21	(111.44)	12.21	(111.44)
Total comprehensive income	2,945.95	2,141.19	3,002.11	2,171.06
No. of Equity Shares	1,42,85,264	1,32,85,264	1,42,85,264	1,32,85,264
Earning per share (Basic)	21.92	16.62	22.15	16.84
Earning per Share (Diluted)	21.92	16.62	22.15	16.84

## 2. FINANCIAL PERFORMANCE:

During the year even there was impact of COVID-19 the Company has demonstrated a good financial performance. During the year under review, your Company's Revenue from operations was ₹ 58,331.18 as against ₹ 52,550.78 Lakhs in the previous financial year at Standalone level. The Profit before Tax amounted to ₹ 4,303.92 Lakhs as against ₹ 2,750.96 Lakhs in the previous financial year. Company's Profit after comprehensive income was ₹ 2,945.95 Lakhs as compared to ₹ 2,141.19 Lakhs in the previous financial year.

The Consolidated Revenue from operations amounted to ₹ 59,658.77 Lakhs as against ₹ 52,625.13 Lakhs in the previous financial year. The Profit before Tax amounted to ₹ 4,386.08 Lakhs as against ₹ 2,794.85 Lakhs in the previous financial year. Company's Profit after comprehensive income was ₹ 3,002.11 Lakhs as compared to ₹ 2,171.06 Lakhs in the previous financial year.

The performance and Financial position of the subsidiary companies are included in the Consolidated Financial Statements and presented in the Management Discussion and Analysis Report forming part of this Annual Report.

### 3. FUTURE OUTLOOK -

The Future outlook of the business of the Company in different segment is as under:-

#### A. TELECOM:-

##### Mobile and Internet penetration

India's young population, rapid urbanization and growing middleclass is expected to ensure a growing subscriber base in the target demography. In anticipation of 5G, telecom companies stand to earn 70% of their revenue from core beneficiaries of the 5G rollout in the near future. While implementation and rollout of 5G is still some time away, the standards and ecosystem on 5G have already gathered pace with more and more use cases coming into picture

##### Government Initiatives that will provide a boost to the Telecom Infrastructure Segment

The Indian Government is planning to develop 100 smart city projects, and IoT will play a vital role in developing these cities. The National Digital Communications Policy 2018 envisaged attracting investment worth US\$ 100 billion in the telecommunications sector by 2022.

#### B. POWER:-

##### Increase demand for Power Transmission Infrastructure Development

The demand for sustainable power sources has been at a rise with the increasing availability of literature and preference for green power production. With a generation of 1,558.7 TWH, India is the third largest producer and the third-largest consumer of electricity in the world.

Power consumption is estimated to reach 1,894.7 TWh in 2022. Power Generation has grown rapidly with a relative growth in demand due to the accelerating economic advancements seen across the country. India's power sector is forecasted to attract investment worth INR 9-9.5 trillion between FY19-FY23.

##### Government Initiatives

Under the Union Budget 2021- 22, the government has allocated INR 15,322 crore for the Ministry of Power with a noteworthy allocation of INR 300 crore to increase the capacity of the Green Energy Corridor Project. The Cabinet Committee on Economic Affairs (CCEA) has approved commercial coal mining for private sector and the methodology of allocating coal mines via auction and allotment, thereby prioritizing

transparency, ease of doing business & ensuring the use of natural resources for national development

#### C. RAILWAY:-

**The Indian Railways is rapidly moving towards advanced and sustainable developments which include the electrification of its major transport facilities.**

There is a plan to electrify Broad Gauge (BG) routes across the Indian Railways network by December 2023, in order to achieve 100% electrification of those routes.

Indian Railways has adopted modern measures such as Head-On-Generation systems, Bio-Toilets and LED lights, automatic coach washing plants, water conservation as well as solar powered stations to contribute towards environmental Protection.

Despite the Covid-19 pandemic, the national transporter has achieved historical heights in the electrification of the railways network in 2020-21. During the financial year 2020-21, Indian Railways achieved the highest ever electrification of sections, covering 6015 Route Km (RKM) in a single year, surpassing the previous highest of 5,276 RKM achieved in the year 2018-19.

#### D. HEAVY STEEL STRUCTURE DIVISION:-

During the year gone by the Company has successfully completed planned capex to setup new unit to manufacture large and heavy structures. The unit will provide heavy structural steel fabrication for bridges, power plants, airport hangers, metro stations, stadiums etc. The new unit has an installed capacity of 15,000 MTPA, which is one of the largest installed capacity in northern India for manufacturing of such products. This new product offering will not only help the Company in opening up new revenue stream but also lead to become one of the leading players offering total customized steel structures for all uses. A total capex of ₹ 20 crore has been incurred on this new vertical. The unit has been commissioned and commercial production started in March end 2021.

### 4. BUSINESS OPERATIONS:

The Company is primarily engaged in the business of Manufacturing and sale of galvanized steel structure including telecom towers, transmission and railway line towers, Solar Panels and EPC Business. Your Company has three manufacturing units at Jindal Nagar, Hapur District (UP) and Khara Dehat, Hapur District (UP).

During the year even though there was impact of COVID-19 on the Business operation of the Company, your company was able to achieve growth of approx. 14% in its revenue. With a focus on developing and expanding its geographical reach through export, during the year Company entered into 2-year supply agreement with American Tower Corporation (ATC) to manufacture and supply towers for African markets. Company continues to see good traction and has executed orders worth ₹ 27 crore during the financial year 2020-21.

## 5. DIVIDEND:

The Board of Directors is pleased to recommended a Final Dividend of ₹ 1/- (Rupee One i.e. 10%) per equity share of face value of ₹ 10.00 (Rupees Ten Only) each (previous year final Dividend of ₹ 1.0/- per Equity Shares of Nominal Value of ₹ 10/- each). The dividend, if approved by the Members in the ensuing Annual General Meeting, would involve a cash outflow of ₹ 2,85,70,528 and will be paid to those members whose name appear in the Company's Register of Members and to those persons whose name appear as Beneficial Owners as per the details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as at the close of business hours on September 11, 2021.

In terms of Regulation 43A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations"), the Company has formulated a Dividend Distribution Policy which is enclosed herewith as **Annexure-A**, and is also available on the website of the Company at <http://www.salasartechno.com>

## 6. TRANSFER TO RESERVES:

The Company has not made any transfer to reserve during the Financial Year 2020-21. However, profit for the year is shown as surplus under the head Reserve & Surplus during the financial year 2020-21.

## 7. PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

The details relating to deposits, covered under Chapter V of the Act,-

(a) accepted during the year: **NIL**

(b) remained unpaid or unclaimed as at the end of the year: **NIL**

(c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-**NIL**

(i) at the beginning of the year: **NA**

(ii) maximum during the year: **NA**

(iii) at the end of the year: **NA**

During the year under review, your Company had not accepted or renewed the deposits which are not in compliance with the requirements of Chapter V of the Act;

## 8. SHARE CAPITAL

(a) The paid up Equity Share Capital of the Company as on March 31, 2021 was ₹ 14,28,52,640. Company had Issued Convertible share warrant with an option to convert in Equity Shares and during the year under review and warrant holders exercised their option of conversion. Therefore, the paid up share capital of the Company increased by ₹ 1,00,00,000 (divided into 10,00,000 Equity shares of ₹ 10 each).

### (b) Status of Shares

As the members are aware, the Company's shares are compulsorily tradable in Electronic form. As on March 31, 2021, 99.9999% of the Company's total paid up capital representing 1,42,85,259 shares are in dematerialized form and 0.00001% of the Company's total paid up capital representing 5 shares are in physical form.

### (c) Bonus Issue after March 31, 2021

The Board of Directors on 01st June, 2021 has recommend Allotment of Bonus Shares in (1:1) ratio which was approved by the shareholders by Postal Ballot on 03rd July, 2021. Accordingly Paid up share capital of the Company is now increase to ₹ 28,57,05,280 divided in to 2,85,70,528 Equity Shares of ₹ 10 each.

## 9. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to Section 125 of the Companies Act, 2013 the Company has Unclaimed and Unpaid Dividend but the unpaid Dividend amount not liable to transfer in Investor Education and Protection Fund.

## 10. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

Except those disclosed in this Annual Report, there are no material changes and commitments affecting the financial position of the Company between the end of the financial year i.e. 31st March, 2021 and the date of this Report.

## 11. CORPORATE GOVERNANCE REPORT

The Corporate Governance Report pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as applicable for the year under review is presented in a separate section forming part of this Annual Report are attached hereto as "Annexure-B"

## 12. DETAILS OF SUBSIDIARY/JOINT VENTURES/ ASSOCIATE COMPANIES

Joint Venture and Associates

The Company had entered into following Joint Ventures namely:-

1. Sikka- Salasar JV
2. Salsar- HPL JV.
3. Salasar-REW JV.

The company does not have any Associate Company. Further, the Company has made Investment in one Subsidiary LLP namely Salasar Adorus Infra LLP

## 13. PERFORMANCE AND FINANCIAL POSITION OF THE JOINT VENTURE AND ASSOCIATES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT.

The statement containing the financial statement of Joint Venture and Associates of the Company was duly disclosed in the Balance sheet. Details of financial of Joint Venture as required under the first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 is being attached with the Board's Report in Form AOC-1 as **Annexure-C** and the forming part of the Board's Report.

## 14. DEPRICIATION AND AMORTIZATION

The Company had followed Straight-line method on its tangible fixed assets the rates prescribed under the Part C of the Schedule II of the Companies

Act, 2013. Intangible fixed assets stated at cost less accumulated amount of amortization.

## 15. AUDITORS

### 15.1 STATUTORY AUDITORS

M/s Arun Naresh & Co., Chartered Accountants (Firm's Registration No. 007127-N), were appointed as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of the Sixteenth Annual General Meeting until the conclusion of the Twenty First Annual General Meeting.

The Company has received consent letter and certificate from the Auditors to the effect that they are not disqualified to act as Auditors within the meaning of Section 139 and 141 of the Companies Act, 2013.

The Statutory Auditors' Report for the FY 2020-21 does not contain any qualifications, reservations, adverse remarks or disclaimer and no frauds were reported by the Auditors to the Company under sub-section (12) of Section 143 of the Act.

### 15.2 COST AUDITOR

Pursuant to Section 148 read with Section 141 & 143 and other applicable provisions of the Companies Act, 2013, read with Rule 6 of the Companies (Cost Records and Audit Rules), 2014 as amended from time to time, your Company has carried out audit of Cost Records every year. The Board of Directors on the recommendation of Audit Committee has appointed M/S S. Shekhar & Co., Cost Accountants (Membership No. 30477, FRN 000452), as cost Auditors of the Company for the Financial Year 2021-22. As required under the Companies Act, 2013 a resolution seeking members' approval for remuneration payable to the Cost Auditor is part of the Notice convening the Annual General Meeting for their ratification.

### 15.3 SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, amended upto date and other applicable provisions, if any, the Company has appointed M/s Deepika Madhwal & Associates(C. P. No. 14808)Practicing Company secretaries, to do Secretarial Audit of the Company for the Financial Year 2020-21. The Secretarial Audit Report for the Financial Year ended 31st march, 2021 in Form MR-3 is annexed to this report as '**Annexure-D**' and forms part of the Board's Reports.

The observation made by Secretarial Auditors in their report are self explanatory and therefore do not call for any further explanations/comments. The Secretarial Auditors' Report does not contain any qualification, reservation or adverse remark.

#### 15.4 INTERNAL AUDIT

Pursuant to provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rule, 2014 as amended from time to time, the Board of Directors on recommendation of Audit Committee had appointed M/s VAPS & Co., Chartered Accountants, New Delhi (FRN 003612N) as internal auditor of the Company to conduct internal audit of the Company from 01st April, 2021 to 31st March, 2022.

#### 16. EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return in Form No.MGT-9, pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, has been made part of the Board's Report as 'Annexure-E'.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

##### 17.1 Conservation of Energy:

During the financial year under review, following specific actions were taken by the Company at its various locations, which resulted in saving of energy consumption:

- (i) The Company has substituted the use of furnace oil with LPG in the zinc melting furnace of galvanizing plant at all the three Units. LPG is a more sustainable fuel than furnace oil and minimizes environmental pollution and also leads to more efficiency.
- (ii) Company has installed solar panel of 550 KVA capacity in its Unit-III which will reduce the electricity consumption significantly.

##### 17.2 Technology Absorption:

- (i) The efforts made towards technology absorption:
  - Manufacturing process is continuously monitored to ensure better productivity.

- The Company is using new technology machines for better production and effective utilization of resources.
- (ii) The benefits derived:
  - Improvement in product quality.
  - Improved productivity and cost reduction
  - Introduction of new and improved products.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):
  - (a) Technology imported: Not Applicable
  - (b) Year of import: Not Applicable
  - (c) Whether the technology been fully absorbed: Not Applicable
  - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable
- (iv) The expenditure incurred on Research and Development (R&D):
  - No major expenses have been incurred on R&D.

##### 17.3 Foreign exchange earnings and Outgo:

Following are the details of total foreign exchange earned and used during the financial year:

Particulars	₹ in Lakhs)	
	FY 2020-21	FY 2019-20
Foreign exchange earned	2781.43	3,005.199
Foreign exchange used	484.86	61.64

#### 18. DIRECTORS:

##### 18.1 CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

- In accordance with the provisions of the Companies Act, 2013 and the Article of Association of the Company, Mr. Shalabh Agarwal, Whole Time Director (DIN:00316155) of the Company is liable to retire by rotation and being eligible, offer himself for re-appointment. The Board recommends the re-appointment of Mr. Shalabh Agarwal, Whole Time Director in the ensuing AGM of the Company.
- Mr. Shashank Agarwal (DIN: 00316141), the Joint Managing Director of the Company were appointed for

a period of five years. Such term of appointment of the Managing Director shall come to an end on December 09, 2021. In view of the same, the Board of Directors on basis the recommendation of the Nomination and Remuneration Committee proposed to re-appoint Mr. Shashank Agarwal as the Joint Managing Director of the Company for another term of five years at the ensuing Annual General Meeting for the approval of the Members by way of special resolution.

Brief Profile of Shri Shashank Agarwal (Joint Managing Director) and other disclosure as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as Annexure to the Notice convening the Annual General Meeting of the Company.

- Mr. Shalabh Agarwal (DIN: 00316155), the Whole Time Director of the Company were appointed for a period of five years. Such term of appointment of the Whole Time Director shall come to an end on December 09, 2021. In view of the same, the Board of Directors on basis the recommendation of the Nomination and Remuneration Committee proposed to re-appoint Mr. Shalabh Agarwal as the Whole Time Director of the Company for another term of five years at the ensuing Annual General Meeting for the approval of the Members by way of special resolution.

Brief Profile of Shri Shalabh Agarwal (Whole Time Director) and other disclosure as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as Annexure to the Notice convening the Annual General Meeting of the Company.

- Ms. Tripti Gupta (DIN: 06938805), the Whole Time Director of the Company were appointed for a period of five years. Such term of appointment of the Whole Time Director shall come to an end on December 09, 2021. In view of the same, the Board of Directors on basis the recommendation of the Nomination and Remuneration Committee proposed to re-appoint Ms. Tripti Gupta as the Whole Time Director of the Company for another term of five years at the ensuing Annual General Meeting for the approval of the Members by way of special resolution.

Brief Profile of Ms. Tripti Gupta (Whole Time Director) and other disclosure as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as Annexure to the Notice convening the Annual General Meeting of the Company.

- Mr. Sanjay Chandak (DIN: 07663328) was appointed as an Independent Director of the Company with effect

from 19th January 2017 for a period of five years and his current term will expire on 18th January, 2022. Accordingly, pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 14th August 2021 had recommended the re-appointment of Mr. Sanjay Chandak (DIN: 07663328) as an Independent Director of the Company for a second term of three years with effect from 19th January, 2022 subject to approval of shareholders of the Company by way of a special resolution at the ensuing Annual General Meeting. Your Company had received a notice under Section 160 of the Act in writing from a member proposing the re-appointment of Mr. Sanjay Chandak as a Independent Director on the Board of the Company. Mr. Sanjay Chandak has given his consent for re-appointment and has confirmed that he does not suffer from any disqualifications under the Act or Listing Regulations.

- During the year under review Mr. Mukesh Kumar Garg (DIN: 08936325) was appointed as an Additional Director (in the capacity of Independent Director) by the Board of the Company with effect from 10th November 2020 for a period of three years. Accordingly, pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 10th November, 2020 had recommended the appointment of Mr. Mukesh Kumar Garg (DIN: 08936325) as additional cum Independent Director of the Company for a term of three years with effect from 10th November 2020, subject to approval of shareholders of the Company by way of a special resolution at the ensuing Annual General Meeting. Your Company had received a notice under Section 160 of the Act in writing from a member proposing the appointment of Mr. Mukesh Kumar Garg as a Independent Director on the Board of the Company. Mr. Mukesh Kumar Garg has given his consent for appointment and has confirmed that he does not suffer from any disqualifications under the Act or Listing Regulations.
- Mrs. Garima Dhamija (DIN: 02155303) was appointed as an Additional Director (in the capacity of Independent Director) by the Board of the Company with effect from 14th August 2021 for a period of three years. Accordingly, pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 14th August, 2021 had recommended the appointment of Mrs. Garima Dhamija (DIN: 02155303) as additional cum Independent Director of the Company for a term of three years with effect from 14th August 2021, subject to approval of shareholders of the Company by way of a special resolution at the ensuing Annual

General Meeting. Your Company had received a notice under Section 160 of the Act in writing from a member proposing the appointment of Mrs. Garima Dhamija as an Independent Director on the Board of the Company. Mrs. Garima Dhamija has given his consent for appointment and has confirmed that he does not suffer from any disqualifications under the Act or Listing Regulations

- Mr. Amit Kumar Jain Independent Director of the Company has resigned from the office of Director of the Company w.e.f. 10-11-2020 during the year.
- All the Directors have made necessary disclosures as required under the various provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 18.2 DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

### 18.3 ANNUAL EVALUATION OF BOARD PERFORMANCE

As the ultimate responsibility for sound governance and prudential management of a Company lies with its Board, it is imperative that the Board remains continually proactive and effective. An important way to achieve this objective is through an annual evaluation of the performance of the Board, its Committees and all the individual Directors.

As per the provisions of the Companies Act, 2013 a formal annual evaluation needs to be made by the Board of its own performance and of its Committees And their individual Directors. Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out the annual performance evaluation of the Board, Independent Directors, Non-Executive Directors, Executive Directors, Committees and Chairman of the Board.

Directors were evaluated on aspects such as attendance, contribution at Board/Committee meetings and guidance/support to the management outside Board/Committee meetings. The Committees of the Board were assessed on the degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The detailed analysis of performance evolution is incorporated under nomination and Remuneration Committee head in Corporate Governance Report.

## 19. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Board of Directors have adopted Vigil Mechanism Policy. The Vigil Mechanism Policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. All permanent employees of the Company are covered under the Vigil Mechanism Policy.

A mechanism has been established for employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairperson of the audit committee in exceptional cases. The Vigil Mechanism Policy has been posted on the website of the Company.

The aforesaid policy can be accessed on the Company's website [www.salasartechno.com](http://www.salasartechno.com).

## 20. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The company conducts its businesses with high standards of legal, statutory and regulatory compliances. A dedicated Compliance Cell ensures that adequate internal financial controls with reference to the Financial Statement of the Company.

## 21. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The provisions of Section 197(12) of the Act read with Rules 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 respectively, is annexed to the Board's report as 'Annexure-F'

## 22. MEETINGS OF THE BOARD

The Company prepares the schedule of the Board Meeting in advance to assist the Directors in scheduling their programme. The Agenda of the meeting is circulated to the members of the Board well in advance along with the necessary papers, reports, recommendations and supporting documents so that each board member can actively participate on agenda items during the meeting.

The board met 7 (Seven) times during the Financial Year 2020-21. The maximum intervals between any two meetings did not exceed 120 days. Details of Board Meetings and held during the period under review are given in Corporate Governance Report.

## 23. AUDIT COMMITTEE

The Company has constituted Audit Committee as per the provisions of the Companies Act, 2013. The details of terms of reference of the Audit Committee, number and dates of meeting held, attendance, among others are given separately in the attached Corporate Governance Report. The Audit committee satisfies the requirements of section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year under review, there were no instances, where Board had not accepted the recommendations of the Audit Committee.

## 24. NOMINATION AND REMUNERATION COMMITTEE

Pursuant to provisions of Section 178(3) of the Companies Act, 2013, read with rules made there under and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has a Nomination and Remuneration Committee and the details of terms of reference, number & dates of meeting held, attendance and other details are given separately in the Corporate Governance Report. The Board on the recommendation of Nomination & Remuneration Committee had formulated the criteria for determining qualifications, positive attributes and independence of directors and the same was recommended to the Board. The Board had approved the policy. Also the committees was the deciding factors in decisions like remuneration of Directors, KMP's and other employees, identifying qualified personnel to appoint in Key Management of the Company etc. We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

## 25. COMPANY'S POLICY ON REMUNERATION OF DIRECTORS, KMPs AND OTHER EMPLOYEES

The Policy of the Company on remuneration of Directors, KMPs and other employees including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178, is annexed to the Board's Report as **Annexure G**.

## 26. CORPORATE SOCIAL RESPONSIBILITY (CSR) AND ITS COMMITTEES

The company has always taken steps initiating the Corporate Social Responsibility. The Company's endeavor is to create value for the nation, enhancing the quality of life across the entire socio-economic spectrum. The Company strives to seek greater alignment between its stakeholders to generate value in the long-term.

The Company aims to develop products and services centered on driving customer satisfaction, while contributing to the overall objective of community development. The CSR policy of the Company can be accessed on the Company's website: [www.salasartechno.com](http://www.salasartechno.com).

The Company is committed to operate and grow its business in a socially responsible way. The core values strengthening your Company's business actions comprise of Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence.

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of corporate social responsibility policy, observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary.

The company requires to spent during the year on CSR ₹ 77.96 Lakhs for the Current Year and ₹ 33.90 Lakhs for Previous year. The Company had spent ₹ 112.36 Lakhs on CSR activities during the financial year 2020-21. As on March 31, 2021 there is no outstanding amount to be spend on CSR. The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 has been made as per '**Annexure-H**'.

## 27. STAKEHOLDER'S RELATIONSHIP COMMITTEE:

Stakeholder's Relationship Committee has been constituted by the Board in accordance with section 178 of the Companies Act, 2013.

The details regarding composition, terms of reference, power, functions, scope, meetings, attendance of members and the status of complaints received during the year are included in the Corporate Governance Report which forms part of the Annual Report.

## 28. INDUSTRIAL RELATIONS

The Company always give importance to industrial relation and therefore the Industrial relations continued to remain cordial throughout the year under review.

## 29. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The management Discussion and Analysis for the year under review as stipulated under the Listing Regulations is presented in a separate section forming part of this Annual Report and marked as "Annexure- I"

## 30. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The loans given, investments made and guarantee given & securities provided during the year under review are in compliance with the provisions of the Act and Rules framed thereunder and details thereof are given in the Notes to the Standalone Financial Statements.

## 31. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts/ arrangements/ transactions entered by the Company during the FY 2020-21 with related parties were on an arm's length basis and in the ordinary course of business. The Audit committee grants omnibus approval for the transactions that are in the ordinary course of business and repetitive in nature. For other transactions, the Company obtains specific approval of the Audit Committee before entering into any such transactions. The approval of the Audit Committee was sought for all RPTs. All the transactions were in compliance with the applicable provisions of the Act and SEBI Listing Regulations. Further, disclosure as required under Indian Accounting Standards ("IND AS")- 24 have been made in Note No. 38 to the standalone Financial Statements.

During the FY 2020-21, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees as applicable. The policy on related party transaction, as formulated by the Board is available on the Company's website i.e. www.salasartechno.com under investor tab.

## 32. ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed.

The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. The Company Secretary interfaces between the management and regulatory authorities for governance matters.

## 33. ROLE OF THE CHIEF FINANCIAL OFFICER (KMP)

The Chief Financial Officer-Cum-Key Managerial Personnel of the Company plays a pivotal role in ensuring the compliance of applicable accounting procedures, taxation aspects and administrative policies are followed and regularly reviewed. The Chief Financial Officer-Cum-Key Managerial Personnel ensures that all relevant information pertaining to accounting policy including details and documents are made available to the Directors for taking effective decision-making at the meetings.

## 34. RISK MANAGEMENT POLICY

The Company has adopted the measures concerning the development and implementation of a Risk Management System in terms of Section 134(3) (n) of the Companies Act, 2013 after identifying the elements of risks which in the opinion of the Board may threaten the very existence of the Company itself. The Company has an elaborate Risk Management process of identification, assessment and prioritization of risk followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Risk Management procedure is reviewed by the Audit Committee from time to time, to ensure that the executive management controls risks through means of a properly defined framework. Major risks identified are systematically addressed through mitigating actions on a continuing basis.

## 35. BUSINESS RESPONSIBILITY REPORT

A Business Responsibility Report prepared in accordance with Regulation 34(2) of Listing Regulations, detailing the various initiatives taken by the Company on the environmental, social and the governance perspective for the year 2020-21 is set out in the "Annexure J" to this report.

### 36. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company has formulated a Policy for Prevention of Sexual Harassment at Workplace which is in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to ensure prevention, prohibition and redressal against sexual harassment. Awareness programmes are organized by the Company to sensitize employees. During the year under review, no complaints of any nature were received under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### 37. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of the knowledge and belief of the Directors of the Company and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3) (c) of the Companies Act, 2013. :

- (a) In the preparation of the annual accounts for the financial year 2020-21, the applicable accounting standards read with requirements set out under Schedule III to the Act, had been followed along with proper explanation relating to material departures;
- (b) The directors have selected such accounting policies, 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 2020-21 and of the profit and loss of the company ended on that date;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis; and
- (e) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively.

- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### 36. ACKNOWLEDGEMENTS

The Directors acknowledge with sincere gratitude, the cooperation and help extended by all the stakeholders of your Company including its esteemed shareholders, government departments and agencies, financial institutions and banks, customers, vendors and employees.

### 37. ANNEXURES

The following annexures form part of this Report:

- a. Dividend Distribution Policy- Annexure 'A'
- b. Corporate Governance Report- Annexure 'B'
- c. Details of Financial of Joint Ventures and Associates- Annexure 'C'
- d. Secretarial Audit Report- Annexure 'D'
- e. Extract of Annual Return- Annexure 'E'
- f. Information under sub-rule (1) of Rule 5 of the Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014- Annexure 'F'
- g. Nomination and Remuneration Policy- Annexure- 'G'
- h. Corporate Social Responsibility Report- Annexure 'H'
- i. Management Discussion and Analysis Report- Annexure 'I'
- j. Business Responsibility Report - Annexure 'J'

### For and on behalf of the Board of Directors For Salasar Techno Engineering Limited

**Chairman and  
Managing Director**  
**Alok Kumar**  
DIN NO. 01474484  
KL-46, Kavi Nagar  
Ghaziabad-201001  
Uttar Pradesh

**Jt. Managing Director**  
**Shashank Agarwal**  
DIN:00316141  
B-166, Sector-50  
GautamBudh Nagar  
Noida 201301 UP

Date: 14.08.2021  
Place: New Delhi

# ANNEXURE-A

## DIVIDEND DISTRIBUTION POLICY

### INTRODUCTION

As per Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, prescribed Listed Companies are required to frame a Dividend Distribution Policy.

### PURPOSE

The purpose of this Policy is to regulate the process of dividend declaration and its pay-out by the Company which would ensure a regular dividend income for the shareholders and long term capital appreciation for all stakeholders of the Company.

### AUTHORITY

This Policy has been adopted by the Board of Directors of Salasar Techno Engineering Limited ('the Company').

### FORMS OF DIVIDENDS

The Companies Act provides for two forms of Dividend:

#### • Final Dividend

The final dividend is paid once for the financial year after the annual accounts are prepared. The Board of Directors of the Company has the power to recommend the payment of final dividend to the shareholders for their approval at the general meeting of the Company. The declaration of final dividend shall be included in the ordinary business items that are required to be transacted at the Annual General Meeting.

#### Process for approval of payment of Final Dividend:

- Board to recommend quantum of Final Dividend payable to Shareholders in its meeting in line with this policy;
- Based on the profits arrived at as per the audited financial statements;
- Shareholders to approve in Annual general Meeting;
- Once in financial year.

#### • Interim Dividend

This form of dividend can be declared by the Board of Directors one or more times in a financial year as may be deemed fit by it. The Board of Directors shall have the absolute power to declare interim dividend during the financial year, in line with this policy. The Board should consider declaring an interim dividend after finalization of quarterly/ half yearly financial results. This would be in order to supplement the annual dividend or to reward shareholders in exceptional circumstances.

#### Process for approval of payment of Interim Dividend:

- Board may declare Interim Dividend at its complete discretion in line with this policy;
- Based on profits arrived at as per quarterly (or half-yearly) financial statements including exceptional items;
- One or more times in a financial year.

### QUANTUM OF DIVIDEND AND DISTRIBUTION

Dividend payout in a particular year shall be determined after considering the operating and financial performance of the Company and the cash requirement for financing the Company's future growth. In line with the past practice, the payout ratio is expected to grow in accordance with the profitable growth of the Company under normal circumstances.

### DECLARATION OF DIVIDEND

Dividend shall be declared or paid only out of-

- 1) Current financial year's profit:
  - a) after providing for depreciation in accordance with law;
  - b) after transferring to reserves such amount as may be prescribed or as may be otherwise considered appropriate by the Board at its discretion
- 2) The profits for any previous financial year(s) after providing for depreciation in accordance with law and remaining undistributed; or

3) out of 1) & 2) both.

The circumstances under which shareholders may not expect dividend/or when the dividend could not be declared by the Company shall include, but are not limited to, the following:

- a. Due to operation of any other law in force;
- b. Due to losses incurred by the Company and the Board considers it appropriate not to declare dividend for any particular year;
- c. Due to any restrictions and covenants contained in any agreement as may be entered with the Lenders and
- d. Due to any default on part of the company.

### **FACTORS AFFECTING DIVIDEND DECLARATION:**

The Dividend pay-out decision of any company, depends upon certain external and internal factors-

#### **External Factors:**

- Legal/ Statutory Provisions and Regulatory concern: The Board should keep in mind the restrictions imposed by Companies Act, any other applicable laws with regard to declaration and distribution of dividend. Further, any restrictions on payment of dividends by virtue of any regulation as may be applicable to the Company may also impact the declaration of dividend.
- State of Economy: The Board will endeavor to retain larger part of profits to build up reserves to absorb future shocks in case of uncertain or recessionary economic conditions and in situation where the policy decisions of the Government have a bearing on or affect the business of the Company.
- Nature of Industry: The nature of industry in which a company is operating, influences the dividend decision. Like the industries with stable demand throughout the year are in a position to have stable earnings and thus declare stable dividends.
- Taxation Policy: The tax policy of a country also influences the dividend policy of a company. The rate of tax directly influences the amount of profits available to the company for declaring dividends.
- Capital Markets: In case of unfavorable market conditions, Board may resort to a conservative dividend pay-out in order to conserve cash outflows and reduce the cost of raising funds through alternate resources.

#### **Internal Factors:**

Apart from the various external factors, the Board shall take into account various internal factors including the financial parameters while declaring dividend, which inter alia will include -

- Magnitude and Stability of Earnings: The extent of stability and magnitude of company's earnings will directly influence the dividend declaration. Thus, the dividend is directly linked with the availability of the earnings (including accumulated earnings) with the company.
- Liquidity Position: A company's liquidity position also determines the level of dividend. If a company does not have sufficient cash resources to make dividend payment, then it may reduce the amount of dividend pay-out.
- Future Requirements: If a company foresees some profitable investment opportunities in near future including but not limited to Brand/ Business Acquisitions, Expansion / Modernization of existing businesses, Additional investments in subsidiaries/ associates of the Company, Fresh investments into external businesses, then it may decide for lower dividend payout and vice-versa.
- Leverage profile and liabilities of the Company.
- Any other factor as deemed fit by the Board.

### **RETAINED EARNINGS**

The portions of profits not distributed among the shareholders but retained and used in business are termed as retained earnings. It is also referred to as ploughing back of profit. The Company should ensure to strike the right balance between the quantum of dividend paid and amount of profits retained in the business for various purposes. These earnings may be utilized for internal financing of its various projects and for fixed as well as working capital. Thus the retained earnings shall be utilized for carrying out the main objectives of the company and maintaining adequate liquidity levels.

### **PARAMETERS THAT SHALL BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARE**

The Company does not have different classes of shares and follows the 'one share, one vote' principle.

### **REVIEW & AMENDMENT**

The Policy shall be reviewed as and when required to ensure that it meets the objectives of the relevant legislation and remains effective. The Executive Management Committee has the right to change/amend the policy as may be expedient taking into account the law for the time being in force.

# ANNEXURE-B

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's Corporate Governance philosophy encompasses not only regulatory and legal requirements in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), but also several inherent core values at a superior level of business ethics, effective supervision and enhancement of shareholders' value. These core values are central to the business philosophy of the Company and act as the guiding inspiration for the day-to-day business operations.

The Company believes that timely disclosures, transparent accounting policies and a strong independent Board go a long way in protecting the shareholders' interest while maximizing long term corporate values.

The Company has adhered to the requirements stipulated under Regulations 17 to 27 read with Para C and D of Schedule V and clauses (b) to (i) of sub-

regulation (2) of Regulation 46 of the SEBI Listing Regulations as applicable including relaxations granted by the Securities and Exchange Board of India ("SEBI") in the wake of COVID-19 pandemic, with regards to Corporate Governance.

Your Company is fully compliant with all the provisions of Companies Act, 2013, Listing Regulations and other applicable rules & bye laws. The details of Compliances are as follows:-

### 2. BOARD OF DIRECTORS

#### A. Composition of Board:-

i.) As on March 31, 2021, the Company has Eight Directors. Out of the Eight Directors four are Executive Directors and four are Non-Executive Independent Directors. The board of the Company duly constituted as per the requirements of Companies Act, 2013 read with rule made thereunder and Listing Regulations. The composition and category of Directors of the Company are as follows:

Name of Director(s)	Designation	Category
Mr. Alok Kumar	Managing Director	Promoter-Executive
Mr. ShashankAgarwal	Jt. Managing Director	Promoter-Executive
Mr. ShalabhAgarwal	Whole Time Director	Promoter-Executive
Ms. Tripti Gupta	Whole Time Director	Promoter-Executive
Mr. Anil Kumar Jain	Independent Director	Non-Executive/Independent
Mr. Sanjay Chandak	Independent Director	Non-Executive/Independent
Mr. Vijay Kumar Jain	Independent Director	Non-Executive/Independent
Mr. Mukesh Kumar Garg	Independent Director	Non-Executive/Independent

ii) All the Directors have given disclosures of interest as required in the Companies Act, 2013 and rules made thereunder.

iii) Except Mr. Alok Kumar & Ms. Tripti Gupta who are related to each other as Father and Daughter and Mr. Shashank Agarwal & Mr. Shalabh Agarwal who are related to each other as Brothers, none of the Directors of our Company are related to each other.

iv) As per the requirement of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, all the Independent Directors on the Company's Board are Non-Executive.

#### B. Details of Board Meetings held during the year ended 31st march 2021:-

The Board of Directors met 7 (Seven) times during the Financial Year 2020-21. The details of the meetings

of the Board of Directors held during the year are as follows:

Sl. No.	Date of Meeting	No. of Directors present
1.	29.06.2020	7
2.	27.08.2020	8
3.	10.11.2020	7
4.	11.12.2020	8
5.	31.12.2020	8
6.	13.02.2021	7
7.	09.03.2021	8

- As stipulated, the gap between two consecutive Board Meetings did not exceed One Hundred and Twenty Days.

#### C. Attendance at Board Meeting and Last AGM:-

During the Financial Year 2020-21, 7(Seven) Board Meetings were held and all the meetings of the Board were convened as per the requirements of Companies Act and other applicable laws. Director's attendance at the Board Meeting and in the last AGM is as follows:-

Name of Director(s)	No. of Board Meetings attended	Last AGM attended
Mr. Alok Kumar	8	Yes
Mr. Shashank Agarwal	8	Yes
Mr. Shalabh Agarwal	8	Yes
Ms. Tripti Gupta	8	Yes
Mr. Anil Kumar Jain	4	No
Mr. Sanjay Chandak	8	Yes
Mr. Vijay Kumar Jain	8	Yes
Mr. Mukesh Kumar Garg	5	Yes

#### D. Number of other Board of Directors or committees in which Director is a member or chairperson:-

Detail of other directorship in other Companies and chairmanship/membership in other Committees are as follows:-

Name of Director(s)	No. of other Directorships and Committee Memberships/ Chairmanships		
	Other Directorships	Committee Memberships	Committee Chairmanships
Mr. Alok Kumar	1	-	-
Mr. Shashank Agarwal	2	2	-
Mr. Shalabh Agarwal	2	1	-
Ms. Tripti Gupta	-	2	1
Mr. Anil Kumar Jain	1	2	2
Mr. Sanjay Chandak	-	3	1
Mr. Vijay Kumar Jain	1	2	-
Mr. Mukesh Kumar Garg	1	1	-

#### E. Details of Shareholding of Directors are as under:-

The details of Shareholding of Directors in the Company are as under:-

Sl. No.	Name of Director	Shareholding
1.	Mr. Alok Kumar	8,94,000
2.	Mr. Shashank Agarwal	7,10,592
3.	Mr. Shalabh Agarwal	12,80,592
4.	Ms. Tripti Gupta	4,00,000
5.	Mr. Anil Kumar Jain	Nil
6.	Mr. Sanjay Chandak	Nil
7.	Mr. Vijay Kumar Jain	Nil
8.	Mr. Mukesh Kumar Garg	Nil

**F. Familiarization Programme for Directors:-**

Upon appointment of new Independent Director, the Company undertakes an orientation exercise to familiarize the Director about the Company's Business operations, products, corporate objectives, financial performance, management structure, compliance etc., apart from explaining him/her about his/her role, responsibility, rights and duties. In order to familiarize the Independent Directors with the business of the Company. The Familiarization Programme Module of Independent Directors are available on the Company's website: [www.salasartechno.com](http://www.salasartechno.com) in the tab of investors.

**G. Skill/Expertise/Competence of the Board of Directors**

In the context of the business of the Company, your Board always recognize that a appropriate mix of skills/expertise/ competencies that are required by the Company to work effectively. This includes experience, knowledge of the Telecom industry, technical skills & specialist knowledge in various other areas which are essential for smooth working of the Company. The Board is of the opinion that all the Board members have significant experience and expertise in the Telecom Industry and are having skills in the areas of corporate governance, planning, finance and investor relations. The Company working has significantly improved from the clear vision and guidance provided by the Directors of the Company.

**H.** The Board is of the opinion that all Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and are independent of the management.

**I.** During the year under review, Mr. Amit Jain, Independent Director resigned on 10.11.2020 from the Board of the Company.

**3. BOARD COMMITTEES**

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted a set of Committees with specific terms of reference/scope. The Board has established various committees such as Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, and Finance Committee.

**A. Audit Committee:-****(i) Terms of Reference:-**

The scope of functions and terms of references of the Audit Committee are as prescribed under Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and

Disclosure Requirements), Regulations, 2015. The terms of reference of the Audit Committee includes the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are 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 financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly and annual financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), 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.

7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. 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.
14. Discussion with internal auditors on any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. 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.
18. To review the functioning of the Whistle Blower mechanism, in case the same exists.
19. Approval of appointment of CFO or any other person heading the finance function or discharging that function after assessing the qualifications, experience & background, etc. of the candidate.

20. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.

**The Audit Committee shall mandatorily review the following information:**

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters / letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:
  - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**Powers of the Audit Committee:**

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

**(ii) Composition, Name of Members and Chairman:-**

The Audit Committee presently comprises of four members with three Independent Directors and One Executive Director. Mr. Anil Kumar Jain (Independent Director) is the Chairman of the Committee. All the members are financially literate and possess sound knowledge of accounts, audit, finance etc.

The following directors are the present members of the Audit Committee:-

Sl. No.	Name	Category
1.	Mr. Anil Kumar Jain	Chairman (Independent Director)
2.	Mr. Sanjay Chandak	Independent Director
3.	Mr. Shashank Agarwal	Executive Director
4.	Mr. Vijay Kumar Jain	Independent Director

**(iii) Meeting and attendance:-**

During the year under review, 4(Four) meetings of the Audit Committee were held on June 29, 2020, August 27, 2020, November 10, 2020 and February 13, 2021. The attendance of the members is as follows:-

Sl. No.	Name	Category
1.	Mr. Anil Kumar Jain	1
2.	Mr. Sanjay Chandak	4
3.	Mr. Shashank Agarwal	4
4.	Mr. Vijay Kumar Jain	4

Chief Financial Officer is a permanent invitee of the Audit Committee Meetings and Mr. Rahul Rastogi Company Secretary acts as a secretary to the committee.

**B. Nomination and Remuneration Committee:**

**(i) Terms of Reference**

The Nomination and Remuneration Committee has been constituted pursuant to the provisions of Section 178 of the Companies Act, 2013, and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Terms of reference, Powers & Obligations of the committee are given below:

**Role of Nomination and Remuneration Committee are:**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.

2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

**(ii) Composition, Name of Members and Chairman:-**

The following Directors are the present members of Nomination and Remuneration Committee:-

Sl. No.	Name	Category
1.	Mr. Anil Kumar Jain	Chairman (Independent Director)
2.	Mr. Vijay Kumar Jain	Independent Director
3.	Mr. Mukesh Kumar Garg	Independent Director

**(iii) Meeting and attendance:-**

During the year under review, 2(two) meetings of the Nomination and Remuneration Committee were held on August 27, 2020, and November 10, 2020. The attendance of the members is as follows:-

Sl. No.	Name	Attendance
1.	Mr. Anil Kumar Jain	1
2.	Mr. Mukesh Kumar Garg	1
3.	Mr. Vijay Kumar Jain	2

Mr. Rahul Rastogi Company Secretary acts as a secretary to the committee.

**(iv) Mechanism for Evaluation of Board, Committees and Individual Directors:-**

The Nomination and remuneration committee during the year has done the performance evaluation of every Director on the Board, including the Executive and Independent Directors. The criteria which was selected by the Nomination and Remuneration Committee for evaluation includes attendance and preparedness for the meetings, contribution at meetings, effective decision making ability and providing strategic perspective. The committee also considered involvement of each director in their respective meetings and decision making thereof. The committee also take parameters such as attendance, level of engagement and contribution, independence of judgment, completion challenges and meeting the risk management compliances and due diligence, financial control, safeguarding the interest of the Company and its minority-shareholders.

The performance evaluation was carried out by the committee as per the criteria framed by it. The criteria framed by Nomination and remuneration committee were also duly adopted by the Board. The committee is also reviewed the declaration received from the independent Directors of the Company and confirmed that

none of the directors become disqualified under the Companies Act, 2013, rules made thereunder and under Listing Regulations. The report on performance evaluation as prepared by the committee was submitted to the Board for adoption.

**(v) Remuneration Policy and other terms of appointment Directors:**

The Company has in place of remuneration policy which is guided by the principles and objectives as enumerated in Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015. The Managing Directors and Whole Time Directors are the Executive Directors on the board.

The Company has not paid any sitting fees to Executive Directors for any Board/Committee Meetings attended by them. All Non-Executive Directors were paid sitting fees for the Board/Committee Meeting attended by them. Apart from sitting fees they don't have any pecuniary relationship or transactions with the Company.

Details or remuneration paid/payable to Managing Directors, Whole Time Directors and all other Non-Executive Directors of the Company for the Financial Year ended 31st March, 2021 are as under:-

(₹In Lakh)

Sl. No.	Name of the Directors	Salary	Perquisites/ Benefits	Commission/ Bonus	Sitting Fee	Total (₹)	Service Contracts
1.	Mr. Alok Kumar	75.87	-	-	-	75.87	Appointed as Managing Director upto the AGM to be held in the year 2025
2.	Mr. Shashank Agarwal	68.97	-	-	-	68.97	Appointed as Joint Managing Director upto 09.12.2021 and to be re-appointed in this AGM.
3.	Mr. Shalabh Agarwal	55.18	-	-	-	55.18	Appointed as Whole Time Director upto 09.12.2021 and to be re-appointed in this AGM.
4.	Ms. Tripti Gupta	48.28	-	-	-	48.28	Appointed as Whole Time Director upto 09.12.2021 and to be re-appointed in this AGM.
5.	Mr. Anil Kumar Jain	-	-	-	0.75	0.75	Appointed as Independent Director upto 18.01.2022
6.	Mr. Sanjay Chandak	-	-	-	1.57	1.57	Appointed as Independent Director upto 18.01.2022
7.	Mr. Vijay Kumar Jain	-	-	-	1.65	1.65	Appointed as Independent Director upto 18.01.2022 and to be reappointed in this AGM for next three years
8.	Mr. Mukesh Kumar Garg	-	-	-	0.60	0.60	Appointed as Independent Director upto the date of AGM held in 2023

**Disclosures as required under Schedule V of Companies Act, 2013 & SEBI (LODR) Regulations, 2015**

- a) There are no benefit given to the Directors except the remuneration paid to Managerial Personnel's and Non-Executive Directors are mentioned above.
- b) There are no notice period and severance fees to the Directors.
- c) There are no performance based incentives given to the directors of the Company.
- d) The Company has not issued any stock options during the Financial year under review.

**C. Stakeholder Relationship Committee:**

**(i) Terms of Reference:-**

The Stakeholder Relationship Committee has been constituted pursuant to the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Terms of reference, Powers & Obligations of the committee are given below:

- Redressal of shareholders'/investors' complaints;
- Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**(ii) Composition, Name of Members and Chairman:-**

The following Directors are the present members of Stakeholders Relationship Committee:-

Sl. No.	Name	Attendance
1.	Mr. Sanjay Chandak	Chairman (Independent Director)
2.	Ms. Tripti Gupta	Executive Director
3.	Mr. Shalabh Agarwal	Executive Director

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company.

**(iii) Meeting and attendance:-**

During the year under review, 1(One) meeting of the Stakeholders Relationship Committee were held on February 12, 2021. The attendance of the members is as follows:-

Sl. No.	Name	Attendance
1.	Mr. Sanjay Chandak	1
2.	Ms. Tripti Gupta	1
3.	Mr. Shalabh Agarwal	1

Mr. Rahul Rastogi Company Secretary acts as a secretary to the committee.

During the year 2020-21, no complaint was received from Shareholders and there were no pending complaints as on 31st March, 2021. Other details pertaining to the Stakeholders Committee are given below:

a)	Name of Chairman heading the Committee	Mr. Sanjay Chandak (Non Executive Independent Director)
b)	Name & Designation of Compliance Officer	Mr. Rahul Rastogi (Company Secretary)
c)	Number of shareholders' complaints received so far	NIL
d)	Number not solved to the satisfaction of shareholders	NIL
e)	Number of pending complaints	NIL

**D. Corporate Social Responsibility Committee:**

**(i) Terms of Reference:-**

The Corporate Social Responsibility Committee has been constituted pursuant to the provisions of Section 135 of the Companies Act, 2013. Terms of reference, Powers & Obligations of the committee are given below:

- a) To formulate and to recommend to the Board, a corporate social responsibility policy which shall indicate the activities to be undertaken by our Company as specified in Scheduled VII;
- b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a)

- c) Monitor the Corporate Social Responsibility policy of our Company from time to time.

**(ii) Composition, Name of Members and Chairman:-**

The following Directors are the present members of Corporate Social Responsibility Committee:-

Sl. No.	Name	Category
1.	Ms. Tripti Gupta	Chairman (Executive Director)
2.	Mr. Sanjay Chandak	Independent Director
3.	Mr. Shashank Agarwal	Executive Director

**(iii) Meeting and attendance:-**

During the year under review, 1(One) meeting of the Corporate Social Responsibility Committee were held on February 12, 2021. The attendance of the members is as follows:-

Sl. No.	Name	Attendance
1.	Ms. Tripti Gupta	1
2.	Mr. Sanjay Chandak	1
3.	Mr. Shashank Agarwal	1

Mr. Rahul Rastogi Company Secretary acts as a secretary to the committee.

CSR policy was adopted by the Board on the recommendation of CSR committee. As per rule 9 of Companies (CSR policy) Rules, 2014 the CSR policy is available on the website of the Company at [www.salasartechno.com](http://www.salasartechno.com) under the tab of investor.

**4. SUBSIDIARY COMPANIES**

As on March 31, 2021 the Company neither has any Indian nor Foreign Subsidiary Company. The Company has only one Subsidiary LLP.

**5. GENERAL BODY MEETINGS**

**a) Details of last three Annual general Meetings and Special Resolutions passed therein:**

Meeting	Date	Venue of AGM	Time	Special Resolution passed
17th AGM	28th, September 2018	J. P. Hotel and Resorts, 6B, Patparganj I.P Extension, NH-24, Behind CNG Petrol Pump, New Delhi- 110092	10:00 a.m.	No Special Resolution passed
18th AGM	28th, September 2019	J. P. Hotel and Resorts, 6B, Patparganj I.P Extension, NH-24, Behind CNG Petrol Pump, New Delhi- 110092	10:30 a.m.	Continuation of the term of Shri Vijay Kumar Jain (DIN: 00281757) Non-Executive Independent Director of the Company
19th AGM	26th September 2020	through Video Conferencing/Other Audio Visual Means	11:30 a.m.	Re-appointment of Mr. Alok Kumar (DIN: 01474484), as a Managing Director

**b) Resolution passed through Postal Ballot**

There was one special resolutions passed through Postal Ballot during the last year for Issue of 10,00,000 Convertible Share Warrant on 04th August, 2020 and One Special Resolution was passed after 31st March 2021 for Issue of Bonus Shares (1:1) on 03rd July, 2021 except this no Special Resolution is proposed to be passed till forthcoming AGM.

multiple channels of communications such as dissemination of information on the website of the Stock Exchanges, the Annual Reports, Press Releases and uploading relevant information on its website.

The Company is publishing quarterly unaudited/ annual audited financial results, notice, advertisement and other official news in the "Business Standard" and "Economic Times" (Vernacular language) regularly. The results have also displayed/uploaded on the Company's Website: [www.salasartechno.com](http://www.salasartechno.com)

**6. Means of Communication**

The Company from time to time and as may be required, communicates with its investors through

## 7. GENERAL SHAREHOLDER INFORMATION

a)	AGM Date, time and venue	18th September 2021, at 11:30 a.m. at through Video Conferencing / Other Audio Visual Means
b)	Financial Year	01st April, 2020- 31st March, 2021
c)	<b>Financial Calendar (Tentative Schedule):</b> First Quarter Results Second Quarter Results Third Quarter Results Results for the year ending March 2022	By Second week of August 2021 By Second week of November 2021 By Second week of February 2021 By the end of May 2022
d)	Book Closure Date	The Register of Members and the Share Transfer Books of the Company shall remain closed from Sunday, September 12, 2021 to Saturday, September 18, 2021 (both days inclusive) for the purpose of 20th AGM and for payment of Dividend for the Financial Year 2020-21
e)	Dividend Payment Date	The Dividend if declared at Annual General Meeting shall be paid within 30 days from the date of AGM i.e. September 18, 2021
f)	Listing on Stock Exchange	<b>National Stock Exchange of India Limited (NSE)</b> Exchange Plaza, Plot No. C/1, Bandra - Kurla Complex, Bandra(E), Mumbai- 400001 <b>BSE Limited (BSE)</b> PhirozeJeejeebhoy Towers, Dalal Street, Mumbai- 400001 Note: your Company has already paid the Listing Fees to both the Stock Exchanges.
g)	<b>Stock Code:</b> National Stock Exchange India Limited BSE Limited	SALASAR 540642

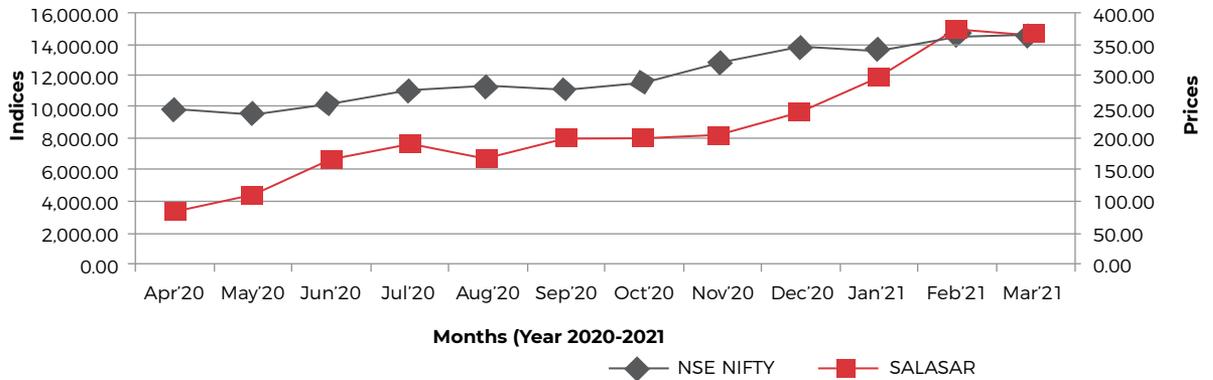
### h) Market Price Data for the year 2020-21

#### - Salasar Share Price versus the NSE NIFTY

Month	SALASAR NSE Price ₹			NSE NIFTY		
	High	Low	Closing	High	Low	Closing
April 2020	87.9	72.3	85.3	9889.05	8055.80	9859.90
May 2020	115	75.3	107.35	9598.85	8806.75	9580.30
June 2020	164.10	98.10	166.86	10553.15	9544.35	10302.10
July 2020	198.60	174.50	194.56	11341.40	10299.60	11073.45
August 2020	195.00	167.60	166.86	11794.25	10882.25	11387.50
September 2020	200.70	151.55	198.95	11618.10	10790.20	11247.55
October 2020	211.00	188.25	200.25	12025.45	11347.05	11642.40
November 2020	240.00	195.05	203.80	13145.85	11557.40	12968.95
December 2020	242.00	195.70	236.15	14024.85	12962.8	13981.75
January 2021	302.05	235.75	295.00	14753.55	13596.75	13634.6
February 2021	395.00	292.00	375.25	15431.75	13661.75	14529.15
March 2021	385.75	340.85	364.15	15336.30	14350.10	14690.70

**Performance of Company's Equity Share's price in comparison to NSE NIFTY**

**Salasar Closing Price Vs NIFTY**

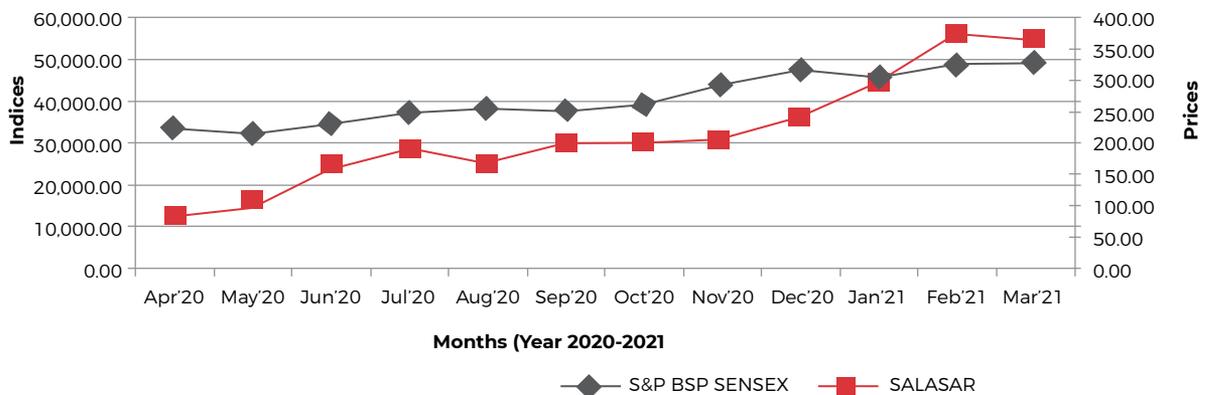


**Salasar Share Price versus the BSE SENSEX**

Month	SALASAR BSE Price ₹			BSE SENSEX		
	High	Low	Closing	High	Low	Closing
April 2020	94.50	70.00	84.80	33887.25	27500.79	33717.62
May 2020	113.75	75.50	97.00	32845.48	29968.45	32424.10
June 2020	159.25	96.80	158.10	35706.55	32348.10	34915.80
July 2020	206.00	159.00	194.05	38617.03	34927.20	37606.89
August 2020	203.40	166.70	166.70	40010.17	36911.23	38628.29
September 2020	200.20	152.95	197.35	39359.91	364059.98	38067.93
October 2020	213.95	193.10	199.75	41048.05	38410.20	39614.07
November 2020	237.00	195.00	204.30	44825.37	39334.92	44149.72
December 2020	249.00	194.10	236.60	47896.97	44118.10	47751.33
January 2021	301.25	235.80	298.25	50184.01	46160.46	46285.77
February 2021	390.05	288.95	372.75	52516.76	46433.65	49099.99
March 2021	395.00	340.20	364.90	51821.84	48236.35	49509.15

**Performance of Company's Equity Share's price in comparison to BSE Sensex**

**Salasar Closing Price Vs Sensex**



i) Suspension from Trading	There was no suspension of Trading of equity shares of the Company ordered by BSE & NSE
j) Registrar and Share Transfer Agents (for physical & demat shares)	BIGSHARE SERVICES PRIVATE LIMITED 302 Kaushal Bazar, 32-33, Nehru Place, New Delhi- 110019 Tel: 011-42425004 Email id: bssdelhi@bigshareonline.com Website: www.bigshareonline.com
k) Share Transfer system	Share transfer are registered and returned within a period of 15 days from the date of receipt, if the documents are complete in all respects.

#### L) Distribution of Equity Shareholding as on 31st March, 2021

##### i) Distribution of shares according to size of holding as on March 31, 2021

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
1-500	5243	90.1944	4,39,720	3.3098
501-1000	193	3.3201	1,58,444	1.1926
1001-2000	141	2.4256	2,21,586	1.6679
2001-3000	53	0.9117	1,36,354	1.0264
3001-4000	26	0.4473	89,288	0.6721
4001-5000	32	0.5505	1,46,593	1.1034
5001-10000	58	0.9978	4,17,923	3.1458
10001 & above	67	1.1526	1,16,75,356	87.882
<b>Total</b>	<b>5813</b>	<b>100</b>	<b>1,32,85,264</b>	<b>100</b>

##### ii) Categories of Shareholders as on March 31, 2021

Category	No. of Shares held	% of Shareholding
Promoter and Promoter Group	99,56,300	74.94
Clearing Members	46,973	0.353
Other Bodies Corporate	3,07,582	2.315
Financial Institutions/Banks	-	-
Foreign Institutional Investors	-	-
Mutual Funds	-	-
Hindu Undivided Family	2,65,016	1.995
General Public	26,49,916	19.95
Non Resident Indians	59,477	0.447
Trusts	-	-
Foreign Portfolio Investors	-	-
<b>TOTAL</b>	<b>1,32,85,264</b>	<b>100</b>

m)	Dematerialization of Shareholding and liquidity	As on March 31, 2021, 5 Equity Shares of the Company (0.000035% of total issued Equity Capital) were held in physical form and 1,32,85,259 Equity Shares (99.99999% of total Equity Capital) were held in dematerialized form. The shares of the Company are listed on BSE and NSE, which provide sufficient liquidity to the investors.
n)	Dividend	The Board of Directors at their meeting held on June 01, 2021, recommend Dividend payout, subject to the approval of shareholders at the ensuing Annual General Meeting of ₹ 1/- per share (10%) of face value of ₹ 10/- each, on equity shares of the Company for whole of the Financial year 2020-21. The Dividend will be paid to those members whose names appear as beneficial Owners as per the details to be furnished by National Securities Depositories limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the close of business hours on September 11, 2021. The Dividend if declared at the AGM shall be paid within 30 days from the date of AGM i.e. September 18, 2021
o)	Outstanding GDRs/ADRs/ Warrants or any convertible instruments	Not Applicable
p)	Commodity price risk or foreign exchange risk	Nil
q)	Plant locations	<p><b>Unit-I</b></p> <p>Khasra No. 265, 281-283, Vill- Parsaun-Dasna, P.O.- Jindal Nagar, Distt Hapur- 201313 (U.P.)</p> <p><b>Unit-II</b></p> <p>Khasra No. 1184, 1185, Vill-Khera, P.O. Pilkhuwa, Teshil Dhaulana, Distt. Hapur- 245304 (U.P.)</p> <p><b>Unit-III</b></p> <p>Khasra No. 686/6, Vill-Khera, P.O. Pilkhuwa, Teshil Dhaulana, Distt. Hapur- 245304 (U.P.)</p>
r)	Address for correspondence	<p><b>Registrar &amp; Share Transfer Agent</b>  (For Dematerialization and Share Transfer related query)  BIGSHARE SERVICES PRIVATE LIMITED  302 Kaushal Bazar, 32-33, Nehru Place, New Delhi- 110019  Tel: 011-42425004  Email id: bssdelhi@bigshareonline.com  Website: www.bigshareonline.com</p> <p><b>Company</b>  (For Annual Report and any other related matters)  Company Secretary,  Salasar Techno Engineering Limited  E-20, South Extension, New Delhi- 110049</p>
s)	List of Credit Ratings Obtained from Rating Agencies	The Company has been rated 'BWR A-' for Long Term Borrowing and 'BWR A2+' for Short Term Borrowing by Brickworks Ratings. During the Financial Year 2020-21 the rating of your Company has been reaffirmed by the rating agency.

## 8. RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository limited (NSDL) and Central Depository Services (India) limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchange where the Company's Shares are listed. The Audit confirms that the total listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

## 9. INDEPENDENT DIRECTORS

The Board of the Company has been duly constituted with optimum combination of Executive Directors, Non-Executive and Independent Directors. The Board of the Company comprises of following Independent Directors:-

- i. Mr. Anil Kumar Jain
- ii. Mr. Sanjay Chandak
- iii. Mr. Vijay Kumar Jain
- iv. Mr. Mukesh Kumar Garg

Meeting of Independent Directors

As required by the code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a meeting of the Independent Directors of the Company was convened on 13th February, 2021 to overlook and review the performance of Non Independent Directors and of the Board as a whole. In the meeting members has also done performance evaluation of Managing Director of the Company.

Declaration by Independent Directors

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

## 10. Management Discussion and Analysis

A separate chapter on Management Discussion and Analysis is given in this Annual report.

11. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory

Auditor and all entities in the network entity of which the Statutory Auditor is ₹ 3,75,000 p.a. excluding all taxes as applicable.

## 12. Adoption of Requirements as specified in Part E of Schedule II

As specified in Part E of Schedule II of SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015 following requirement has been adopted by the Company:

- i. The Internal Auditor may report directly to the Audit Committee
- ii. Submission of Financial Statements with Unmodified Audit Opinion.

## 13. CEO/CFO certification

Mr. Alok Kumar, Managing Director, Mr. Shashank Agarwal, Jt. Managing Director and Mr. Pramod Kumar Kala, Chief Financial Officer, have furnished a certificate relating to financial statements and internal control systems as per the format prescribed under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 and the Board took the same on record.

## 14. Compliance Certification

Compliance Certificate for Corporate Governance obtained from a practicing Company Secretary is annexed herewith.

## 15. CODE OF CONDUCTS

Details of various policies and codes required to be framed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are given under the head "Investors" on the website of the company i.e. www.salasartechno.com

## 16. DISCLOSURE

- a) **Non-Compliance by the Company, penalties and strictures imposed, if any,-**

There have been no instances of non-compliance with any of the legal provisions of law made by the Company and no penalty or strictures imposed by the stock exchange or SEBI or any other statutory authority on any matter related to the capital markets during the last three years.

**b) Vigil Mechanism/Whistle Blower Policy-**

The Company has in place of vigil mechanism and whistle blower policy under which employees can report any violations of applicable laws and regulations and the code of conduct of the Company. Vigil Mechanism of the Company provides adequate safeguards against victimization of persons who use such mechanism and no personnel have been denied access to the Audit Committee.

**c) Compliance with Governance framework-**

The Company has complied with all the mandatory requirements under the SEBI (LODR) Regulations, 2015 of Listing Regulations.

**d) Disclosure of Transactions with Related Parties-**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015, during the Financial Year were in the ordinary course of Business and on arm's length basis.

The Company has in place policy for Related Party Transaction and the same is place on the Company's Website i.e. [www.salasartechno.com](http://www.salasartechno.com) under the tab of Investors.

**e) The Company has duly complied with all the Corporate Governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub-**

regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**f) Commodity Price Risk and Commodity hedging activities-**

Presently, the Company is not dealing in commodities and commodity hedging activities. So, information pertaining to the disclosure of commodity price risks and commodity hedging activities is not applicable to the Company.

**g) Disclosure with respect to demat suspense account/ unclaimed suspense account-**

The Company does not have any shares in demat suspense account/ unclaimed suspense account.

**For and on behalf of the Board of Directors  
For Salasar Techno Engineering Limited**

**Chairman and  
Managing Director**

**Alok Kumar**  
DIN NO. 01474484  
KL-46, Kavi Nagar  
Ghaziabad-201001  
Uttar Pradesh

**Jt. Managing Director**

**Shashank Agarwal**  
DIN:00316141  
B-166, Sector-50  
GautamBudh Nagar  
Noida 201301 UP

Date: 14.08.2021  
Place: New Delhi

# CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of  
**Salasar Techno Engineering Limited**  
E-20, South Extension  
New Delhi- 110049

We have examined the compliance of conditions of Corporate Governance by Salasar Techno Engineering Ltd. for the financial year ended on 31st March, 2021 as stipulated in Regulation 27(1) & (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (earlier Clause 49 of the Listing Agreement).

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

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

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

**For Deepika Madhwal & Associates**

**Company Secretary**

Membership No: 31234

Place: Ghaziabad

Date: 14th August, 2021

UDIN No: A031234C000800893

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## DECLARATIONS

### Compliance with the Code of Business Conduct and Ethics

As provided under Regulation 26(3) of the SEBI (LODR) Regulations, 2015, all Board Members and Senior Management personnel have affirmed compliance with Salasar Techno Engineering Limited code of business conduct and ethics for the year ended March 31, 2021.

**For Salasar Techno Engineering Limited**

Date: 14.08.2021  
Place: New Delhi

**Alok Kumar**  
Managing Director  
DIN: 01474484

# CEO/CFO CERTIFICATION- FINANCIAL YEAR ENDED 31.03.2021

[Pursuant to Regulation 17(8) of the SEBI (LODR) Regulations, 2015]

We, Alok Kumar, Managing Director, Shashank Agarwal, Jt. Managing Director & Pramod Kumar Kala, Chief Financial Officer of Salasar techno Engineering Limited hereby certify that :-

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief, we state that:
- i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintain internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicating to the Auditors and the Audit Committee:
- i) significant changes, if any, in internal control over financial reporting during the year.
  - ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) instance of significant fraud of which they 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.

**For Salasar Techno Engineering Limited**

**(Alok Kumar)**  
Managing Director  
DIN: 01474484

**(Shashank Agarwal)**  
Jt. Managing Director  
DIN: 00316141

**(Pramod Kumar Kala)**  
Chief Financial Officer  
PAN: AALPK4692F

# CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to regulation 34(3) and Schedule V para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members of  
**Salasar Techno Engineering Limited**  
New Delhi

As required by item 10 (i) of para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, we certify that none of the directors on the board of Salasar Techno Engineering Limited have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

**For Deepika Madhwal & Associates**

**Company Secretary**

Membership No: 31234

Place: Ghaziabad

Date: 14th August, 2021

UDIN No: A031234C000800893

# ANNEXURE-C

## DETAILS OF JOINT VENTURE AS PER AOC-1:

(₹ In Lakh)

	Sikka-Salasar-JV	Salasar- HPL-JV	Salasar- REW-JV
1 <b>Name of the Joint venture</b>			
2 <b>Reporting period for the Joint Venture- Latest Audited Balance Sheet</b>	31.03.2021	31.03.2021	31.03.2021
3 <b>Shares of the Joint Venture held by the Company</b>	NIL	Nil	NIL
<b>Number</b>	-	-	-
<b>Amount</b>	0.49	0.10	0.51
<b>Extent of % of holding</b>	49%	100%	51%
4 <b>Reserves &amp; surplus</b>	(18.48)	65.40	31.66
5 <b>Total assets</b>	1127.71	1606.79	168.59
6 <b>Total Liabilities</b>	1127.71	1606.79	168.59
7 <b>Investments</b>	Nil	Nil	Nil
8 <b>Turnover</b>	1315.69	1521.80	883.85
9 <b>Profit before taxation</b>	148.89	6.76	46.02
10 <b>Provision for taxation</b>	19.54	2.11	14.36
11 <b>Profit after taxation</b>	129.34	4.64	31.66
12 <b>Proposed Dividend</b>	NIL	NIL	NIL

For and on behalf of the Board of Directors  
For Salasar Techno Engineering Limited

**Chairman and Managing Director**

**Alok Kumar**

DIN NO. 01474484  
KL-46, Kavi Nagar  
Ghaziabad-201001  
Uttar Pradesh

**Jt. Managing Director**

**Shashank Agarwal**

DIN: 00316141  
B-166, Sector-50  
Gautam Budh Nagar  
Noida 201301 UP

Date: 14.08.2021  
Place: New Delhi

## DETAILS OF SUBSIDIARY LLP:

(₹ In Lakh)

1	<b>Name of Subsidiary LLP</b>	<b>Salasar Adorus Infra LLP</b>
2	<b>Reporting period for the Subsidiary LLP- If different from the holding's company's reporting period</b>	-
3	<b>Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries</b>	-
4.	<b>Capital Account</b>	10.00
5	<b>Total assets</b>	920.15
6	<b>Total Liabilities</b>	920.15
7	<b>Investments</b>	Nil
8	<b>Turnover</b>	614.41
9	<b>Profit before taxation</b>	29.38
10	<b>Provision for taxation</b>	9.53
11	<b>Profit after taxation</b>	19.85
12	<b>Proposed Dividend</b>	NIL
13	<b>Share of Profit transferred to the Capital Accounts (51%)</b>	10.13

For and on behalf of the Board of Directors  
For Salasar Techno Engineering Limited

**Chairman and Managing Director**

**Alok Kumar**

DIN NO. 01474484  
KL-46, Kavi Nagar  
Ghaziabad-201001  
Uttar Pradesh

**Jt. Managing Director**

**Shashank Agarwal**

DIN: 00316141  
B-166, Sector-50  
Gautam Budh Nagar  
Noida 201301 UP

Date: 14.08.2021

Place: New Delhi

# ANNEXURE- 'D'

## FORM NO. 3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020

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

To,

The Members

**Salasar Techno Engineering Limited**

CIN: L23201DL2001PLC174076

E- 20, South Extension- I

New Delhi- 110049

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practiced by **Salasar Techno Engineering Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31 March 2021 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the audit period ended on 31 March 2021 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the

extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:

- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**Not applicable to the Company during the Audit Period under review**);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(**Not applicable to the Company during the Audit Period under review**);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client(**Not applicable to the Company during the Audit Period under review**);

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(**Not applicable to the Company during the Audit Period under review**); and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(**Not applicable to the Company during the Audit Period under review**);
- i) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ; and
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

Other laws applicable specifically to the Company, namely:

- a. Labour laws and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.
- b. Acts prescribed under Environmental Protection
- c. Acts as prescribed under Direct Tax and Indirect Tax
- d. Labour Welfare Act of respective States
- e. Laws prescribed under Trademarks, Copyright and Patent Acts
- f. Local Laws as applicable to various offices and plants
- g. Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made thereunder.
- h. Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules, 1975
- i. Environment Protection Act, 1986 and the rules, notifications issued thereunder.
- j. Factories Act, 1948 and allied State Laws.

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings;
- b. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

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

**We further report that:-**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately 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.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

**We further report that** based on review of compliance mechanism established by the Company and on the basis of Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion 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** as per the requirements of Companies Act, 2013 and applicable rules and regulations/guidelines, the Company has formulated and adopted various policies including:-

- a. Corporate Social Responsibility policy;
- b. Code of conduct for Board of Directors and senior management;
- c. Dividend Distribution Policy
- d. Criteria for making payment to Non-Executive Directors;
- e. Policy on materiality of Related party Transactions and on dealing with Related party Transactions;
- f. Policy for determining material subsidiaries;
- g. Role of Independent Directors and terms & conditions for their appointment;
- h. Vigil Mechanism/Whistle Blower policy;

and have placed them on the website of the Company wherever needed.

**We further report that** during the year under review the Company Issue 10,00,000 convertible share warrant which was initially approved by the Board of Directors on June 29, 2020 and subsequently approved by the Shareholders through Postal Ballot on 04th August, 2020. Thereafter, the Company has allotted share warrant to warrant holders in its Board Meeting dated 27th August, 2020 after taking 25% initial margin money. Warrant holder exercise their option to convert their warrant into equity, accordingly the Paid up share capital of the Company has been now increased from 1,32,85,264 to 1,42,85,264

Except mentioned above the Company has not taken any major activities during the year like;

- (i) Public/Right/debentures/ borrowing/sweat equity/ ESOP etc.
- (ii) Redemption/ buy-back of securities

- (iii) Major decisions has not been taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Foreign technical collaborations/Joint Ventures etc.
- (v) Merger/amalgamation/reconstruction, etc

#### **For Deepika Madhwal & Associates**

##### **Company Secretary**

Membership No: 31234

C. P. No. 14808

Place: Ghaziabad

Date: 14.08.2021

UDIN: A031234C000791840

## Annexure- A

[Annexure to the Secretarial Audit Report of Salasar Techno Engineering Limited  
for the Financial Year ended 31st march, 2021]

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

### For Deepika Madhwal & Associates

#### Company Secretary

Membership No: 31234

C. P. No. 14808

Place: Ghaziabad

Date: 14.08.2021

UDIN: A031234C000791840

# ANNEXURE- 'E'

## Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2021

[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

Company Name	Salasar Techno Engineering Limited
CIN	L23201DL2001PLC174076
DOI	24th October 2001
Category/Sub Category of the Company	Public Company Limited by shares
Address of Registered Office and contact details	E-20, South Extension I, New Delhi-110049 Email: compliance@salasartechno.com towers@salasartechno.com PH: 0120-6546670 Website: www.salasartechno.com
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Big Share Services Pvt Ltd 302 Kaushal Bazar, 32-33, Nehru Place, New Delhi- 110019 Tel: 011-42425004

#### 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:-

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing and trading in Steel structures	25112	80.34%
2	Turnkey Projects (excluding steel structures)	42202	19.66%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	Applicable Section
----	---------------------------------	---------	--------------------------------------	-----------------------

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

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st April,2020]				No. of Shares held at the end of the year[As on 31st March, 2021]				% Change during the year
	Demat	Amortised Cost	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	51,65,000	-	51,65,000	38.877	51,65,000	-	51,65,000	38.877	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	47,91,300	-	47,91,300	36.064	47,91,300	-	47,91,300	36.064	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>99,56,300</b>	<b>-</b>	<b>99,56,300</b>	<b>74.941</b>	<b>99,56,300</b>	<b>-</b>	<b>99,56,300</b>	<b>74.941</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRIs -Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>99,56,300</b>	<b>-</b>	<b>99,56,300</b>	<b>74.941</b>	<b>99,56,300</b>	<b>-</b>	<b>99,56,300</b>	<b>74.941</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	50	-	50	0.00037	-	-	-	-	(0.00037)
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	21,300	-	21,300	0.16	-	-	-	-	(0.16)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>21,350</b>	<b>-</b>	<b>21,350</b>	<b>0.16037</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(0.16037)</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	5,91,526	-	5,91,526	4.452	3,07,582	-	3,07,582	2.315	0.625
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	19,27,227	5	19,27,232	14.506	15,28,893	5	15,28,898	11.508	(2.997)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2,93,600	-	2,93,600	2.2099	11,21,018	-	11,21,018	8.438	6.228

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st April,2020]				No. of Shares held at the end of the year[As on 31st March, 2021]				% Change during the year
	Demat	Amortised Cost	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (HUF)	1,90,912	-	1,90,912	1.437	2,65,016	-	2,65,016	1.994	0.5578
Non Resident Indians	73,026	-	73,026	0.5496	59,477	-	59,477	0.45	(0.0996)
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	2,19,693	-	2,19,693	1.6536	46,973	-	46,973	0.35	(1.3036)
Trusts	11,625	-	11,625	0.08	-	-	-	-	(0.08)
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>33,07,609</b>	<b>5</b>	<b>33,07,614</b>	<b>24.896</b>	<b>33,28,959</b>	<b>5</b>	<b>33,28,964</b>	<b>25.057</b>	<b>0.1615</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>33,28,959</b>	<b>5</b>	<b>33,28,964</b>	<b>25.057</b>	<b>33,28,959</b>	<b>5</b>	<b>33,28,964</b>	<b>25.057</b>	<b>-</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>1,32,85,259</b>	<b>5</b>	<b>1,32,85,264</b>	<b>100%</b>	<b>1,32,85,259</b>	<b>5</b>	<b>1,32,85,264</b>	<b>100%</b>	<b>-</b>

Note: During the year Paid up Share Capital of the Company increased from 1,32,85,264 to 1,42,85,264 by conversion of share warrant into Equity but the listing and trading approval were received after 31.03.2021. Accordingly, it is not reflecting in the above table calculation.

## ii) Shareholding of Promoter-

### (A) PROMOTERS

SN	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2020			Shareholding at the end of the year i.e. 31.03.2021			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Alok Kumar	894000	6.73	-	894000	6.73	-	
2	Mr. Shalabh Agarwal	1280592	9.64	-	1280592	9.64	-	
3	Mr. Gyanendra Kumar Agarwal	293816	2.21	-	293816	2.21	-	
4	Ms. Tripti Gupta	400000	3.01	-	400000	3.01	-	

### (B) PROMOTER GROUP (RELATIVES & ASSOCIATES)

SN	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2020			Shareholding at the end of the year i.e. 31.03.2021			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Alok Kumar HUF	20000	0.150	-	20000	0.150	-	
2.	Mrs. Kamlesh Gupta	500000	3.76	-	500000	3.76	-	
3.	Mr. Shashank Agarwal	710592	5.35	-	710592	5.35	-	
4.	Mrs. Taru Agarwal	8000	0.06	-	8000	0.06	-	

SN	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2020			Shareholding at the end of the year i.e. 31.03.2021			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
5.	Mrs. Mithilesh Agarwal	204000	1.54	-	204000	1.54	-	
6.	Mrs. Anshu Agarwal	578000	4.35	-	578000	4.35	-	
7.	Mr. Shikhar Gupta	276000	2.08	-	276000	2.08	-	
8.	Hill View Infrabuild Limited	2874300	21.64	-	2874300	21.64	-	
9.	*Base EngineeringLLP	466000	3.51	-	466000	3.51	-	
10	More Engineering Private Limited	466000	3.51	-	466000	3.51	-	
11.	Shikhar Fabtech Private Limited	985000	7.41	-	985000	7.41	-	

\* The name of Base Engineering Private Limited changed to Base Engineering LLP due to conversion into LLP.

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

SN	Name of Promoter	Shareholding at the beginning of the year i.e. 01.04.2020		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total Shares of the company
<b>1</b>	<b>Mr. Alok Kumar</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				
<b>2</b>	<b>Mr. Shalabh Agarwal</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				
<b>3</b>	<b>Mr. Gyanendra Kumar Agarwal</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				
<b>4</b>	<b>Ms. Tripti Gupta</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				
<b>5</b>	<b>Alok Kumar HUF</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				
<b>6</b>	<b>Mrs. Kamlesh Gupta</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				
<b>7</b>	<b>Mr. Shashank Agarwal</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				
<b>8</b>	<b>Mrs. Taru Agarwal</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				

SN	Name of Promoter	Shareholding at the beginning of the year i.e. 01.04.2020		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total Shares of the company
9	<b>Mrs. Mithilesh Agarwal</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				
10	<b>Mrs. Anshu Agarwal</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				
11	<b>Mr. Shikhar Gupta</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				
12	<b>Hill View Infra Build Limited</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				
13	<b>*Base Engineering LLP</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				
14	<b>More Engineering Private Limited</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				
15	<b>ShikharFabtech Private Limited</b>	No Change during the year			
	At the beginning of the year				
	At the end of the year				

\* The name of Base Engineering Private Limited changed to Base Engineering LLP due to conversion into LLP.

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

SR NO	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (31/03/2020)/ end of the year (31/03/2021)	% total Shares of the Company				No of Shares	% total Shares of the Company
1	VIJAY KUMAR	0	0.00	31-Mar-2020		Sell	0	0.00
			0.75	22-Jan-2021	100000	Buy	100000	0.75
			1.08	29-Jan-2021	43419	Buy	143419	1.08
			1.44	05-Feb-2021	48000	Buy	191419	1.44
			1.51	12-Feb-2021	8581	Buy	200000	1.51
		198000	1.49	31-Mar-2021	0		198000	1.49
			1.49	31-Mar-2021	-2000	Sell	198000	1.49
2	ABHISHEK AGARWAL	31500	0.24	31-Mar-2020	0		31500	0.24
			0.25	03-Apr-2020	2000	Buy	33500	0.25
			0.86	24-Apr-2020	80363	Buy	113863	0.86
			1.09	01-May-2020	30287	Buy	144150	1.09

SR NO	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (31/03/2020)/ end of the year (31/03/2021)	% total Shares of the Compnay				No of Shares	% total Shares of the Compnay
			1.12	08-May-2020	4830	Buy	148980	1.12
			1.12	15-May-2020	100	Buy	149080	1.12
			1.12	21-Aug-2020	1	Buy	149081	1.12
			1.14	04-Sep-2020	2220	Buy	151301	1.14
			1.14	30-Oct-2020	-5	Sell	151296	1.14
		<b>151296</b>	<b>1.14</b>	<b>31-Mar-2021</b>	<b>0</b>		<b>151296</b>	<b>1.14</b>
<b>3</b>	<b>IM CAPITALS LIMITED</b>	<b>112000</b>	<b>0.84</b>	<b>31-Mar-2020</b>	<b>0</b>		<b>112000</b>	<b>0.84</b>
			0.77	12-Jun-2020	-10000	Sell	102000	0.77
			0.00	19-Jun-2020	-101526	Sell	474	0.00
			0.00	17-Jul-2020	-474	Sell	0	0.00
		<b>0.00</b>	<b>0.00</b>	<b>31-Mar-2021</b>	<b>0</b>		<b>0</b>	<b>0.00</b>
<b>4</b>	<b>NISHA JIGNESH MEHTA</b>	<b>0</b>	<b>0.00</b>	<b>31-Mar-2020</b>		<b>Sell</b>	<b>0</b>	<b>0.00</b>
			0.38	12-Feb-2021	50000	Buy	50000	0.38
			0.55	05-Mar-2021	22689	Buy	72689	0.55
			0.57	12-Mar-2021	3300	Buy	75989	0.57
			0.73	26-Mar-2021	21597	Buy	97586	0.73
		<b>97586</b>	<b>0.73</b>	<b>31-Mar-2021</b>	<b>0</b>		<b>97586</b>	<b>0.73</b>
<b>5</b>	<b>THERMO PADS PRIVATE LIMITED</b>	<b>138437</b>	<b>1.04</b>	<b>31-Mar-2020</b>	<b>0</b>		<b>138437</b>	<b>1.04</b>
			1.08	08-May-2020	5000	Buy	143437	1.08
			1.03	15-May-2020	-6196	Sell	137241	1.03
			1.01	22-May-2020	-3000	Sell	134241	1.01
			0.99	12-Jun-2020	-2900	Sell	131341	0.99
			0.96	19-Jun-2020	-4220	Sell	127121	0.96
			0.88	26-Jun-2020	-10260	Sell	116861	0.88
			0.81	30-Jun-2020	-9000	Sell	107861	0.81
			0.74	03-Jul-2020	-9000	Sell	98861	0.74
			0.72	10-Jul-2020	-3000	Sell	95861	0.72
			0.70	17-Jul-2020	-3000	Sell	92861	0.70
			0.68	24-Jul-2020	-3000	Sell	89861	0.68
			0.72	28-Aug-2020	5805	Buy	95666	0.72
			0.77	04-Sep-2020	7000	Buy	102666	0.77
			0.75	25-Sep-2020	-3000	Sell	99666	0.75
			0.73	09-Oct-2020	-3000	Sell	96666	0.73
			0.66	12-Feb-2021	-9000	Sell	87666	0.66
			0.64	19-Feb-2021	-3000	Sell	84666	0.64
			0.62	05-Mar-2021	-2877	Sell	81789	0.62
			0.56	19-Mar-2021	-7000	Sell	74789	0.56
		<b>74789</b>	<b>0.56</b>	<b>31-Mar-2021</b>	<b>0</b>		<b>74789</b>	<b>0.56</b>

SR NO	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (31/03/2020)/ end of the year (31/03/2021)	% total Shares of the Compnay				No of Shares	% total Shares of the Compnay
<b>6</b>	<b>SAROJ AGRAWAL</b>	<b>0</b>	<b>0.00</b>	<b>31-Mar-2020</b>		<b>Sell</b>	<b>0</b>	<b>0.00</b>
			0.00	10-Jul-2020	200	Buy	200	0.00
			0.83	17-Jul-2020	110357	Buy	110557	0.83
			1.03	24-Jul-2020	26675	Buy	137232	1.03
			0.81	19-Feb-2021	-29638	Sell	107594	0.81
			0.60	26-Feb-2021	-27594	Sell	80000	0.60
		<b>80000</b>	<b>0.60</b>	<b>31-Mar-2021</b>	<b>0</b>		<b>80000</b>	<b>0.60</b>
<b>7</b>	<b>SHRI PARASRAM HOLDINGS PRIVATE LIMITED</b>	<b>75713</b>	<b>0.57</b>	<b>31-Mar-2020</b>			<b>75713</b>	<b>0.57</b>
			0.57	03-Apr-2020	35	Buy	75748	0.57
			0.57	10-Apr-2020	-124	Sell	75624	0.57
			0.56	17-Apr-2020	-1197	Sell	74427	0.56
			0.55	24-Apr-2020	-928	Sell	73499	0.55
			0.85	01-May-2020	40000	Buy	113499	0.85
			0.84	08-May-2020	-1346	Sell	112153	0.84
			0.85	15-May-2020	400	Buy	112553	0.85
			0.84	22-May-2020	-900	Sell	111653	0.84
			0.84	29-May-2020	-100	Sell	111553	0.84
			0.66	12-Jun-2020	-24000	Sell	87553	0.66
			0.66	19-Jun-2020	50	Buy	87603	0.66
			0.66	26-Jun-2020	600	Buy	88203	0.66
			0.66	30-Jun-2020	-650	Sell	87553	0.66
			0.51	03-Jul-2020	-20000	Sell	67553	0.51
			0.35	10-Jul-2020	-20625	Sell	46928	0.35
			0.17	17-Jul-2020	-23773	Sell	23155	0.17
			0.02	24-Jul-2020	-20863	Sell	2292	0.02
			0.00	31-Jul-2020	-2292	Sell	0	0.00
			0.34	21-Aug-2020	45000	Buy	45000	0.34
			0.00	28-Aug-2020	-45000	Sell	0	0.00
			0.00	04-Sep-2020	110	Buy	110	0.00
			0.00	11-Sep-2020	-110	Sell	0	0.00
			0.00	18-Sep-2020	1	Buy	1	0.00
			0.08	25-Sep-2020	10374	Buy	10375	0.08
			0.00	30-Sep-2020	-9875	Sell	500	0.00
			0.01	02-Oct-2020	501	Buy	1001	0.01
			0.00	09-Oct-2020	-801	Sell	200	0.00
			0.01	16-Oct-2020	577	Buy	777	0.01
			0.08	23-Oct-2020	9670	Buy	10447	0.08
			0.02	30-Oct-2020	-8447	Sell	2000	0.02
			0.00	06-Nov-2020	-1500	Sell	500	0.00

SR NO	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (31/03/2020)/ end of the year (31/03/2021)	% total Shares of the Compnay				No of Shares	% total Shares of the Compnay
			0.00	13-Nov-2020	-305	Sell	195	0.00
			0.00	20-Nov-2020	-195	Sell	0	0.00
			0.01	27-Nov-2020	744	Buy	744	0.01
			0.00	04-Dec-2020	-490	Sell	254	0.00
			0.00	11-Dec-2020	-254	Sell	0	0.00
			0.00	25-Dec-2020	8	Buy	8	0.00
			0.00	31-Dec-2020	492	Buy	500	0.00
			0.00	01-Jan-2021	-499	Sell	1	0.00
			0.00	08-Jan-2021	-1	Sell	0	0.00
			0.01	22-Jan-2021	690	Buy	690	0.01
			0.00	29-Jan-2021	-490	Sell	200	0.00
			0.02	05-Feb-2021	3101	Buy	3301	0.02
			0.01	12-Feb-2021	-1952	Sell	1349	0.01
			0.00	19-Feb-2021	-1249	Sell	100	0.00
			0.05	26-Feb-2021	6400	Buy	6500	0.05
			0.00	05-Mar-2021	-6300	Sell	200	0.00
			0.00	12-Mar-2021	-200	Sell	0	0.00
			0.00	19-Mar-2021	200	Buy	200	0.00
			0.00	26-Mar-2021	-192	Sell	8	0.00
			0.02	31-Mar-2021	1992	Buy	2000	0.02
		<b>2000</b>	<b>0.02</b>	<b>31-Mar-2021</b>	<b>0</b>		<b>2000</b>	<b>0.02</b>
<b>8</b>	<b>TRISHA AGGARWAL</b>	<b>20500</b>	<b>0.15</b>	<b>31-Mar-2020</b>	<b>0</b>		<b>20500</b>	<b>0.15</b>
			0.23	10-Jul-2020	10000	Buy	30500	0.23
			0.43	25-Sep-2020	27274	Buy	57774	0.43
			0.51	23-Oct-2020	9600	Buy	67374	0.51
			0.54	20-Nov-2020	5000	Buy	72374	0.54
		<b>72374</b>	<b>0.54</b>	<b>31-Mar-2021</b>	<b>0</b>		<b>72374</b>	<b>0.54</b>
<b>9</b>	<b>ABHISHEK AGARWAL .</b>	<b>2872</b>	<b>0.02</b>	<b>31-Mar-2020</b>	<b>0</b>		<b>2872</b>	<b>0.02</b>
			0.37	24-Apr-2020	46172	Buy	49044	0.37
			0.51	01-May-2020	18528	Buy	67572	0.51
			0.53	08-May-2020	2300	Buy	69872	0.53
			0.60	07-Aug-2020	10000	Buy	79872	0.60
			0.53	14-Aug-2020	-10000	Sell	69872	0.53
			0.53	21-Aug-2020	114	Buy	69986	0.53
			0.53	28-Aug-2020	224	Buy	70210	0.53
			0.54	04-Sep-2020	1000	Buy	71210	0.54
			0.53	18-Sep-2020	-338	Sell	70872	0.53
			0.53	25-Sep-2020	-1000	Sell	69872	0.53
			0.58	16-Oct-2020	7633	Buy	77505	0.58
			0.53	23-Oct-2020	-7633	Sell	69872	0.53

SR NO	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (31/03/2020)/ end of the year (31/03/2021)	% total Shares of the Compnay				No of Shares	% total Shares of the Compnay
			0.60	13-Nov-2020	10115	Buy	79987	0.60
			0.53	20-Nov-2020	-10115	Sell	69872	0.53
			0.58	27-Nov-2020	7665	Buy	77537	0.58
			0.53	04-Dec-2020	-7678	Sell	69859	0.53
			0.56	11-Dec-2020	4931	Buy	74790	0.56
			0.53	18-Dec-2020	-4931	Sell	69859	0.53
			0.60	25-Dec-2020	10000	Buy	79859	0.60
			0.53	31-Dec-2020	-10000	Sell	69859	0.53
			0.52	22-Jan-2021	-953	Sell	68906	0.52
			0.53	29-Jan-2021	953	Buy	69859	0.53
		<b>69859</b>	<b>0.53</b>	<b>31-Mar-2021</b>	<b>0</b>		<b>69859</b>	<b>0.53</b>
<b>10</b>	<b>PRABHAT KUMAR GARG</b>	<b>64959</b>	<b>0.49</b>	<b>31-Mar-2020</b>	<b>0</b>		<b>64959</b>	<b>0.49</b>
			0.38	26-Feb-2021	-15000	Sell	49959	0.38
		<b>49959</b>	<b>0.38</b>	<b>31-Mar-2021</b>	<b>0</b>		<b>49959</b>	<b>0.38</b>

v) Shareholding of Directors and Key Managerial Personnel:

SN	Name of Promoter	Shareholding at the beginning of the year i.e. 01.04.2020		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total Shares of the company
<b>1</b>	<b>Mr. Alok Kumar</b>				
	At the beginning of the year	894000	6.729	-	-
	At the end of the year	-	-	894000	6.729
<b>2</b>	<b>Mr. Shalabh Agarwal</b>				
	At the beginning of the year	1280592	9.639	-	-
	At the end of the year	-	-	1280592	9.639
<b>3</b>	<b>Mr. Shashank Agarwal</b>				
	At the beginning of the year	710592	5.348	-	-
	At the end of the year	-	-	710592	5.348
<b>4</b>	<b>Ms. Tripti Gupta</b>				
	At the beginning of the year	400000	3.01	-	-
	At the end of the year	-	-	400000	3.01

**V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment**

(₹ In Lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>			-	
i) Principal Amount	15,486.05	941.3	-	16,427.35
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>15,486.05</b>	<b>941.3</b>	<b>-</b>	<b>16427.35</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	3917.77	-	-	3917.77
* Reduction	-	(848.46)	-	(848.46)
Net Change	3917.77	(848.46)	-	3069.31
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	19403.82	92.84	-	19496.66
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>19403.82</b>	<b>92.84</b>	<b>-</b>	<b>19496.66</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

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

(₹ In Lakh)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Mr. Alok Kumar (Managing Director)	Mr. Shashank Agarwal (Jt. Managing Director)	Mr. Shalabh Agarwal (Whole time Director)	Ms. Tripti Gupta (Whole time Director)	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	75.87	68.97	55.18	48.28	248.3
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- as % of profit					
	- others, specify...					
5	Others, please specify	-	-	-	-	-
	Total (A)	75.87	68.97	55.18	48.28	248.3
	Ceiling as per the act	₹ 306.91 Lakh (10% of profit as per u/s 198)				

**B. Remuneration to other directors**

(₹ In Lakh)

SN.	Particulars of Remuneration	Name of Directors				Total
		Anil Kumar Jain	Sanjay Chandak	Vijay Kumar Jain	Mukesh Kumar Garg	
<b>1</b>	<b>Independent Directors</b>					
	Fee for attending board committee meetings	0.75	1.57	1.65	0.60	5.32
	Commission	-	--	--	-	-
	Others, please specify	-	--	--	-	-
	<b>Total (1)</b>	<b>0.75</b>	<b>1.57</b>	<b>1.65</b>	<b>0.60</b>	<b>5.32</b>
<b>2</b>	<b>Other Non-Executive Directors</b>	-	--	--	-	-
	Fee for attending board committee meetings	-	--	--	-	-
	Commission	-	--	--	-	-
	Others, please specify	-	--	--	-	-
	<b>Total (2)</b>	-	--	--	-	-
	<b>Total (B)=(1+2)</b>	<b>0.75</b>	<b>1.57</b>	<b>1.65</b>	<b>0.60</b>	<b>5.32</b>
	<b>Overall Ceiling as per the Act</b>	Only Sitting fees paid to Non-Executive Independent Directors				

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

(₹ In Lakh)

SN.	Particulars of Remuneration	Name of KMP other than MD/WTD/MANAGER		Total
		Mr. Rahul Rastogi (Company Secretary)	Mr. Pramod Kumar Kala (Chief Financial Officer)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6.65	30.70	37.35
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>6.65</b>	<b>30.70</b>	<b>37.35</b>

**IX. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NONE		
Punishment					
Compounding					

**For and on behalf of the Board of Directors  
For Salasar Techno Engineering Limited**

**Sd/-  
Chairman and  
Managing Director  
Alok Kumar**  
DIN NO. 01474484  
KL-46, Kavi Nagar  
Ghaziabad-201001  
Uttar Pradesh

**Sd/-  
Jt. Managing Director  
Shashank Agarwal**  
DIN:00316141  
B-166, Sector-50  
GautamBudh Nagar  
Noida 201301 UP

Date: 14.08.2021  
Place: New Delhi

# ANNEXURE- 'F'

## DETAILS OF REMUENRATION

[Details pertaining to remuneration as required under section 197(12) read with rule 5(1) of companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial year 2020-21, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2020-21 are as under:

Sr. No.	Name of Director/KMP	Designation	Remuneration of Director/KMP for the Financial Year 2020-21 (₹ In Lakh)	% increase in Remuneration in the Financial Year 2020-21	Ratio of Remuneration of each Director to median remuneration
A	B	C	D	E	F
1.	Mr. Alok Kumar	Managing Director	75.87	Nil	75.76%
2.	Mr. Shashank Agarwal	Jt. Managing Director	68.97	Nil	68.87%
3.	Mr. Shalabh Agarwal	Whole Time Director	55.18	Nil	55.10%
4.	Ms. Tripti Gupta	Whole Time Director	48.28	Nil	48.20%
5.	Mr. Anil Kumar Jain	Independent Director	*0.75	Nil	NA
6.	Mr. Sanjay Chandak	Independent Director	*1.57	Nil	NA
7.	Mr. Vijay Kumar Jain	Independent Director	*1.65	Nil	NA
8.	Mr. Mukesh Kumar Garg	Independent Director	*0.60	Nil	NA
9.	Mr. Pramod Kumar Kala	Chief Financial Officer	30.70	7%	30.02%
10.	Mr. Rahul Rastogi	Company Secretary	6.65	Nil	6.64%

\* All the Independent Directors in the Board take only sitting fees for attending meeting.

### 1. The ratio of remuneration of each director to the median remuneration of the employees of the company for the Financial Year:

The median remuneration of employees of the Company during the Financial Year was ₹ 1.00147 Lakh per annum and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the column F of table I given above.

Independent Directors were paid only sitting fees during the financial year under review. Hence, their ratio to Median Remuneration has been shown as Not Applicable. The percentage increase in their remuneration is based on their attendance in the Board and Committee Meetings held during the financial year.

### 2. Percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year:

Details provided in the column E of table I given above.

### 3. The percentage increase in the median remuneration of Employees in the Financial Year 2020-21:

The median remuneration of employees of the Company during the Financial Year was ₹ 1.00147 Lakh per annum as compare to previous year where the median remuneration of employee was ₹ 1.058 Lakh per annum.

Hence there is no increase in the median remuneration of employees as compared to previous financial year 2019-20.

### 4. The number of permanent Employees on the rolls of the Company as on March 31, 2021:

The number of permanent Employees on the rolls of the Company as on March 31, 2021 was 1542.

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

There is no increase in average salary of employees during the financial year as compared to previous year. Further, Managerial personnel remuneration except Chief Financial Officer during the financial year remains unchanged compared to previous year. The increase in the remuneration of employees and Managerial Remuneration was keeping in view the

limits as laid down in the Companies Act, 2013 read with relevant rules.

**6. Affirmation that the remuneration is as per the remuneration policy of the Company:**

It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

Particulars of employees

[Statement as per provisions of sec 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.]

**a) Name of top ten employees in terms of salary drawn are mentioned below:**

S. No.	Employee Name	Designation, Nature of employment	Educational Qualification	Age (in Years)	Experience (in years)	Date of Joining	Remuneration p.a. (J In Lakh)	Previous Employer	Equity Shares Held
1.	Mr. Alok Kumar	Managing Director	B.Sc from Punjab University, Chandigarh	66	46	Since 2006	75.87	-	894000
2.	Mr. Shashank Agarwal	Jt. Managing Director	B.E. (Mech.) from MIT, Manipal	53	31	Since 2006	68.97	-	710592
3.	Mr. Shalabh Agarwal	Whole Time Director	B.tech from MIT, Manipal	48	26	Since 2006	55.18	-	1280592
4.	Ms. Tripti Gupta	Whole Time Director	Commerce Graduate from Shri Ram College of Commerce, Delhi and MBA in Finance from IMT, Nagpur	37	7	Since 2014	48.28	-	400000
5.	*Mr. Shikhar Gupta	Vice President	B.B.A from Amity University and Marketing and Environmental Economics from LSE	32	9	Since 2016	34.20	-	276000
6.	Mr. Pramod Kumar Kala	CFO	Chartered Accountant	50	26	Since 2019	30.70	M/s Jagatjit Industries Limited From 1995 to 2015 and in PMV group from October 2015 to 2018	-
7.	Mr. Thota Pradeep Kumar Swamy	CEO of Unit-III	ME (Mechanical)	56	34	Since 2020	14.50	M/s Atmastco Ltd. Bilhai	-
8.	Mrs. Priyanka Agarwal	G.M. Admin	Diploma in Finance	32	2	Since 2018	13.56	-	-

S. No.	Employee Name	Designation, Nature of employment	Educational Qualification	Age (in Years)	Experience (in years)	Date of Joining	Remuneration p.a. (₹ In Lakh)	Previous Employer	Equity Shares Held
9.	Mr. Mukesh Kumar Jain	V.P. (project)	M. Tech	58	34	Since 2020	12.50	M/s SCM Global Group, GTL Mumbai	-
10.	Mr. Anuraj Pandey	AGM (Project)	M.Sc	41	12	Since 2015	12.00	M/s Maharashtra Power Transmission Structure Pvt Ltd.	-

\* Mr. Shikhar Gupta is son of Mr. Alok Kumar

**b) Employees employed for part of the year and in receipt of ₹ 8.5 Lakhs or more a month:**

None of the employee was in receipt of remuneration amounting to ₹ 8.5 Lakhs per month or more for part of the year.

- c) There are no Employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole time director or manager and who holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

# ANNEXURE- G

## NOMINATION AND REMUNERATION POLICY

Salasar Techno Engineering Limited considers human resources as its invaluable assets. The Nomination and Remuneration Committee of the Company formulated "Nomination and Remuneration Policy" of Directors, Key Managerial Personnel (KMPs) and other employees as per the provisions of the Companies Act, 2013 and the listing agreement.

### NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors of the Company constituted the committee to be known as the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an independent Director.

### OBJECTIVE

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013. The objective of this policy is to lay down a framework

in relation to remuneration of directors, KMP's, and other employees. The Key objectives of the Committee include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, executive directors key managerial personnel and other employees;
2. Formulating of criteria for evaluation of the independent directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who qualify to become directors or who may be appointed in one level below the key managerial personnel in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance;
5. Analyzing, monitoring and reviewing various human resource and compensation matters;
6. Determining our Company's policy on specific remuneration packages for executive directors

including pension rights and any compensation payment, and determining remuneration packages of such directors;

7. Determining compensation levels payable to the key managerial personnel and other staff (as deemed necessary) which shall be market-related, usually consisting of a fixed and variable component;
8. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
9. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2014; or
  - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
10. Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

### DEFINITIONS

**"Act"** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

**"Board"** means Board of Directors of the Company.

**"Directors"** mean Directors of the Company.

**"Key Managerial Personnel"** means

- i. Chief Executive Officer or the Managing Director or the Manager;
- ii. Whole-time director;
- iii. Chief Financial Officer;
- iv. Company Secretary; and
- v. such other officer as may be prescribed.

**"Senior Management"** means Senior Management means personnel of the company who are members of its

core management team excluding the Board of Directors including Functional Heads.

## **POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTORS, KMP'S AND SENIOR MANAGEMENT**

### **1. General**

- a) 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 to the Board his /her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director 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 based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- d) A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Director of Salasar Techno Engineering Limited.

### **2. TERM / TENURE**

#### **a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No reappointment 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 of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry 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.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a Listed company or such other number as may be prescribed under the Act.

### **3. Evaluation of performance**

The Committee will make recommendations to the Board on appropriate performance criteria for the Directors. Also it will formulate the criteria and framework for evaluation of performance of every director on the Board of the Company, Senior Management Personnel at regular intervals (yearly).

### **4. Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### **5. 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.

## **POLICY ON REMUNERATION OF DIRECTORS, KMP'S AND SENIOR MANAGEMENT**

### **1. Remuneration of Managing Director/Whole-time Director, KMP and Senior Managerial Personnel**

The Remuneration/ Compensation/ Commission etc. to Directors will be determined by the committee

and recommended to the Board for approval. The Remuneration/ Compensation/

Commission etc. to be paid to Director /Managing Director 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.

## 2. Remuneration to Non- Executive / Independent Director:

The Non-Executive Independent Director may receive remuneration / compensation /commission as per the provisions of Companies Act, 2013. The amount of sitting fees 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.

## DUTIES OF COMMITTEE RELATING TO NOMINATION

The duties of the Committee in relation to nomination matters include:

- i. Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- ii. Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- iii. Identifying and recommending Directors who are to be put forward for retirement by rotation.
- iv. Determining the appropriate size, diversity and composition of the Board;
- v. Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- vi. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- vii. Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- viii. Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service Contract.

- ix. Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- x. Recommend any necessary changes to the Board; and
- xi. Considering any other matters, as may be requested by the Board.

## DUTIES OF COMMITTEE RELATING TO REMUNERATION

Duties of the Committee in relation to remuneration matters include:

- i. to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- ii. to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- iii. to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- iv. to consider any other matters as may be requested by the Board.
- v. Professional indemnity and liability insurance for Directors and senior management.

## REVIEW

- i. The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary.
- ii. The Nomination and Remuneration Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the Nomination and Remuneration Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

# ANNEXURE- H

## Annual Report on CSR Activities for Financial Year 2020-21

### 1. Brief outline on CSR policy of the Company:

The company has framed the corporate social responsibility (CSR) policy which encompasses its philosophy for delivering its responsibility as citizen and laid down process, guidelines and mechanism for undertaking socially useful programmes for welfare and sustainable development of the community at large.

#### Role of CSR Committee:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in schedule VII of the Companies Act, 2013;
- To recommend the amount of expenditure to be incurred on the activities referred to in clause (a) in a financial year;
- To monitor the Corporate Social Responsibility of the Company from time to time;
- Any matter/ thing may be considered expedient by the members in furtherance of and to comply with the CSR policy of the Company.

#### The CSR Activities covered the following area as per CSR policy of the Company:

- Promoting preventive health care and Eye Care;
- Promotion of Education.
- supports survivors of gender and sexual violence, and works with communities to prevent everyday violence.
- Livelihood Enhancement

### 2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Tripti Gupta, Chairperson	Whole Time Director	1	1
2	Mr. Shashank Agarwal, Member	Managing Director	1	1
3	Mr. Sanjay Chandak, Member	Independent Director	1	1

- Web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company:

<https://www.salasartechno.com/csr.php>

- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

**Not Applicable.**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be setoff for the financial year, if any (in ₹)
NIL			

6. Average net profit of the company as per section 135(5): 3898 Lakhs
7. (a) Two percent of average net profit of the company as per section 135(5): 77.96 Lakhs
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: 33.90 Lakhs
- (c) Amount required to be set off for the financial year, if any: Nil
- (d) Total CSR obligation for the financial year (7a+7b-7c): 111.86 Lakhs
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (₹ In Lakhs)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
112.36	NIL		NIL		

- (b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the Project	Project Duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District					Name	CSR Registration number
NOT APPLICABLE											

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the Project		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency.	
				State	District			Name	CSR Registration number
1.	P.M. Cares Fund	PM Care Fund		Not Applicable		5,00,000	Yes	Not Applicable	
2.	Blood Collection System Equipment	Promoting preventive health care	Yes	U.P.	Gautam Budh Nagar	5,00,000	Yes	Rotary Noida Research and Social Welfare Trust (Blood Bank)	CSR00007793
3.	Livelihood Initiative for Lepers Colony	Livelihood enhancement projects	Yes	Delhi	Central Delhi	13,92,600	No	Ammucare Charitable Trust	CSR00003485
4.	Covid Relief Supplies	Promoting health care including preventive health care	Yes	Haryana	Gurugram	5,16,025	No	Concern India Foundation	CSR00000898
5.	Vocational training for the hearing impaired	Livelihood enhancement projects	Yes	U.P.	Gautam Budh Nagar	10,19,340	No	Concern India Foundation	CSR00000898
6.	Installation of Accessible Toilets for persons with disabilities,	Reducing inequalities faced by socially and economically backward groups	Yes	New Delhi, Haryana, U.P.	Noida, Delhi, Gurugram	26,00,000	No	Sangati Foundation	CSR00012049
7.	Solar power plant for charitable hospital	Eye Care-Environment Sustainability	Yes	U.P.	Ghaziabad	22,00,000	No	Lions Eye Hospital	CSR00012660
8.	Promoting Education	Promoting education for under privilege children and enhancing vocation skills especially among children	Yes	U.P.	Ghaziabad	4,59,532	No	Sewa Samarpan Kalyan Samiti	CSR00012803
9.	Solar power plant for charitable educational institution	Promoting Education-Environment Sustainability	Yes	U.P.	Hapur	4,98,750	No	Aanchal Nyas	CSR00012750
10.	Livelihood Enhancement Project	Reducing inequalities faced by socially and economically backward groups	Yes	Delhi	Delhi	60,000	No	Planet Abled India Foundation	CSR00013502
11.	No child in Trash	Education for under-privileged children	Yes	Delhi	Delhi	4,00,000	No	Chintan Environmental Research and action group	CSR00003615
12.	Crisis Intervention and Counselling Centre	Supports survivors of gender and sexual violence, and works with communities to prevent everyday violence	Yes	Delhi	Delhi	10,89,500	No	Shakti Shalini	CSR00012640
<b>TOTAL</b>						<b>1,12,35,747</b>			

- d) Amount spent in Administrative Overheads: Not Applicable
- e) Amount spent on Impact Assessment, if applicable: Not Applicable
- f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 1,12,35,747/-
- g) Excess amount for set off, if any:

Sr. No.	Particulars	Amount (₹ In Lakh)
i.	Two percent of average net profit of the company as per section 135(5)	77.96
ii.	Total amount spent for the Financial Year	112.36
iii.	Excess amount spent for the financial year [(ii)-(i)]	34.40
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	33.90
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.50

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
NOT APPLICABLE							

- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details). Not Applicable
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

**Tripti Gupta**

DIN: 06938805

Chairman of CSR Committee

**Shashank Agarwal**

DIN: 00316141

Joint Managing Director

# MANAGEMENT DISCUSSION & ANALYSIS

## Global Economy

Global economic scenario in 2020 was quite grim due to the Covid-19 pandemic and its impact worldwide. Closure of business operations was necessary and mandated by respective Governments, to prevent the spread of the virus and protect the people. Conditions were chaotic and uncertainty loomed on as some businesses were forced to shut down and unemployment surged. According to IMF, the global economy underwent a worrisome contraction of -3.6% for the year 2020 with GDP per capita falling by 4.6% in 2020 and income losses concentrated at the bottom of distribution. Unfortunately, over 114.4 million people are estimated to have been pushed into extreme poverty, which is quite shocking as compared to that of pre-pandemic estimates<sup>1</sup>.

Various measures were taken by governments worldwide which included lockdowns and stringent social distancing as critical measure of containment and recovery. This provided the health-care systems critical time to address the increased demand for its services while also affording researchers time to produce treatments and vaccines. Governments have put forth a number of fiscal measures, including initiatives to soften income losses, stimulate hiring, increase social assistance, guarantee credit, and inject ownership into businesses. The later part of the year witnessed slow but steady recovery in the economy, mostly in parts where lockdowns have been eased. The world is working to look at the factors which can boost recovery in 2021 and will depend heavily on the evolution of the

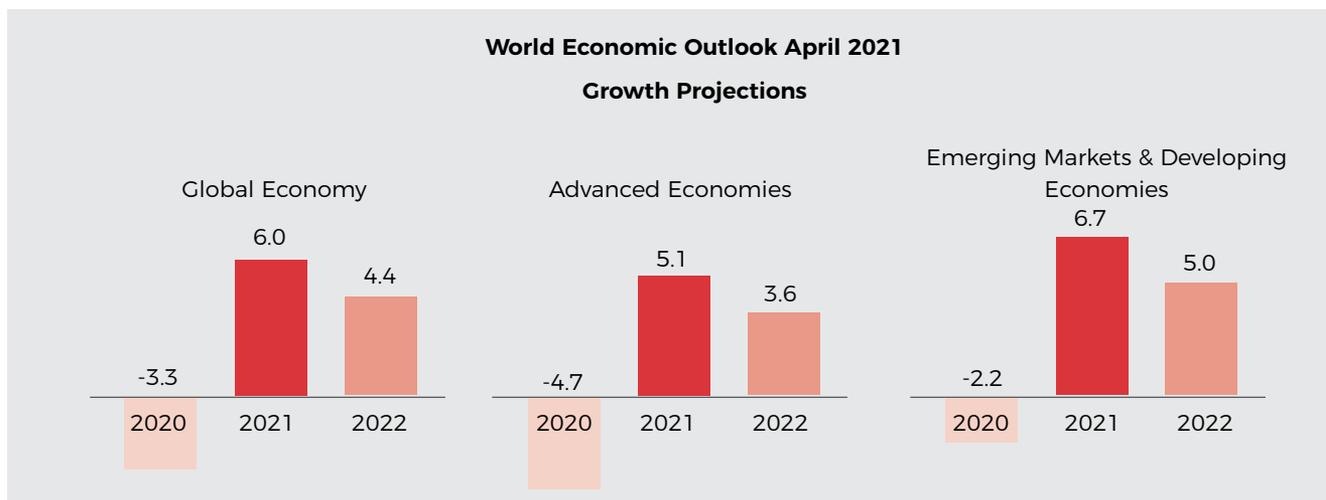
pandemic. Currently, one of the major solution includes effective vaccination for all people, majorly supported by the respective governments.

## Outlook

In 2021, the global growth is projected at 6%, which will moderate to 4.4 percent in 2022<sup>2</sup>. Upward revisions may be factored in after any additional fiscal support in a few large economies, along with the successful and gradual deployment of vaccination. Considering the better-than-expected turnaround in later half of 2020 which is encouraging, there is also the Organisation for Economic Co-operation and Development (OECD) estimates that the global economy is projected to grow at 5.6% in 2021. Despite certain uncertainty such as effectiveness of vaccination and its timely distribution, potential mutations of the virus, possible rise in inflation and tightening of policy support, the world have certainly improved and seem to be on a good trajectory. Key indicators such as oil prices and US long-term bond yields returning to their levels prior to the pandemic reflects the expected strong recovery. With the revival in growth in one of the most developed is expected to create positive spill overs in other economies, especially key trading partners.

## Indian Economy

In India, the Covid-19 pandemic broke out during a period of declining growth which was already a major problem affecting the economy. Economic activities came to a grinding halt with the stringent countrywide lockdown



<sup>1</sup> <https://www.un.org/development/desa/dpad/publication/world-economic-situation-and-prospects-as-of-mid-2021/>

<sup>2</sup> <https://www.imf.org/en/Publications/WEO/Issues/2021/03/23/world-economic-outlook-april-2021>

from the mid of March 2020. Followed by a period of subdued growth in 2019, the Indian economy that had begun to gain momentum in January 2020, experienced a dramatic drop of 23.9 percent in Q1: FY 2020-21 and 7.5 percent in Q2: FY 2020-21<sup>3</sup>.

The production hampered to a great extent and it resulted in a subsequent derail in supply-chain. Countrywide lockdown was imposed to control the spread of the virus which resulted in businesses having to temporarily shut down and face major losses. To mitigate these conditions, a slew of fiscal measures were announced to keep the economy afloat. It mostly aimed to ease supply constraints and inject liquidity into the economy. With restrictions across the country severely limiting movement, income and consumption patterns were significantly hampered. But, towards the second half of the year, lockdowns were lifted in phases and pent-up demand added the much-needed impetus to the economy. The festive season further revived demand growth and helped the economy to bounce back.

**Outlook**

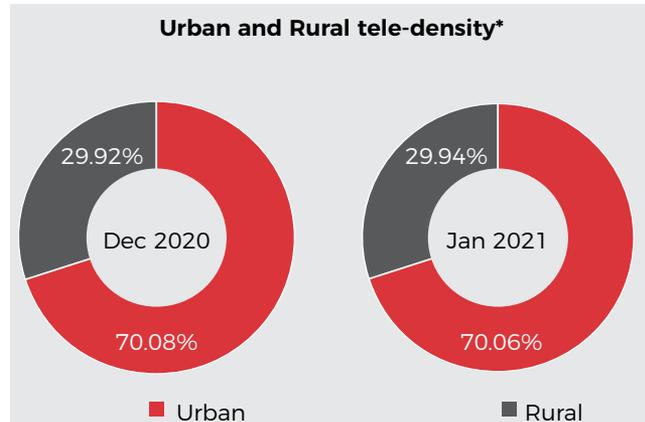
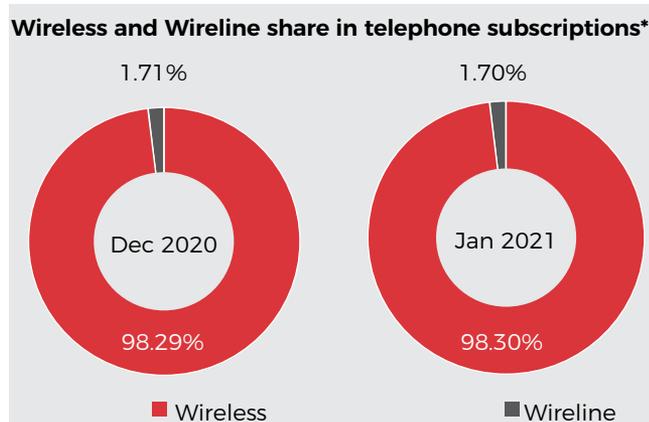
Despite the challenging conditions, the economic recovery towards the later-half of 2020 was noteworthy. High frequency indicators such as E-way bills, GST Collection, rail freight and power consumption surpassed previous year levels. The record-high monthly GST collections provided sufficient evidence for restarting of industrial and commercial activity. This was setting up a good projection for the Indian Economy, but the re-emergence of Covid-19 has hampered progress. The second wave of the pandemic has resulted in lowering of earlier GDP growth forecast of 11% to almost 9.5% for FY2021-22. However, the central government continues to vigorously increase support and especially boost rate of vaccination across the country by offering to sponsor jobs for the state governments. The IMF also forecasts India to

become the fastest growing economy in next two years. The country is again expected to slowly resume economic activity like in 2020, with manufacturing output likely to improve and demand expected to pick up, both in the Indian and international market. Controlled inflation, higher demand from partner economies, stable currency rates and favourable fiscal stimulus can help to further boost the projected recovery. Recovery in global demand is also anticipated to add impetus to the export sector.

**Indian Telecom Sector**

India is the second largest telecom network in the world with over 1.187 billion subscribers<sup>4</sup>. Without any surprise, over 98% of these subscribers were operating over the wireless medium. The telecom penetration, also known as tele-density has also grown rapidly over the last few years, reaching 87.26% in FY21. Technological progress and an enabling policy regime combine to transform the telecom market, expand the network and produce robust growth. Along with the world, India is also progressively moving towards a preference for using data services over voice, being one of the largest consumers of data worldwide. In 2020, Indian subscribers were using on an average 13 GB data per month<sup>5</sup>. This was a testimony to the upward trend in data usage created by the strong telecom infrastructure supporting the growth in overall subscribers all over the country.

Today, telecom networks are the backbone of India's digital economy with the widespread acceptance and demand for 4G technology in all private networks. Due to the Covid-19 pandemic and the subsequent country-wide lockdown, the importance of maintaining communication through high speed telecom networks gained further momentum and elevated the growth impacts. Additionally, in spite of any disruptions caused by the pandemic, the sector continues to show signs of recovery with the support of a conducive regulatory environment.



<sup>3</sup> [https://www.indiabudget.gov.in/economicsurvey/doc/vol2chapter/echap01\\_vol2.pdf](https://www.indiabudget.gov.in/economicsurvey/doc/vol2chapter/echap01_vol2.pdf)

<sup>4</sup> [https://www.trai.gov.in/sites/default/files/PR\\_No.27of2021.pdf](https://www.trai.gov.in/sites/default/files/PR_No.27of2021.pdf)

<sup>5</sup> <https://www.nokia.com/about-us/company/worldwide-presence/india/mbit-index-2021/>

<sup>6</sup> <https://www.ibef.org/industry/indian-telecommunications-industry-analysis-presentation>

**Outlook**

Revenue from the telecom equipment sector is expected to grow to US\$ 26.38 billion by 2020. The number of internet subscribers in the country is expected to double by 2021 to 829 million and overall IP traffic is expected to grow four-fold at a CAGR of 30% by 2021. India’s young population, rapid urbanization and growing middleclass is expected to ensure a growing subscriber base in the target demography. In anticipation of 5G, telecom companies stand to earn 70% of their revenue from core beneficiaries of the 5G rollout in the near future. While implementation and rollout of 5G is still some time away, the standards and ecosystem on 5G have already gathered pace with more and more use cases coming into picture. The Indian Government is planning to develop 100 smart city projects, and IoT will play a vital role in developing these cities. The National Digital Communications Policy 2018 envisaged attracting investment worth US\$ 100 billion in the telecommunications sector by 2022.

**Indian Power Sector**

India’s has seen extraordinary successes in its recent energy development, but many challenges remain like the Covid-19 pandemic which has been a major disruption. Despite the outbreak, the demand for sustainable power sources has been at a rise with the increasing availability of literature and preference for green power production. With a generation of 1,558.7 TWh, India is the third-largest producer and the third-largest consumer of electricity in the world. Under the Union Budget 2021-22, the government has allocated INR 15,322 crore for the Ministry of Power with a noteworthy allocation of INR 300 crore to increase the capacity of the Green Energy Corridor Project. The Cabinet Committee on Economic Affairs (CCEA) has approved commercial coal mining for

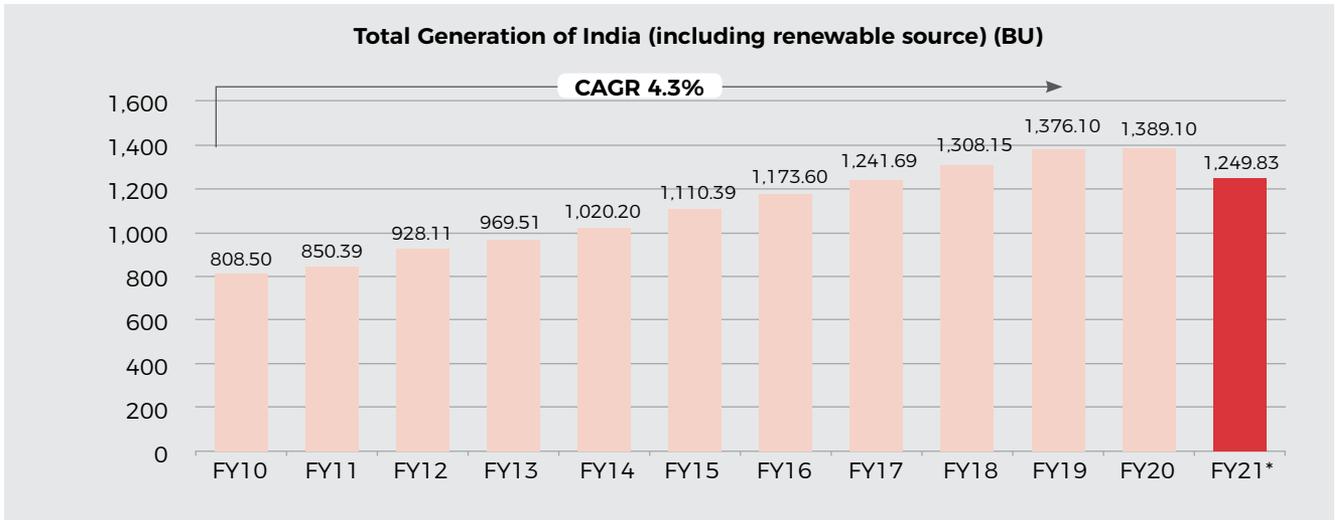
private sector and the methodology of allocating coal mines via auction and allotment, thereby prioritising transparency, ease of doing business & ensuring the use of natural resources for national development.

Power consumption is estimated to reach 1,894.7 TWh in 2022<sup>7</sup>. Power Generation has grown rapidly with a relative growth in demand due to the accelerating economic advancements seen across the country. India’s power sector is forecasted to attract investment worth INR 9-9.5 trillion between FY19-FY23. The massive expansion in industrial activity is projected to further accelerate the already growing demand for electricity. Another major factor is the population explosion resulting in spread of electrification in numerous regions across the country and rapid per-capita usage.

**Transmission Towers Sector**

India being a developing nation, the demand for electricity to support the economic growth is on continuous rise. Thus there is need for substantial growth in transmission sector to support the growing load and to provide connectivity to generation projects – especially the renewables.

Fortunately, due to increased focus on the segment in recent past years – the transmission sector has witnessed a significant growth in the country. Transmission towers are the integral part of a transmission network that work as the main supporting unit of an overhead transmission lines used to carry high voltage AC and DC systems and keeping it at a safe height above the ground. There is need for installation of new transmission and distribution infrastructure to keep pace with trends as well as replacement of ageing infrastructure. All these factors are expected to drive the growth of transmission tower market in the country.



<sup>7</sup> <https://www.ibef.org/industry/indian-power-industry-analysis-presentation>

The growth prospects for transmission sector are driven by greater emphasis on grid reliability, and spread of new urban and rural load centres arising from urbanisation and rural electrification. Further, the renewable sector would generate fresh potential for the transmission sector and will add to the demand of transmission towers in the coming years as these projects come up in the hinterland & the consumer is far from place of generation, the infrastructure that needs to be set up in terms of transmission lines & substations would be huge.

The growth for transmission tower market is directly proportionate to the growth of transmission lines in the country. Thus, the rising demand for electricity, need for replacement of ageing infrastructure and installation of new transmission and distribution infrastructure is expected to drive the growth of transmission tower market.

### Indian Railway Electrification Sector

The Indian Railways is rapidly moving towards advanced and sustainable developments which includes the electrification of its major transport facilities. There is a plan to electrify Broad Gauge (BG) routes across the Indian Railways network by December 2023, in order to achieve 100% electrification of those routes. Indian Railways has adopted modern measures such as Head-On-Generation systems, Bio-Toilets and LED lights, automatic coach washing plants, water conservation as well as solar powered stations to contribute towards environmental protection<sup>8</sup>. Despite the Covid-19 pandemic, the national transporter has achieved historical heights in the electrification of the railways network in 2020-21. During the financial year 2020-21, Indian Railways achieved the highest ever electrification of sections, covering 6015 Route Km (RKM) in a single year, surpassing the previous highest of 5,276 RKM achieved in the year 2018-19.

### Company Overview

Incorporated in 2007, Salasar Techno Engineering Limited is a provider of customised steel fabrication and infrastructure solutions in India for Telecommunication Towers, Transmission Towers & Substation Structures and Solar Module Mounting Structures. We provide 360 degree solutions by carrying out engineering, designing, fabrication, galvanization and deployment. Our products include Telecommunication Towers, Power Transmission Line Towers, Smart Lighting Poles, Monopoles, Guard Rails, Substation Structures, Solar Module Mounting Structures and Customized Galvanized & Non-galvanized steel structures. Our services include providing complete engineering, procurement and control for projects such as Rural Electrification, Power Transmission Lines, and Solar Power Plants.

Our Company has three world class manufacturing facilities covering 1,50,000 square yards area located in Jindal Nagar, Hapur District (UP) and Khera Dehat with a total capacity

of 1,00,000 MT including Steel Galvanizing equipped with latest technology and 15,000 MT of Heavy Structure Division.

### Business Segments

The company mainly operates in Two Segments i.e. Steel Structure Segment and Engineering, Procurement & Construction (EPC) Segment :-

#### I) STEEL STRUCTURE SEGMENT

Under this segment we mainly operate in the following business verticals:

- Telecom Towers
- Transmission and Railway Towers
- Solar Towers
- Poles
- Heavy Steel Structures

**Telecom Tower:** We have thrived in the telecommunications towers business for more than 10 years, and thus, offer the best of telecommunication towers with internationally certified designs. In addition to that, we also offer monopoles, smart city solutions, portable towers and other accessories. Ever since our inception, we've been helping businesses grow with our Telecommunication Products and Services. We have manufactured over 50000 towers since inception.

**Transmission and Railway Towers:** Our transmission and railway tower business includes manufacturing of Transmission towers for own EPC business, Turnkey Projects as well as supplying structure to other EPC contractors also.

**Solar Towers:** At Salasar, we aim to contribute to the conservation of our environment to build a greener, more sustainable future for everyone. With this in mind, we offer 360-degree solutions covering the entire spectrum of wind and solar energy projects. In our last decade of operation, we've already supplied Solar Module Mounting Structures for over 1,000 MW of Solar Projects across the country. We have also innovated to come up with offbeat solar-powered solutions for Smart Cities. We apply the same stringent quality code and extend our production prowess for manufacturing structures to harness the potential of wind energy.

**Poles:** We are one of the few manufacturers in India to have state-of-the-art Bending Machines capable of bending mild steel plates of thickness up to 30 mm with utmost precision. We manufacture custom made poles of the highest quality equipped with technologies like LED lights, CCTV cameras, pollution sensors, Wi-Fi routers. Steel Utility Poles are extremely crucial for infrastructure development as

<sup>8</sup> <https://pib.gov.in/PressReleasePage.aspx?PRID=1709184>

they are cost-effective, more durable, better for the environment, and easier to employ compared to other alternatives. Salasar is also working extensively to fulfil India's Smart City Mission and has contributed significantly to the development of Smart Cities in Visakhapatnam, Agartala, Indore, Bhopal, and NCR in collaboration with Ramboll. With a special focus on cost optimization and connectivity, our Smart City Solutions are here to help India build the necessary infrastructure for sustainable development.

**Heavy Steel Structures:** During the year the company has started new vertical to manufacture heavy Structural steel fabrication for bridges, power plants, airport hangers, metro stations, stadiums etc.

## II) EPC SEGMENT

EPC Business: Our EPC business mainly includes manufacturing and deployment of Transmission towers and Railway electrification Towers for own EPC business and Turnkey Projects. The company has executed more than 475 Kms Power Transmission lines projects and have completed 217 KM of Railway Track Kilometres.

### Key Developments During the Year

During the year gone by the Company has successfully completed planned capex to setup new unit to manufacture large and heavy structures. The unit will provide heavy structural steel fabrication for bridges, power plants, airport hangers, metro stations, stadiums etc. The new unit has an installed capacity of 15,000 MTPA, which is one of the largest installed capacity in northern India for manufacturing of such products. This new product offering will not only help the Company in opening up new revenue stream but also lead to become one of the leading players offering total customized steel structures for all uses. A total capex of Rs 20 crore has been incurred on this new vertical. The unit has been commissioned and commercial production started in March end 2021.

With a focus on developing and expanding its geographical reach through export, during the year Company entered into 2-year supply agreement with American Tower Corporation (ATC) to manufacture and supply towers for African markets. Company continues to see good traction and has executed orders worth Rs. 27 crore during the financial year 2020-21.

### Financial Highlights

On a standalone basis for the year ended March 31, 2021, Income from Operations for the Company stood at Rs 583 crores compared to Rs 526 crores in the corresponding last year.

The total revenue from Steel Structure segment for the year ended March 31, 2021 was Rs 468 crore as against Rs 444 crore for the corresponding previous period. The total revenue from EPC segment for the year ended March 31, 2021 was Rs 114 crore as against Rs 80 crore.

On a Standalone basis the EBIDTA (excluding other income) for the current fiscal year stood at Rs. 57 crores, with EBITDA margin of 9.62%. PAT was Rs. 29 crores with PAT margin of 5.03%.

The financials this year were impacted due to COVID-19 lockdown, which came into effect on 24th March 2020.

On a Consolidated basis, the Company's Income from Operations for FY2020-21 stood at Rs 597 crores. The EBIDTA (excluding other income) stood at Rs. 57 crores with EBITDA margin being 9.55%. PAT for the year stood at Rs. 30 crores with PAT margin being 5.01%.

As on March 31st, 2021, the consolidated net worth stood at Rs. 253 crores, while the consolidated debt was at Rs. 198 crores. The cash and cash equivalents at the end of March 31st, 2021 were Rs. 5 crores.

The Company has been rated 'BWR A-' for Long Term Borrowing and 'BWR A2+' for short term borrowing by BRICKWORK ratings.

(Rs. in Crs)

Particulars	Standalone		Consolidated	
	FY20-21	FY19-20	FY20-21	FY19-20
<b>Income from Operations</b>	583.31	525.51	596.59	526.25
EBIDTA	56.09	51.36	56.98	51.81
<b>EBIDTA Margin</b>	<b>9.62%</b>	<b>9.77%</b>	<b>9.55%</b>	<b>9.84%</b>
Interest	17.59	20.57	17.65	20.58
PAT	29.34	22.09	29.90	22.38
<b>PAT Margin</b>	<b>5.03%</b>	<b>4.20%</b>	<b>5.01%</b>	<b>4.25%</b>
ROE	11.65%	10.67%	11.83%	10.80%
<b>ROCE</b>	<b>23.85%</b>	<b>22.48%</b>	<b>23.98%</b>	<b>22.63%</b>
EPS	21.92	16.61	22.15	16.84

Roce - EBIT/Average Capital Employed (Total Asset-Current Liabilities)

## Risk and Concerns

### Commodity Risk

The Company deals with various commodities, such as steel, zinc. Fixed price contracts can have a negative impact on the Company's profits if input costs rise without proper hedging mechanisms.

**Mitigation:** The Company believes in keeping its commodity and currency exposures hedged to optimum levels and measures and manages these risks centrally. It carries out periodic reviews of these risks at appropriate levels. The Company manages input commodity price risk through price escalations under the Contracts

### Execution Risk

The Company has undertaken a number of projects in the last year and several more are in the pipeline. Project execution is largely dependent upon project management skills and timely delivery by equipment suppliers. Any delay in project implementation can impact revenue and profit for that period.

**Mitigation:** Our implementation schedules are in line with the plans. Emergency and contingency plans are in place to prevent or minimize business interruptions. Therefore, we do not expect this risk to affect us materially in the future.

### Financial Risk

Interest rate, Exchange rate, Liquidity risk, Commodity price risk pose significant challenges to profitability and margins. Any adverse movement of these metrics could deter the value creation philosophy of the Company and its subsequent growth plans.

**Mitigation:** The Company plans its liquidity position through a judicious mix of short- and long-term funding while optimizing the interest cost. In addition to last price contract, the Company manages input commodity price risk through price escalations under the Contract in case of variable contracts and through Commodity Future Contracts in case of fixed price contract.

## Internal Control Systems and Adequacy

The Company has taken adequate measures to strengthen its internal control systems such as fraud risk assessment, strengthening background verification process of new joiners, whistle blower policy and strengthening the process of risk management. The Company maintains a system of internal controls designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations.

The organization is well structured and the policy guidelines are well documented with pre-defined authority. The Company has also implemented suitable controls to ensure that all resources are utilized optimally, financial transactions are reported with accuracy and there is strict adherence to applicable laws and regulations. The Company has put in place adequate systems to ensure that assets are safeguarded against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported. The Company also has an exhaustive budgetary control system to monitor all expenditures against approved budgets on an ongoing basis. Recognizing the important role of internal scrutiny, the Company has an internal audit function which is empowered to examine the adequacy of, and compliance with, policies, plans and statutory requirements. It is also responsible for assessing and improving the effectiveness of risk management, control and governance process. Periodical audit and verification of the systems enables the various business groups to plug any shortcomings in time. As stated earlier the Company has improved effectiveness of the risk management process wherein it evaluates the Company's risk management system and suggests improvement in strengthening risk mitigation measures for all key operations, controls and governance process. In addition, the top management and the Audit committee of the Board periodically review the findings and ensure corrective measures are taken.

# ANNEXURE- J

## BUSINESS RESPONSIBILITY REPORT 2020-21

The Company's Business Responsibility Report for the Financial Year 2020-21 has been prepared in accordance with the requirements of SEBI (LODR) Regulations, 2015 and is based on the National Voluntary Guidelines on Social, Environmental & Economic Responsibilities of Business (NVEGs) released by Ministry of Corporate Affairs, Government of India.

### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate Identity Number (CIN) of the Company	L23201DL2001PLC174076
2	Name of the Company	SALASAR TECHNO ENGINEERING LIMITED
3	Registered address	Salasar Techno Engineering Limited, E-20, South Extension-I New Delhi- 110049
4	Website	www.salasartechno.com
5	E-mail id	compliance@salasartechno.com
6	Financial Year reported	2020-21
7	Sector(s) that the Company is engaged in (industrial activity code wise)	Manufacturing and Trading in steel structures NIC Code: 25112 Turnkey Projects (excluding steel structures) NIC Code: 42202
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	a) Steel Structures b) EPC Projects
9	Total number of locations where business activity is undertaken by the Company  (a) No. of National Locations  (b) No. of International Locations	a) The Company carries out its operation through its registered/corporate office situated in New Delhi and several marketing/site offices across India. The Company has three manufacturing units at Uttar Pradesh, Pilkhuwa District Hapur. Details of the Plant Locations of the Company are provided in the Corporate Governance Report forming part of the Annual Report.  b) The Company does not have any office or manufacturing facilities outside India.
10	Markets served by the Company - Local/ State/ National/International	The Company has Pan India market presence and also exports its product to several international geographies which includes West Africa, East Africa, Central Africa, Philippines, Saudi Arab, Nepal, Myanmar.

### SECTION B: FINANCIAL DETAILS OF THE COMPANY

1	Paid up Capital (₹)	₹ 14,28,52,640/-
2	Total Turnover (₹)	₹ 59,658.77 Lakhs
3	Total profit after taxes (₹)	₹ 2,989.90 Lakhs
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Amount required to be spent by the Company during the year on CSR ₹ 77.96 Lakhs and the Company spent ₹ 112.36 Lakhs on CSR activities during the financial year 2020-21 which includes ₹ 33.90 Lakhs for the previous year. As on March 31, 2021 there is no outstanding amount to be spend on CSR.
5	List of activities in which expenditure in 4 above has been incurred:	

## SECTION C: OTHER DETAILS

1	<b>Does the Company have any Subsidiary Company/ Companies?</b>	No, the Company does not have any Subsidiary Company as on 31st March 2021. However, the Company has three Joint Venture Entities namely "Sikka- Salasar JV", "Salasar- HPL JV", "Salasar- REW JV" and the Company has one subsidiary LLP namely Salasar Adorus Infra LLP.
2	<b>Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)</b>	No
5	<b>Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]</b>	No

## SECTION D: BUSINESS RESPONSIBILITY INFORMATION

### 1. Details of Director/Directors responsible for BR

#### a) Details of the Director / Directors responsible for implementation of the BR policy / policies

Category	No. of Shares held	% of Shareholding
01474484	Mr. Alok Kumar	Chairman & Managing Director
00316141	Mr. Shashank Agarwal	Joint Managing Director
00316155	Mr. Shalabh Agarwal	Whole-time Director
06938805	Ms. Tripti Gupta	Whole-time Director

#### b) Details of the BR head:

Sr. No.	Particulars	Details
1.	DIN (if applicable)	01474484
2.	Name	Mr. Alok Kumar
3.	Designation	Chairman & Managing Director
4.	Telephone number	9810003009
5.	e-mail id	alok.agarwal@salasartechno.com

## 2. Principle-wise (as per NVGs) BR Policy/policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows:

Principle 1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
Principle 2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
Principle 3	Businesses should promote the well-being of all employees.
Principle 4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
Principle 5	Businesses should respect and promote human rights.
Principle 6	Businesses should respect, protect, and make efforts to restore the environment.
Principle 7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
Principle 8	Businesses should support inclusive growth and equitable development.
Principle 9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

### a) Details of Compliance (Reply in Y/N)

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national/international standards? If yes, specify?	Yes, the policies are in line with respective principles of National Voluntary Guidelines on Social, Environmental and Economical Responsibilities of Business as issued by Ministry of Corporate Affairs, Government of India, in July 2011.								
4	Has the policy been approved by the Board? If yes, has it been signed by MD/owner/CEO/ appropriate Board Director?	All the policies are approved by the Board/Management Committee. All the policies are signed by the concerned Director.								
5	Does the company have a specified committee of the Board/Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	All Policies which are statutorily required to be placed on the Company's website can be accessed through the following link: <a href="https://salasartechno.com">https://salasartechno.com</a>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to employees through the Intranet and to external stakeholders through the Company's website: <a href="http://www.salasartechno.com">www.salasartechno.com</a>								
8	Does the company have in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	The Whistle Blower Mechanism provides Employees, Customers, Vendors, Contractors, and other Stakeholders to report any concerns or grievances pertaining to any potential or actual violation of Company's Code of Conduct or any unethical behavior.								
10	Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?		N	N	N	N	N	N	N	N
		The Company has dedicated complaints section on its website wherein the concerned stakeholders can raise their concerns.								

b) If answer to the question at serial number 1 against any principle, is 'NO', please explain why: (Tick up to 2 options):

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The company has not understood the Principles.									
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles.									
3.	The company does not have financial or manpower resources available for the task.									<b>NOT APPLICABLE</b>
4.	It is planned to be done within next 6 months.									
5.	It is planned to be done within the next 1 year.									
6.	Any other reason (please specify).									

**3. Governance related to BR**

Sr. No.	Particulars	Details
a.	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company (Within 3 months, 3-6 months, Annually, More than 1 year).	The formulation of Business Responsibility Report has become applicable to the Company for the first time at the end of March 31, 2021. The Management shall periodically monitor the BR initiatives and BR performance of the Company to be compiled in the BR report, which shall form part of Annual Report and shall be placed before the Board for their approval, every year.
b.	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	<p>The formulation of Business Responsibility Report has become applicable to the Company for the first time at the end of March 31, 2021. Business Responsibility Report is made part of the Annual Report from FY 2020- 21 onwards.</p> <p>The same is available on website of the Company at: <a href="http://salasartechno.com">http://salasartechno.com</a> after approval from the Board of Directors.</p>

## Section E: Principle-wise Performance

<b>Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability</b>	
<b>1. Does the policy relating to ethics, bribery and corruption cover only the Company?</b>	The Company has defined the Code of Conduct for its Directors and employees that cover issues related to ethics, workplace responsibilities and conflict of interest. It also covers dealings with suppliers, customers and other business associates. The Company has also put in place a Whistle Blower Policy in order to enable employees and others to bring to the notice of Board and management, any wrongdoing or unethical practices observed in the Company. The suppliers / contractors / business associates dealing with the Company are also encouraged to maintain ethical standards in all their practices.
<b>Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?</b>	
<b>2. How many Stakeholders Complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof.</b>	During the financial year 2020-21, the Company has not received any complaints in relation to ethics, bribery and corruption.
<b>Principle 2: Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle</b>	
<b>1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities</b>	The Company is engaged in manufacturing/service of the following: <ul style="list-style-type: none"> <li>a) Steel Structures</li> <li>b) EPC Projects</li> </ul> The plants of the Company are ISO 9001:2005, ISO 14001:2015, OHSAS 18001:2007 certified. The Company endeavours to provide products and services, which are sustainable throughout their life cycle and tries to ensure that no damage is caused to the environment. <p>The Company uses designed technologies to optimize the weight and size of telecom and transmission towers manufactured. The designs and project planning teams tries to ensure that no adverse impact is caused to the environment and that designs are optimized to cause minimum deforestation and reduce impact on standing crops. The Company also proactively promotes usage of Monopoles which require less installation space.</p>
<b>2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):</b>	<b>a) Reduction during sourcing/ production/ distribution achieved since the previous year throughout the value chain?</b>
<b>a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?</b>	There has been overall improvement in yield (steel & zinc), scrap reduction, reduction in energy (power & fuel), water, consumables, packaging material, and so on across all its manufacturing units.
<b>b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?</b>	<b>(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?</b>
	There are no specific standards to ascertain the same.

<p><b>3. Does the Company have procedures in place for sustainable sourcing, including transportation?</b></p> <p>a) <b>If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof.</b></p>	<p>Yes, the Company focuses on sustainable procurement practice. The aim and challenge of sustainable procurement is to integrate environmental and social considerations into the procurement process, with the goal of reducing adverse impacts upon social conditions and the environment, thereby saving valuable costs, making efficient and effective use of natural resources, encouraging innovation etc. The Company considers aspects of safety and environment in addition to commercial considerations while selecting its suppliers. Preference is given to local suppliers to reduce transportation costs and bring sustainable sourcing. Most of the raw materials are sourced from these suppliers.</p>
<p><b>4. Has the Company taken any steps to procure goods and services from local &amp; small producers, including communities surrounding their place of work?</b></p> <p>a) <b>If yes, what steps have been taken to improve their capacity and capability of local and small vendors?</b></p>	<p>The major raw materials used by the Company in its manufacturing process are of such nature, which are generally not produced by small producers. However, for all other products the Company tries to procure from local supply chain partners which include small scale industries who meet our quality, delivery, cost and technology expectations. Efforts are made to use local service providers for availing various support services at our various plants.</p> <p><b>Steps taken by Company to improve their capacity and capability of local and small vendors are:-</b></p> <ul style="list-style-type: none"> <li>i) Providing continuous order for keeping their order book full according to their material delivery schedule.</li> <li>ii) Releasing on time payment for supporting them financially to continue the circle throughout the year.</li> <li>iii) Periodical meeting is being held with vendors for discussing about the matter like material quality, delivery schedule, minimization of rejection etc.</li> </ul>
<p><b>5. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as &lt;5%, 5-10%, &gt; 10%). Also, provide details thereof.</b></p>	<p>The Company has always strived to reduce wastes associated with its products. Most of the metal wastes generated in production are sold to recycling units through direct/ indirect channels.</p> <p>The Company complies with all applicable regulatory requirements pertaining to waste disposal as prescribed by the regulatory agencies.</p>

**Principle 3: Businesses should promote the wellbeing of all employees**

<b>1. Please indicate the Total number of employees.</b>	1542
<b>2. Please indicate the Total number of employees hired on temporary/ contractual/ causal basis.</b>	267
<b>3. Please indicate the number of permanent women employees.</b>	4
<b>4. Please indicate the Number of permanent employees with disabilities</b>	Nil
<b>5. Do you have an employee association that is recognized by management</b>	No
<b>6. What percentage of your permanent employees is member of this recognised employee association?</b>	Not Applicable

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

The Company does not engage in any form of child labour/ forced labour/ involuntary labour and does not adopt any discriminatory employment practices.

Sr. No.	Category	No. of Complaints filed during the financial year	No. of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	0	0
2	Sexual Harassment	0	0
3	Discriminatory employment	0	0

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

Particulars	Safety	Skill
a) Permanent Employees	100%	100%
b) Permanent Women Employees	100%	100%
c) Casual/Temporary/Contractual Employees	100%	100%
d) Employees with Disabilities	N.A.	N.A.

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized**

1. Has the company mapped its internal and external stakeholders? Yes/ No

Yes, the Company builds trust through productive relationships, fosters working partnerships and considers both internal and external stakeholders as integral to its business. For the Company, maintaining relationship with stakeholders is a business imperative.

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.

Yes, we try to identify underprivileged communities around our business location and try to serve their needs through our CSR Programs.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof.

Yes. Salasar Techno Engineering Limited believes that it has an important role to play in the society and community in which it operates. The Company has several programs designed to benefit marginalized stakeholders. The Company provides healthcare facilities to underprivileged in and around its factory premises and also takes up projects for provision of safe drinking water, sanitation facilities, health and hygiene, education, animal welfare and rural development.

**Principle 5: Businesses should respect and promote human rights**

<b>1. Does the policy of the Company on human rights cover only the Company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?</b>	The Company complies with applicable laws and regulation governing occupational health and safety and holds OHSAS 18001:2007 certification for Occupational Health and Safety Standards. The Company applies principles of equal opportunity, fair treatment and zero tolerance for any form of unlawful discrimination or harassment of employees. The Company promotes awareness of the importance of respecting human rights within its value chain and discourages instances of abuse. The Company ensures conformance to the fundamental labour principles including the prohibition of child labour, forced labour, freedom of association and protection from discrimination in all its operations. The suppliers, contractors etc. dealing with the Company are always encouraged to maintain ethical standards in all their practices.
<b>2. How many stakeholders' complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?</b>	The Company has not received any complaint in respect of human rights.

**Principle 6: Businesses should respect, protect, and make efforts to restore the environment**

<b>1. Does the policy related to Principle 6 cover only the company or extends to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ others</b>	The Company is committed to safeguard the interest of environment with a view of sustainable development and holds ISO14001:2015 certification for Environment Management Standards. The Company has taken many environmental friendly initiatives and has also carried out process modification to protect environment. The Company's Environmental policy is applicable to all its business places. The Company encourages the suppliers, vendors and contractors associated with it to follow the principles as envisaged in the aforesaid policy.
<b>2. Does the Company have strategies/Initiatives to address global warming issues such as climate change, global warming, etc.? Yes/No. If yes, please give hyperlink for webpage etc.</b>	<p>The Company understands and recognizes that climate change and global warming are real threat to the global community and each and every person has a role &amp; responsibility to address such alarming issue. In line with the Company's commitment towards conservation of energy, all its units continue with their efforts to reduce wastage, optimize consumption and also to improve energy efficiency through innovative measures. The Company has taken the following initiatives to address these environmental issues:</p> <ul style="list-style-type: none"> <li>• Usage of LPG in place of furnace oil in Galvanized Plant</li> <li>• Installation of LED Lights;</li> <li>• Reduction in usage of generators;</li> <li>• Energy efficiency-key criteria for purchase of new machinery.</li> <li>• Usage of Solar Energy</li> </ul>

<b>3. Does the Company identify and assess potential environment risks? Yes/No</b>	Yes. The Company tries to identify, assess and address potential environmental risks related to its operations.
<b>4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof. Also, if yes, whether any environmental compliance report is filed?</b>	Company has installed solar panel of 550 KVA capacities in its Unit-III which will reduce the electricity consumption significantly.
<b>5. Has the Company undertaken any initiatives on clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.</b>	<ul style="list-style-type: none"> <li>• The Company has substituted the use of furnace oil with LPG in the zinc melting furnace of galvanizing plant at all the three Units. LPG is a more sustainable fuel than furnace oil and minimizes environmental pollution and also leads to more efficiency.</li> <li>• Company has installed solar panel of 550 KVA capacity in its Unit-III which will reduce the electricity consumption significantly.</li> </ul>
<b>6. Are the Emissions/ Waste generated by the company within the permissible limits given by CPCB/ SPCB for the financial year being reported?</b>	All the plants of the Company comply with the prescribed emission norms of various Central/State Pollution Control Boards. All the emission and waste generated by the Company is well within the permissible limits given by SPCB/CPCB for the financial year reported.
<b>7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.</b>	One Notice is pending as on 31.03.2021. The Company has replied to the same

**Principle 7: Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner**

<b>1. Is your company a member of any trade and chamber or association? If yes, Name only those major ones that your business deals with.</b>	The Company is member of Indian Electrical & Electronics Manufacturers Association
<b>2. Have you advocated/ lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food Security, Sustainable Business Principles, Others)</b>	The Company actively participating in the policy advocacy through above association.

**Principle 8: Businesses should support inclusive growth and equitable development**

<b>1. Does the company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof.</b>	<p>The Company is committed to fulfill its responsibility towards people, society and the environment for inclusive growth of the society. The Company has several socio-economic projects running in various areas and is taken as per the CSR policy of the Company which includes:</p> <ul style="list-style-type: none"> <li>• Promoting healthcare including preventing healthcare.</li> <li>• Promoting education and special education.</li> <li>• Environmental Sustainability</li> </ul> <p>The details of specific CSR projects are given in Annexure-H to the Director's Report.</p>
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<p><b>2. Are the programmes/projects undertaken through in-house team/own foundation/ external NGO/ government structures/any other organisation?</b></p>	<p>The aforesaid projects have been carried out by the Company directly and/or through implementing agencies.</p>
<p><b>3. Have you done any impact assessment of your initiative?</b></p>	<p>Efforts are made to make a general assessment of impact of some of the initiatives. The CSR Committee internally performs an impact assessment of its initiatives at the end of each year to understand the efficacy of the programs and to gain insight for improving the design and delivery of future initiatives. However, no structural impact assessment is put in place at present.</p>
<p><b>4. What is your company's direct contribution to community development projects- Amount in and the details of the projects undertaken?</b></p>	<p>During the year, the Company has spent ₹ 112.36 Lakhs towards various CSR initiatives and projects. The details of the same are given in Annexure-H to the Director's Report.</p>
<p><b>5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain.</b></p>	<p>All CSR projects and initiatives are planned with the objective of sustainable community development. The project is identified and developed as a facilitator within the CSR policy framework and presented to the CSR committee for its review, guidance and approval and then the initiatives conducted under CSR are tracked to determine the outcomes achieved and the benefits to the community. The Company works directly and through implementing agencies of the project to ensure proper and meaningful adoption of these initiatives among the target community.</p>

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**

<p><b>1. What percentage of customer complaints/ consumer cases are pending as on the end of financial year?</b></p>	<p>No complaints are pending as at the end of Financial Year 2020-21</p>
<p><b>2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks</b></p>	<p>Yes, the Company adheres to all legal statutes with respect to product labeling and display of product information. The Company also displays all the requisite information and safety guidance which are specific to its product.</p>
<p><b>3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anticompetitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof.</b></p>	<p>No cases were filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years.</p>
<p><b>4. Did your company carry out any consumer survey/ consumer satisfaction trends?</b></p>	<p>Salasar believes in providing best services to its customers. Time to time meeting(s) with customers are organized to understand their expectation and essentially to gauge our competitiveness in the business. Salasar leverages its presence across the country to remain consistently in touch with the customers through its business unit and mitigate their issues promptly. Feedbacks received from customers are implemented to further enhance quality of service.</p>

**On behalf of the Board  
For Salasar Techno Engineering Limited**

# INDEPENDENT AUDITOR'S REPORT

To  
**The Members of**  
**SALASAR TECHNO ENGINEERING LIMITED**  
**Report on the Standalone Financial Statements**

## Opinion

We have audited the standalone financial statements of SALASAR TECHNO ENGINEERING LIMITED ("the Company"), which comprise the balance sheet as at March 31, 2021, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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, 2021, and profits, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

## Basis for Opinion

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

## Emphasis of Matter

We draw your attention to Note 1(B)(v) to the standalone financial statements which explains the management's assessment of the financial impact due to the lock-downs and other restrictions and conditions related to the COVID -19 pandemic situation. As per the management's current assessment, there is no significant impact on carrying amounts of inventories, tangible assets, trade receivables, investments and other financial assets is expected, and management continue to monitor changes in future economic conditions. Our opinion is not modified in respect of this matter.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p><b>1. Recognition of contract revenue, margin and related receivables</b></p> <p>The Company enters into Engineering Procurement and Construction (EPC) contracts, which are complex in nature and span over a number of reporting periods. The accounting standard requires an entity to select a single measurement method for the relevant performance obligation that depicts the entity's performance in transferring goods or services or if a contract is onerous, present obligations are recognized and measured as provisions.</p>	<p><i>Our procedures included the following:</i></p> <ul style="list-style-type: none"> <li>• We selected a sample of contracts to test, using a risk based criteria which included individual contracts with: <ul style="list-style-type: none"> <li>- significant revenue recognised during the year;</li> <li>- significant unbilled work in progress (WIP) balances held at the year end; or</li> <li>- low profit margins.</li> </ul> </li> </ul>

**Key Audit Matter**

The Company is recognizing contract revenue and margin for these contracts based on input method, in accordance with the requirement of the standard which relies on management's estimates of the final outcome of each contract, and involves the exercise of significant management judgment, particularly in forecasting the cost to complete a contract, in valuing contract variations, claims and liquidated damages. We identified contract accounting as a key audit matter because the estimation, of the total revenue and total cost to complete the contract, prepared based on the prevailing circumstances, is inherently subjective, complex and require significant management judgment and forecast of contract revenue and/or contract cost may get subsequently changed due to change in prevailing circumstances, assumptions, contract variations or any other factor, and could result in material variance in the revenue and profit or loss from contract for the reporting period.

**2. Related Party Transactions**

The Company has entered into several transactions with related parties during the year 2020-21. We identified related party transactions as a key audit matter because of risks with respect to completeness of disclosures made in the consolidated financial statements including recoverability thereof; compliance with statutory regulations governing relate party relationships such as the Companies Act, 2013 and SEBI Regulations and the judgement involved in assessing whether transactions with related parties are undertaken at arms' length.

Refer Note 38 to the financial statements.

**Auditor's Response**

- Obtained an understanding of management's process for reviewing long term contracts, the risk associated with the contract and any key judgments.
- Evaluating the design and implementation of key internal controls over the contract revenue and cost estimation process through the combination of procedures involving inquiry and observations, re-performance and inspection of evidence in respect of operations of these controls.
- Verified underlying documents such as original contract, and its amendments, if any, key contract terms and milestones, etc. for verifying the estimation of contract revenue and costs and /or any change in such estimation.
- Evaluating the outturn of previous estimates and agreeing the actual cost after the year end to the forecasted costs for the period.
- Evaluating the status of each of the material trade receivables past due as at year end, the Company's on-going business relationship with customer and past payment history of the customers through discussion with management.

Our audit procedures on related party transactions included:

- Assessed the key controls to identify and disclose related party relationships and transactions in accordance with the relevant accounting standard.
- Assessed compliances with the listing regulations and the regulations under Companies Act, 2013 including checking of approvals/scrutiny as specified in Sections 177 and 188 of the Companies Act, 2013 with respect to the related party transactions.
- Considered the adequacy and appropriateness of the disclosures in the consolidated financial statements, including recoverability thereof, relating to the related party transactions.
- Inspected relevant ledgers, agreements and other information that may indicate the existence of related party relationships or transactions. Further, we also tested completeness of related parties with reference to the various registers maintained by the company statutorily.
- On a sample basis, tested Company's assessment of related party transactions for arms' length pricing.

Key Audit Matter	Auditor's Response
<p><b>3. Provisions and contingent liabilities in relation to tax positions</b></p> <p>Company has received outstanding demands and show cause notices from various tax authorities.</p> <p>The Management have made judgements relating to the likelihood of an obligation arising and whether there is a need to recognize a provision or disclose a contingent liability. We therefore focused on this area as a result of uncertainty and potential material impact.</p> <p>Refer Note 39 to the financial statements.</p>	<p>We have involved our tax experts to gain an understanding of the current status of the tax cases and monitored changes in the disputes by reading external opinions received by the company if any, where relevant to establish that the tax provisions had been appropriately adjusted to reflect the latest external developments.</p> <p>For Legal, regulatory and tax matters our procedures included the following:</p> <ul style="list-style-type: none"> <li>• Testing key controls surrounding litigation, regulatory and tax procedures.</li> <li>• Performing substantive procedures on the underlying calculations supporting the provisions recorded.</li> <li>• Where relevant, reading external legal opinions obtained by the management</li> <li>• Discussing open matters with the litigation, regulator, general counsel and tax teams</li> <li>• Assessing management's conclusions through understanding precedents set in similar cases.</li> </ul> <p>Based on the evidence obtained, while noting the inherent uncertainty with such legal, regulatory and tax matters, we determined the level of provisioning and disclosure of contingent liabilities as at March 31,2021 to be appropriate.</p>

### Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon, which is expected to be made available to us after that date.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information and if we conclude that there is a material misstatement therein, we will communicate the matter to those charged with governance and take necessary action as per applicable laws and regulations.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

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

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

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

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

- (a) Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
- (b) As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- (c) Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonable knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.
- (d) We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

- (e) We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- (f) From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would be reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and the statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
    - ii. The Company is not required to make any provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts including derivative contracts.
    - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

For **ARUN NARESH & COMPANY**  
Chartered Accountants  
ICAI Firm Registration Number: 007127N

**Place:** Ghaziabad (U.P)  
**Date:** June 01, 2021  
**UDIN** - 21084598AAAACQ9862

**Arun Kumar Jain**  
Partner  
Membership Number: 084598

# ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SALASAR TECHNO ENGINEERING LIMITED of even date)**

- i. (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) The company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such physical verification.
  - (c) The title deeds of immovable properties, as disclosed in Note 2 on fixed assets to the standalone financial statements, are held in the name of the Company.
- ii. According to the information available to us that physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies is noticed on physical verification between the physical stocks and the book records.
- iii. The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships or any other party covered in register maintained under section 189 of the Companies Act 2013. Therefore, requirement of clause iii(a) to iii(c) of Paragraph 3 of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it to the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Goods and Service Tax, cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
  - (c) The particulars of dues of GST as at March 31, 2021 which have not been deposited on account of dispute, are as follows:

Nature of Statute	Nature of Dues	Forum where the dispute is pending	Period to which the Amount Relates	Amount ( in lakh)
SGST , for the FY 2020-21 (Petition is pending with Appellate Authority SGST, Ghaziabad)	GST	Additional Commissioner (Appeals) Ghaziabad	Financial Year 2020-21	3.78
UPGST Act 2017/CGST Act 2017, Section 129 (3) and IGST Act 2017, Section -20.	GST	High Court of Allahabad	Financial Year 2019-20	4.34

- viii. According to the records of the Company examined by us and the information and explanation given to us, the company has not defaulted in repayment of loans or borrowings to any bank. Further, the company has not obtained any loan or borrowing from government or financial institution.
- ix. In our opinion and according to the information and explanations given to us, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, money raised by way of term loans have been applied by the company during the year for the purposes for which they were raised.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management. The Company has not given any guarantee for loans taken by others from bank or financial institutions.
- xi. The Company has paid/ provided for managerial remuneration during the year in accordance with the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 177 and 198 of the Act. The details of such related party transactions have been disclosed in the Standalone Financial Statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended).
- xiv. According to the information and explanations given to us and as per our verification of the records of the company, the company has converted 10,00,000 warrants into equity shares of ₹ 10.00 each at a premium of ₹ 161.00 per share on preferential basis to the persons belong to Non-Promoters' Category and the proceeds of the same have been utilized for the purpose for which it has been raised.
- xv. The Company has not entered into any non-cash transactions with its Directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **ARUN NARESH & COMPANY**  
Chartered Accountants  
ICAI Firm Registration Number: 007127N

**Place:** Ghaziabad (U.P)  
**Date:** June 01, 2021  
**UDIN** - 21084598AAAACQ9862

**Arun Kumar Jain**  
Partner  
Membership Number: 084598

# ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

**(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Salasar Techno Engineering Limited of even date)**

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

We have audited the internal financial controls over financial reporting of SALASAR TECHNO ENGINEERING LIMITED (“the Company”) as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

## 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, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

## Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

## Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence obtained by us are sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

## Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Limitations of Internal Financial Controls Over Financial Reporting

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

For **ARUN NARESH & COMPANY**  
Chartered Accountants  
ICAI Firm Registration Number: 007127N

**Place:** Ghaziabad (U.P)  
**Date:** June 01, 2021  
**UDIN** - 21084598AAAACQ9862

**Arun Kumar Jain**  
Partner  
Membership Number: 084598

# BALANCE SHEET

AS AT 31 MARCH, 2021

(₹ in Lakhs)

Particulars	Note No.	As at 31 March, 2021	As at 31 March, 2020
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Property, Plant and Equipment	2	11,226.31	9,108.39
Capital Work-in-Progress		8.59	34.07
Intangible Assets	3	27.58	-
Financial assets			
(a) Investments	4	6.20	0.59
(b) Other financial asset	5	1,540.21	1,417.37
<b>Current Assets</b>			
Inventories	6	11,818.34	9,353.93
Financial Assets			
(a) Investments	7	1,019.05	140.03
(b) Trade Receivables	8	23,491.72	21,524.43
(c) Cash and Cash Equivalent	9	21.40	56.73
(d) Bank balances other than (c) above	10	479.07	849.11
(e) Other financial assets	11	1,401.43	1,176.94
Current tax assets (Net)	12	-	90.71
Other current assets	13	3,262.53	1,538.42
<b>TOTAL ASSETS</b>		<b>54,302.42</b>	<b>45,290.73</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	14	1,428.53	1,328.53
Other Equity	15	23,749.05	19,325.96
<b>Liabilities</b>			
<b>Non-current Liabilities</b>			
Financial Liabilities			
(a) Borrowings	16	3,059.16	521.60
(b) Other Financial Liabilities	17	9.99	10.76
Provisions	18	312.88	232.53
Deferred Tax Liabilities (Net)	19	497.79	307.60
<b>Current Liabilities</b>			
Financial Liabilities			
(a) Borrowings	20	16,263.94	15,905.75
(b) Trade Payables	21	2,727.37	2,144.83
(c) Other Financial Liabilities	22	175.27	59.75
Provisions	23	42.39	33.71
Other Current Liabilities	24	5,781.57	5,419.71
Current Tax Liability (Net)	25	254.46	-
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>54,302.42</b>	<b>45,290.73</b>

Notes referred to above and notes attached there to form an integral part of Balance Sheet  
This is the Balance Sheet referred to in our Report of even date.

**For ARUN NARESH & CO.**

Firm Registration No. 007127N  
Chartered Accountants

**CA. Arun Kumar Jain**

Partner  
M. No. 084598

Place : Ghaziabad (U.P.)  
Date : 01-June-2021  
UDIN : 21084598AAAACQ9862

**For and on behalf of Board of Directors**

**Alok Kumar**  
Managing Director  
DIN : 01474484

**Pramod Kr. Kala**  
(Chief Financial Officer)

**Shashank Agarwal**  
Jt. Managing Director  
DIN: 00316141

**Rahul Rastogi**  
(Company Secretary)

# STATEMENT OF PROFIT & LOSS

FOR THE YEAR ENDED ON 31 MARCH, 2021

(₹ in Lakhs)

Particulars	Note No.	Year ended 31 March, 2021	Year ended 31 March, 2020
<b>REVENUES</b>			
Revenue from operations	26	58,331.18	52,550.78
Other Income	27	1,015.04	171.29
<b>Total Revenue</b>		<b>59,346.22</b>	<b>52,722.06</b>
<b>EXPENSES</b>			
Cost of revenue operations	28	47,553.72	39,758.21
Changes in inventories of finished goods, work-in-progress and others	29	(1,365.16)	1,750.69
Employee benefits expenses	30	3,057.36	3,103.15
Finance Costs	31	1,759.27	2,057.32
Depreciation and amortization expenses	2 & 3	560.68	499.19
Other Expenses	32	3,476.42	2,802.54
<b>Total Expenses</b>		<b>55,042.30</b>	<b>49,971.10</b>
Profit before Exceptional Items & Taxes		4,303.92	2,750.96
Exceptional Items		-	-
<b>Profit before Tax</b>		<b>4,303.92</b>	<b>2,750.96</b>
<b>Tax Expenses</b>	33		
(a) Current Tax		1,184.10	722.91
(b) Deferred Tax		186.09	(179.76)
<b>Profit for the year</b>		<b>2,933.74</b>	<b>2,207.81</b>
Other Comprehensive Income (OCI)			
(A) Items that will not be classified to profit or loss			
Remeasurements of the defined benefit plans		16.32	(89.03)
Income tax relating to items that will not be classified to profit or loss		(4.11)	22.41
(B) Items that will be classified to profit or loss		-	-
<b>Total Comprehensive Income for the year</b>		<b>2,945.95</b>	<b>2,141.19</b>
Earning per Equity share of ₹ 10 each			
(1) Basic (in ₹)		21.92	16.62
(2) Diluted (in ₹)		21.92	16.62

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement

This is the Profit & Loss Statement referred to in our Report of even date.

**For ARUN NARESH & CO.**

**For and on behalf of Board of Directors**

Firm Registration No. 007127N  
Chartered Accountants

**CA. Arun Kumar Jain**

Partner  
M. No. 084598

**Alok Kumar**

Managing Director  
DIN : 01474484

**Shashank Agarwal**

Jt. Managing Director  
DIN: 00316141

Place : Ghaziabad (U.P.)  
Date : 01-June-2021  
UDIN : 21084598AAAACQ9862

**Pramod Kr. Kala**  
(Chief Financial Officer)

**Rahul Rastogi**  
(Company Secretary)

# CASH FLOW STATEMENT

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

(₹ in Lakhs)

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
<b>Cash Flow from Operating Activities</b>		
Profit Before Tax	4,303.92	2,750.96
<b>Adjustment for:</b>		
Depreciation and amortisation expenses	560.68	499.19
Finance costs	1,759.27	2,057.32
Dividend income	(1.16)	(2.51)
Interest income	(134.77)	(168.27)
(Gain)/ loss on property, plant and equipment	-	(0.51)
Bad debts written off	334.84	-
Provision for doubtful debts	63.49	-
Electricity duty refundable	(21.54)	(55.98)
Provision for employee benefits expense	105.36	34.29
(Gain)/ loss on fair valuation of assets	(877.45)	56.84
Gain on sale of current investment	(1.66)	-
<b>Operating profit before working capital changes</b>	<b>6,090.98</b>	<b>5,171.33</b>
<b>Adjustments for working capital</b>		
<b>Adjustment for (increase)/ decrease in operating assets</b>		
Inventories	(2,464.41)	2,439.06
Trade receivables	(2,365.62)	136.29
Other financial assets	(202.32)	(102.91)
Other current assets	(1,633.39)	1,098.51
<b>Adjustment for increase/ (decrease) in operating liabilities</b>		
Trade payables	582.54	(3,682.05)
Other current liabilities	616.32	(293.63)
Other financial liabilities	114.75	(882.40)
Other non-current liabilities		(63.15)
<b>Cash generated from operations</b>	<b>738.86</b>	<b>3,821.05</b>
Income Tax Paid	1,184.10	722.91
<b>Net cash generated from operating activities (A)</b>	<b>(445.24)</b>	<b>3,098.14</b>
<b>Cash Flow from Investing Activities</b>		
Sale (purchase) of current investments	0.09	-
Interest Income	112.60	142.70
Dividend income	1.16	2.51
Investment in Joint Ventures	(0.51)	-
Investment in LLP	(5.10)	-
Purchase of property, plant and equipment	(2,680.70)	(1,925.91)
Bank balance (not consider as cash and cash equivalents)	370.04	141.02
Proceeds from sale of property, plant and equipment	-	14.47
Net Cash Flow from other financial assets	(101.30)	(540.93)
<b>Net cash used in investing activities (B)</b>	<b>(2,303.72)</b>	<b>(2,166.15)</b>

# CASH FLOW STATEMENT

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

(₹ in Lakhs)

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
<b>Cash Flow from Financing Activities</b>		
Proceeds from issue of share capital	1,710.00	-
Proceeds from non-current borrowings	2,537.56	32.38
Proceeds from current borrowings	358.19	1,367.18
Dividend paid (including dividend distribution tax)	(132.85)	(399.91)
Finance costs	(1,759.27)	(2,057.32)
<b>Net Cash Flow from Financing Activities (C)</b>	<b>2,713.62</b>	<b>(1,057.68)</b>
<b>Net Changes in Cash &amp; Cash Equivalents (A + B + C)</b>	<b>(35.34)</b>	<b>(125.68)</b>
Add : Opening Cash & Cash Equivalents	56.73	182.42
<b>Closing Cash &amp; Cash Equivalents</b>	<b>21.40</b>	<b>56.73</b>

*This is the Cash Flow Statement referred to in our Report of even date.*

**For ARUN NARESH & CO.**

Firm Registration No. 007127N  
Chartered Accountants

**CA. Arun Kumar Jain**

Partner  
M. No. 084598

Place : Ghaziabad (U.P.)  
Date : 01-June-2021  
UDIN : 21084598AAAACQ9862

**For and on behalf of Board of Directors**

**Alok Kumar**

Managing Director  
DIN : 01474484

**Pramod Kr. Kala**

(Chief Financial Officer)

**Shashank Agarwal**

Jt. Managing Director  
DIN: 00316141

**Rahul Rastogi**

(Company Secretary)

# STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## A. Equity Share Capital (Note -14)

(₹ in Lakhs)

Particulars	Balance as at 1st April, 2019	Changes during the year ended 31st March, 2020	Balance as at 31st March, 2020	Changes during the year ended 31st March, 2021	Balance as at 31st March, 2021
Equity Share Capital	1,328.53	-	1,328.53	100.00	1,428.53

During the year ended 31 March, 2021 the Company issued 100000 Equity Shares of ₹ 10/- each, at a premium of ₹ 161 per share, on conversion of convertible warrants issued as on 27-Aug -2020.

## B. Other Equity (Note - 15)

(₹ in Lakhs)

Particulars	Reserves and Surplus		Other Comprehensive Income	Total
	Securities Premium Reserve	Surplus		
<b>Balance as at March 31, 2020</b>	<b>5,488.89</b>	<b>13,856.54</b>	<b>(19.48)</b>	<b>19,325.96</b>
Profit for the period		2,933.74		2,933.74
Other comprehensive income (loss) for the year, net of tax			12.21	12.21
<b>Total Comprehensive Income for the year</b>	-	2,933.74	12.21	2,945.95
Money Received against Share Warrants	-			-
Transfer on conversion of Warrants	1,610.00			1,610.00
Dividend paid		(132.85)		(132.85)
<b>Balance as at March 31, 2021</b>	<b>7,098.89</b>	<b>16,657.42</b>	<b>(7.26)</b>	<b>23,749.05</b>

The above statement of changes in equity should be read in conjunction with the accompanying notes.

**Securities Premium Account:** This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013

**Retained Earnings:** This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

*This is the Statement of Changes in Equity referred to in our Report of even date.*

**For ARUN NARESH & CO.**

Firm Registration No. 007127N  
Chartered Accountants

**CA. Arun Kumar Jain**

Partner  
M. No. 084598

Place : Ghaziabad (U.P.)

Date : 01-June-2021  
UDIN : 21084598AAAACQ9862

**For and on behalf of Board of Directors**

**Alok Kumar**

Managing Director  
DIN : 01474484

**Pramod Kr. Kala**

(Chief Financial Officer)

**Shashank Agarwal**

Jt. Managing Director  
DIN: 00316141

**Rahul Rastogi**

(Company Secretary)

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note -1 : Significant Accounting Policies

### A. CORPORATE INFORMATION

Salasar Techno Engineering Limited (the 'Company') is a public limited company domiciled in India. Its shares are listed on two stock exchanges in India viz, the Bombay Stock Exchange ('BSE') and the National Stock Exchange ('NSE'). The Company has three manufacturing facilities one at Jindal Nagar, Hapur (UP) and two at Khera Dehat, Hapur (UP).

The Company is engaged in the business of manufacturing and sale of Galvanized Steel Structure including Telecom Towers, Transmission Line Towers and Solar Panels.

The Company is also engaged in execution of Engineering, Procurement and Construction projects (EPC) for survey, supply of materials, design, erection, testing & commissioning on a turnkey basis.

### B. SUMMARY OF BASIS OF COMPLIANCE, BASIS OF PREPARATION AND PRESENTATION, CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGMENTS AND SIGNIFICANT ACCOUNTING POLICIES

#### (i) Basis of compliance

The financial statements comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the 2013 Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

#### (ii) Basis of Preparation of Financial Statement

The financial statements have been prepared under the historical cost convention using the accrual method of accounting basis, except for certain financial instruments that are measured at fair values at the end of each reporting period as explained in the significant accounting policies below.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the 2013 Act.

#### (iii) Critical accounting estimates, assumptions and judgements

The preparation of the financial statements requires management to make estimates, assumptions and judgments that affect the reported balances of assets and liabilities and disclosures as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Impact on account of revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below:

#### (i) Useful life of Property, Plant and Equipment

The cost of property, plant and equipment is depreciated over the useful life, which is based on expected usage of the assets, expected physical wear and tear, the repair and maintenance program and technological obsolescence arising from changes and residual value

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## (ii) Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the standalone financial statements.

## (iii) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/ litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

## (iv) Allowance for uncollectable accounts receivable and advances

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

## (iv) Use of estimates

The preparation of Financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities as at the date of the Financial Statements and the reported amount of revenues and expenses during the reporting period/year.

The difference between the actual results and estimates are recognised in the year in which the results are known/materialise.

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

## (v) Global health pandemic on COVID-19

The Company has evaluated the impact of COVID pandemic on the operations of the Company, revenue, inventories, investments, property, plant & equipment, current borrowings and trade payables. The management has considered the possible effects, if any, on the carrying amounts of these assets and liabilities up to the date of approval of these results. As per the management's current assessment, no significant impact on carrying amounts of inventories, tangible assets, trade receivables, investments and other financial assets is expected, and management continue to monitor changes in future economic conditions.

## (vi) Fair Value Measurement

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The Company used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities.

## (vii) Property, Plant & Equipment

On transition to IND AS, the Company has adopted optional exception under IND AS 101 to measure Property, Plant and Equipment at fair value. Consequently the fair value has been assumed to be deemed cost of Property,

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

Plant and Equipment on the date of transition. Subsequently, Property, Plant and Equipment, other than land, are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation on PPE is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives. However, vehicles, being part of PPE are depreciated on a straight-line method over the shorter of their respective useful lives as prescribed in Schedule -II to the Companies Act, 2013. Freehold land is not depreciated.

Schedule II to the Companies Act 2013 ('Schedule') prescribes the useful lives for various class of assets. For certain class of assets, based on technical evaluation and assessment, Management believes that, the useful lives adopted by it reflects the periods over which these assets are expected to be used. Accordingly for those assets, the useful lives estimated by the management are different from those prescribed in the Schedule. Management's estimates of the useful lives for various class of fixed assets are as given below:

<b>Assets</b>	<b>Useful Life</b>
Plant & Machinery	15 years
Factory Buildings	30 years
Furniture and Fittings and Office Equipment	3-10 years
Vehicle	8 years

Useful lives and residual values of assets are reviewed at the end of each reporting period.

Losses arising from the retirement of, and gains or losses arising from disposal of PPE are recognised in the Statement of Profit and Loss.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Intangible Asset under development includes cost of development of new intangible assets to complete the assets as at the balance sheet date.

Capital Expenditure on tangible assets for research and development is classified under property, plant and equipment and is depreciated on the same basis as other property, plant and equipment.

## (viii) Intangible Assets

Intangible assets that are acquired by the Company, which have finite useful lives, are measured at cost less accumulated amortization and accumulated impairment losses (if any). Costs include expenditure that is directly attributable to the acquisition of the intangible assets.

### Subsequent Expenditure:

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, are recognized in profit or loss as incurred.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Amortization of intangible assets with finite useful lives:

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use.

Computer Softwares are amortised on straight line basis over the estimated useful lives of 6 years.

## (ix) Impairment of Non Financial Assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment and additionally whenever there is a triggering event for impairment. Assets that are subject to amortisation and depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount of cash generating units exceeds its recoverable amount.

## (x) Inventories

(1) Inventories are valued at the lower of cost or net realisable value.

Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- Raw materials: are valued at cost on FIFO basis or net realisable value, whichever is lower.
- Finished goods and work in progress and stores, spare parts and packing materials: are valued at cost or net realisable value, whichever is lower. In the case of finished goods and work in process cost comprises of material, direct labour and applicable overhead expenses.
- Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. These are valued at cost or net realisable value, whichever is lower.

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

(2) Cost of Inventory of services being provided by the company

The company measures its inventory of services at the costs of their production. These costs consist primarily of the labour and other costs of personnel directly engaged in providing the service, including supervisory personnel, and attributable overheads. Labour and other costs relating to sales and general administrative personnel are not included but are recognized as expenses in the period in which they are incurred. The cost of inventories of a service does not include profit margins or non-attributable overheads that are often factored into prices charged by service providers.

## (xi) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Financial Assets

#### (a) Initial recognition and measurement:

All financial assets are recognised initially at fair value and, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

#### (b) Subsequent measurement

For purposes of subsequent measurement financial assets are classified in two broad categories:

- Financial assets at fair value
- Financial assets at amortised cost

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

(c) **Classification:**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

(d) **Financial assets measured at amortised cost:**

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely for payments of principal and interest. Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The losses arising from impairment are recognised in the Statement of profit and loss. This category generally applies to trade and other receivables.

(e) **Financial assets measured at fair value through other comprehensive income (FVTOCI):**

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income.

(f) **Financial assets measured at fair value through profit or loss (FVTPL):**

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

(g) **Investment in Equity Instruments:**

Equity instruments which are held for trading are classified as at FVTPL. All other equity instruments are classified as FVTOCI. Fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income. There is no recycling of the amounts from other comprehensive income to profit or loss.

(h) **Derecognition of Financial assets:**

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset, if an entity transfers a financial asset in a transfer that qualifies for derecognition in its entirety and retains the right to service the financial asset for a fee, it shall recognise either a servicing asset or a servicing liability for that servicing contract. If the fee to be received is not expected to compensate the entity adequately for performing the servicing, a servicing liability for the servicing obligation shall be recognised at its fair value. If the fee to be received is expected to be more than adequate compensation for the servicing, a servicing asset shall be recognised for the servicing right at an amount determined on the basis of an allocation of the carrying amount of the larger financial asset.

(i) **Impairment of Financial assets:**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments and trade receivables. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition.

## Financial Liabilities

(a) **Initial recognition and measurement:**

All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## (b) Classification & Subsequent measurement:

If a financial instrument that was previously recognised as a financial asset is measured at fair value through profit or loss and its fair value decreases below zero, it is a financial liability measured in accordance with IND AS. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term.

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss.

## (c) Loans and Borrowings:

Interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. After initial recognition Gain and Liabilities held for Trading are recognised in statement of profit and Loss Account.

## (d) Derecognition of Financial Liabilities:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

## (e) Financial guarantee contract

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial Guarantee contracts issued by a company are initially measured at their fair values and, if not designated as FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109 'Financial Instruments'; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 'Revenue'

Offsetting financial instruments:

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis to realise the asset and settle the liability simultaneously.

Subsequent recoveries of amounts previously written off are credited to Other Income.

## (xii) Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand and at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## (xiii) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

## (xiv) Borrowing Costs

Borrowing costs directly attributable to the acquisition, production or construction of qualifying assets is capitalized as part of the cost of such qualifying assets till the date of being ready for intended use. Other borrowing cost is recognized as expenditure in the period in which they are accrued.

## (xv) Investments

Investments that are readily realisable and are intended to be held for not more than one year from the Reporting Date, are classified as Current Investments. All other investments are classified as Non Current Investments. Current Investments are valued at lower of Cost and Fair value. Non Current Investments are valued at cost, except in the case of other than temporary decline in value, in which case necessary provision is made.

## (xvi) Foreign Currency Transactions

Transactions in foreign exchange are accounted for at exchange rate ruling at transaction date. Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange at the balance sheet date and the resultant gain or loss is recognized in the Statement of Profit and Loss. Exchange difference arising on payment or translation of liabilities and receivables is recognized as income or expense in the year in which the same arises.

## (xvii) Provisions , Contingent Liabilities, Contigent Assets and Commitments

### (a) General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, the amount of a provision shall be the present value of expense expected to be required to settle the obligation Provisions are therefore discounted, when effect is material, The discount rate shall be pre-tax rate that reflects current market assessment of time value of money and risk specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

### (b) Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognised, but are disclosed in the notes. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

## (xviii) Share capital and Share Premium

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

## (xix) Revenue Recognition

### (a) Sale of goods and Services

Revenue from sale of manufactured goods is recognised on satisfaction of performance obligation upon transfer of control of promised products to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products.

Revenue from rendering of services (other than EPC business) is recognised over time as and when the customer receives the benefit of the Company's performance and the Company has an enforceable right to payment for services transferred.

Contract revenue, i.e. revenue from EPC business, is recognised over time to the extent of performance obligation satisfied and control is transferred to the customer. Contract revenue is recognised at allocable transaction price which represents the cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs

Unbilled revenue represents value of goods and services performed in accordance with the contract terms but not billed.

The amount of retention money held by the customers pending completion of performance milestone is disclosed as part of contract asset termed as "Security Deposits" and is reclassified as trade receivables when it becomes due for payment.

### (b) Other Income

#### - Interest income

Interest income is recognised on a time proportion basis using the effective interest method. When a receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flows discounted at the original effective interest rate of the instrument and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

#### - Dividends

Dividend is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

## (xx) Taxation

### Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss, except when they

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively

## Current tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961 that have been enacted or subsequently enacted at the end of the reporting period.

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

## Deferred tax

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

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

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

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when it relates to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities simultaneously.

During the year ended 31 March, 2020, the Government of India vide taxation Laws (Amendment) Tax Ordinance, 2019 has allowed an option to the domestic companies to switch to a lower tax rate structure of 22 % (25.168 % including surcharge and cess) from the earlier 30 % (34.944 % including surcharge and cess) subject to the condition that the Company will not avail any of the specified deductions/ incentives under the Income Tax Act, 1961. The Company has opted for this new rate structure and made current tax/deferred tax Provision with the new rates.

## (xxi) Provisions

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate of the amount can be made. Provisions are determined based on best estimate required to settle the obligation at the Balance Sheet date. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of the money is material). The increase in the provisions due to passage of time is recognised as interest expense. Provisions are reviewed as at each reporting date and adjusted to reflect the current best estimate

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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## (xxii) Earnings per Share

As per Ind AS 33, Earning Per Share, Basic earnings per share are computed by dividing the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments. Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

## (xxii) Employee Benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity, compensated absences and performance incentives.

### **Provident Fund:**

The Company has Defined Contribution plan for the post employment benefits namely Provident Fund which is recognised by the income tax authorities. These funds are administered through the Regional Provident Fund Commissioner and the Company's contributions thereto are charged to Statement of Profit and Loss every year.

### **Compensated Absences:**

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

### **Gratuity:**

The Company has Defined Benefit plan, namely gratuity for employees (unfunded), the liability for which is determined on the basis of an actuarial valuation (using the Projected Unit Credit method) at the end of each annual reporting period. Remeasurements, comprising actuarial gains and losses, the effect of the changes to the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur.

## (xxiii) Disclosure in respect of operating leases as per IND AS 116 'Leases'

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term

## **(xxiv) Related Party Transactions**

Disclosure is being made separately for all the transactions with related parties as specified under IND AS 24 "Related Party Disclosure" issued by the Institute Chartered Accountants of India.

## **(xxv) Dividend**

Final dividend on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

## **(xxvi) Segment Reporting**

The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the Managing Director (who is the Company's Chief Operating Decision Maker) in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in conformity with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under 'unallocated revenue / expenses / assets / liabilities'.

**(xxvii)** The figures appearing in the Financial Statements is rounded off to the nearest lakh or decimals thereof.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note -2 : Property Plant and Equipment

(₹ in Lakhs)

	Freehold Land	Plant & Equipment	Buidings	Furniture & Fixtures	Office Equipment	Vehicle	Total
<b>Gross Carrying Value</b>							
<b>As at March 31, 2020</b>	<b>3,631.00</b>	<b>5,208.43</b>	<b>1,239.13</b>	<b>67.82</b>	<b>214.54</b>	<b>383.29</b>	<b>10,744.21</b>
Add : Addition	47.81	1,838.35	647.30	7.46	53.51	84.10	2,678.53
Less : Diposals	-	-	-	-	-	-	-
<b>As at March 31, 2021</b>	<b>3,678.81</b>	<b>7,046.78</b>	<b>1,886.43</b>	<b>75.28</b>	<b>268.04</b>	<b>467.39</b>	<b>13,422.74</b>
<b>Accumulated Depreciation</b>							
<b>As at March 31, 2020</b>	-	<b>1,316.98</b>	<b>144.75</b>	<b>10.84</b>	<b>67.19</b>	<b>96.05</b>	<b>1,635.82</b>
Add : Charge For the year	-	419.24	47.22	6.98	30.04	57.12	560.61
Less : Disposals	-	-	-	-	-	-	-
<b>As at March 31, 2021</b>	-	<b>1,736.22</b>	<b>191.98</b>	<b>17.82</b>	<b>97.23</b>	<b>153.17</b>	<b>2,196.43</b>
<b>Net Block</b>							
<b>As at March 31, 2020</b>	<b>3,631.00</b>	<b>3,891.45</b>	<b>1,094.38</b>	<b>56.99</b>	<b>147.35</b>	<b>287.24</b>	<b>9,108.39</b>
<b>As at March 31, 2021</b>	<b>3,678.81</b>	<b>5,310.56</b>	<b>1,694.45</b>	<b>57.46</b>	<b>170.81</b>	<b>314.22</b>	<b>11,226.31</b>
<b>Capital Work-in-Progress</b>							
<b>As at March 31, 2020</b>	-	<b>34.07</b>	-	-	-	-	<b>34.07</b>
Add : Addition	-	930.32	-	-	-	-	930.32
Less : Diposals	-	955.80	-	-	-	-	955.80
<b>As at March 31, 2021</b>	-	<b>8.59</b>	-	-	-	-	<b>8.59</b>

## Note -3 : Intangible Assets

(₹ in Lakhs)

	Computer Software
<b>Gross Carrying Value</b>	
As at March 31, 2020	-
Add : Addition	27.65
Less : Diposals	-
As at March 31, 2021	<b>27.65</b>
<b>Accumulated Amortization</b>	
As at March 31, 2020	-
Add : Amortization for the year	0.07
Less : Disposals	-
As at March 31, 2021	<b>0.07</b>
<b>Net Block</b>	
As at March 31, 2020	-
As at March 31, 2021	27.58

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 4: Investments

(₹ in Lakhs)

Particulars	As at	
	31 March, 2021	31 March, 2020
<b>Other Investment (at Cost):</b>		
<b>Investment in Joint Venture</b>		
Sikka-Salasar-JV	0.49	0.49
<b>Investment in Subsidiaries</b>		
Salasar - HPL JV	0.10	0.10
Salasar -REW -JV	0.51	-
Salasar Adorus Infra LLP	5.10	-
<b>Total</b>	<b>6.20</b>	<b>0.59</b>

### Investments in subsidiaries are as under:

(₹ in Lakhs)

Particulars	Country of incorporation	Portion of ownership interest as at		Method used to account for the investment
		31 March, 2021	31 March, 2020	
Salasar - HPL JV	India	100.00%	100.00%	Cost
Salasar - REW -JV	India	51.00%	-	Cost
Salasar Adorus Infra LLP	India	51.00%	-	Cost

### Investment in Joint Venture is as under:

(₹ in Lakhs)

Particulars	Country of incorporation	Portion of ownership interest as at		Method used to account for the investment
		31 March, 2021	31 March, 2020	
Sikka-Salasar-JV	India	49.00%	49.00%	Cost

## Note 5: Other Financial Assets

(₹ in Lakhs)

Particulars	As at	
	31 March, 2021	31 March, 2020
Electricity Duty Refundable	34.44	55.98
Security Deposits	103.35	84.66
Unsecured, considered good		
Balances with banks to the extent held as margin money with more than 12 months maturity	1,402.42	1,276.72
<b>Total</b>	<b>1,540.21</b>	<b>1,417.37</b>

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 6: Inventories

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Raw Materials	3,641.186	2,710.226
Work in Progress:		
Goods	4,281.785	4,639.697
Project	557.886	362.465
Finished Goods	2,902.656	1,423.331
Scrap	132.811	84.488
Stores, Spare Parts and Packing Materials	302.016	133.727
<b>Total</b>	<b>11,818.34</b>	<b>9,353.93</b>
<b>(i) Inventories include goods in transit:</b>		
Finished Goods	390.19	-
	<b>390.19</b>	-
<b>(ii) Details of Raw Materials</b>		
Shape & Section	1,739.66	719.48
Zinc	712.11	819.24
Nut & Bolt	550.34	322.72
Others	639.08	848.80
	<b>3,641.19</b>	<b>2,710.23</b>
<b>(iii) Details of Finished Goods</b>		
Galvanised and Non-galvanised M.S. Steel Structures	2,902.66	1,423.33
	<b>2,902.66</b>	<b>1,423.33</b>

(iv) Inventories have been offered as security against the working capital loans provided by the banks.

(v) Raw materials are valued at cost on FIFO basis or net realisable value, whichever is lower.

Finished goods and work in progress are valued at cost or net realisable value, whichever is lower.

## Note 7: Investments

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
<b>Investments measured at FVTPL</b>		
<b>Quoted :</b>		
<b>Investment in Equity Shares :</b>		
4,000 ( Previous Year 4,000 ) Equity Shares of Fourth Dimension solutions Ltd. of ₹ 10 each fully paid up.		
Nil (Previous Year 13,338 ) Equity Shares of Rama Steel Tubes Ltd. of ₹ 5 each fully paid up.	0.29	0.28
5,01,000 (Previous Year 5,01,000) Equity Shares of Rudrabhishek Enterprises Ltd. of ₹ 10 each fully paid up.	-	2.53
41,000 (Previous Year Nil ) Equity Shares of Vodafone Idea Ltd. of ₹ 10 each fully paid up.	1,013.52	135.77

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 7: Investments (Contd..)

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
<b>Investment in Bonds:</b>	3.79	-
Gold Bond	1.45	1.45
<b>Total</b>	<b>1,019.05</b>	<b>140.03</b>
Aggregate book value of unquoted investments	1.45	1.45
Aggregate amount of quoted investments		
Cost	218.88	239.19
Market Value	1,017.60	138.58

## Note 8: Trade Receivables

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Unsecured, considered good	23,491.72	21,524.43
Doubtful	63.49	186.01
	<b>23,555.21</b>	<b>21,710.44</b>
Less : Provision for Doubtful Debts	(63.49)	(186.01)
<b>Total</b>	<b>23,491.72</b>	<b>21,524.43</b>

- (i) Retention money, with EPC Customers which will be receive on completion of the project, has been shown under other financial assets as "Security Deposit" (Refer Note -11)
- (ii) Before accepting any new customer, the Company has appropriate levels of control procedures which ensure the potential customer's credit quality. Credit limits scoring attributed to customers are reviewed periodically by the Management

### (iii) Movement in allowance for doubtful debts

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
<b>Balance at the beginning of the year</b>	<b>186.01</b>	<b>186.01</b>
Allowance for doubtful debts	186.01	-
Provision during the year	63.49	-
Reversal during the year	-	-
<b>Balance at the end of the year</b>	<b>63.49</b>	<b>186.01</b>

- (iv) Trade receivables have been offered as security against the working capital loans provided by the banks.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 9: Cash & Cash Equivalents

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Cash in hand	11.25	15.52
Balances with Banks		
Current Accounts	10.15	41.21
<b>Total</b>	<b>21.40</b>	<b>56.73</b>

## Note 10: Other Bank Balances

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Balances with banks to the extent held as margin money*	477.36	835.76
Earmarked balance with bank - unpaid dividend account	1.71	13.35
<b>Total</b>	<b>479.07</b>	<b>849.11</b>

\*Represents deposits with original maturity of more than 3 months having remaining maturity of less than 12 months from the Balance Sheet date.

## Note 11: Other Financial Assets

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Payment under protest:		
Income Tax	-	65.50
Sales Tax	25.18	24.88
Goods and Service Tax	5.61	6.80
Earnest Money Deposit	123.96	84.10
Interest Accrued on FDR	171.41	149.24
Security deposit*	1,075.27	846.42
<b>Total</b>	<b>1,401.43</b>	<b>1,176.94</b>

\*Security Deposit includes Retention money with EPC customers which will receive on completion of the project .

## Note 12: Current Tax Assets (net)

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Current Tax Assets (net of provision)	-	90.71
<b>Total</b>	<b>-</b>	<b>90.71</b>

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 13: Other Current Assets

(₹ in Lakhs)

Particulars	As at	
	31 March, 2021	31 March, 2020
Advances to suppliers	2,281.25	845.26
Balance with tax authorities	754.06	259.36
Prepaid expenses	119.26	139.13
Advances to related parties	-	151.81
Gold Coin - Bullion (market value - 8.75 lacs)	8.56	8.56
Other receivables	99.40	134.31
<b>Total</b>	<b>3,262.53</b>	<b>1,538.42</b>

## Note 14: Equity Share Capital

(₹ in Lakhs)

Particulars	As at	
	31 March, 2021	31 March, 2020
<b>Authorised Capital</b>		
2,05,00,000 (2,05,00,000 previous year) Equity Shares of ₹ 10/- each	2,050.00	2,050.00
	<b>2,050.00</b>	<b>2,050.00</b>
<b>Issued, Subscribed and Paid up Capital</b>		
1,42,85,264 (1,32,85,264 previous year) Equity Shares of ₹ 10/- each fully paid up in cash	1,428.53	1,328.53
<b>Total</b>	<b>1,428.53</b>	<b>1,328.53</b>

### A. Reconciliation of Shares outstanding at the beginning and at the end of year:

(₹ in Lakhs)

Particulars	As at 31st March 2021		As at 31st March 2020	
	Numbers	Amount	Numbers	Amount
Equity Shares outstanding at the beginning of the year	1,32,85,264	13,28,52,640	1,32,85,264	13,28,52,640
Add: Equity Shares Issued on conversion of convertible Warrants during the year	10,00,000	1,00,00,000	-	-
Equity Shares outstanding at the end of the year	1,42,85,264	14,28,52,640	1,32,85,264	13,28,52,640

### B. Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company

(₹ in Lakhs)

Name of Shareholder	As at 31st March 2021		As at 31st March 2020	
	No. of Shares held	% of holding	No. of Shares held	% of holding
M/s Hill View Infrabuild Ltd	28,74,300	20.12%	28,74,300	21.64%
Sh. Shalabh Agarwal	12,80,592	8.96%	12,80,592	9.64%
M/s Shikhar Febtech (P) Ltd.	9,85,000	6.90%	9,85,000	7.41%
Sh. Alok Kumar	8,94,000	6.26%	8,94,000	6.73%
Sh. Shashank Agarwal	7,10,592	4.97%	7,10,592	5.35%

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 14: Equity Share Capital (Contd..)

### C. Equity Shares allotted as fully paid up Bonus Shares for the period of five years immediately preceding 31 March, 2021

Particulars	(₹ in Lakhs)
	No. of Shares As at 31st March 2017
Bonus Shares issued in FY 2016-17	49,78,150

### D. Rights, Preferences and restrictions attached to shares

The company has only one class of equity shares having a par value of ₹ 10/- per share. Each Shareholder is eligible for one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

- E. The Company has issued 33,28,964 Equity Shares at a premium of ₹ 98 per share in pursuant to IPO dated 25-July-2017.
- F. The Company has issued 10,00,000 Equity Shares at a premium of ₹ 161 per share on conversion of convertible Warrants allotted on 27-Aug-2020 on preferential basis.

## Note 15: Other Equity

Particulars	(₹ in Lakhs)	
	As at 31 March, 2021	As at 31 March, 2020
Securities Premium Account	7,098.89	5,488.89
Retained Earning*	16,650.16	13,837.06
<b>Total</b>	<b>23,749.05</b>	<b>19,325.96</b>

For movement during the year in Other Equity, refer 'Statement of Changes in Equity'.

\*Retained Earning includes Other Comprehensive Income.

## Note 16: Borrowings

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	Non-Current	Current	Non-Current	Current
<b>Secured</b>				
Vehicle Loans - from Banks	98.18	54.83	81.68	46.40
Term Loans - from Banks	2,868.14	118.73	-	-
<b>Total (A)</b>	<b>2,966.32</b>	<b>173.56</b>	<b>81.68</b>	<b>46.40</b>
<b>Unsecured</b>				
Loans & advances from related parties	92.84	-	439.92	-
<b>Total (B)</b>	<b>92.84</b>	<b>-</b>	<b>439.92</b>	<b>-</b>
	<b>3,059.16</b>	<b>173.56</b>	<b>521.60</b>	<b>46.40</b>

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 16: Borrowings (Contd....)

### A. Nature of Security and terms of repayment for Non-current Secured Borrowings :-

Nature of Security	Repayment Terms
Vehicle Loans total amount of ₹ 153.01 Lakh (Previous Year ₹ 128.08 Lakh) secured by way of hypothecation of vehicles	Repayable in 36-84 monthly installments commencing from various dates.
Term Loans facilities are secured by second charge on the entire present and future current assets and charges over the fixed assets. Credit facilities are further secured by personal guarantee of the Mr. Alok Kumar, Mr. Gyanendra Kumar Agarwal, Mr. Shashank Agarwal and Mr. Shalabh Agarwal and corporate guarantee of M/s. Shikhar Fabtech Pvt Ltd .	Repayable in 48 monthly installments, after moratorium period of 12 months, commencing from various dates.

Installment falling due in respect of all the above Loans upto 31.03.2022 have been grouped under " Current Maturities of long term debt" (Refer Note No. 22).

### B. Long Term Borrowings from related parties:

(₹ in Lakhs)

Particulars	Nature of Borrowings	Relationship	As at	As at
			31 March, 2021	31 March, 2020
Mrs. Taru Agarwal	Unsecured Loans	Relative of KMP	18.15	18.15
Mr. Shalabh Agarwal	Unsecured Loans	Director	-	12.00
Salasar New Age Technologies Ltd	Unsecured Loans	Associate	9.00	
Hill View Infrabuild Ltd	Unsecured Loans	Associate	65.69	409.77
			<b>92.84</b>	<b>439.92</b>

## Note 17: Other Financial Liabilities

(₹ in Lakhs)

Particulars	As at	As at
	31 March, 2021	31 March, 2020
Deferred Income - EPCG Licence	9.99	10.76
<b>Total</b>	<b>9.99</b>	<b>10.76</b>

## Note 18: Provisions

(₹ in Lakhs)

Particulars	As at	As at
	31 March, 2021	31 March, 2020
Provision for Gratuity	289.80	228.07
Provision for Compensated Absences	23.09	4.46
<b>Total</b>	<b>312.88</b>	<b>232.53</b>

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 19: Deferred Tax Liabilities (net)

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Deferred Tax Liabilities :		
Opening Balance	449.74	638.23
Increase / (decrease) on account of Property, Plant and equipment	57.54	(164.28)
Increase / (decrease) on account of Fair Valuation of Investment	100.38	-
Increase / (decrease) on account of IND AS adjustments	4.11	(24.21)
<b>Total (a)</b>	<b>611.77</b>	<b>449.74</b>
Deferred Tax Assets :		
Opening Balance	142.14	128.47
Increase / (decrease) on account of Fair Valuation of Investment		14.31
Increase / (decrease) on account of Provisions	(28.16)	(0.63)
<b>Total (b)</b>	<b>113.98</b>	<b>142.14</b>
<b>Total (a-b)</b>	<b>497.79</b>	<b>307.60</b>
<b>Deferred Tax Assets Comprises :</b>		
<b>(i) Provisions</b>		
Opening Balance	142.14	128.47
Increase / (decrease) during the year	(28.16)	13.67
<b>Total Deferred Tax Assets</b>	<b>113.98</b>	<b>142.14</b>

## Note 20: Borrowings

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
<b>Secured Loans</b>		
Loan repayable on demand from banks	16,263.94	15,404.37
<b>Unsecured Loans</b>		
Loan repayable on demand from banks	-	501.38
Loans & advances from Others	-	-
<b>Total</b>	<b>16,263.94</b>	<b>15,905.75</b>

Secured by the hypothecation of Raw Material, WIP, Finished Goods and Book Debts, pledge of cash margin money in the form of FDR and exclusive charges over the fixed assets. Mr. Alok Kumar, Mr. Gyanendra Kumar Agarwal, Mr. Shashank Agarwal and Mr. Shalabh Agarwal have given the personal guarantees and corporate guarantee of M/s. Shikhar Fabtech Pvt Ltd to the Banks for Working Capital facilities.

## Note 21: Trade Payables

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
<i>Payable to Raw Materials Suppliers :</i>		
Total outstanding dues of micro enterprises and small enterprises	17.28	245.94
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,710.09	1,898.89
<b>Total</b>	<b>2,727.37</b>	<b>2,144.83</b>

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 22: Other Financial Liabilities

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Current Maturities of Long Term Borrowing	173.56	46.40
Unpaid/ unclaimed dividend	1.71	13.35
<b>Total</b>	<b>175.27</b>	<b>59.75</b>

## Note 23: Provisions

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Provision for Gratuity	38.82	33.10
Provision for Compensated Absences	3.57	0.61
<b>Total</b>	<b>42.39</b>	<b>33.71</b>

### 1. Movement of Provisions (Current and Non-Current)

(₹ in Lakhs)

Particulars	Gratuity	Compensated Absences
<b>As at 1st April, 2020</b>	<b>261.17</b>	<b>5.07</b>
Credited during the year	90.29	26.65
Paid during the year	22.85	5.07
<b>As at 31st March, 2021</b>	<b>328.62</b>	<b>26.65</b>

#### Provision for Gratuity

Company provides gratuity for employees as per the Payment of Gratuity Act 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The Company has an unfunded gratuity plan.

#### Provision for Compensated Absences:

Compensated Absences is a terminal employee benefit, which covers Company's liability towards earned leaves of employees of the Company

### 2. Disclosure pursuant to Ind AS 19 "Employee Benefits"

#### (i) Defined Contribution Plans:

The Company makes Provident Fund, Superannuation Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 141.78 Lakh (previous year ₹ 136.03 Lakh) for Provident Fund contributions, and ₹ 42.08 Lakh (previous year ₹ 49.62 Lakh) for Employee State Insurance Scheme contributions in the statement of profit and loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

#### (ii) Defined Benefit Plans (Unfunded):

**(a) Gratuity:** The Company has an unfunded defined benefit gratuity plan which entitles every employee who departs after the completion of 5 or more years of service to a gratuity calculated at fifteen days salary (last drawn salary) for each completed year of service, in accordance with the Payment of Gratuity Act, 1972. The

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 23: Provisions (Contd..)

same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vest after five years of continuous service.

The amounts recognised in Balance Sheet are as follows:

Particulars	(₹ in Lakhs)	
	As at 31 March, 2021	As at 31 March, 2020
Present value of obligation as at the end of the period	328.62	261.17
Fair value of plan assets as at the end of the period	-	-
Funded status / Difference	(328.62)	(261.17)
<b>Net Asset/(Liability) recognised in Balance Sheet</b>	<b>(328.62)</b>	<b>(261.17)</b>
<b>Recognised Under :</b>		
Non-current Provision	289.80	228.07
Current Provision	38.82	33.10
<b>Total</b>	<b>328.62</b>	<b>261.17</b>

Expenses recognised in Statement of Profit and Loss are as follows:

Particulars	(₹ in Lakhs)	
	Year ended 31 March, 2021	Year ended 31 March, 2020
Total service cost	72.56	60.87
Interest cost	17.73	10.56
<b>Expenses recognised in the Statement of Profit &amp; Loss</b>	<b>90.29</b>	<b>71.43</b>

Expenses recognised in Other Comprehensive Income (OCI) are as follows :

Particulars	(₹ in Lakhs)	
	Year ended 31 March, 2021	Year ended 31 March, 2020
Actuarial gain/ (loss) for the year on Defined Benefit Obligation	16.32	(89.03)
<b>Actuarial Gain/(Loss) recognized in Other Comprehensive Income</b>	<b>16.32</b>	<b>(89.03)</b>

Changes in the present value of Defined Benefit Obligations :

Particulars	(₹ in Lakhs)	
	Year ended 31 March, 2021	Year ended 31 March, 2020
Opening balance of the present value of Defined Benefit Obligations	261.17	137.88
Acquisition adjustment	-	-
Interest cost	17.73	10.56
Past service cost	-	-
Current service cost	72.56	60.87
Benefits paid	(6.52)	(37.17)
Actuarial (gain)/loss on obligation	(16.32)	89.03
<b>Closing balance of the present value of Defined Benefit Obligations</b>	<b>328.62</b>	<b>261.17</b>

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 23: Provisions (Contd..)

Principal Actuarial assumptions

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Discount Rate per annum	6.79%	6.79%
Salary growth rate per annum	5.50%	5.50%
Retirement age	58 Years	58 Years
Mortality tables	IALM (2012-14)	IALM (2012-14)
<b>AGE</b>	<b>Withdrawal Rate (%)</b>	<b>Withdrawal Rate (%)</b>
Up to 30 Years	3.00%	3.00%
From 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%
Estimate of amount of contribution in the immediate next year	110.48	93.01

Maturity Profile of Defined Benefit Obligation is as follows:

(₹ in Lakhs)

Duration (years)	Year ended 31 March, 2021	Year ended 31 March, 2020
1	38.82	33.10
2	10.22	10.26
3	8.09	6.29
4	10.25	5.92
5	8.47	7.74
6	11.39	6.23
Above 6	241.37	191.64

Summary of Membership Data:

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Number of Employees	1,288	1,141
Total Monthly Salary for Gratuity (₹ in Lakh)	186.81	161.31
Average Past Service (Years)	3.36	3.04
Average Age (Years)	35.03	34.41
Average Remaining Working Life (Years)	22.97	23.59

Sensitivity Analysis is as follows:

Impact of the Change in Discount Rate:

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Impact due to Increase of 0.50%	(19.55)	(15.47)
Impact due to Decrease of 0.50%	21.60	17.10

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 23: Provisions (Contd..)

Impact of the Change in Discount Rate:

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Impact due to Increase of 0.50%	21.77	17.24
Impact due to Decrease of 0.50%	(19.87)	(15.72)

- (b) **Compensated Absences** : The employees are entitled for each year of service and part thereof and subject to the limits specified, the unavailed portion of such leaves can be accumulated or encashed during/at the end of the service period. The plan is not funded.

The amounts recognised in Balance Sheet are as follows:

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Present value of obligation as at the end of the period	26.65	5.07
Funded status / Difference	(26.65)	(5.07)
<b>Net Asset/(Liability) recognised in Balance Sheet</b>	<b>(26.65)</b>	<b>(5.07)</b>
<b>Recognised Under :</b>		
Non-current Provision	23.09	4.46
Current Provision	3.57	0.61
<b>Total</b>	<b>26.65</b>	<b>5.07</b>

Expenses recognised in Statement of Profit and Loss are as follows:

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Current service cost	9.39	1.20
Past service cost	-	-
Interest cost	0.34	0.39
Net actuarial (gain)/ loss recognized in the period	16.92	3.48
<b>Expenses recognised in the Statement of Profit &amp; Loss</b>	<b>26.65</b>	<b>5.07</b>

Changes in the present value of Defined Benefit Obligations :

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Present value of obligation as at the beginning of the period	5.07	5.04
Acquisition adjustment	-	-
Interest cost	0.34	0.39
Past service cost	-	-
Current service cost	9.39	1.20
Benefits paid	(5.07)	(5.04)
Actuarial (gain)/loss on obligation	16.92	3.48
<b>Present value of obligation as at the end of period</b>	<b>26.65</b>	<b>5.07</b>

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 23: Provisions (Contd..)

Principal Actuarial assumptions

Particulars	(₹ in Lakhs)	
	Year ended 31 March, 2021	Year ended 31 March, 2020
Discount Rate per annum	6.79%	6.79%
Salary Escalation rate per annum	5.50%	5.50%
Retirement age	58 Years	58 Years
Mortality tables	IALM (2012-14)	IALM (2012-14)
Employee Turnover/Attrition Rate		
Upto 30 Years	3%	3%
From 31 to 44 Years	2%	2%
Above 44 Years	1%	1%

## Note 24: Other Current Liabilities

(₹ in Lakhs)

Particulars	(₹ in Lakhs)	
	As at 31 March, 2021	As at 31 March, 2020
Other Payables:		
Total outstanding dues of micro enterprises and small enterprises	161.23	23.98
Total outstanding dues of creditors other than micro enterprises and small enterprises	4,736.41	3,356.77
Advance from Customers	248.50	1,305.03
Capital Advance	-	50.00
Due to Employees	414.54	391.81
Statutory Dues	166.35	204.45
Expenses Payables	54.55	87.68
<b>Total</b>	<b>5,781.57</b>	<b>5,419.71</b>

### Dues to Micro and Small Enterprises

The Company has certain dues to suppliers registered under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). The disclosure pursuant to the said MSMED Act are as follows:

(₹ in Lakhs)

Particulars	(₹ in Lakhs)	
	As at 31 March, 2021	As at 31 March, 2020
a) The principal amount remaining unpaid to any supplier at the end of the year (Refer Note No. 21 and Note No. 24)	178.51	269.93
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the	-	-

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 24: Other Current Liabilities (Contd..)

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made to these suppliers.

## Note 25: Current Tax Liability (Net)

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Current Tax Liability (Net of Advance Tax and TDS)	254.46	-
<b>Total</b>	<b>254.46</b>	<b>-</b>

## Note 26- Revenue from operations

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
<b>Sale of Products</b>		
Within India	37,276.51	37,897.92
Outside India	3,547.19	2,781.43
<b>Sale of Services</b>		
Income from EPC Projects	11,466.86	8,089.42
Job Work	196.93	470.75
Other Services	4,291.69	1,998.55
<b>Other Operating Revenues</b>		
Sale of Scrap	1,420.31	1,035.81
Export Incentives	104.76	157.40
Others	26.94	119.49
<b>Total</b>	<b>58,331.18</b>	<b>52,550.78</b>

## Note 27 - Other Income

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Interest on Bank Deposits	121.55	143.96
Interest on other financial assets	13.22	24.32
Dividend Income	1.16	2.51
Profit on sale of Property, Plant and Equipment	-	0.51
Profit on sale of Shares	1.66	-
Gain on fair valuation of investments	877.45	-
<b>Total</b>	<b>1,015.04</b>	<b>171.29</b>

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 28 - Cost of Revenue Operations

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
<b>(a) Cost of Raw Material Consumed</b>		
Opening Stock	2,710.23	3,302.07
Add : Purchases	37,195.55	31,699.62
	39,905.78	35,001.68
Less :- Closing Stock	3,641.19	2,710.23
<b>Total (a)</b>	<b>36,264.59</b>	<b>32,291.46</b>
<b>(b) Cost of Other Revenue from Operations</b>		
Consumption of Stores and spare parts	1,185.94	1,060.55
Power & Fuel	1,077.66	1,050.79
Labour Processing, Testing and Machinery Hire Charges	655.79	536.97
Installation and Erection Charges	8,326.92	4,771.41
Job Work Charges	42.82	47.04
<b>Total (b)</b>	<b>11,289.13</b>	<b>7,466.75</b>
<b>Total</b>	<b>47,553.72</b>	<b>39,758.21</b>

### Details of Raw Material Consumed

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Shape and Section	24,440.81	21,145.74
Zinc	5,663.25	5,418.64
Nuts & Bolts	1,330.71	1,184.06
Other Material	4,829.82	4,543.02
<b>Total</b>	<b>36,264.59</b>	<b>32,291.46</b>

## Note 29 - Changes in Inventories of Finished goods, Work-in-progress and others

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
<b>Opening Stock</b>		
Finished Goods	1,423.33	2,558.13
Work in Progress:		
Goods	4,639.70	4,824.15
Project	362.46	697.36
Scrap	84.49	181.03
<b>Total (a)</b>	<b>6,509.98</b>	<b>8,260.67</b>
<b>Closing Stock</b>		
Finished Goods	2,902.66	1,423.33

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 29 - Changes in Inventories of Finished goods, Work-in-progress and others (Contd..)

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Work in Progress:		
Goods	4,281.79	4,639.70
Project	557.89	362.46
Scrap	132.81	84.49
<b>Total (b)</b>	<b>7,875.14</b>	<b>6,509.98</b>
<b>(Increase) / Decrease in Stock (a-b)</b>	<b>(1,365.16)</b>	<b>1,750.69</b>

## Note 30: Employee benefits expenses

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Salary and Wages	2,821.35	2,863.02
Contribution to Provident Fund & ESI	190.09	189.66
Staff Welfare	45.92	50.48
<b>Total</b>	<b>3,057.36</b>	<b>3,103.15</b>

## Note 31: Finance Costs

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Bank Interest	1,362.03	1,500.80
Bank Charges	306.29	306.03
Interest to Others	90.95	242.52
Interest on Unsecured Loan		7.97
<b>Total</b>	<b>1,759.27</b>	<b>2,057.32</b>

## Note 32 : Other Expenses

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Repairs to Building	2.91	13.00
Repairs to Machinery	222.73	201.29
Insurance	90.13	65.73
Legal & Professional Charges	1,121.02	1,343.24
Security Expenses	224.75	116.30
Printing & Stationery	28.62	25.78
Conveyance & Travelling Exp	85.21	134.59
Repair & Maintenance others	125.51	95.04
Rent, Rates & Taxes	196.24	124.32
Corporate Social Responsibility Expenses	112.36	78.27
Postage & Telephone	21.42	22.43
Auditors' Remuneration	3.75	3.25
Freight & Forwarding (net)	552.88	271.51
Commission	20.51	24.74

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 32 : Other Expenses (Contd..)

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Business Promotion	57.92	78.31
Packing Expenses	152.39	121.92
Advertisement	57.20	11.84
Miscellaneous Expenses	2.53	14.14
Bad Debts Written off	334.84	
Provision for Diminution in value of investment		56.84
Provision for doubtful Debts	63.49	
<b>Total</b>	<b>3,476.42</b>	<b>2,802.54</b>
<b>(i) Details of payments to auditors:</b>		
a. Statutory Audit Fees	3.75	3.25
	<b>3.75</b>	<b>3.25</b>

## Note 33 : Tax Expenses

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Current Tax		
In respect of the current year	853.65	727.70
In respect of the prior year	330.45	(4.80)
	<b>1,184.10</b>	<b>722.91</b>
Deferred Tax		
Incremental/ (Decremental) Deferred Tax Liability on account of Property, Plant and Equipment and Intangible Assets	57.54	(166.09)
Incremental/ (Decremental) Deferred Tax Liability on account of fair valuation of investments	100.38	(14.31)
(Incremental)/ Decremental Deferred Tax Assets on account of Provisions	28.16	0.63
	186.09	(179.76)
<b>Total</b>	<b>1,370.19</b>	<b>543.15</b>

## Disclosure pursuant to Ind AS 12 "Income Taxes"

### Reconciliation of Income Tax Expenses and the Accounting Profit

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
(1) Profit before tax	4,303.92	2,750.96
(2) Corporate tax rate as per Income Tax Act, 1961	25.17%	25.17%
(3) Tax on accounting profit (3) = (1)*(2)	1,083.21	692.36
(4) (i) Tax on income exempt from tax/tax on expenses not deductible	32.03	20.95

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 33 : Tax Expenses (Contd..)

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021		Year ended 31 March, 2020	
(ii) Effect on fair valuation of investment	(75.50)		-	
(iii) Effect of deferred tax balance due to changes in income tax rate	-		(165.36)	
(iv) Effect of current tax related to earlier years	330.45		(4.80)	
<b>Total effect of tax adjustments</b>	<b>286.98</b>		<b>(149.21)</b>	
(5) Tax expenses recognised during the year (5) = (3)+(4)	<b>1,370.19</b>		<b>543.15</b>	
(6) Effective Tax Rate (6) = (5)/(1)	31.84%		19.74%	

The Company has opted to pay tax under section 115BAA of the Income Tax Act, 1961.

## Note 34 : Earnings per Share

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021		Year ended 31 March, 2020	
Profit for the period	2,933.74		2,207.81	
Weighted average number of Equity Shares outstanding	1,33,84,113		1,32,85,264	
Weighted average number of Diluted Shares outstanding	1,33,84,113		1,32,85,264	
Face Value per share	10.00		10.00	
Basic EPS (₹)	21.92		16.62	
Diluted EPS (₹)	21.92		16.62	

## Note 35 : Disclosure pursuant to Ind AS 108 "Operating Segment"

### (a) Information about operating segments

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021		
	External	Inter-Segment	Total
<b>1. Segment Revenue</b>			
a. Steel Structures	41,194.51	5,669.81	46,864.32
b. EPC Projects	17,136.67	-	17,136.67
	58,331.18	5,669.81	64,001.00
Less: Inter Segment Revenue	-	5,669.81	5,669.81
<b>Total Revenue from Operations</b>	<b>58,331.18</b>	<b>-</b>	<b>58,331.18</b>
<b>2. Segment Results</b>			
a. Steel Structures			5,013.27
b. EPC Projects			1,399.50
<b>Total Segment Results</b>			<b>6,412.77</b>
Less:			
(i) Finance costs			1,759.27
(ii) Net unallocated expenditure/(income)			349.58
<b>Profit Before Tax</b>			<b>4,303.92</b>
Current Tax			1,184.10
Deferred Tax			186.09
<b>Profit for the year</b>			<b>2,933.74</b>

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 35 : Disclosure pursuant to Ind AS 108 “Operating Segment” (Contd..)

### 3. Segment Assets and Liabilities

(₹ in Lakhs)

Particulars	As at 31 March, 2021	
	Segment Assets	Segment Liabilities
a. Steel Structures	32,596.02	4,744.14
b. EPC Projects	18,195.11	3,305.71
Total Segment Assets	50,791.13	8,049.86
Add: Unallocated Assets/Liabilities	3,511.29	21,074.99
<b>Total Assets</b>	<b>54,302.42</b>	<b>29,124.84</b>

Figures for the previous year could not be restated segment wise as records and information for separate segments are not available and cost to develop it would be quite expensive.

#### (b) Information about geographical areas

The Company sells its products mainly within India where the conditions prevailing are uniform. Since the sales outside India are below threshold limit, no separate geographical segment disclosure is considered necessary.

#### (c) Major customer

The Company has three customers whose revenue represents 40.22% of the Company's total revenue and trade receivable represents 15.94% the Company's total trade receivables.

#### (d) Basis of identifying operating segments, reportable segments, segment profit and definition of each

##### reportable segment:

##### i) Basis of identifying Operating segments:

Operating segments are identified as those components of the Company (a) that engage in business activities to earn revenues and incur expenses (including transactions with any of the Company's other components; (b) whose operating results are regularly reviewed by the Company's Chief Operating Decision Maker (CODM) to make decisions about resource allocation and performance assessment; and (c) for which discrete financial information is available.

The company has two reportable segments as described under "Reportable Segments" below. The nature of products and services offered by these businesses are different and are managed separately given the different sets of technology and competency requirements.

##### ii) Reportable Segments :

An operating segment is classified as reportable segment if reported revenue (including inter-segment revenue) or absolute amount of result or assets exceed 10% or more of the combined total of all the operating segments.

##### Reportable Segments are as under:

- **Steel Structure** : comprises manufacturing and sale of Galvanized and Non-galvanized Steel Structures including Telecom Towers, Transmission Line Towers and Solar Panels.
- **Engineering, Procurement and Construction (EPC) Projects** : comprises of survey, supply of materials, design, erection, testing and commissioning on a trunked basis.

##### iii) Segments Profit :

Performance of a segment is measured based on segment profit (before interest and tax), as included in the internal management reports that are reviewed by the CODM.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 36 : Disclosure pursuant to Ind AS 115 “Revenue from Contracts with Customers”

### (a) Disaggregation of revenue into Operating Segments

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021			
	Steel Structures	EPC Projects	Inter Segment Elimination	Total
Sale of Products	40,823.69	-	(5,669.81)	35,153.88
Income from EPC Projects	-	17,136.67	-	17,136.67
Job Work	196.93	-	-	196.93
Other Services	4,291.69	-	-	4,291.69
Sale of Scrap	1,420.31	-	-	1,420.31
Export Incentives	104.76	-	-	104.76
Others	26.94	-	-	26.94
<b>Total</b>	<b>46,864.32</b>	<b>17,136.67</b>	<b>(5,669.81)</b>	<b>58,331.18</b>

Figures for the previous year could not be restated segment wise as records and information for separate segments are not available and cost to develop it would be quite expensive.

(b) Out of the total revenue recognised under Ind AS 115 during the year, ₹ 57000.27 Lakh is recognised over a period of time and ₹ 1330.91 Lakh is recognised at a point in time.

### (c) Disaggregation of revenue into Geographical areas

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021			
	Steel Structures	EPC Projects	Inter Segment Elimination	Total
within India	43,317.14	17,136.67	(5,669.81)	54,784.00
Outside India	3,547.19	-	-	3,547.19
<b>Total</b>	<b>46,864.32</b>	<b>17,136.67</b>	<b>(5,669.81)</b>	<b>58,331.18</b>

### (d) Cost to obtain the contract:

- Amortisation in Statement of Profit and Loss : Nil
- Recognised as contract assets at March 31, 2020: Nil

### (e) Reconciliation of contracted price with revenue during the year:

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021
Opening contracted price of orders at the start of the year <sup>#</sup>	37,064.20
<b>Add:</b>	
Fresh orders/change orders received (net)	10,365.07
Increase due to additional consideration recognised as per contractual terms/(decrease) due to scope reduction-net	1,522.03
<b>Less:</b>	
Orders completed during the year	-
<b>Closing contracted price of orders on hand at the end of the year<sup>#</sup></b>	<b>48,951.30</b>

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 36 : Disclosure pursuant to Ind AS 115 “Revenue from Contracts with Customers” (Contd..)

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021
Total Revenue recognised during the year:	
a. Revenue out of orders completed during the year	-
b. Revenue out of orders under execution at the end of the year (I)	17,136.67
Revenue recognised upto previous year (from orders pending completion at the end of the year) (II)	7,782.65
Balance revenue to be recognised in future viz. Order book (III)	24,031.98
<b>Closing contracted price of orders on hand at the end of the year* (I+II+III)</b>	<b>48,951.30</b>

\*including full value of partially executed contracts

### (f) Remaining performance obligations and its expected conversion into revenue:

(₹ in Lakhs)

Remaining performance obligation	Total	Expected conversion in revenue		
		Upto 1 Year	From 1 to 2 years	From 2 to 3 years
<b>As at 31st March, 2021</b>	<b>24,031.98</b>	<b>19,104.73</b>	<b>4,285.75</b>	<b>641.50</b>

## Note 37 : Disclosure pursuant to Ind AS 20 “Accounting for Government Grants and Disclosure of Government Assistance”

The Company’s exports qualify for various export benefits offered in the form of duty credit scrips under foreign trade policy framed by Department General of Foreign Trade India (DGFT). Income accounted towards such export incentives and duty drawback amounts to ₹ 104.76 Lakh (previous year: ₹ 157.40 Lakh)

## Note 38 : Disclosure of related parties/related party transactions pursuant to Ind AS 24 “ Related Party Disclosures”

### A. Name of Related Parties and Nature of Relationship :

Particulars	
Where control exists	
Jonit Venture	Sikka-Salasar-JV
Subsidiary	Salasar -HPL JV
	Salasar -REW- JV
	Salasar Adorus Infra LLP
<b>Other Related Parties with whom transactions have taken place during the year :</b>	
Associates :	Hill View Infrabuild Ltd.
	Salasar New Age Technologies Ltd.
	Base Engineering LLP
	Shikhar Fabtech Pvt Ltd
	More Engineering Pvt Ltd
	Alok Kumar (HUF)

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 38 : Disclosure of related parties/related party transactions pursuant to Ind AS 24 “ Related Party Disclosures” (Contd..)

Particulars			
Key Management Personnels:	Sh. Alok Kumar	(Chairman and Managing Director)	
	Sh.. Shashank Agrawal	(Joint Managing Director)	
	Sh. Shalabh Agrawal	(Director)	
	Ms. Tripti Gupta	(Director)	
	Mr. Pramod Kr. Kala	(Chief Financial Officer)	
	Mr. Rahul Rastogi	(Company Secretary)	
	Relatives of Key Management Personnels	Smt. Kamlesh Gupta	(Wife of Sh. Alok Kumar)
		Sh. Shikhar Gupta	(Son of Sh. Alok Kumar)
		Sh. G. K. Agarwal	(Father of Sh. Shashank Agarwal)
		Smt. Mithilesh Aggarwal	(Mother of Sh. Shashank Agarwal)
Smt. Anshu Agrawal		(Wife of Sh. Shashank Agarwal)	
Sh. Raghav Agarwal		(Son of Sh. Shashank Agarwal)	
Sh. Bharat Agarwal		(Son of Sh. Shashank Agarwal)	
Smt.Taru Agrawal		(Wife of Sh. Shalabh Agarwal)	

### B. Transaction Carried out with related parties referred to in (A) above, in ordinary course of business:

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
<b>1 Sale of Goods</b>		
<b>Joint Ventures</b>		
Sikka-Salasar -JV	483.48	2,109.76
<b>Subsidiary</b>		
Salasar - HPL JV	1,124.77	3,499.34
Salasar Adorus Infra LLP	216.40	-
<b>2 Sale of Services</b>		
<b>Joint Ventures</b>		
Salasar - HPL JV	351.29	389.95
<b>3 Purchase of goods</b>		
<b>Joint Ventures</b>		
Sikka-Salasar -JV	-	542.49
<b>4 Managerial Remuneration</b>		
<b>Key Managerial Personnel</b>		
Sh. Alok Kumar	75.87	79.86
Sh. Shashank Agarwal	68.97	72.60

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 38 : Disclosure of related parties/related party transactions pursuant to Ind AS 24 “ Related Party Disclosures” (Contd..)

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Sh. Shalabh Agarwal	55.18	58.08
Ms. Tripti gupta	48.28	50.82
<b>5 Employee Benefits Expenses</b>		
<b>Key Managerial Personnel</b>		
Mr. Pramod Kumar Kala	30.70	32.00
Mr. Rahul Rastogi	6.65	6.95
<b>Relatives of Key Managerial Personnel</b>		
Sh. Shikhar Gupta	34.20	36.00
Sh. Bharat Agarwal	4.50	-
Smt. Kamlesh Gupta	-	34.50
Smt. Anshu Agarwal	-	28.46
Smt. Taru Agarwal	-	28.46
Sh. Raghav Agarwal	-	19.20
<b>6 Loan Received</b>		
<b>Associates</b>		
Salasar New Age Technologies Ltd	9.00	-
<b>Key Managerial Personnel</b>		
Sh. Shalabh Agarwal	-	12.00
<b>7 Repayment of Loan and Advances</b>		
<b>Associates</b>		
Hill View Infrabuild Ltd	344.08	-
<b>8 Loan and Advances given</b>		
<b>Joint Ventures</b>		
Sikka-Salasar -JV	-	151.81
<b>9 Investment made</b>		
<b>Subsidiary</b>		
Salasar -REW- JV	0.51	-
Salasar Adorus Infra LLP	5.10	-
<b>10 Dividend Paid</b>		
<b>Associates</b>		
Hill View Infrabuild Ltd	28.74	43.11
Base Engineering LLP	4.66	6.99
Shikhar Fabtech Pvt Ltd	9.85	14.78
More Engineering Pvt Ltd	4.66	6.99
Alok Kumar (HUF)	0.20	0.30
<b>Key Managerial Personnel</b>		
Sh. Alok Kumar	8.94	13.41
Sh. Shashank Agarwal	7.11	10.66
Sh. Shalabh Agarwal	12.81	19.21
Ms. Tripti gupta	4.00	6.00

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 38 : Disclosure of related parties/related party transactions pursuant to Ind AS 24 “ Related Party Disclosures” (Contd..)

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
<b>Relatives of Key Managerial Personnel</b>		
Smt. Kamlesh Gupta	5.00	7.50
Sh. Shikhar Gupta	2.76	4.14
Sh. G. K. Agarwal	2.94	4.41
Smt. Mithilesh Aggarwal	2.04	3.06
Smt. Anshu Agarwal	5.78	8.67
Smt. Taru Agarwal	0.08	0.12

### C. Balance outstanding at the end of the year

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
<b>Loan Payables</b>		
Hillview Infrabuild Ltd.	65.69	409.77
Salasar New Age Technologies Ltd	9.00	-
Mrs. Taru Agarwal	18.15	18.15
Mr. Shalabh Agarwal	-	12.00
<b>Trade Receivables</b>		
Salasar - HPL JV	1,540.69	2,156.27
Salasar Adorus Infra LLP	258.62	-
Sikka- Salasar-JV	1,006.54	2,167.76

## Note 39 : Contingent Liabilities and commitments (to the extent not provided for)

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Bank Guarantee and LC for which FDR margin has been given to the bank as security	12,380.88	11,595.00
Income Tax , for the A. Y. 2011-12 (Petition is pending with ITAT, New Delhi)	-	84.06
Income Tax , for the A. Y. 2012-13 (Petition is pending with CIT (A) - 3, New Delhi)	-	242.37
Entry Tax , for the FY 2014-15 (Petition is pending with Additional Commissioner (Appeals) Commercial Tax Ghaziabad (UP))	-	5.39
Entry Tax, and Central Sales Tax , for the FY 2015-16 (Petition is pending with Additional Commissioner (Appeals) Commercial Tax Ghaziabad (UP))	-	21.10
UPGST , for the FY 2019-20 (Petition is pending with High Court of Allahabad)	4.34	4.34
SGST , for the FY 2020-21 (Petition is pending with Appellate Authority SGST, Ghaziabad)	3.78	-

The company does not expect any outflow of resources in respect of the above

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 40 : Corporate Social Responsibility (CSR)

Amount required to be spent by the Company during the year on CSR is ₹ 77.96 Lakh whereas the Company has spent ₹ 112.36 Lakh which includes ₹ 33.90 Lakh for the previous year. As on March 31, 2021 there is no outstanding amount to be spend on CSR.

**Note : 41** There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at March, 2021.

## Note 42 : Capital Management:

### (a) Risk Management

The capital structure of the Company consists of net debt and total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Company reviews the capital structure of the Company considering the cost of capital and the risks associated with each class of capital.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents.

Particulars	(₹ in Lakhs)	
	As at 31 March, 2021	As at 31 March, 2020
Non current borrowings	2,966.32	81.68
Current maturities of non current borrowings	173.56	46.40
Current borrowings	16,263.94	15,905.75
Less: Cash and cash equivalents	21.40	56.73
Less: Bank balances other than cash and cash equivalents	479.07	849.11
<b>Total Debts</b>	<b>18,903.36</b>	<b>15,127.99</b>
<b>Total Equity</b>	<b>25,177.58</b>	<b>20,654.48</b>
Gearing Ratio	0.75	0.73

Equity includes all capital and reserves of the Company that are managed as capital.

### (b) Dividends

During the year ended March 31, 2020, the Company paid the final dividend of ₹ 1.50 per equity share for the year ended March 31, 2019 amounting to ₹ 199.28 lakh and dividend distribution tax of ₹ 40.67 lakh.

During the year ended March 31, 2020, the Company paid the Interim dividend of ₹ 1.00 per equity share for the year ended March 31, 2020 amounting to ₹ 132.85 lakh and dividend distribution tax of ₹ 27.11 lakh.

During the year ended March 31, 2021, the Company paid the final dividend of ₹ 1.00 per equity share for the year ended March 31, 2020 amounting to ₹ 132.85 Lakh.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 43 : Fair Value Measurements

### (a) Financial instruments by category

The following table presents the carrying amounts of each category of financial assets and liabilities:

(₹ in Lakhs)

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	FVTL	Amortised Cost	FVTL	Amortised Cost
<b>Financial Assets</b>				
Investments - current				
- Equity Instruments	1,017.60	-	138.58	-
- Gold Bond	-	1.45	-	1.45
Other financial assets - non current	-	1,540.21	-	1,417.37
Trade receivables	-	23,491.72	-	21,524.43
Cash and cash equivalent	-	21.40	-	56.73
Other bank balances	-	479.07	-	849.11
Advances recoverable in cash	-	-	-	151.81
Other receivables	-	99.40	-	134.31
Other financial assets - current	-	1,401.43	-	1,176.94
<b>Total Financial Assets</b>	<b>1,017.60</b>	<b>27,034.67</b>	<b>138.58</b>	<b>25,312.15</b>
<b>Financial Liabilities</b>				
Borrowings - non-current	-	3,059.16	-	521.60
Borrowings - current	-	16,263.94	-	15,905.75
Trade payables	-	2,727.37	-	2,144.83
Other payables	-	5,366.72	-	3,860.24
Other financial liabilities - non current	-	9.99	-	10.76
Other financial liabilities - current	-	175.27	-	59.75
<b>Total Financial Liabilities</b>	<b>-</b>	<b>27,602.46</b>	<b>-</b>	<b>22,502.94</b>

The carrying amounts of trade and other receivables, cash and cash equivalents, trade and other payables are considered to be the same as their fair values due to their short term nature.

All the financial asset and financial liabilities measured at amortised cost, carrying value is an approximation of their respective fair value.

Investment in Subsidiaries, Joint Ventures which are measured at cost in accordance with Ind AS 27 "Separate Financial Statements". Accordingly these items have not been included in the above table.

### (b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard, described as follows:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 43 : Fair Value Measurements (Contd..)

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3- If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, security deposits included in level 3.

The following table provides the fair value measurement hierarchy of the Company's financial assets and liabilities that are measured at fair value or where fair value disclosure is required.

(₹ in Lakhs)

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	Level 1	Level 2	Level 1	Level 2
<b>Financial Assets</b>				
Investments - current				
- Equity Instruments	1,017.60	-	138.58	-
- Gold Bond	-	1.45	-	1.45
<b>Total Financial Assets</b>	<b>1,017.60</b>	<b>1.45</b>	<b>138.58</b>	<b>1.45</b>

There have been no transfers between levels during the period.

### (c) Assets and liabilities which are measured at amortised cost for which fair values are disclosed

All the financial asset and financial liabilities measured at amortised cost, carrying value is an approximation of their respective fair value.

## Note 44 : Financial risk management objectives

The Company is exposed to market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Company's risk management strategies focus on the un-predictability of these elements and seek to minimise the potential adverse effects on its financial performance

The Company's risk management is carried out by a treasury department under policies approved by the Board of Directors. Company Treasury Department identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The board provides principles for overall risk management, as well as policies covering specific areas, such as hedging of foreign currency transactions foreign exchange risk.

### 1. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk, such as equity price risk and commodity risk. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments.

#### (i) Foreign currency risk management

Foreign exchange risk arises on future commercial transactions and on all recognised monetary assets and liabilities, which are denominated in a currency other than the functional currency of the Company. The Company's management has set a policy wherein exposure is identified, a benchmark is set and monitored closely, and accordingly suitable hedges are undertaken. The policy also includes mandatory initial hedging requirements for exposure above a threshold.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 44 : Financial risk management objectives (Contd..)

Amount receivable in foreign currency on account of the following:

(₹ in Lakhs)

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	Amount in Foreign Currency	₹ In lakh	Amount in Foreign Currency	₹ In lakh
Export of Goods Currency - USD	32,58,733.22	2,347.10	17,19,432.97	1,294.87

### Foreign currency sensitivity analysis

The following table demonstrate the sensitivity to a reasonable possible change in USD exchange rate, with all other variables held constant. The impact on the Company's profit before tax due to changes in the fair value of monetary assets and liabilities and derivatives is as follows:

(₹ in Lakhs)

Particulars	Impact on profit before tax on increase		Impact on profit before tax on decrease	
	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2021	As at 31 March, 2020
USD - increase/decrease by 3%	0.98	0.52	(0.98)	0.52

Based on the movements in the foreign exchange rates historically and the prevailing market conditions as at the reporting date, the Company's Management has concluded that the above mentioned rates used for sensitivity are reasonable benchmarks.

The Company's foreign currency exposure arises mainly from foreign exchange imports and exports , primarily with respect to USD.

### (ii) Interest rate risk management

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The Company's exposure to the risk of changes in market rates relates primarily to the Company's outstanding floating rate debt with floating interest rates.

Company has fixed deposits as margin money for a period between 3 months to 4 years. All fixed deposits are with banks, accordingly there is no significant interest rate risk pertaining to these deposits.

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Floating rate borrowings	19,403.82	15,532.45
Fixed rate borrowings	-	-
<b>Total Borrowings</b>	<b>19,403.82</b>	<b>15,532.45</b>

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 44 : Financial risk management objectives (Contd..)

### Interest rate sensitivity

Profit is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. For floating rate liabilities, analysis is prepared assuming amount of liability outstanding at end of reporting period was outstanding for whole year.

(₹ in Lakhs)		
Particulars	As at 31 March, 2021	As at 31 March, 2020
Interest rates – increase by 50 basis points (50 bps)	(97.02)	(77.66)
Interest rates – decrease by 50 basis points (50 bps)	97.02	77.66

### 2. Credit risk management

The Company's customer profile include public sector enterprises, state owned companies and large private corporates.

Accordingly, the Company's customer credit risk is low. The Company's average project execution cycle is around 18 to 36 months. General payment terms include mobilisation advance, monthly progress payments with a credit period ranging from 45 to 90 days and certain retention money to be released at the end of the project. In some cases, retentions are substituted with bank/ corporate guarantees. The Company has a detailed review mechanism of overdue customer receivables at various levels within the organisation to ensure proper attention and focus for realisation.

Further, Company has an ongoing credit evaluation process in respect of customers who are allowed credit period.

(i) **The Company is making provisions on trade receivables based on Expected Credit Loss (ECL) model. The reconciliation of ECL is as follows**

(₹ in Lakhs)		
Particulars	As at 31 March, 2021	As at 31 March, 2020
Opening Balance	186.01	186.01
Changes in allowance for expected credit loss:		
Provision/(reversal) of allowance for expected credit loss	63.49	
Additional provision (net) towards credit impaired receivables		
Write off as bad debts	186.01	-
<b>Closing Balance</b>	<b>63.49</b>	<b>186.01</b>

(ii) Trade receivable written off during the year but still enforceable for recovery amounts to Nil (previous year: Nil)

### 3. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as and when required.

The Company's Policy includes an appropriate liquidity risk management framework for the management of the short-term, medium-term and long term funding and cash management requirements. The Company manages the liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

## Note 45 : Disclosure pursuant to section 186 of The Companies Act 2013:

Details of Loan/Investment made:

(₹ in Lakhs)

Particulars	As at 31 March, 2021		
	Investment Made	Loan Given	Outstanding Balance
Salasar -Rew JV	0.51	-	0.51
Salasar Adorus Infra LLP	5.10	-	5.10
Sikka - Salasar JV#	-	-	-

#Loan received back during the year ₹ 151.81 lakh.

(₹ in Lakhs)

Particulars	As at 31 March, 2020		
	Investment Made	Loan Given	Outstanding Balance
Sikka - Salasar JV	-	151.81	151.81

## Note 46:

The company has practice of getting balance confirmations from its Debtor, Creditor and other parties on annual basis. However, the confirmations of balances as on 31.03.2021 with respect to certain parties could not be received due to current situation of pandemic COVID-19 thereby the Government of various states have imposed lockdown along with several restrictions, which is still going on, hence to that extent the balances have been taken as per book balances in the absence of balance confirmations. As and when the confirmations with respect to the balances are received, the reconciliation would be made and the adjustments, if any, on this account would be recorded in the books of account.

## Note 47:

Figures for the previous year have been regrouped/reclassified to confirm to the figures of the current year.

As per our Report of even date attached

### For ARUN NARESH & CO.

Firm Registration No. 007127N  
Chartered Accountants

### CA. Arun Kumar Jain

Partner  
M. No. 084598

Place : Ghaziabad (U.P.)

Date : 01-June-2021  
UDIN : 21084598AAAACQ9862

### For and on behalf of Board of Directors

### Alok Kumar

Managing Director  
DIN : 01474484

### Pramod Kr. Kala

(Chief Financial Officer)

### Shashank Agarwal

Jt. Managing Director  
DIN: 00316141

### Rahul Rastogi

(Company Secretary)



# **CONSOLIDATE FINANCIAL STATEMENTS**

# INDEPENDENT AUDITOR'S REPORT

To the Members of

**SALASAR TECHNO ENGINEERING LIMITED**

## Report on the Consolidated Financial Statements

### Opinion

We have audited the consolidated financial statements of SALASAR TECHNO ENGINEERING LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and Jointly controlled entities which comprise the Consolidated balance sheet as at March 31, 2021, and the consolidated statement of Profit and Loss (including other comprehensive income), consolidated statement of changes in equity and Consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries and associates as were audited by the other auditors, the aforesaid consolidated 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 Group as at March 31, 2021, and consolidated profits, consolidated changes in equity and its consolidated cash flows for the year ended then date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated Financial Statements section of our report. We are independent of the Group, its associates and jointly controlled entities in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us along with the consideration of audit report of the other auditor referred to in "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### Emphasis of Matter

We draw your attention to Note 1(B)(v) to the consolidated financial statements which explains the management's assessment of the financial impact due to the lock-downs and other restrictions and conditions related to the COVID -19 pandemic situation. As per the management's current assessment, there is no significant impact on carrying amounts of inventories, tangible assets, trade receivables, investments and other financial assets is expected, and management continue to monitor changes in future economic conditions. Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p><b>1. Recognition of contract revenue, margin and related receivables</b></p> <p>The Group enters into Engineering Procurement and Construction (EPC) contracts, which are complex in nature and span over a number of reporting periods. The accounting standard requires an entity to select a single measurement method for the relevant performance obligation that depicts the entity's performance in transferring goods or services or if a contract is onerous, present obligations are recognized and measured as provisions.</p> <p>The Group is recognizing contract revenue and margin for these contracts based on input method, in accordance with the requirement of the standard which relies on management's estimates of the final outcome of each contract, and involves the exercise of significant management judgment, particularly in forecasting the cost to complete a contract, in valuing contract variations, claims and liquidated damages. We identified contract accounting as a key audit matter because the estimation, of the total revenue and total cost to complete the contract, prepared based on the prevailing circumstances, is inherently subjective, complex and require significant management judgment and forecast of contract revenue and/or contract cost may get subsequently changed due to change in prevailing circumstances, assumptions, contract variations or any other factor, and could result in material variance in the revenue and profit or loss from contract for the reporting period.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> <li>• We selected a sample of contracts to test, using a risk based criteria which included individual contracts with: <ul style="list-style-type: none"> <li>- significant revenue recognized during the year;</li> <li>- significant unbilled work in progress (WIP) balances held at the year end; or</li> <li>- low profit margins.</li> </ul> </li> <li>• Obtained an understanding of management's process for reviewing long term contracts, the risk associated with the contract and any key judgments.</li> <li>• Evaluating the design and implementation of key internal controls over the contract revenue and cost estimation process through the combination of procedures involving inquiry and observations, re-performance and inspection of evidence in respect of operations of these controls.</li> <li>• Verified underlying documents such as original contract, and its amendments, if any, key contract terms and milestones, etc. for verifying the estimation of contract revenue and costs and /or any change in such estimation.</li> <li>• Evaluating the outturn of previous estimates and agreeing the actual cost after the year end to the forecasted costs for the period.</li> <li>• Evaluating the status of each of the material trade receivables past due as at year end, the Group's on-going business relationship with customer and past payment history of the customers through discussion with management.</li> </ul>
<p><b>2. Related Party Transactions</b></p> <p>The Group has entered into several transactions with related parties during the year 2020-21. We identified related party transactions as a key audit matter because of risks with respect to completeness of disclosures made in the consolidated financial statements including recoverability thereof; compliance with statutory regulations governing relate party relationships such as the Companies Act,2013 and SEBI Regulations and the judgement involved in assessing whether transactions with related parties are undertaken at arms' length.</p> <p>Refer Note 38 to the consolidated financial statements.</p>	<p>Our audit procedures on related party transactions included:</p> <ul style="list-style-type: none"> <li>• Assessed the key controls to identify and disclose related party relationships and transactions in accordance with the relevant accounting standard.</li> <li>• Assessed compliances with the listing regulations and the regulations under Companies Act,2013 including checking of approvals/scrutiny as specified in Sections 177 and 188 of the Companies Act,2013 with respect to the related party transactions.</li> </ul>

Key Audit Matter	Auditor's Response
	<ul style="list-style-type: none"> <li>• Considered the adequacy and appropriateness of the disclosures in the consolidated financial statements, including recoverability thereof, relating to the related party transactions.</li> <li>• Inspected relevant ledgers, agreements and other information that may indicate the existence of related party relationships or transactions. Further, we also tested completeness of related parties with reference to the various registers maintained by the group statutorily.</li> <li>• On a sample basis, tested Group's assessment of related party transactions for arms' length pricing</li> </ul>
<p><b>3. Provisions and contingent liabilities in relation to tax positions</b></p>	
<p>Group has received outstanding demands and show cause notices from various tax authorities. The Management have made judgements relating to the likelihood of an obligation arising and whether there is a need to recognize a provision or disclose a contingent liability. We therefore focused on this area as a result of uncertainty and potential material impact.</p> <p>Refer Note 39 to the consolidated financial statements.</p>	<p>We have involved our tax experts to gain an understanding of the current status of the tax cases and monitored changes in the disputes by reading external opinions received by the group if any, where relevant to establish that the tax provisions had been appropriately adjusted to reflect the latest external developments.</p> <p>For Legal, regulatory and tax matters our procedures included the following:</p> <ul style="list-style-type: none"> <li>• Testing key controls surrounding litigation, regulatory and tax procedures.</li> <li>• Performing substantive procedures on the underlying calculations supporting the provisions recorded.</li> <li>• Where relevant, reading external legal opinions obtained by the management</li> <li>• Discussing open matters with the litigation, regulator, general counsel and tax teams</li> <li>• Assessing management's conclusions through understanding precedents set in similar cases.</li> </ul> <p>Based on the evidence obtained, while noting the inherent uncertainty with such legal, regulatory and tax matters, we determined the level of provisioning and disclosure of contingent liabilities as at March 31,2021 to be appropriate.</p>

**Information other than the Financial Statements and Auditor's Report thereon**

The Holding Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon, which is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information and if we conclude that there is a material misstatement therein, we will communicate the matter to those charged with governance and take necessary action as per applicable laws and regulations.

### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

The respective management and Board of Directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on

the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entity included in the consolidated financial statements, which has been audited by other auditor, such other auditor remains responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit report of the other auditor referred to in "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

## Other Matters

We did not audit the financial statements of the entities: M/s Salasar HPL JV, M/s Salasar REW JV, M/s Salasar Adorus Infra LLP and Sikka Salasar JV included in the consolidated financial results, whose financial statements reflect total assets of INR 2709.89 lacs, total revenues of INR 3020.07 lacs and total net profit after tax of INR 56.17 lacs for the year ended 31.03.2021 as considered in the consolidated financial results. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these entity is based solely on the reports of the other auditors.

## Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements of such subsidiary as was audited by other auditor, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditor.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss(including other consolidated comprehensive income), Consolidated Statement of Changes in Equity and the consolidated statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2021 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies are disqualified as on 31 March 2021 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 Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements at Note No. 39.
  - ii. The Group is not required to make any provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts including derivative contracts.
  - iii. The Group is not required to transfer any amount to the Investor Education and Protection Fund.

**For ARUN NARESH & COMPANY**  
Chartered Accountants  
ICAI Firm Registration Number: 007127N

**Place:** Ghaziabad (U.P.)  
**Date:** June 01, 2021  
**UDIN** - 21084598AAAACR6039

**Arun Kumar Jain**  
Partner  
Membership Number: 084598

# ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Salasar Techno Engineering Limited of even date)

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

### Opinion

In conjunction with our audit of the consolidated financial statements of Salasar Techno Engineering Limited (hereinafter referred to as “the Holding Company”) as of and for the year ended 31 March 2021, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and such other companies which are its subsidiary companies, as of that date.

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and such other companies which are its subsidiary companies, have, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### Management’s Responsibility for Internal Financial Controls

The respective company’s management and board of directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Group based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Limitations of Internal Financial Controls Over Financial Reporting

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

**For ARUN NARESH & COMPANY**

Chartered Accountants

ICAI Firm Registration Number: 007127N

**Place:** Ghaziabad (U.P.)

**Date:** June 01, 2021

**UDIN** – 21084598AAAACR6039

**Arun Kumar Jain**

Partner

Membership Number: 084598

# CONSOLIDATED BALANCE SHEET

as at 31 March 2021

(₹ in Lakhs)

Particulars	Note No.	As at 31 March 2021	As at 31 March 2020
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Property, Plant and Equipment	2	11,237.61	9,108.39
Capital Work-in-Progress	2	8.59	34.07
Intangible Assets	3	27.58	
Financial Assets			
(a) Investments	4	-	-
(b) Other Financial Asset	5	1,540.33	1,417.37
<b>Current Assets</b>			
Inventories	6	12,002.22	9,353.93
Financial Assets			
(a) Investments	7	1,019.05	140.03
(b) Trade Receivables	8	24,009.74	21,409.72
(c) Cash and Cash Equivalent	9	42.33	65.48
(d) Bank Balances other than (c) above	10	479.07	849.11
(e) Other Financial Assets	11	1,466.93	1,176.94
Current Tax Assets (Net)	12	-	158.35
Other Current Assets	13	3,508.73	1,639.11
<b>TOTAL ASSETS</b>		<b>55,342.16</b>	<b>45,352.50</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	14	1,428.53	1,328.53
Other Equity	15	23,840.25	19,386.23
Non-Controlling Interest		30.63	
<b>Liabilities</b>			
<b>Non-current Liabilities</b>			
Financial Liabilities			
(a) Borrowings	16	3,389.16	521.60
(b) Other Financial Liabilities	17	9.99	10.76
Provisions	18	312.88	232.53
Deferred Tax Liabilities (Net)	19	497.79	307.60
<b>Current Liabilities</b>			
Financial Liabilities			
(a) Borrowings	20	16,263.94	15,905.75
(b) Trade Payables	21	3,127.12	2,144.83
(c) Other Financial Liabilities	22	175.27	59.75
Provisions	23	42.39	33.71
Other Current Liabilities	24	6,069.32	5,421.21
Current Tax Liability (Net)	25	154.89	-
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>55,342.16</b>	<b>45,352.50</b>

Notes referred to above and notes attached there to form an integral part of Balance Sheet  
This is the Balance Sheet referred to in our Report of even date.

**For ARUN NARESH & CO.**  
Firm Registration No. 007127N  
Chartered Accountants

**For and on behalf of Board of Directors**

**CA. Arun Kumar Jain**  
Partner  
M. No. 084598

**Alok Kumar**  
Managing Director  
DIN : 01474484

**Shashank Agarwal**  
Jt. Managing Director  
DIN: 00316141

**Place :** Ghaziabad (U.P.)  
**Date :** 01-Jun-2021  
**UDIN:** 21084598AAAACR6039

**Pramod Kr. Kala**  
(Chief Financial Officer)

**Rahul Rastogi**  
(Company Secretary)

# CONSOLIDATED STATEMENT OF PROFIT & LOSS

for the year ended 31 March 2021

(₹ in Lakhs)

Particulars	Note No.	Year ended 31 March 2021	Year ended 31 March 2020
<b>REVENUES</b>			
Revenue from operations	26	59,658.77	52,625.13
Other Income	27	1,015.04	171.29
<b>Total Revenue</b>		<b>60,673.80</b>	<b>52,796.42</b>
<b>EXPENSES</b>			
Cost of revenue operations	28	48,665.12	39,758.21
Changes in inventories of finished goods, work-in-progress and others	29	(1,365.16)	1,750.69
Employee benefits expenses	30	3,090.12	3,103.15
Finance Costs	31	1,764.53	2,057.32
Depreciation and amortization expenses	2 & 3	562.28	499.19
Other Expenses	32	3,570.83	2,833.01
<b>Total Expenses</b>		<b>56,287.73</b>	<b>50,001.57</b>
Profit before Exceptional Items & Taxes		4,386.08	2,794.85
Exceptional Items		-	-
<b>Profit before Tax</b>		<b>4,386.08</b>	<b>2,794.85</b>
<b>Tax Expenses</b>			
(a) Current Tax	33	1,210.09	736.92
(b) Deferred Tax		186.09	(179.76)
<b>Profit for the year</b>		<b>2,989.90</b>	<b>2,237.69</b>
<b>Other Comprehensive Income (OCI)</b>			
(A) Items that will not be classified to profit or loss:			
Remeasurements of the defined benefit plans		16.32	(89.03)
Income tax relating to items that will not be classified to profit or loss		(4.11)	22.41
(B) Items that will be classified to profit or loss		-	-
<b>Total Comprehensive Income for the year</b>		<b>3,002.11</b>	<b>2,171.06</b>
<b>Net Profit attributable to :</b>			
Owners of the Company		2,964.66	2,237.69
Non-Controlling Interest		25.24	-
		<b>2,989.90</b>	<b>2,237.69</b>
<b>Other Comprehensive Income attributable to :</b>			
Owners of the Company		12.21	(66.62)
Non-Controlling Interest		-	-
		<b>12.21</b>	<b>(66.62)</b>
<b>Total Comprehensive Income attributable to :</b>			
Owners of the Company		2,976.87	2,171.06
Non-Controlling Interest		25.24	-
		<b>3,002.11</b>	<b>2,171.06</b>
<b>Earning per Equity share</b>			
(Face Value : ₹ 10 per Share)			
Basic and Diluted (₹)		22.15	16.84

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement  
This is the Profit & Loss Statement referred to in our Report of even date.

**For ARUN NARESH & CO.**

Firm Registration No. 007127N  
Chartered Accountants

**For and on behalf of Board of Directors**

**CA. Arun Kumar Jain**

Partner  
M. No. 084598

**Alok Kumar**

Managing Director  
DIN : 01474484

**Shashank Agarwal**

Jt. Managing Director  
DIN: 00316141

**Place :** Ghaziabad (U.P.)

**Date :** 01-Jun-2021

**UDIN:** 21084598AAAACR6039

**Pramod Kr. Kala**

(Chief Financial Officer)

**Rahul Rastogi**

(Company Secretary)

# CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 March, 2021

(₹ in Lakhs)

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
<b>Cash Flow From Operating Activities</b>		
Net Profit Before Income Tax	4,386.08	2,794.85
Adjustment for:		
Depreciation and amortization expenses	562.28	499.19
Dividend income	(1.16)	(2.51)
Interest income	(134.77)	(168.27)
Finance costs	1,764.53	2,057.32
Electricity duty refundable	21.54	(55.98)
Provision for employee benefits expense	105.36	34.29
(Gain)/ loss on fair valuation of assets	(877.45)	56.84
Bad debts written off	334.84	-
Provision for doubtful debts	63.49	
(Gain)/ loss on property, plant and equipment	-	(0.51)
Gain on sale of current investment	(1.66)	-
<b>Operating profit before working capital changes</b>	<b>6,223.09</b>	<b>5,215.22</b>
<b>Adjustments for Working Capital</b>		
<b>Adjustment for (increase) / decrease in operating assets</b>		
Inventories	(2,648.29)	2,439.06
Trade receivables	(2,998.35)	314.41
Other financial assets	(267.82)	(102.91)
Other current assets	(1,711.27)	930.20
<b>Adjustment for increase / (decrease) in operating liabilities</b>		
Trade payables	982.28	(3,682.05)
Other current liabilities	803.00	(324.77)
Other financial liabilities	114.75	(882.40)
Other non-current liabilities		(63.15)
<b>Cash generated from operations</b>	<b>497.39</b>	<b>3,843.61</b>
Income Tax Paid	1,210.09	736.92
<b>Net cash generated from operating activities (A)</b>	<b>(712.70)</b>	<b>3,106.69</b>
<b>Cash Flow from Investing Activities</b>		
Sale (Purchase) of current investments	0.09	-
Interest Income	112.60	142.70
Dividend Income	1.16	2.51
Purchase of property, plant and equipment	(2,693.60)	(1,925.91)
Bank Balance (not consider as cash and cash equivalents)	370.04	141.02
Proceeds from sale of property, plant and equipment	-	14.47
Net Cash Flow from other financial assets	(144.50)	(540.93)
<b>Net cash used in investing activities (B)</b>	<b>(2,354.21)</b>	<b>(2,166.15)</b>

# CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 March, 2021

(₹ in Lakhs)

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
<b>Cash Flow from Financing Activities</b>		
Proceeds from issue of share capital	1,710.00	-
Proceeds from non-current borrowings	2,867.56	32.38
Proceeds from current borrowings	358.19	1,367.18
Contribution from Non-controlling interests	5.39	
Dividend Paid (including dividend distribution tax)	(132.85)	(399.91)
Finance Costs	(1,764.53)	(2,057.32)
<b>Net Cash Flow from Financing Activities (C)</b>	<b>3,043.76</b>	<b>(1,057.68)</b>
<b>Net Changes in Cash &amp; Cash Equivalents (A + B + C)</b>	<b>(23.15)</b>	<b>(117.13)</b>
Add : Opening Cash & Cash Equivalents	65.48	182.61
<b>Closing Cash &amp; Cash Equivalents</b>	<b>42.33</b>	<b>65.48</b>

*This is the Cash Flow Statement referred to in our Report of even date.*

**For ARUN NARESH & CO.**

Firm Registration No. 007127N

Chartered Accountants

**For and on behalf of Board of Directors**

**CA. Arun Kumar Jain**

Partner

M. No. 084598

**Alok Kumar**

Managing Director

DIN : 01474484

**Shashank Agarwal**

Jt. Managing Director

DIN: 00316141

**Place :** Ghaziabad (U.P.)

**Date :** 01-Jun-2021

**UDIN:** 21084598AAAACR6039

**Pramod Kr. Kala**

(Chief Financial Officer)

**Rahul Rastogi**

(Company Secretary)

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March, 2021

## A. Equity Share Capital (Note -14)

(₹ in Lakhs)

Particulars	Balance as at 1st April, 2019	Changes during the year ended 31st March, 2020	Balance as at 31st March, 2020	Changes during the year ended 31st March, 2021	Balance as at 31st March, 2021
Equity Share Capital	1,328.53	-	1,328.53	100.00	1,428.53

During the year ended 31 March, 2021 the Company issued 10,00,000 Equity Shares of ₹ 10/- each, at a premium of ₹ 161 per share, on conversion of convertible warrants issued as on 27-Aug -2020.

## B. Other Equity (Note - 15)

(₹ in Lakhs)

Particulars	Reserves and Surplus		Other Comprehensive Income	Total
	Securities Premium Reserve	Surplus		
Balance as at March 31, 2020	5,488.89	13,916.81	(19.48)	19,386.23
Profit for the period		2,964.66	12.21	2,976.87
Other comprehensive income (loss) for the year, net of tax				-
<b>Total Comprehensive Income for the year</b>		2,964.66	12.21	2,976.87
Money Received against Share Warrants				-
Securities premium on issue of shares	1,610.00			1,610.00
Dividend paid		(132.85)		(132.85)
<b>Balance as at 31 March, 2021</b>	<b>7,098.89</b>	<b>16,748.61</b>	<b>(7.26)</b>	<b>23,840.25</b>

The above statement of changes in equity should be read in conjunction with the accompanying notes.

**Securities Premium Account:** This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013

**Retained Earnings:** This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

**This is the Statement of Changes in Equity referred to in our Report of even date.**

Notes referred to above and notes attached there to form an integral part of Balance Sheet  
This is the Balance Sheet referred to in our Report of even date.

**For ARUN NARESH & CO.**  
Firm Registration No. 007127N  
Chartered Accountants

**For and on behalf of Board of Directors**

**CA. Arun Kumar Jain**  
Partner  
M. No. 084598

**Alok Kumar**  
Managing Director  
DIN : 01474484

**Shashank Agarwal**  
Jt. Managing Director  
DIN: 00316141

**Place :** Ghaziabad (U.P.)  
**Date :** 01-Jun-2021  
**UDIN:** 21084598AAAACR6039

**Pramod Kr. Kala**  
(Chief Financial Officer)

**Rahul Rastogi**  
(Company Secretary)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note -1 : Significant Accounting Policies

### A. CORPORATE INFORMATION

Salasar Techno Engineering Limited (the 'Company') is a public limited company domiciled in India. Its shares are listed on two stock exchanges in India viz, the Bombay Stock Exchange ('BSE') and the National Stock Exchange ('NSE'). The Company is engaged in manufacturing and sale of Galvanized Steel Structure including Telecom Towers, Transmission Line Towers and Solar Panels. The Company has three manufacturing facilities one at Jindal Nagar, Hapur (UP) and two at Khera Dehat, Hapur (UP).

The Company is engaged in the business of manufacturing and sale of Galvanized Steel Structure including Telecom Towers, Transmission Line Towers and Solar Panels.

The Company is also engaged in execution of Engineering, Procurement and Construction projects (EPC) for survey, supply of materials, design, erection, testing & commissioning on a turnkey basis.

### B. BASIS OF CONSOLIDATION

The CFS comprise the financial statements of the Company, its subsidiaries and the Group's interest in associate and jointly ventures as at the reporting date.

#### Subsidiary

Subsidiary include all the entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns through its involvement in the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are consolidated from the date on which Group attains control and are deconsolidated from the date that control ceases to exist.

#### Joint Venture

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Interests in joint venture are accounted for using the equity method of accounting.

#### The CFS have been prepared on the following basis

The financial statements of the Company and its subsidiary entity has been consolidated on a lineby-line basis by adding together of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions and resulting unrealised profit or losses, unless cost cannot be recovered, as per the applicable Accounting Standard in India. Accounting policies of the respective subsidiary entity are aligned wherever necessary, so as to ensure consistency with the accounting policies that are adopted by the Group under Ind AS.

The CFS include the share of profit / loss of the joint ventures and the associate company which are accounted as per the 'equity method'

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the postacquisition profits or losses of the investee in profit or loss, and the Group's share of movements in OCI of the investee in OCI.

The CFS are presented, to the extent applicable, in accordance with the requirements of Schedule III of the 2013 Act as applicable to the Company's separate financial statements.

Non-controlling interests (NCI) in the net assets of the subsidiaries that are consolidated consists of the amount of equity attributable to non-controlling shareholders. Profit or loss and each component of OCI are attributed to the equity holders of the parent and to the NCI, even if this results in the NCI having a deficit balance.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## C. SUMMARY OF BASIS OF COMPLIANCE, BASIS OF PREPARATION AND PRESENTATION, CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGMENTS AND SIGNIFICANT ACCOUNTING POLICIES

### (i) Basis of compliance

The financial statements comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the 2013 Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

### (ii) Basis of Preparation of Financial Statement

The financial statements have been prepared under the historical cost convention using the accrual method of accounting basis, except for certain financial instruments that are measured at fair values at the end of each reporting period as explained in the significant accounting policies below.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the 2013 Act.

### (iii) Critical accounting estimates, assumptions and judgements

The preparation of the financial statements requires management to make estimates, assumptions and judgments that affect the reported balances of assets and liabilities and disclosures as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Impact on account of revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below :

#### (i) Useful life of Property, Plant and Equipment

The cost of property, plant and equipment is depreciated over the useful life, which is based on expected usage of the assets, expected physical wear and tear, the repair and maintenance program and technological obsolescence arising from changes and residual value

#### (ii) Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the standalone financial statements.

#### (iii) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/ litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

#### (iv) Allowance for uncollectable accounts receivable and advances

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

## (iv) Use of estimates

The preparation of Financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities as at the date of the Financial Statements and the reported amount of revenues and expenses during the reporting period/year.

The difference between the actual results and estimates are recognised in the year in which the results are known/materialise.

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

## (v) Global health pandemic on COVID-19

The Company has evaluated the impact of COVID pandemic on the operations of the Company, revenue, inventories, investments, property, plant & equipment, current borrowings and trade payables. The management has considered the possible effects, if any, on the carrying amounts of these assets and liabilities up to the date of approval of these results. As per the management's current assessment, no significant impact on carrying amounts of inventories, tangible assets, trade receivables, investments and other financial assets is expected, and management continue to monitor changes in future economic conditions.

## (vi) Fair Value Measurement

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The Company used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities.

## (vii) Property, Plant & Equipment

On transition to IND AS, the Company has adopted optional exception under IND AS 101 to measure Property, Plant and Equipment at fair value. Consequently the fair value has been assumed to be deemed cost of Property, Plant and Equipment on the date of transition. Subsequently, Property, Plant and Equipment, other than land, are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

### Depreciation methods, estimated useful lives and residual value

Depreciation on PPE is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives. However, vehicles, being part of PPE are depreciated on a straight-line method over the shorter of their respective useful lives as prescribed in Schedule -II to the Companies Act, 2013. Freehold land is not depreciated.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

Schedule II to the Companies Act 2013 ('Schedule') prescribes the useful lives for various class of assets. For certain class of assets, based on technical evaluation and assessment, Management believes that, the useful lives adopted by it reflects the periods over which these assets are expected to be used. Accordingly for those assets, the useful lives estimated by the management are different from those prescribed in the Schedule. Management's estimates of the useful lives for various class of fixed assets are as given below:

<b>Assets</b>	<b>Useful Life</b>
Plant & Machinery	15 years
Factory Buildings	30 years
Furniture and Fittings and Office Equipment	3-10 years
Vehicle	8 years

Useful lives and residual values of assets are reviewed at the end of each reporting period.

Losses arising from the retirement of, and gains or losses arising from disposal of PPE are recognised in the Statement of Profit and Loss.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Intangible Asset under development includes cost of development of new intangible assets to complete the assets as at the balance sheet date.

Capital Expenditure on tangible assets for research and development is classified under property, plant and equipment and is depreciated on the same basis as other property, plant and equipment.

## (viii) Intangible Assets

Intangible assets that are acquired by the Company, which have finite useful lives, are measured at cost less accumulated amortization and accumulated impairment losses (if any). Costs include expenditure that is directly attributable to the acquisition of the intangible assets.

### **Subsequent Expenditure:**

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, are recognized in profit or loss as incurred.

### **Amortization of intangible assets with finite useful lives:**

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use.

Computer Softwares are amortised on straight line basis over the estimated useful lives of 6 years.

## (ix) Impairment of Non Financial Assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment and additionally whenever there is a triggering event for impairment. Assets that are subject to amortisation and depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount of cash generating units exceeds its recoverable amount.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## (x) Inventories

### (1) Inventories are valued at the lower of cost or net realisable value.

Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- Raw materials: are valued at cost or net realisable value, whichever is lower.
- Finished goods and work in progress and stores, spare parts and packing materials: are valued at cost or net realisable value, whichever is lower. In the case of finished goods and work in process cost comprises of material, direct labour and applicable overhead expenses.
- Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. These are valued at cost or net realisable value, whichever is lower.

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

### (2) Cost of Inventory of services being provided by the company

The company measures its inventory of services at the costs of their production. These costs consist primarily of the labour and other costs of personnel directly engaged in providing the service, including supervisory personnel, and attributable overheads. Labour and other costs relating to sales and general administrative personnel are not included but are recognized as expenses in the period in which they are incurred. The cost of inventories of a service does not include profit margins or non-attributable overheads that are often factored into prices charged by service providers.

## (xi) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Financial Assets

#### (a) Initial recognition and measurement:

All financial assets are recognised initially at fair value and, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

#### (b) Subsequent measurement

For purposes of subsequent measurement financial assets are classified in two broad categories:

- Financial assets at fair value
- Financial assets at amortised cost

#### (c) Classification:

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

#### (d) Financial assets measured at amortised cost:

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

on specified dates to cash flows that are solely for payments of principal and interest. Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The losses arising from impairment are recognised in the Statement of profit and loss. This category generally applies to trade and other receivables.

(e) **Financial assets measured at fair value through other comprehensive income (FVTOCI):**

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income.

(f) **Financial assets measured at fair value through profit or loss (FVTPL):**

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

(g) **Investment in Equity Instruments:**

Equity instruments which are held for trading are classified as at FVTPL. All other equity instruments are classified as FVTOCI. Fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income. There is no recycling of the amounts from other comprehensive income to profit or loss.

(h) **Derecognition of Financial assets:**

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset, if an entity transfers a financial asset in a transfer that qualifies for derecognition in its entirety and retains the right to service the financial asset for a fee, it shall recognise either a servicing asset or a servicing liability for that servicing contract. If the fee to be received is not expected to compensate the entity adequately for performing the servicing, a servicing liability for the servicing obligation shall be recognised at its fair value. If the fee to be received is expected to be more than adequate compensation for the servicing, a servicing asset shall be recognised for the servicing right at an amount determined on the basis of an allocation of the carrying amount of the larger financial asset.

(i) **Impairment of Financial assets:**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments and trade receivables. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition.

## Financial Liabilities

(a) **Initial recognition and measurement:**

All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

(b) **Classification & Subsequent measurement:**

If a financial instrument that was previously recognised as a financial asset is measured at fair value through profit or loss and its fair value decreases below zero, it is a financial liability measured in accordance with IND AS. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss.

## (c) Loans and Borrowings:

Interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. After initial recognition Gain and Liabilities held for Trading are recognised in statement of profit and Loss Account.

## (d) Derecognition of Financial Liabilities:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

## (e) Financial guarantee contract

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial Guarantee contracts issued by a company are initially measured at their fair values and, if not designated as FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 'Revenue'

### Offsetting financial instruments:

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis to realise the asset and settle the liability simultaneously.

Subsequent recoveries of amounts previously written off are credited to Other Income.

## (xii) Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand and at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## (xiii) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

## (xiv) Borrowing Costs

Borrowing costs directly attributable to the acquisition, production or construction of qualifying assets is capitalized as part of the cost of such qualifying assets till the date of being ready for intended use. Other borrowing cost is recognized as expenditure in the period in which they are accrued.

## (xv) Investments

Investments that are readily realisable and are intended to be held for not more than one year from the Reporting Date, are classified as Current Investments. All other investments are classified as Non Current Investments. Current Investments are valued at lower of Cost and Fair value. Non Current Investments are valued at cost, except in the case of other than temporary decline in value, in which case necessary provision is made.

## (xvi) Foreign Currency Transactions

Transactions in foreign exchange are accounted for at exchange rate ruling at transaction date. Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange at the balance sheet date and the resultant gain or loss is recognized in the Statement of Profit and Loss. Exchange difference arising on payment or translation of liabilities and receivables is recognized as income or expense in the year in which the same arises.

## (xvii) Provisions , Contingent Liabilities, Contigent Assets and Commitments

### (a) General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, the amount of a provision shall be the present value of expense expected to be required to settle the obligation Provisions are therefore discounted, when effect is material, The discount rate shall be pre-tax rate that reflects current market assessment of time value of money and risk specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

### (b) Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity, Contingent assets are not recognised, but are disclosed in the notes. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## (xviii) Share capital and Share Premium

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

## (xix) Revenue Recognition

### (a) Sale of goods and Services

Revenue from sale of manufactured goods is recognised on satisfaction of performance obligation upon transfer of control of promised products to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products.

Revenue from rendering of services (other than EPC business) is recognised over time as and when the customer receives the benefit of the Company's performance and the Company has an enforceable right to payment for services transferred.

Contract revenue, i.e. revenue from EPC business, is recognised over time to the extent of performance obligation satisfied and control is transferred to the customer. Contract revenue is recognised at allocable transaction price which represents the cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs

Unbilled revenue represents value of goods and services performed in accordance with the contract terms but not billed.

The amount of retention money held by the customers pending completion of performance milestone is disclosed as part of contract asset termed as "Security Deposits" and is reclassified as trade receivables when it becomes due for payment.

### (b) Other Income

#### - Interest income

Interest income is recognised on a time proportion basis using the effective interest method. When a receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flows discounted at the original effective interest rate of the instrument and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

#### - Dividends

Dividend is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

## (xx) Taxation

### Income tax

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Current tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961 that have been enacted or subsequently enacted at the end of the reporting period.

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

## Deferred tax

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

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised

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

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when it relates to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities simultaneously.

During the year ended 31 March, 2020, the Government of India vide taxation Laws (Amendment) Tax Ordinance, 2019 has allowed an option to the domestic companies to switch to a lower tax rate structure of 22 % (25.168 % including surcharge and cess) from the earlier 30 % (34.944 % including surcharge and cess) subject to the condition that the Company will not avail any of the specified deductions/ incentives under the Income Tax Act, 1961. The Company has opted for this new rate structure and made current tax/deferred tax Provision with the new rates.

## (xxi) Provisions

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate of the amount can be made. Provisions are determined based on best estimate required to settle the obligation at the Balance Sheet date. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of the money is material). The increase in the provisions due to passage of time is recognised as interest expense. Provisions are reviewed as at each reporting date and adjusted to reflect the current best estimate

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## (xxii) Earnings per Share

As per Ind AS 33, Earning Per Share, Basic earnings per share are computed by dividing the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments. Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

## (xxiii) Employee Benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity, compensated absences and performance incentives.

### **Provident Fund:**

The Company has Defined Contribution plan for the post employment benefits namely Provident Fund which is recognised by the income tax authorities. These funds are administered through the Regional Provident Fund Commissioner and the Company's contributions thereto are charged to Statement of Profit and Loss every year.

### **Compensated Absences:**

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

### **Gratuity:**

The Company has Defined Benefit plan, namely gratuity for employees (unfunded), the liability for which is determined on the basis of an actuarial valuation (using the Projected Unit Credit method) at the end of each annual reporting period. Remeasurements, comprising actuarial gains and losses, the effect of the changes to the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur.

## (xxiv) Disclosure in respect of operating leases as per IND AS 116 'Leases'

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term

## **(xxv) Related Party Transactions**

Disclosure is being made separately for all the transactions with related parties as specified under IND AS 24 "Related Party Disclosure" issued by the Institute Chartered Accountants of India.

## **(xxvi) Dividend**

Final dividend on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

## **(xxvii) Segment Reporting**

The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the Managing Director (who is the Company's Chief Operating Decision Maker) in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in conformity with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under 'unallocated revenue / expenses / assets / liabilities'.

**(xxvii)** The figures appearing in the Financial Statements is rounded off to the nearest lakh or decimals thereof.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note -2 : Property Plant and Equipment

(₹ in Lakhs)

Particulars	Freehold Land	Plant & Equipment	Buidings	Furniture & Fixturer	Office Equipment	Vehicle	Total
<b>Gross Carrying Value</b>							
As at March 31, 2020	3,631.00	5,208.43	1,239.13	67.82	214.54	383.29	10,744.21
Add : Addition	47.81	1,845.40	647.30	7.98	58.84	84.10	2,691.43
Less : Diposals	-	-	-	-	-	-	-
<b>As at March 31, 2021</b>	<b>3,678.81</b>	<b>7,053.82</b>	<b>1,886.43</b>	<b>75.80</b>	<b>273.38</b>	<b>467.39</b>	<b>13,435.63</b>
<b>Accumulated Depreciation</b>							
As at March 31, 2020	-	1,316.98	144.75	10.84	67.19	96.05	1,635.82
Add : Charge for the year	-	419.77	47.22	7.01	31.09	57.12	562.21
Less : Disposals	-	-	-	-	-	-	-
<b>As at March 31, 2021</b>	<b>-</b>	<b>1,736.75</b>	<b>191.98</b>	<b>17.85</b>	<b>98.28</b>	<b>153.17</b>	<b>2,198.03</b>
<b>Net Block</b>							
<b>As at March 31, 2020</b>	<b>3,631.00</b>	<b>3,891.45</b>	<b>1,094.38</b>	<b>56.99</b>	<b>147.35</b>	<b>287.24</b>	<b>9,108.39</b>
<b>As at March 31, 2021</b>	<b>3,678.81</b>	<b>5,317.07</b>	<b>1,694.45</b>	<b>57.95</b>	<b>175.10</b>	<b>314.22</b>	<b>11,237.61</b>
<b>Capital Work-in-Progress</b>							
As at March 31, 2020	-	34.07	-	-	-	-	34.07
Add : Addition	-	930.32	-	-	-	-	930.32
Less : Diposals	-	955.80	-	-	-	-	955.80
<b>As at March 31, 2021</b>	<b>-</b>	<b>8.59</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8.59</b>

## Note -3 : Intangible Assets

(₹ in Lakhs)

Particulars	Computer Software
<b>Gross Carrying Value</b>	
As at March 31, 2020	-
Add : Addition	27.65
Less : Diposals	-
<b>As at March 31, 2021</b>	<b>27.65</b>
<b>Accumulated Amortization</b>	
As at March 31, 2020	-
Add : Amortization for the year	0.07
Less : Disposals	-
<b>As at March 31, 2021</b>	<b>0.07</b>
<b>Net Block</b>	
<b>As at March 31, 2020</b>	<b>-</b>
<b>As at March 31, 2021</b>	<b>27.58</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 4: Investments

(₹ in Lakhs)

Particulars	As at	
	31 March 2021	31 March 2020
<b>Other Investment (at Cost):</b>		
Investment in Joint Venture (Investment at Equity Method)		
Sikka-Salasar-JV	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

### Investment in Joint Venture is as under:

(₹ in Lakhs)

Particulars	Country of incorporation	Portion of ownership interest as at		Method used to account for the investment
		31 March, 2021	31 March, 2020	
Sikka-Salasar-JV	India	49.00%	49.00%	Equity Method

The Group had no contingent liabilities or capital commitments relating to its interest in joint ventures as at 31 March, 2021.

### Carrying amount of investment in joint venture

(₹ in Lakhs)

Particulars	As at	
	31 March 2021	31 March 2020
Opening Carrying value	-	-
Group's share of profit for the year*	-	-
Closing Carrying value	-	-

\*The Group has impaired 100% investment during the year ended 31 March 2018.

## Note 5: Other Financial Assets

(₹ in Lakhs)

Particulars	As at	
	31 March 2021	31 March 2020
Electricity Duty Refundable	34.44	55.98
Security Deposits	103.47	84.66
Unsecured, considered good		
Balances with banks to the extent held as margin money with more than 12 months maturity	1,402.42	1,276.72
<b>Total</b>	<b>1,540.33</b>	<b>1,417.37</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 6: Inventories

(₹ in Lakhs)

Particulars	As at 31 March 2021	As at 31 March 2020
Raw Materials	3,825.07	2,710.226
Work in Progress:		
Goods	4,281.79	4,639.697
Project	557.89	362.465
Finished Goods	2,902.66	1,423.331
Scrap	132.81	84.488
Stores, Spare Parts and Packing Materials	302.02	133.727
<b>Total</b>	<b>12,002.22</b>	<b>9,353.93</b>

(₹ in Lakhs)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>(i) Inventories include goods in transit:</b>		
Finished Goods	390.19	-
	<b>390.19</b>	<b>-</b>
<b>(ii) Details of Raw Materials</b>		
Shape & Section	1,739.66	719.48
Zinc	712.11	819.24
Nut & Bolt	550.34	322.72
Others	822.96	848.80
	<b>3,825.07</b>	<b>2,710.23</b>
<b>(iii) Details of Finished Goods</b>		
Galvanised and Non-galvanised M.S. Steel Structures	2,902.66	1,423.33
	<b>2,902.66</b>	<b>1,423.33</b>

(iv) Inventories have been offered as security against the working capital loans provided by the banks.

(v) Raw materials are valued at cost on FIFO basis or net realisable value, whichever is lower.

Finished goods and work in progress are valued at cost or net realisable value, whichever is lower.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 7: Investments

(₹ in Lakhs)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Investments measured at FVTPL</b>		
<b>Quoted :</b>		
<b>Investment in Equity Shares :</b>		
4,000 ( Previous Year 4,000) Equity Shares of Fourth Dimension solutions Ltd. of ₹ 10 each fully paid up.	0.29	0.28
Nil (Previous Year 13,338 ) Equity Shares of Rama Steel Tubes Ltd. of ₹ 5 each fully paid up.	-	2.53
5,01,000 (Previous Year 5,01,000) Equity Shares of Rudrabhishek Enterprises Ltd. of ₹ 10 each fully paid up.	1,013.52	135.77
41,000 (Previous Year Nil ) Equity Shares of Vodafone Idea Ltd. of ₹ 10 each fully paid up.	3.79	-
<b>Investment in Bonds:</b>		
Gold Bond	1.45	1.45
<b>Total</b>	<b>1,019.05</b>	<b>140.03</b>
Aggregate book value of unquoted investments	1.45	1.45
Aggregate amount of quoted investments		
Cost	218.88	239.19
Market Value	1,017.60	138.58

## Note 8: Trade Receivables

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured, considered good</b>		
Doubtful	63.49	186.01
	<b>24,073.23</b>	<b>21,595.73</b>
Less : Provision for Doubtful Debts	(63.49)	(186.01)
<b>Total</b>	<b>24,009.74</b>	<b>21,409.72</b>

- (i) Retention money, with EPC Customers which will be receive on completion of the project, has been shown under other financial assets as "Security Deposit" (Refer Note -11)
- (ii) Before accepting any new customer, the Company has appropriate levels of control procedures which ensure the potential customer's credit quality. Credit limits scoring attributed to customers are reviewed periodically by the Management

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 8: Trade Receivables (Contd..)

(iii) Movement in allowance for doubtful debts

(₹ in Lakhs)		
Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
<b>Balance at the beginning of the year</b>	<b>186.01</b>	<b>186.01</b>
Allowance for doubtful debts	(186.01)	-
Provision during the year	63.49	-
Reversal during the year	-	-
<b>Balance at the end of the year</b>	<b>63.49</b>	<b>186.01</b>

(iv) Trade receivables have been offered as security against the working capital loans provided by the banks.

## Note 9: Cash & Cash Equivalents

Particulars	As at 31 March 2021	As at 31 March 2020
Cash in hand	11.66	15.62
Balances with Banks		
Current Accounts	30.67	49.86
<b>Total</b>	<b>42.33</b>	<b>65.48</b>

## Note 10: Other Bank Balances

(₹ in Lakhs)

Particulars	As at 31 March 2021	As at 31 March 2020
Balances with banks to the extent held as margin money*	477.36	835.76
Earmarked balance with bank - unpaid dividend account	1.71	13.35
<b>Total</b>	<b>479.07</b>	<b>849.11</b>

\*Represents deposits with original maturity of more than 3 months having remaining maturity of less than 12 months from the Balance Sheet date.

## Note 11: Other Financial Assets

(₹ in Lakhs)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Payment under protest:</b>		
Income Tax	-	65.50
Sales Tax	25.18	24.88
Goods and Service Tax	5.61	6.80
Earnest Money Deposit	123.96	84.10
Interest Accrued on FDR	171.41	149.24
Security deposit*	1,140.77	846.42
<b>Total</b>	<b>1,466.93</b>	<b>1,176.94</b>

\* Security Deposit includes Retention money with EPC Customers which will receive on completion of the project .

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 12: Current Tax Assets (net)

Particulars	As at	
	31 March 2021	31 March 2020
Advance Tax/TDS (net)	-	158.35
<b>Total</b>	<b>-</b>	<b>158.35</b>

## Note 13: Other Current Assets

Particulars	As at	
	31 March 2021	31 March 2020
Advances to suppliers	2,297.24	845.26
Balance with tax authorities	980.18	357.66
Prepaid expenses	119.26	139.13
Advances to related parties	-	151.81
Gold Coin - Bullion (market value - 8.75 lacs)	8.56	8.56
Other receivables	103.48	136.69
<b>Total</b>	<b>3,508.73</b>	<b>1,639.11</b>

## Note 14: Equity Share Capital

(₹ in Lakhs)

Particulars	As at	
	31 March 2021	31 March 2020
<b>Authorised Capital</b>		
2,05,00,000 (2,05,00,000 previous year) Equity Shares of ₹ 10/- each	2,050.00	2,050.00
	<b>2,050.00</b>	<b>2,050.00</b>
<b>Issued, Subscribed and Paid up Capital</b>		
1,42,85,264 (1,32,85,264 previous year) Equity Shares of ₹ 10/- each fully paid up in cash	1,428.53	1,328.53
<b>Total</b>	<b>1,428.53</b>	<b>1,328.53</b>

### A. Reconciliation of Shares outstanding at the beginning and at the end of year:

(₹ in Lakhs)

Particulars	As at 31 March 2021		As at 31 March 2020	
	Numbers	Amount (₹)	Numbers	Amount (₹)
Equity Shares outstanding at the beginning of the year	1,32,85,264	13,28,52,640	1,32,85,264	13,28,52,640
Add: Equity Shares Issued on conversion of Warrants during the year	10,00,000	1,00,00,000	-	-
Equity Shares outstanding at the end of the year	1,42,85,264	14,28,52,640	1,32,85,264	13,28,52,640

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 14: Equity Share Capital (Contd..)

### B. Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company

Name of Shareholder	As at 31 March 2021		As at 31 March 2020	
	No. of Shares held	% of holding	No. of Shares held	% of holding
M/s Hill View Infrabuild Ltd	28,74,300	20.12%	28,74,300	21.64%
Sh. Shalabh Agarwal	12,80,592	8.96%	12,80,592	9.64%
M/s Shikhar Febtech (P) Ltd.	9,85,000	6.90%	9,85,000	7.41%
Sh. Alok Kumar	8,94,000	6.26%	8,94,000	6.73%
Sh. Shashank Agarwal	7,10,592	4.97%	7,10,592	5.35%

### C. Equity Shares allotted as fully paid up Bonus Shares for the period of five years immediately preceding 31st March, 2021

Particulars	No. of Shares	
	As at 31st March 2017	
Bonus Shares issued in FY 2016-17	49,78,150	

(₹ in Lakhs)

### D. Rights, Preferences and restrictions attached to shares

The company has only one class of equity shares having a par value of ₹ 10/- per share. Each Shareholder is eligible for one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

E. The Company has issued 33,28,964 Equity Shares at a premium of ₹ 98 per share in pursuant to IPO dated 25-July-2017.

F. The Company has issued 10,00,000 Equity Shares at a premium of ₹ 161 per share on conversion of Warrants allotted on 27-Aug-2020 on preferential basis.

## Note 15: Other Equity

(₹ in Lakhs)

Particulars	As at	As at
	31 March 2021	31 March 2020
Securities Premium Account Retained Earning*	7,098.89	5,488.89
	16,741.35	13,897.33
<b>Total</b>	<b>23,840.25</b>	<b>19,386.23</b>

For movement during the year in Other Equity, refer 'Statement of Changes in Equity'.

\*Retained Earning includes Other Comprehensive Income.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 16: Borrowings

Particulars	As at 31 March 2021		As at 31 March 2020	
	Non-Current	Current	Non-Current	Current
Secured				
Vehicle Loans - from Banks	98.18	54.83	81.68	46.40
Term Loans - from Banks	2,868.14	118.73	-	-
<b>Total (A)</b>	<b>2,966.32</b>	<b>173.56</b>	<b>81.68</b>	<b>46.40</b>
Unsecured				
Loans & advances from Related parties	382.84	-	439.92	-
Loans & advances from others	40.00	-	-	-
<b>Total (B)</b>	<b>422.84</b>	<b>-</b>	<b>439.92</b>	<b>-</b>
<b>Total (A+B)</b>	<b>3,389.16</b>	<b>173.56</b>	<b>521.60</b>	<b>46.40</b>

### A. Nature of Security and terms of repayment for Non-current Secured Borrowings :-

Nature of Security	Repayment Terms
Vehicle Loans total amount ₹ 153.01 Lakh (Previous Year ₹ 128.08 Lakh) secured by way of hypothecation of vehicles	Repayable in 36-84 monthly installments commencing from various dates.
Term Loans facilities of are secured by second charge on the entire present and future current assets and charges over the fixed assets. Credit facilities are further secured by personal guarantee of the Mr. Alok Kumar, Mr. Gyanendra Kumar Agarwal, Mr. Shashank Agarwal and Mr. Shalabh Agarwal and corporate guarantee of M/s. Shikhar Fabtech Pvt Ltd .	Repayable in 48 monthly installments, after moratorium period of 12 months, commencing from various dates.

Installment falling due in respect of all the above Loans upto 31.03.2022 have been grouped under " Current Maturities of long term debt" (Refer Note No. 22).

### B. Long Term Borrowings from related parties:

(₹ in Lakhs)

Particulars	Nature of Borrowings	Relationship	As at 31 March 2021	As at 31 March 2020
Mrs. Taru Agarwal	Unsecured Loans	Relative of KMP	18.15	18.15
Mr. Shalabh Agarwal	Unsecured Loans	Director	-	12.00
Smt. Twinkle Jain	Unsecured Loans	Relative of KMP	40.00	-
Salasar New Age Technologies Ltd	Unsecured Loans	Associate	9.00	-
Hill View Infrabuild Ltd	Unsecured Loans	Associate	315.69	409.77
			<b>382.84</b>	<b>439.92</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 17: Other Financial Liabilities

Particulars	As at 31 March 2021	As at 31 March 2020
Deferred Income - EPCG Licence	9.99	10.76
<b>Total</b>	<b>9.99</b>	<b>10.76</b>

## Note 18: Provisions

Particulars	As at 31 March 2021	As at 31 March 2020
Provision for Gratuity	289.80	228.07
Provision for Compensated Absences	23.09	4.46
<b>Total</b>	<b>312.88</b>	<b>232.53</b>

## Note 19: Deferred Tax Liabilities (net)

(₹ in Lakhs)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Deferred Tax Liabilities :</b>		
Opening Balance	449.74	638.23
Increase / (decrease) on account of Property, Plant and equipment	57.54	(164.28)
Increase / (decrease) on account of Fair Valuation of Investment	100.38	-
Increase / (decrease) on account of IND AS adjustments	4.11	(24.21)
<b>Total (a)</b>	<b>611.77</b>	<b>449.74</b>
<b>Deferred Tax Assets :</b>		
Opening Balance	142.14	128.47
Increase / (decrease) on account of Fair Valuation of Investment	-	14.31
Increase / (decrease) on account of Provisions	(28.16)	(0.63)
<b>Total (b)</b>	<b>113.98</b>	<b>142.14</b>
<b>Total (a-b)</b>	<b>497.79</b>	<b>307.60</b>

### Deferred Tax Assets Comprises :

#### (i) Provisions

Opening Balance	142.14	128.47
Increase / (decrease) during the year	(28.16)	13.67
<b>Total Deferred Tax Assets</b>	<b>113.98</b>	<b>142.14</b>

## Note 20: Borrowings

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Secured Loans</b>		
Loan repayable on demand from banks	16,263.94	15,404.37
<b>Unsecured Loans</b>		
Loan repayable on demand from banks	-	501.38
<b>Total</b>	<b>16,263.94</b>	<b>15,905.75</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

Secured by the hypothecation of Raw Material, WIP, Finished Goods and Book Debts, pledge of cash margin money in the form of FDR and exclusive charges over the fixed assets. Mr. Alok Kumar, Mr. Gyanendra Kumar Agarwal, Mr. Shashank Agarwal and Mr. Shalabh Agarwal have given the personal guarantees and corporate guarantee of M/s. Shikhar Fabtech Pvt Ltd to the Banks for Working Capital facilities.

## Note 21: Trade Payables

(₹ in Lakhs)

Particulars	As at 31 March 2021	As at 31 March 2020
<i>Payable to Raw Materials Suppliers :</i>		
Total outstanding dues of micro enterprises and small enterprises	17.28	245.94
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,109.83	1,898.89
<b>Total</b>	<b>3,127.12</b>	<b>2,144.83</b>

## Note 22: Other Financial Liabilities

Particulars	As at 31 March 2021	As at 31 March 2020
Current Maturities of Long Term Borrowing	173.56	46.40
Unpaid/ unclaimed dividend	1.71	13.35
<b>Total</b>	<b>175.27</b>	<b>59.75</b>

## Note 23: Provisions

Particulars	As at 31 March 2021	As at 31 March 2020
Provision for Gratuity	38.82	33.10
Provision for Compensated Absences	3.57	0.61
<b>Total</b>	<b>42.39</b>	<b>33.71</b>

### 1. Movement of Provisions (Current and Non-Current)

Particulars	Gratuity	Compensated Absences
As at 1st April, 2020	261.17	5.07
Credited during the year	90.29	26.65
Paid during the year	22.85	5.07
<b>As at 31st March, 2021</b>	<b>328.62</b>	<b>26.65</b>

#### Provision for Gratuity

Company provides gratuity for employees as per the Payment of Gratuity Act 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The Company has an unfunded gratuity plan.

#### Provision for Compensated Absences:

Compensated Absences is a terminal employee benefit, which covers Company's liability towards earned leaves of employees of the Company.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 23: Provisions (Contd..)

### 2. Disclosure pursuant to Ind AS 19 "Employee Benefits"

#### (i) Defined Contribution Plans:

The Company makes Provident Fund, Superannuation Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 141.78 Lakh (previous year ₹ 136.03 Lakh) for Provident Fund contributions, and ₹ 42.08 Lakh (previous year ₹ 49.62 Lakh) for Employee State Insurance Scheme contributions in the statement of profit and loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

#### (ii) Defined Benefit Plans (Unfunded):

(a) **Gratuity:** The Company has an unfunded defined benefit gratuity plan which entitles every employee who departs after the completion of 5 or more years of service to a gratuity calculated at fifteen days salary (last drawn salary) for each completed year of service, in accordance with the Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vest after five years of continuous service.

The amounts recognised in Balance Sheet are as follows:

Particulars	(₹ in Lakhs)	
	As at 31 March 2021	As at 31 March 2020
<b>Present value of obligation as at the end of the period</b>	328.62	328.62
Fair value of plan assets as at the end of the period	-	-
Funded status / Difference	(328.62)	(328.62)
<b>Net Asset/(Liability) recognised in Balance Sheet</b>	<b>(328.62)</b>	<b>(328.62)</b>
<b>Recognised Under :</b>		
Non-current Provision	289.80	228.07
Current Provision	38.82	33.10
<b>Total</b>	<b>328.62</b>	<b>261.17</b>

Expenses recognised in Statement of Profit and Loss are as follows:

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Total service cost	72.56	60.87
Interest cost	17.73	10.56
<b>Expenses recognised in the Statement of Profit &amp; Loss</b>	<b>90.29</b>	<b>71.43</b>

Expenses recognised in Other Comprehensive Income (OCI) are as follows :

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Actuarial gain/ (loss) for the year on Defined Benefit Obligation	16.32	(89.03)
<b>Actuarial Gain/(Loss) recognized in Other Comprehensive Income</b>	<b>16.32</b>	<b>(89.03)</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 23: Provisions (Contd..)

### Changes in the present value of Defined Benefit Obligations :

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Opening balance of the present value of Defined Benefit Obligations	261.17	137.88
Acquisition adjustment	-	-
Interest cost	17.73	10.56
Past service cost	-	-
Current service cost	72.56	60.87
Benefits paid	(6.52)	(37.17)
Actuarial (gain)/loss on obligation	(16.32)	89.03
<b>Closing balance of the present value of Defined Benefit Obligations</b>	<b>328.62</b>	<b>261.17</b>

### Principal Actuarial assumptions

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Discount Rate per annum	6.79%	6.79%
Salary growth rate per annum	5.50%	5.50%
Retirement age	58 Years	58 Years
Mortality tables	IALM (2012-14)	IALM (2012-14)
AGE	"Withdrawal Rate (%)"	"Withdrawal Rate (%)"
Up to 30 Years	3.00%	3.00%
From 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%
Estimate of amount of contribution in the immediate next year	110.48	93.01

### Maturity Profile of Defined Benefit Obligation is as follows:

Duration (years)	Year ended 31 March, 2021	Year ended 31 March, 2020
1	38.82	33.10
2	10.22	10.26
3	8.09	6.29
4	10.25	5.92
5	8.47	7.74
6	11.39	6.23
Above 6	241.37	191.64

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 23: Provisions (Contd..)

### Summary of Membership Data:

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Number of Employees	1,288	1,141
Total Monthly Salary for Gratuity (₹ in Lakh)	186.81	161.31
Average Past Service (Years)	3.36	3.04
Average Age (Years)	35.03	34.41
Average Remaining Working Life (Years)	22.97	23.59

### Sensitivity Analysis is as follows:

#### Impact of the Change in Discount Rate:

Particulars	As at 31 March, 2021	As at 31 March, 2020
Impact due to Increase of 0.50%	(19.55)	(15.47)
Impact due to Decrease of 0.50%	21.60	17.10

#### Impact of the Change in Discount Rate:

Particulars	As at 31 March, 2021	As at 31 March, 2020
Impact due to Increase of 0.50%	21.77	17.24
Impact due to Decrease of 0.50%	(19.87)	(15.72)

- (b) **Compensated Absences** : The employees are entitled for each year of service and part thereof and subject to the limits specified, the unavailed portion of such leaves can be accumulated or encashed during/at the end of the service period. The plan is not funded.

### The amounts recognised in Balance Sheet are as follows:

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Present value of obligation as at the end of the period	26.65	5.07
Funded status / Difference	(26.65)	(5.07)
<b>Net Asset/(Liability) recognised in Balance Sheet</b>	<b>(26.65)</b>	<b>(5.07)</b>
<b>Recognised Under :</b>		
Non-current Provision	23.09	4.46
Current Provision	3.57	0.61
<b>Total</b>	<b>26.65</b>	<b>5.07</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 23: Provisions (Contd..)

Expenses recognised in Statement of Profit and Loss are as follows:

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Current service cost	9.39	1.20
Past service cost	-	-
Interest cost	0.34	0.39
Net actuarial (gain)/ loss recognized in the period	16.92	3.48
<b>Expenses recognised in the Statement of Profit &amp; Loss</b>	<b>26.65</b>	<b>5.07</b>

Changes in the present value of Defined Benefit Obligations :

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Present value of obligation as at the beginning of the period	5.07	5.04
Acquisition adjustment	-	-
Interest cost	0.34	0.39
Past service cost	-	-
Current service cost	9.39	1.20
Benefits paid	(5.07)	(5.04)
Actuarial (gain)/loss on obligation	16.92	3.48
<b>Present value of obligation as at the end of period</b>	<b>26.65</b>	<b>5.07</b>

Principal Actuarial assumptions

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Discount Rate per annum	6.79%	6.79%
Salary Escalation rate per annum	5.50%	5.50%
Retirement age	58 Years	58 Years
Mortality tables	IALM (2012-14)	IALM (2012-14)
Employee Turnover/Attrition Rate		
Upto 30 Years	3%	3%
From 31 to 44 Years	2%	2%
Above 44 Years	1%	1%

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 24: Other Current Liabilities

(₹ in Lakhs)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Other Payables:</b>		
Total outstanding dues of micro enterprises and small enterprises	161.23	23.98
Total outstanding dues of creditors other than micro enterprises and small enterprises	4,872.05	3,356.77
Advance from Customers	248.50	1,305.03
Capital Advance	-	50.00
Due to Employees	423.92	391.81
Statutory Dues	170.38	205.74
Expenses payable	193.25	87.88
<b>Total</b>	<b>6,069.32</b>	<b>5,421.21</b>

### Dues to Micro and Small Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). The disclosure pursuant to the said MSMED Act are as follows:

Particulars	As at 31 March 2021	As at 31 March 2020
a) The principal amount remaining unpaid to any supplier at the end of the year (Refer Note No. 21 and Note No. 24)	178.51	269.93
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made to these suppliers.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 25: Current Tax Liability (Net)

(₹ in Lakhs)

Particulars	As at 31 March 2021	As at 31 March 2020
Current Tax Liability (Net of Advance Tax and TDS)	154.89	-
<b>Total</b>	<b>154.89</b>	<b>-</b>

## Note 26- Revenue from operations

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2021
<b>Sale of Products</b>		
Within India	37,276.51	37,897.92
Outside India	3,547.19	2,781.43
<b>Sale of Services</b>		
Income from EPC Projects	12,794.44	8,163.78
Job Work	196.93	470.75
Other Services	4,291.69	1,998.55
<b>Other Operating Revenues</b>		
Sale of Scrap	1,420.31	1,035.81
Export Incentives	104.76	157.40
Others	26.94	119.49
<b>Total</b>	<b>59,658.77</b>	<b>52,625.13</b>

## Note 27 - Other Income

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2021
Interest on Bank Deposits	121.55	143.96
Interest on other financial assets	13.22	24.32
Dividend Income	1.16	2.51
Profit on sale of Property, Plant and Equipment	-	0.51
Profit on sale of Shares	1.66	-
Gain on fair valuation of investments	877.45	-
<b>Total</b>	<b>1,015.04</b>	<b>171.29</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 28 - Cost of Revenue Operations

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
<b>(a) Cost of Raw Material Consumed</b>		
Opening Stock	2,710.23	3,302.07
Add : Purchases	38,128.85	31,699.62
	40,839.07	35,001.68
Less :- Closing Stock	3,825.07	2,710.23
<b>Total (a)</b>	<b>37,014.00</b>	<b>32,291.46</b>
<b>(b) Cost of Other Revenue from Operations</b>		
Consumption of Stores and spare parts	1,185.94	1,060.55
Power & Fuel	1,101.49	1,050.79
Labour Processing, Testing and Machinery Hire Charges	726.65	536.97
Installation and Erection Charges	8,581.64	4,771.41
Job Work Charges	55.41	47.04
<b>Total (b)</b>	<b>11,651.12</b>	<b>7,466.75</b>
<b>Total</b>	<b>48,665.12</b>	<b>39,758.21</b>

### Details of Raw Material Consumed

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Shape and Section	24,440.81	21,145.74
Zinc	5,663.25	5,418.64
Nuts & Bolts	1,330.71	1,184.06
Other Material	5,579.23	4,543.02
<b>Total</b>	<b>37,014.00</b>	<b>32,291.46</b>

## Note 29 - Changes in Inventories of Finished goods, Work-in-progress and others

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2021
<b>Opening Stock</b>		
Finished Goods	1,423.33	2,558.13
Work in Progress:		
Goods	4,639.70	4,824.15
Project	362.46	697.36
Scrap	84.49	181.03
<b>Total (a)</b>	<b>6,509.98</b>	<b>8,260.67</b>
<b>Closing Stock</b>		
Finished Goods	2,902.66	1,423.33
Work in Progress:		
Goods	4,281.79	4,639.70
Project	557.89	362.46
Scrap	132.81	84.49
<b>Total (b)</b>	<b>7,875.14</b>	<b>6,509.98</b>
<b>(Increase) / Decrease in Stock (a-b)</b>	<b>(1,365.16)</b>	<b>1,750.69</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 30: Employee benefits expenses

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2021
Salary and Wages	2,848.69	2,863.02
Contribution to Provident Fund & ESI	190.15	189.66
Staff Welfare	51.27	50.48
<b>Total</b>	<b>3,090.12</b>	<b>3,103.15</b>

## Note 31: Finance Costs

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2021
Bank Interest	1,362.03	1,500.80
Bank Charges	306.31	306.03
Interest to Others	90.95	242.52
Interest on Unsecured Loan	5.24	7.97
<b>Total</b>	<b>1,764.53</b>	<b>2,057.32</b>

## Note 32 : Other Expenses

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2021
		(₹ in Lakhs)
Repairs to Building	2.91	13.00
Repairs to Machinery	222.73	201.29
Insurance	90.13	65.73
Legal & Professional Charges	1,121.38	1,343.19
Security Expenses	224.75	116.30
Printing & Stationery	29.59	25.78
Conveyance & Travelling Exp	94.05	134.59
Repair & Maintenance others	125.81	95.04
Rent, Rates & Taxes	242.84	154.58
Corporate Social Responsibility Expenses	112.36	78.27
Postage & Telephone	21.71	22.43
Auditors' Remuneration	5.30	3.50
Freight & Forwarding (net)	553.96	271.51
Commission	20.51	24.74
Business Promotion	57.92	78.31
Packing Material	152.39	121.92
Advertisement	57.20	11.84
Miscellaneous Expenses	36.95	14.14
Bad Debts Written off	334.84	-
Provision for Diminution in value of investment	-	56.84
Provision for doubtful Debts	63.49	
<b>Total</b>	<b>3,570.83</b>	<b>2,833.01</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## (i) Details of payments to auditors:

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
a. Statutory Audit Fees	5.30	3.50
	<b>5.30</b>	<b>3.50</b>

## Note 33 : Tax Expenses

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
<b>Current Tax</b>		
In respect of the current year	879.64	741.40
In respect of the prior year	330.45	(4.48)
	<b>1,210.09</b>	<b>736.92</b>
<b>Deferred Tax</b>		
Incremental/ (Decremental) Deferred Tax Liability on account of Property, Plant and Equipment and Intangible Assets	57.54	(166.09)
Incremental/ (Decremental) Deferred Tax Liability on account of fair valuation of investments	100.38	(14.31)
(Incremental)/ Decremental Deferred Tax Assets on account of Provisions	28.16	0.63
	<b>186.09</b>	<b>(179.76)</b>
<b>Total</b>	<b>1,396.18</b>	<b>557.16</b>

## Disclosure pursuant to Ind AS 12 "Income Taxes"

### Reconciliation of Income Tax Expenses and the Accounting Profit

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
(1) Profit before tax	4,386.08	2,794.85
(2) Corporate tax rate as per Income Tax Act, 1961	25.17%	25.17%
(3) Tax on accounting profit (3)=(1)*(2)	1,103.89	703.41
(4) (i) Tax on income exempt from tax/tax on expenses not deductible	32.03	20.95
(ii) Effect on fair valuation of investment	(75.50)	-
(iii) Effect of deferred tax balance due to changes in income tax rate	-	(165.36)
(iv) Effect of tax on consolidation of subsidiaries*	5.31	(1.83)
(iv) Effect of current tax related to earlier years	330.45	-
<b>Total effect of tax adjustments</b>	<b>292.29</b>	<b>(146.25)</b>
(5) Tax expenses recognised during the year (5)=(3)+(4)	1,396.18	557.16
(6) Effective Tax Rate (6)=(5)/(1)	31.83%	19.94%

The Company has opted to pay tax under section 115BAA of the Income Tax Act, 1961.

\* Income Tax rate on subsidiaries is 35.88%

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 34 : Earnings per Share

(₹ in Lakhs)

Particulars	Year ended	Year ended
	31 March, 2021	31 March, 2021
<b>Profit for the period</b>	2,964.66	2,237.69
Weighted average number of Equity Shares outstanding	1,33,84,113	1,32,85,264
Weighted average number of Diluted Shares outstanding	1,33,84,113	1,32,85,264
Face Value per share (₹)	10.00	10.00
Basic EPS (₹)	22.15	16.84
Diluted EPS (₹)	22.15	16.84

## Note 35 : Segment Information in accordance to Ind AS- 108 - 'Operating Segments'

### (a) Information about operating segments

Particulars	Year ended 31 March, 2021		
	External	Inter- Segment	Total
<b>1. Segment Revenue</b>			
a. Steel Structures	41,194.51	5,669.81	46,864.32
b. EPC Projects	18,464.25	-	18,464.25
	59,658.77	5,669.81	65,328.58
Less: Inter Segment Revenue	-	5,669.81	5,669.81
<b>Total Revenue from Operations</b>	<b>59,658.77</b>	<b>-</b>	<b>59,658.77</b>
<b>2. Segment Results</b>			
a. Steel Structures			5,013.27
b. EPC Projects			1,481.66
<b>Total Segment Results</b>			<b>6,494.93</b>
Less:			
(i) Finance costs			1,759.27
(ii) Net unallocated expenditure/(income)			349.58
<b>Profit Before Tax</b>			<b>4,386.08</b>
Current Tax			1,210.09
Deferred Tax			186.09
<b>Profit for the year</b>			<b>2,989.90</b>

### 3. Segment Assets and Liabilities

Particulars	As at 31 March, 2021	
	Segment Assets	Segment Liabilities
a. Steel Structures	32,596.02	4,744.14
b. EPC Projects	19,235.34	4,223.64
Total Segment Assets	51,831.36	8,967.78
Add: Unallocated Assets/Liabilities	3,511.29	21,074.99
<b>Total Assets</b>	<b>55,342.65</b>	<b>30,042.76</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 35 : Segment Information in accordance to Ind AS- 108 - 'Operating Segments' (Contd..)

### (a) Information about operating segments (Contd..)

Figures for the previous year could not be restated segment wise as records and information for separate segments are not available and cost to develop it would be quite expensive.

### (b) Information about geographical areas

The Company sells its products mainly within India where the conditions prevailing are uniform. Since the sales outside India are below threshold limit, no separate geographical segment disclosure is considered necessary.

### (c) Major customer

The Company has three customers whose revenue represents 39.31% of the Company's total revenue and trade receivable represents 15.63% the Company's total trade receivables.

### (d) Basis of identifying operating segments, reportable segments, segment profit and definition of each reportable segment:

#### i) Basis of identifying Operating segments:

Operating segments are identified as those components of the Company (a) that engage in business activities to earn revenues and incur expenses (including transactions with any of the Company's other components; (b) whose operating results are regularly reviewed by the Company's Chief Operating Decision Maker (CODM) to make decisions about resource allocation and performance assessment; and (c) for which discrete financial information is available.

The company has two reportable segments as described under "Reportable Segments" below. The nature of products and services offered by these businesses are different and are managed separately given the different sets of technology and competency requirements.

#### ii) Reportable Segments :

An operating segment is classified as reportable segment if reported revenue (including inter-segment revenue) or absolute amount of result or assets exceed 10% or more of the combined total of all the operating segments.

#### Reportable Segments are as under:

- **Steel Structure** : comprises manufacturing and sale of Galvanized and Non-galvanized Steel Structures including Telecom Towers, Transmission Line Towers and Solar Panels.
- **Engineering, Procurement and Construction (EPC) Projects** : comprises of survey, supply of materials, design, erection, testing and commissioning on a trunked basis.

#### iii) Segments Profit :

Performance of a segment is measured based on segment profit (before interest and tax), as included in the internal management reports that are reviewed by the CODM.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 36 : Disclosure pursuant to Ind AS 115 "Revenue from Contracts with Customers"

### (a) Disaggregation of revenue into Operating Segments

(₹ in Lakhs)

Particulars	Year ended 31 March, 2021			
	Steel Structures	EPC Projects	Inter Segment Elimination	Total
Sale of Products	40,823.69	-	(5,669.81)	35,153.88
Income from EPC Projects	-	18,464.25	-	18,464.25
Job Work	196.93	-	-	196.93
Other Services	4,291.69	-	-	4,291.69
Sale of Scrap	1,420.31	-	-	1,420.31
Export Incentives	104.76	-	-	104.76
Others	26.94	-	-	26.94
<b>Total</b>	<b>46,864.32</b>	<b>18,464.25</b>	<b>(5,669.81)</b>	<b>59,658.77</b>

Figures for the previous year could not be restated segment wise as records and information for separate segments are not available and cost to develop it would be quite expensive.

(b) Out of the total revenue recognised under Ind AS 115 during the year, ₹ 59658.77 Lakh is recognised over a period of time and ₹ 1789.21 Lakh is recognised at a point in time.

### (c) Disaggregation of revenue into Geographical areas

Particulars	Year ended 31 March, 2021			
	Steel Structures	EPC Projects	Inter Segment Elimination	Total
Within India	43,317.14	18,464.25	(5,669.81)	56,111.58
Outside India	3,547.19	-	-	3,547.19
<b>Total</b>	<b>46,864.32</b>	<b>18,464.25</b>	<b>(5,669.81)</b>	<b>59,658.77</b>

### (d) Cost to obtain the contract:

- Amortisation in Statement of Profit and Loss : Nil
- Recognised as contract assets at March 31, 2020: Nil

### (e) Reconciliation of contracted price with revenue during the year:

Particulars	Year ended 31 March, 2021
Opening contracted price of orders at the start of the year#	37,064.20
<b>Add:</b>	
Fresh orders/change orders received (net)	10,365.07
Increase due to additional consideration recognised as per contractual terms/(decrease) due to scope reduction-net	4,432.86
<b>Less:</b>	
Orders completed during the year	-
<b>Closing contracted price of orders on hand at the end of the year#</b>	<b>51,862.13</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 36 : Disclosure pursuant to Ind AS 115 “Revenue from Contracts with Customers (Contd..)

### (e) Reconciliation of contracted price with revenue during the year: (Contd..)

Particulars	Year ended 31 March, 2021
Total Revenue recognised during the year:	
a. Revenue out of orders completed during the year	-
b. Revenue out of orders under execution at the end of the year (I)	18,464.25
Revenue recognised upto previous year (from orders pending completion at the end of the year) (II)	7,782.65
Balance revenue to be recognised in future viz. Order book (III)	25,615.23
<b>Closing contracted price of orders on hand at the end of the year# (I+II+III)</b>	<b>51,862.13</b>

#including full value of partially executed contracts

### (f) Remaining performance obligations and its expected conversion into revenue:

(₹ in Lakhs)

Remaining performance obligation	Total	Expected conversion in revenue		
		Upto 1 Year	From 1 to 2 years	From 2 to 3 years
As at 31st March, 2021	25,615.23	20,617.98	4,355.75	641.50

### Note 37 :

#### Disclosure pursuant to Ind AS 20 “Accounting for Government Grants and Disclosure of Government Assistance

The Company's exports qualify for various export benefits offered in the form of duty credit scrips under foreign trade policy framed by Department General of Foreign Trade India (DGFT). Income accounted towards such export incentives and duty drawback amounts to ₹ 104.76 Lakh (previous year: ₹ 157.40 Lakh)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 38 :

### Disclosure of related parties/related party transactions pursuant to Ind AS 24 “ Related Party Disclosures”

#### A. Name of Related Parties and Nature of Relationship :

Particulars		
<b>Where control exists</b>		
Jonit Venture	Sikka-Salasar-JV	
Subsidiaries	Salasar - Rew JV	
	Salasar -HPL JV	
	Salasar Adorus Infra LLP	
<b>Other Related Parties with whom transactions have taken place during the year :</b>		
Associates :	Hill View Infrabuild Ltd.	
	Salasar New Age Technologies Ltd	
	Base Engineering LLP	
	Shikhar Fabtech Pvt Ltd	
	More Engineering Pvt Ltd	
	Alok Kumar (HUF)	
Key Management Personnels:	Sh. Alok Kumar	(Chairman and Managing Director)
	Sh.. Shashank Agrawal	(Joint Managing Director)
	Sh. Shalabh Agrawal	(Director)
	Ms. Tripti Gupta	(Director)
	Mr. Pramod Kr. Kala	(Chief Financial Officer)
	Mr. Rahul Rastogi	(Company Secretary)
Relatives of Key Management Personnels	Smt. Kamlesh Gupta	(Wife of Sh. Alok Kumar)
	Sh. Shikhar Gupta	(Son of Sh. Alok Kumar)
	Smt. Twinkle Jain	(Daughter of Sh. Alok Kumar)
	Sh. G. K. Agarwal	(Father of Sh. Shashank Agarwal)
	Smt. Mithilesh Aggarwal	(Mother of Sh. Shashank Agarwal)
	Smt. Anshu Agrawal	(Wife of Sh. Shashank Agarwal)
	Sh. Raghav Agarwal	(Son of Sh. Shashank Agarwal)
	Sh. Bharat Agarwal	(Son of Sh. Shashank Agarwal)
	Smt.Taru Agrawal	(Wife of Sh. Shalabh Agarwal)

#### B. Transaction Carried out with related parties referred to in (A) above, in ordinary course of business:

Particulars	As at 31 March, 2021	As at 31 March, 2020
<b>1 Sale of Goods</b>		
<b>Joint Ventures</b>		
Sikka-Salasar -JV	483.48	2,109.76
<b>2 Purchase of goods</b>		
<b>Joint Ventures</b>		
Sikka-Salasar -JV	-	542.49

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 38 :

Disclosure of related parties/related party transactions pursuant to Ind AS 24 “ Related Party Disclosures”

B. Transaction Carried out with related parties referred to in (A) above, in ordinary course of business: (Contd..)

Particulars	As at 31 March, 2021	As at 31 March, 2020
<b>3 Managerial Remuneration</b>		
<b>Key Managerial Personnel</b>		
Sh. Alok Kumar	75.87	79.86
Sh. Shashank Agarwal	68.97	72.60
Sh. Shalabh Agarwal	55.18	58.08
Ms. Tripti gupta	48.28	50.82
<b>4 Employee Benefits Expenses</b>		
<b>Key Managerial Personnel</b>		
Mr. Pramod Kumar Kala	30.70	32.00
Mr. Rahul Rastogi	6.65	6.95
<b>Relatives of Key Managerial Personnel</b>		
Sh. Shikhar Gupta	34.20	36.00
Sh. Bharat Agarwal	4.50	-
Smt. Kamlesh Gupta	-	34.50
Smt. Anshu Agarwal	-	28.46
Smt. Taru Agarwal	-	28.46
Sh. Raghav Agarwal	-	19.20
<b>5 Loan Received</b>		
<b>Associates</b>		
Salasar New Age Technologies Ltd	9.00	-
Key Managerial Personnel		
Sh. Shalabh Agarwal	-	12.00
Relatives of Key Managerial Personnel		
Smt. Twinkle Jain	40.00	-
<b>6 Repayment of Loan and Advances</b>		
<b>Associates</b>		
Hill View Infrabuild Ltd	94.08	-
<b>7 Loan and Advances given</b>		
<b>Joint Ventures</b>		
Sikka-Salasar -JV	-	151.81
<b>8 Dividend Paid</b>		
<b>Associates</b>		
Hill View Infrabuild Ltd	28.74	43.11
Base Engineering LLP	4.66	6.99
Shikhar Fabtech Pvt Ltd	9.85	14.78
More Engineering Pvt Ltd	4.66	6.99
Alok Kumar (HUF)	0.20	0.30
<b>Key Managerial Personnel</b>		

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 38 :

### Disclosure of related parties/related party transactions pursuant to Ind AS 24 “ Related Party Disclosures”

#### B. Transaction Carried out with related parties referred to in (A) above, in ordinary course of business: (Contd..)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Sh. Alok Kumar	8.94	13.41
Sh. Shashank Agarwal	7.11	10.66
Sh. Shalabh Agarwal	12.81	19.21
Ms. Tripti gupta	4.00	6.00
<b>Relatives of Key Managerial Personnel</b>		
Smt. Kamlesh Gupta	5.00	7.50
Sh. Shikhar Gupta	2.76	4.14
Sh. G. K. Agarwal	2.94	4.41
Smt. Mithilesh Aggarwal	2.04	3.06
Smt. Anshu Agarwal	5.78	8.67
Smt. Taru Agarwal	0.08	0.12

#### C. Balance outstanding at the end of the year

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
<b>Loan Payables</b>		
Hillview Infrabuild Ltd.	315.69	409.77
Salasar New Age Technologies Ltd	9.00	-
Mrs. Taru Agarwal	18.15	18.15
Smt. Twinkle Jain	40.00	
Mr. Shalabh Agarwal	-	12.00
<b>Trade Receivables</b>		
Sikka- Salasar-JV	1,006.54	2,167.76

#### Note 39 : Contingent Liabilities and commitments (to the extent not provided for)

Particulars	Year ended 31 March, 2021	Year ended 31 March, 2020
Bank Guarantee and LC for which FDR margin has been given to the bank as security	12,380.88	11,595.00
Income Tax , for the A. Y. 2011-12 (Petition is pending with ITAT, New Delhi)	-	84.06
Income Tax , for the A. Y. 2012-13 (Petition is pending with CIT (A) - 8, New Delhi)	-	242.37
Entry Tax , for the FY 2014-15 (Petition is pending with Additional Commissioner (Appeals) Commercial Tax Ghaziabad (UP))	-	5.39
Entry Tax, and Central Sales Tax , for the FY 2015-16 (Petition is pending with Additional Commissioner (Appeals) Commercial Tax Ghaziabad (UP))	-	21.10
UPGST , for the FY 2019-20 (Petition is pending with High Court of Allahabad)	4.34	4.34
SGST , for the FY 2020-21 (Petition is pending with Appellate Authority SGST, Ghaziabad)	3.78	-

The company does not expect any outflow of resources in respect of the above.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 40 : Corporate Social Responsibility (CSR)

Amount required to be spent by the Company during the year on CSR is ₹ 77.96 Lakh whereas the Company has spent ₹ 112.36 Lakh which includes ₹ 33.90 Lakh for the previous year. As on March 31, 2021 there is no outstanding amount to be spend on CSR.

## Note : 41

There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at March, 2021.

## Note 42 : Capital Management:

### (a) Risk Management

The capital structure of the Company consists of net debt and total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Company reviews the capital structure of the Company considering the cost of capital and the risks associated with each class of capital.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents.

Particulars	(₹ in Lakhs)	
	As at 31 March, 2021	As at 31 March, 2020
Non current borrowings	2,966.32	81.68
Current maturities of non current borrowings	173.56	46.40
Current borrowings	16,263.94	15,404.37
Less: Cash and cash equivalents	42.33	65.48
Less: Bank balances other than cash and cash equivalents	479.07	849.11
<b>Total Debts</b>	<b>18,882.42</b>	<b>14,617.86</b>
<b>Total Equity</b>	<b>25,268.77</b>	<b>20,714.75</b>
<b>Gearing Ratio</b>	<b>0.75</b>	<b>0.71</b>

Equity includes all capital and reserves of the Company that are managed as capital.

### (b) Dividends

During the year ended March 31, 2020, the Company paid the final dividend of ₹ 1.50 per equity share for the year ended March 31, 2019 amounting to ₹ 199.28 lakh and dividend distribution tax of ₹ 40.67 lakh.

During the year ended March 31, 2020, the Company paid the Interim dividend of ₹ 1.00 per equity share for the year ended March 31, 2020 amounting to ₹ 132.85 lakh and dividend distribution tax of ₹ 27.11 lakh.

During the year ended March 31, 2021, the Company paid the final dividend of ₹ 1.00 per equity share for the year ended March 31, 2020 amounting to ₹ 132.85 Lakh.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 43 : Fair Value Measurements

### (a) Financial instruments by category

The following table presents the carrying amounts of each category of financial assets and liabilities:

(₹ in Lakhs)

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	FVTL	Amortised Cost	FVTL	Amortised Cost
<b>Financial Assets</b>				
Investments - current				
-Equity Instruments	1,017.60	-	138.58	-
-Gold Bond	-	1.45	-	1.45
Other financial assets - non current	-	1,540.33	-	1,417.37
Trade receivables	-	24,009.74	-	21,409.72
Cash and cash equivalent	-	42.33	-	65.48
Other bank balances	-	479.07	-	849.11
Advances recoverable in cash	-	-	-	151.81
Other receivables	-	103.48	-	136.69
Other financial assets - current	-	1,466.93	-	1,176.94
<b>Total Financial Assets</b>	<b>1,017.60</b>	<b>27,643.32</b>	<b>138.58</b>	<b>25,208.57</b>
<b>Financial Liabilities</b>				
Borrowings - non-current	-	2,966.32	-	81.68
Borrowings - current	-	16,263.94	-	15,905.75
Trade payables	-	3,127.12	-	2,144.83
Other payables	-	5,396.90	-	3,674.38
Other financial liabilities - non current	-	9.99	-	10.76
Other financial liabilities - current	-	175.27	-	59.75
<b>Total Financial Liabilities</b>	<b>-</b>	<b>27,939.54</b>	<b>-</b>	<b>21,877.16</b>

The carrying amounts of trade and other receivables, cash and cash equivalents, trade and other payables are considered to be the same as their fair values due to their short term nature.

All the financial asset and financial liabilities measured at amortised cost, carrying value is an approximation of their respective fair value.

Investment in Subsidiaries, Joint Ventures which are measured at cost in accordance with Ind AS 27 "Separate Financial Statements". Accordingly these items have not been included in the above table.

### (b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard, described as follows:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 43 : Fair Value Measurements (Contd..)

### (b) Fair value hierarchy (Contd..)

estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3- If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, security deposits included in level 3.

The following table provides the fair value measurement hierarchy of the Company's financial assets and liabilities that are measured at fair value or where fair value disclosure is required.

(₹ in Lakhs)

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	Level 1	Level 2	Level 1	Level 2
<b>Financial Assets</b>				
Investments - current				
- Equity Instruments	1,017.60	-	138.58	-
- Gold Bond	-	1.45	-	1.45
<b>Total Financial Assets</b>	<b>1,017.60</b>	<b>1.45</b>	<b>138.58</b>	<b>1.45</b>

There have been no transfers between levels during the period.

### (c) Assets and liabilities which are measured at amortised cost for which fair values are disclosed

All the financial asset and financial liabilities measured at amortised cost, carrying value is an approximation of their respective fair value.

## Note 44 : Financial risk management objectives

The Company is exposed to market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Company's risk management strategies focus on the un-predictability of these elements and seek to minimise the potential adverse effects on its financial performance.

The Company's risk management is carried out by a treasury department under policies approved by the Board of Directors. Company Treasury Department identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The board provides principles for overall risk management, as well as policies covering specific areas, such as hedging of foreign currency transactions foreign exchange risk.

### 1. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk, such as equity price risk and commodity risk. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 44 : Financial risk management objectives (Contd..)

### 1. Market Risk (Contd..)

#### (i) Foreign currency risk management

Foreign exchange risk arises on future commercial transactions and on all recognised monetary assets and liabilities, which are denominated in a currency other than the functional currency of the Company. The Company's management has set a policy wherein exposure is identified, a benchmark is set and monitored closely, and accordingly suitable hedges are undertaken. The policy also includes mandatory initial hedging requirements for exposure above a threshold.

Amount receivable in foreign currency on account of the following:

(₹ in Lakhs)

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	Amount in Foreign Currency	₹ In lakh	Amount in Foreign Currency	₹ In lakh
<b>Export of Goods</b>				
Currency - USD	32,58,733.22	2347.10	17,19,432.97	1,294.87

#### Foreign currency sensitivity analysis

The following table demonstrate the sensitivity to a reasonable possible change in USD exchange rate, with all other variables held constant. The impact on the Company's profit before tax due to changes in the fair value of monetary assets and liabilities and derivatives is as follows:

Particulars	Impact on profit before tax on increase		Impact on profit before tax on decrease	
	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2021	As at 31 March, 2020
USD - increase/decrease by 3%	0.98	0.52	(0.98)	0.52

Based on the movements in the foreign exchange rates historically and the prevailing market conditions as at the reporting date, the Company's Management has concluded that the above mentioned rates used for sensitivity are reasonable benchmarks.

The Company's foreign currency exposure arises mainly from foreign exchange imports and exports , primarily with respect to USD.

#### (ii) Interest rate risk management

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The Company's exposure to the risk of changes in market rates relates primarily to the Company's outstanding floating rate debt with floating interest rates.

Company has fixed deposits as margin money for a period between 3 months to 4 years. All fixed deposits are with banks, accordingly there is no significant interest rate risk pertaining to these deposits.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 44 : Financial risk management objectives (Contd..)

### 1. Market Risk (Contd..)

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:  
(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Floating rate borrowings	19,403.82	15,532.45
Fixed rate borrowings	-	-
<b>Total Borrowings</b>	<b>19,403.82</b>	<b>15,532.45</b>

#### Interest rate sensitivity

Profit is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. For floating rate liabilities, analysis is prepared assuming amount of liability outstanding at end of reporting period was outstanding for whole year.

Particulars	As at 31 March, 2021	As at 31 March, 2020
Interest rates – increase by 50 basis points (50 bps)	(97.02)	(77.66)
Interest rates – decrease by 50 basis points (50 bps)	97.02	77.66

### 2. Credit risk management

The Company's customer profile include public sector enterprises, state owned companies and large private corporates.

Accordingly, the Company's customer credit risk is low. The Company's average project execution cycle is around 18 to 36 months. General payment terms include mobilisation advance, monthly progress payments with a credit period ranging from 45 to 90 days and certain retention money to be released at the end of the project. In some cases, retentions are substituted with bank/ corporate guarantees. The Company has a detailed review mechanism of overdue customer receivables at various levels within the organisation to ensure proper attention and focus for realisation.

Further, Company has an ongoing credit evaluation process in respect of customers who are allowed credit period.

(i) **The Company is making provisions on trade receivables based on Expected Credit Loss (ECL) model. The reconciliation of ECL is as follows**

Particulars	As at 31 March, 2021	As at 31 March, 2020
Opening Balance	186.01	186.01
Changes in allowance for expected credit loss:		
Provision/(reversal) of allowance for expected credit loss	63.49	
Additional provision (net) towards credit impaired receivables		
Write off as bad debts	186.01	-
<b>Closing Balance</b>	<b>63.49</b>	<b>186.01</b>

(ii) Trade receivable written off during the year but still enforceable for recovery amounts to Nil (previous year: Nil)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 44 : Financial risk management objectives (Contd..)

### 3. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as and when required.

The Company's Policy includes an appropriate liquidity risk management framework for the management of the short-term, medium-term and long term funding and cash management requirements. The Company manages the liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

## Note 45 : Interest in Other Entities

### (a) Subsidiaries

Information of subsidiaries of parent company as at 31st March, 2021 is set out as follows:

Particulars	Place of Business	Ownership Interest held by the Group		Principal Activities
		As at 31 March, 2021	As at 31 March, 2020	
Salasar - HPL JV	India	100.00%	100.00%	EPC Business
Salasar -REW -JV	India	51.00%	-	EPC Business
Salasar Adorus Infra LLP	India	51.00%	-	EPC Business

Summarised Financial Information for Salasar- HPL JV and Salasar - REW JV before intra group eliminations are as follows:

(₹ in Lakhs)

Particulars	Salasar - HPL JV		Salasar - REW JV	
	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2021	As at 31 March, 2020
Non - Current Assets	-	-	-	-
Current Assets	1,606.79	2,218.62	182.95	-
<b>Total Assets (A)</b>	<b>1,606.79</b>	<b>2,218.62</b>	<b>182.95</b>	-
Non-Current Liabilities	-	-	-	-
Current Liabilities	1,541.28	2,157.76	150.29	-
<b>Total Liabilities (B)</b>	<b>1,541.28</b>	<b>2,157.76</b>	<b>150.29</b>	-
<b>Equity C= (A-B)</b>	<b>65.51</b>	<b>60.86</b>	<b>32.66</b>	-
Equity Attributable to Owners	65.51	60.86	16.66	-
Non-Controlling Interest	-	-	16.00	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 45 : Interest in Other Entities (Contd..)

### (a) Subsidiaries (Contd..)

(₹ in Lakhs)

Particulars	Salasar - HPL JV		Salasar - REW JV	
	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2021	As at 31 March, 2020
Revenue	1,521.80	3,963.64	883.86	-
Expenditure	1,515.05	3,919.75	837.84	-
<b>Profit Before Tax</b>	<b>6.76</b>	<b>43.89</b>	<b>46.02</b>	-
Current Tax	2.11	13.69	14.36	-
<b>Profit After Tax for the year</b>	<b>4.65</b>	<b>30.20</b>	<b>31.66</b>	-
Other Comprehensive Income	-	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>4.65</b>	<b>30.20</b>	<b>31.66</b>	-
<b>Net Profit attributable to :</b>				
Owners of the Company	4.65	30.20	16.15	-
Non-Controlling Interest	-	-	15.51	-
	<b>4.65</b>	<b>30.20</b>	<b>31.66</b>	-
<b>Other Comprehensive Income attributable to :</b>				
Owners of the Company	-	-	-	-
Non-Controlling Interest	-	-	-	-
	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Other Comprehensive Income attributable to :</b>				
Owners of the Company	4.65	30.20	16.15	-
Non-Controlling Interest	-	-	15.51	-
	<b>4.65</b>	<b>30.20</b>	<b>31.66</b>	-

Summarised Financial Information for **Salasar Adorus Infra LLP** before intra group eliminations are as follows:

(₹ in Lakhs)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Non - Current Assets	11.29	-
Current Assets	908.86	-
<b>Total Assets (A)</b>	<b>920.15</b>	-
Non-Current Liabilities	330.00	-
Current Liabilities	560.29	-
<b>Total Liabilities (B)</b>	<b>890.29</b>	-
<b>Equity C= (A-B)</b>	<b>29.85</b>	-
Equity Attributable to Owners	15.23	-
Non-Controlling Interest	14.63	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 45 : Interest in Other Entities (Contd..)

### (a) Subsidiaries (Contd..)

(₹ in Lakhs)

Particulars	As at	
	31 March, 2021	31 March, 2020
<b>Revenue</b>	614.41	-
Expenditure	585.03	-
<b>Profit Before Tax</b>	<b>29.38</b>	-
Current Tax	9.53	-
<b>Profit After Tax for the year</b>	<b>19.85</b>	-
Other Comprehensive Income	-	-
<b>Total Comprehensive Income for the year</b>	<b>19.85</b>	-
<b>Net Profit attributable to :</b>		
Owners of the Company	10.13	-
Non-Controlling Interest	9.73	-
	<b>19.85</b>	-
<b>Other Comprehensive Income attributable to :</b>		
Owners of the Company	-	-
Non-Controlling Interest	-	-
	-	-
<b>Total Other Comprehensive Income attributable to :</b>		
Owners of the Company	10.13	-
Non-Controlling Interest	9.73	-
	<b>19.85</b>	-

### (b) Joint Venture

This Joint Venture is a Jointly Controlled Entity within the meaning of Ind AS - 111 on "Joint Arrangements". The Joint Venture is in form of a Association of Persons (AOP) and the company is holding 49% share in Profit / Loss of AOP. Investment in Joint Venture is accounted for in accordance with Ind AS-28 " Investments in Associates and Joint Ventures".

Particulars	Country of incorporation	Portion of ownership interest as at		Method used to account for the investment
		31 March, 2021	31 March, 2020	
Sikka-Salasar-JV	India	49.00%	49.00%	Equity Method

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March, 2021

## Note 46:

Additional information pursuant to Schedule III to the Companies Act, 2013 for the year ended 31-3-2021:

(₹ in Lakhs)

Name of Entity	Ownership Interest	Total Assets i.e. total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
		As % of consolidated net assets	Amount (₹ in lakh)	As % of consolidated profit or loss	Amount (₹ in lakh)	As % of consolidated other comprehensive income	Amount (₹ in lakh)	As % of consolidated total other comprehensive	Amount (₹ in lakh)
<b>Parent Company</b>									
Salasar Techno Engineering Ltd		99.49%	25,171.38	98.12%	2,933.74	100.00%	12.21	98.13%	2,945.95
<b>Subsidiaries</b>									
Salasar - HPL JV	100%	0.26%	65.51	0.16%	4.65	0.00%	-	0.15%	4.65
Salasar -REW -JV	51%	0.07%	16.66	0.54%	16.15	0.00%	-	0.54%	16.15
Salasar Adorus Infra LLP	51%	0.06%	15.23	0.34%	10.13	0.00%	-	0.34%	10.13
Non-controlling interest in all subsidiaries		0.12%	30.63	0.84%	25.24	0.00%	-	0.84%	25.24
<b>Joint Ventures</b>									
<b>Investment accounted for using Equity Method</b>									
Sikka - Salasar JV	49%	0.00%	-	0.00%	-	0.00%	-	0.00%	-
<b>Total</b>		<b>100.00%</b>	<b>25,299.40</b>	<b>100.00%</b>	<b>2,989.90</b>	<b>100.00%</b>	<b>12.21</b>	<b>100.00%</b>	<b>3,002.11</b>

## Note 47:

The company has practice of getting balance confirmations from its Debtor, Creditor and other parties on annual basis. However, the confirmations of balances as on 31.03.2021 with respect to certain parties could not be received due to current situation of pandemic COVID-19 thereby the Government of various states have imposed lockdown along with several restrictions, which is still going on, hence to that extent the balances have been taken as per book balances in the absence of balance confirmations. As and when the confirmations with respect to the balances are received, the reconciliation would be made and the adjustments, if any, on this account would be recorded in the books of account.

## Note 48 :

Figures for the previous year have been regrouped/reclassified to confirm to the figures of the current year.

### For ARUN NARESH & CO.

Firm Registration No. 007127N

Chartered Accountants

### For and on behalf of Board of Directors

#### CA. Arun Kumar Jain

Partner

M. No. 084598

#### Alok Kumar

Managing Director

DIN : 01474484

#### Shashank Agarwal

Jt. Managing Director

DIN: 00316141

**Place :** Ghaziabad (U.P.)

**Date :** 01-Jun-2021

**UDIN:** 21084598AAAACR6039

**Pramod Kr. Kala**

(Chief Financial Officer)

**Rahul Rastogi**

(Company Secretary)

# NOTICE OF 20TH ANNUAL GENERAL MEETING

## (Pursuant to Section 101 of the Companies Act 2013)

Notice is hereby given that the 20th Annual General Meeting of the Members of Salasar Techno Engineering Limited will be held on Saturday, 18th September, 2021 at 11:30 A.M. at through Video Conferencing/Other Audio Visual Means transact the following business (es):

### ORDINARY BUSINESS:

- To receive, consider and adopt:
  - the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2021 together with the reports of the Board of Directors and the Auditors thereon, and
  - the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the report of the Auditors thereon;
- To declare a dividend on Equity Shares at the rate of ₹ 1.00 (Rupees One Only) per Equity Share for the Financial Year ended March 31, 2021;
- Re-appointment of Mr. Shalabh Agarwal (DIN: 00316155) as a Whole Time Director liable to Retire by Rotation

### SPECIAL BUSINESS:

- Re-appointment of Mr. Shashank Agarwal (DIN: 00316141), as a Joint Managing Director**

To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of Articles of Association of the Company and subject to the approval of Central Government, if necessary, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Shashank Agarwal (DIN : 00316141) as Joint Managing Director of the Company for a further period of Five years commencing from 10th December 2021 to 09th

December, 2026 as recommended by the Nomination and Remuneration Committee of the Directors and approved by the Board of Directors on 14th August, 2021 on the revised terms and conditions including remuneration as minimum remuneration in the case of loss or inadequacy of profits in any financial year as set out in the explanatory statement, which shall be deemed to form part thereof.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to revise, implement, alter and vary the terms and conditions of his appointment including remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 or any modification thereto and as may be agreed to by and between the Board and Mr. Shashank Agarwal.

**“RESOLVED FURTHER THAT** that the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to this resolution.”

- Re-appointment of Mr. Shalabh Agarwal (DIN: 00316155), as a Whole Time Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Mr. Shalabh Agarwal as Whole- Time Director of the Company as **Special Resolution:**

**“RESOLVED THAT** pursuant to Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of Articles of Association of the Company the consent of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Shalabh Agarwal (DIN: 00316155) as a Whole Time Director of the Company for a further period of Five years commencing from 10th December, 2021 to 09th December, 2026 as recommended by the Nomination and Remuneration Committee of the Directors and approved by the Board of Directors on 14th August, 2021 on the revised terms and conditions including remuneration as minimum remuneration in the case of loss or inadequacy of profits in any financial year as set out in the explanatory statement, which shall be deemed to form part thereof.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to revise, implement, alter and vary the terms and conditions of his appointment including remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 or any modification thereto and as may be agreed to by and between the Board and Mr. Shalabh Agarwal”.

**“RESOLVED FURTHER THAT** that the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to this resolution.”

**6. Re-appointment of Ms. Tripti Gupta (DIN: 06938805), as a Whole Time Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Ms. Tripti Gupta as Whole- Time Director of the Company as **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of Articles of Association of the Company the consent of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Ms. Tripti Gupta (DIN: 06938805) as a Whole Time Director of the Company for a further period of Five years commencing from 10th December, 2021 to 09th December, 2026 as recommended by the Nomination and Remuneration Committee of the Directors and approved by the Board of Directors on 14th August, 2021 on the revised terms and conditions including remuneration as minimum remuneration in the case of loss or inadequacy of profits in any financial year as set out in the explanatory statement, which shall be deemed to form part thereof.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to revise, implement, alter and vary the terms and conditions of her appointment including remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 or any modification thereto and as may be agreed to by and between the Board and Ms. Tripti Gupta”.

**“RESOLVED FURTHER THAT** that the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to this resolution.”

**7. Re-appointment of Mr. Sanjay Chandak (DIN: 07663328) as an Independent Director**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION (S)**:-

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Chandak (DIN: 07663328), who was appointed as an Independent Director in the Extra-Ordinary General Meeting held on 19th January, 2017 to hold office upto the date of this Annual General Meeting and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, be and is hereby reappointed as an Independent Director to hold office for a second term of 3 (three) years commencing from 19th January 2022 to 18th January, 2025 and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to this resolution.”

**8. Appointment of Mrs. Garima Dhamija (DIN: 02155303) as an Independent Director**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION (S)**:-

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Garima Dhamija (DIN: 02155303), who was appointed as an Additional Director in the Board Meeting held on 14th August, 2021 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying her

intention to propose as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company upto the conclusion of Annual General Meeting to be held in calendar year 2024 and whose office shall not be liable to retire by rotation.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to this resolution."

**9. Appointment of Mr. Mukesh Kumar Garg (DIN: 08936325) as an Independent Director**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION (S)**:-

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mukesh Kumar Garg (DIN: 08936325), who was appointed as an Additional Director in the Board Meeting held 10th November, 2020 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company upto the conclusion of Annual General Meeting to be held in calendar year 2023 and whose office shall not be liable to retire by rotation.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts,

deeds, matters and things as may be considered desirable or expedient to give effect to this resolution."

**10. Ratification of Remuneration Payable to the Cost Auditor for the Financial Year 2021-22**

To Consider and if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules issued thereunder including Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 50,000/- plus applicable taxes and reimbursement of out of pocket expenses as approved by the Board of Directors on the recommendation of the Audit Committee, to be paid to M/s. S. Shekhar & Co., Cost Accountant (Firm Registration No. 000452) appointed by the Board of Directors as the Cost Auditor of the Company for conducting the Audit of Cost Records maintained by the Company for the Financial Year ended March 31, 2022 be and is hereby ratified and confirmed."

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

**For and on behalf of the Board of Directors  
For Salasar Techno Engineering Limited**

Chairman and Managing Director  
**Alok Kumar**  
DIN NO. 01474484  
KL-46, Kavi Nagar  
Ghaziabad-201001  
Uttar Pradesh

Date: 14.08.2021  
Place: New Delhi

## NOTES:

1. In view of COVID-19 pandemic outbreak, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with the requirement of personal presence of the members at the meeting. Accordingly, 20th Annual General Meeting (AGM) of the members will be held through VC/OAVM as allowed by the Ministry of Corporate Affairs through various circulars viz Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13, 2021 and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 23 and available at the Company's website [www.salasartechno.com](http://www.salasartechno.com)
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
4. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, September 12th, 2021 to Saturday, September 18, 2021 (both days inclusive) for purpose of 20th AGM and for payment of Dividend for the Financial Year ended March 31, 2021.
6. In line with aforesaid Ministry of Corporate Affairs circulars, the Notice of AGM alongwith Annual Report 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at [www.salasartechno.com](http://www.salasartechno.com). The Notice can also be accessed from the website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM notice is also available on the website of CDSL (agency for providing the remote e-voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com)
7. Members are requested to write to the Company, their query (ies), if any, on the Accounts and operations of the Company at its registered office at least ten days prior to the date of meeting to enable the management to keep the information ready at the meeting.
8. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Company's RTA.
9. Members who hold shares in physical form in multiple folios in identical name or joint holding in the same order of names are requested to send their share certificates to our RTA for consolidation into a single folio.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. As per the green initiative of Ministry of Corporate Affairs (MCA), members are requested to provide their e-mail addresses to the Registrar & Share Transfer Agent of the Company namely M/s Bigshare Services Private Limited, in order to receive the various Notices and other Notifications from the Company in electronic form.
12. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/

or regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, is annexed \hereto.

13. In case the shares are held in the physical mode and the Members has not registered his/her/their email address with the Company/its RTA/Depositories and/ or not updated the Bank Account mandate for receipt of dividend, are requested to notify immediately the change of their address and bank particulars to the RTA of the Company. In case shares held in decartelized form the information regarding change of address and bank particulars should be given to their respective Depository Participant.,
14. The Board of Directors have recommended a final dividend of ₹ 1/- per equity share of ₹ 10/- each for the financial year 2020-21. The Dividend on equity shares for the Financial Year 2020-21, if declared, will be paid within a period of 30 days from the date of Annual general Meeting, to those members whose name appears in the Company's Register of Members and to those persons whose name appears as beneficial owner as per the details to be furnished by National Security Depository Limited and Central Depository Services (India) Limited as the close of business hours on September 11th, 2021.
15. Pursuant to Section 125 of the Companies Act, 2013 the Company has Unclaimed and Unpaid Dividend but the unpaid Dividend amount not due to transfer in Investor Education and Protection Fund.
16. Register of Directors and key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection in Electronic Mode.
17. Investor Grievance Redressal: The Company has designed an exclusive e-mail ID viz. [compliance@salasartechno.com](mailto:compliance@salasartechno.com) to enable the investors to register their Complaints, if any.
18. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders

Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

#### 19. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the circular issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of Business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/ EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on 15th September, 2021 (09:00 a.m.) and ends on 17th September 2021 (5:00 p.m.). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 11th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on

various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nSDL.co.in">evoting@nSDL.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- (vi) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (vii) Click on "Shareholders" module.
- (viii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (ix) Next enter the Image Verification as displayed and Click on Login.
- (x) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

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

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<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

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

(xiii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(xv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xvi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xviii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

(xx) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xxi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xxii) Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@salasartechno.com](mailto:compliance@salasartechno.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

20. Ms. Deepika Gaur of M/s Deepkia Madhwal & Associates Practicing Company Secretary (Membership No. 31234) has been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

**21. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat

account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**22. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED AND FORMING PART OF THE NOTICE

### Item No. 4

Being the promoter of the Company, Mr. Shashank Agarwal is associated with the Company from 2006 and has made considerable contribution in the growth of the Company. His efforts, knowledge and experience have been instrumental in the progress of the Company over the years.

As per the provisions of the Companies Act, 2013 and Articles of Association of the Company Mr. Shashank Agarwal was appointed as Joint Managing Director w.e.f 10.12.2016 and continued to hold the position of Managing Director in the Company. Considering the responsibilities and his contribution towards the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee at their meeting held on 14th August 2021 approved the re-appointment of Mr. Shashank Agarwal as Joint Managing Director of the Company, for a further period of 5 (Five) years w.e.f. 10th December 2021 to 09th December 2026, subject to the approval of the members.

The terms and conditions of remuneration of Mr. Shashank Agarwal are detailed below:

#### 1. Overall Remuneration:

Subject to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the remuneration payable to the Joint Managing Director in any financial year shall not exceed 5% (five percent of the net profit of the Company), or such other limits as may be specified under the relevant legislation prevailing from time to time.

#### 2. Salary/Benefits

₹ 82,80,000/- (Rupees Eighty Two Lakh and Eighty Thousand Only) per annum consisting of monthly payment of ₹ 6,90,000/- (Rupees Six Lakh and Ninety Thousand Only) per month.

Note:

The incumbent shall also be entitled to the following benefits/perquisites, however the same will not be included in the computation of ceiling on minimum remuneration specified herein above.

- i. Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the provisions of

the Income Tax Act, 1961.

- ii. Gratuity: One half month's salary for each completed year of service in accordance with the rules of the Company.
- iii. Encashment of leave at the end of the tenure as per the policy of the Company.
- iv. Provision of car for use on Company's business and telephone at residence will also not be considered as perquisites. Personal long distance calls and use of car for private purpose shall however be billed by the Company to the Joint Managing Director.

#### 3. Functions

Subject to the superintendence, control and direction of the Board of Directors of the Company the Joint Managing Director shall have substantial powers of management including day to day affairs of the Company and shall exercise other duties and functions as may be delegated/assigned to him by the Board of Directors/Committee of Directors from time to time.

#### 4. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Joint Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule V of the Companies Act, 2013 @ ₹ 6,90,000/- per month (including perquisites) as minimum remuneration which is the present limit of remuneration payable or as may be amended from time to time.

#### 5. Sitting Fee

He shall not be paid any sitting fee for attending the Meeting of Board or Committee thereof. His period of office shall be subject to retirement by rotation whilst holding office of Joint Managing Director."

### INFORMATION PURSUANT TO PROVISIO (iv) TO CLAUSE (B) OF SECTION (II) OF PART (II) OF SCHEDULE V TO THE COMPANIES ACT, 2013.

#### I. GENERAL INFORMATION:

##### (1) Nature of industry:-

Manufacturing of Galvanized and Non Galvanized Steel Structures and EPC projects.

**(2) Date or expected date of commencement of commercial production:-**

Company commenced commercial production from 2007.

**(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:-**

Not applicable.

**(4) Financial performance based on given indicators:-**

Financial Parameter	Financial Years		(₹ in Lakhs)
	2018-19 (12 Months)	2019-20 (12 Months)	2020-21 (12 Months)
Turnover	65,518.13	52,722.06	59,346.22
Net Profit/Loss (Before Tax)	5,283.29	2,750.96	4,303.92

**5. Foreign investments or collaborations, if any:-  
Nil**

**4. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:-**

The proposed remuneration is in line with prevailing industry remuneration structure for the similar position.

**II. INFORMATION ABOUT THE APPOINTEE:**

**1. Background Details:-**

Mr. Shashank Agarwal, aged 53 years holds B.E. (Mech.) degree from MIT, Manipal University. He joined Larsen & Toubro as Graduate Engineer Trainee (GET) and got to know the insights of working in a big organization. He joined family business of sugar manufacturing in the year 1991. Then switched to iron & steel industry in the year 2003 and joined Saini Alloys Pvt Ltd which was engaged in manufacturing and trading of stainless steel casting. In 2006 he joined our Company and was the president of our company since takeover till August 2014. He is looking after operations and sales & marketing.

**5. Remuneration proposed:-**

Salary of ₹ 6,90,000/- p.m. subject to the overall ceiling stipulated in Section 197 of the Companies Act, 2013 and as per the terms and conditions as mentioned in Explanatory Statement of the Notice of this Annual General Meeting.

**2. Past remuneration:-**

During the financial year 2020-21, he has drawn ₹ 72,60,000/- (Rupees Seventeen Two Lakh and Sixty Thousands Only) including perquisites and commission as remuneration from the Company.

**6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:-**

Apart from remuneration, Joint Managing Director will be receiving dividends, if any, declared by the Company in respect of Shares held by him. Further, Mr. Shashank Agarwal is elder Brother of Mr. Shalabh Agarwal who is Whole Time Director of the Company apart from that he is not related with any other managerial personnel of the Company.

**3. Job profile and his suitability:-**

Subject to the superintendence, control and direction of the Board of Directors of the Company the Joint Managing Director shall have substantial powers of management including day to day affairs of the Company and shall exercise other duties and functions as may be delegated/ assigned to him by the Board of Directors/ Committee of Directors from time to time.

The above explanatory statement may be treated as a written memorandum setting out the terms of contract of service of Mr. Shashank Agarwal under Section 190 of the Companies Act, 2013. The Board of Directors recommends the resolution as set out in Item No.4 of the Notice for approval of Members by way of Special Resolution.

**Item No. 5**

The members of the Company appointed Mr. Shalabh Agarwal (DIN: 00316155) as Whole Time Director of the Company w.e.f. 10th December 2016 for a period of Five Years. He will complete his present term as Whole Time Director on 09th December, 2021. Considering the responsibilities and his contribution towards the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee at their meeting held on 14th August 2021 approved the re-appointment of Mr. Shalabh Agarwal as Whole Time Director of the Company, for a further period of 5 (Five) years w.e.f. 10th December 2021 to 09th December 2026, subject to the approval of the members.

Mr. Shalabh Agarwal has completed B.Tech from MIT, Manipal University. He joined family business of sugar manufacturing in the year 1991. Then switched to iron & steel industry in the year 2003 and joined Saini Alloys Pvt Ltd which was engaged in manufacturing and trading of stainless steel casting. In 2006 he joined our Company as Vice President- operations, looking after power transmission line tower segment. He has experience of more than 23 years in trading, manufacturing and fabrication of iron & steel. He is looking after operations, sales & marketing of EPC Business.

The Company has received consent from Mr. Shalabh Agarwal in writing to continue to act as Whole Time Director of the Company for a further period of 5 years. He satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for re-appointment. Mr. Shalabh Agarwal is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The Nomination and Remuneration Committee and the Board of Directors approved the terms of appointment and remuneration of Mr. Shalabh Agarwal in its meeting held on 14th August 2021. For the purpose, an agreement is proposed to be entered into by the Company with the Whole Time Director and the major terms and conditions contained in the said agreement are furnished below:

**1. Overall Remuneration:**

Subject to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the remuneration payable to the Executive Director in any financial year shall not exceed 5% (five percent of the net profit of the Company), or such other limits as may

be specified under the relevant legislation prevailing from time to time. Within the aforesaid ceiling, the remuneration payable to him shall be as follows:

**2. Salary/Benefits**

₹ 58,08,000/- (Rupees Fifty Eight Lakh and Eight Thousand Only) per annum consisting of monthly payment of ₹ 4,84,000/- (Rupees Four Lakh and Eighty Four Thousand Only) per month.

**Note:**

The incumbent shall also be entitled to the following benefits/perquisites, however the same will not be included in the computation of ceiling on minimum remuneration specified herein above.

- i. Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the provisions of the Income Tax Act, 1961.
- ii. Gratuity: One half month's salary for each completed year of service in accordance with the rules of the Company.
- iii. Encashment of leave at the end of the tenure as per the policy of the Company.
- iv. Provision of car for use on Company's business and telephone at residence will also not be considered as perquisites. Personal long distance calls and use of car for private purpose shall however be billed by the Company to the Whole Time Director.

**3. Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule V of the Companies Act, 2013 @ ₹ 4,84,000/- per month (including perquisites) as minimum remuneration which is the present limit of remuneration payable or as may be amended from time to time.

**4. Sitting Fee**

He shall not be paid any sitting fee for attending the Meeting of Board or Committee thereof. His period of office shall be subject to retirement by rotation whilst holding office of Whole Time Director."

**INFORMATION PURSUANT TO PROVISIO (iv) TO CLAUSE (B) OF SECTION (II) OF PART (II) OF SCHEDULE V TO THE COMPANIES ACT, 2013.**

**I. GENERAL INFORMATION:**

**(1) Nature of industry:-**

Manufacturing of Galvanized and Non Galvanized Steel Structures and EPC projects.

**(2) Date or expected date of commencement of commercial production:-**

Company commenced commercial production from 2007.

**(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:-**

Not applicable.

**(4) Financial performance based on given indicators:-**

Financial Parameter	Financial Years		(₹ in Lakhs)
	2018-19 (12 Months)	2019-20 (12 Months)	2020-21 (12 Months)
Turnover	65,518.13	52,722.06	59,346.22
Net Profit/Loss (Before Tax)	5,283.29	2,750.96	4,303.92

**(5) Foreign investments or collaborations, if any:-**  
Nil

**II. INFORMATION ABOUT THE APPOINTEE:**

**1. Background Details:-**

Mr. Shalabh Agarwal has completed B.Tech from MIT, Manipal University. He joined family business of sugar manufacturing in the year 1991. Then switched to iron & steel industry in the year 2003 and joined Saini Alloys Pvt Ltd which was engaged in manufacturing and trading of stainless steel casting. In 2006 he joined our Company as Vice President-operations, looking after power transmission line tower segment. He has experience of more than 23 years in trading, manufacturing and fabrication of iron & steel. He is looking after operations, sales & marketing of EPC Business.

**2. Past remuneration:-**

During the financial year 2020-21, he has drawn ₹ 58,08,000/- (Rupees Fifty Eight Lakh and Eight Thousands Only) including perquisites and commission as remuneration from the Company.

**3. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:-**

The proposed remuneration is in line with prevailing industry remuneration structure for the similar position.

**4. Remuneration proposed:-**

Salary of ₹ 4,84,000/- p.m. subject to the overall ceiling stipulated in Section 197 of the Companies Act, 2013 and as per the terms and conditions as mentioned in Explanatory Statement of the Notice of this Annual General Meeting.

**5. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:-**

Apart from remuneration, Whole Time Director will be receiving dividends, if any, declared by the Company in respect of Shares held by him. Further, Mr. Shalabh Agarwal is younger Brother of Mr. Shashank Agarwal who is Joint Managing Director of the Company apart from that he is not related with any other managerial personnel of the Company.

The above explanatory statement may be treated as a written memorandum setting out the terms of contract of service of Mr. Shalabh Agarwal under Section 190 of the Companies Act, 2013. The Board of Directors recommends the resolution as set out in Item No.5 of the Notice for approval of Members by way of Special Resolution.

**Item No. 6**

The members of the Company appointed Ms. Tripti Gupta (DIN: 06938805) as Whole Time Director of the Company w.e.f. 10th December 2016 for a period of Five Years. She will complete her present term as Whole Time Director

on 09th December, 2021. Considering the responsibilities and her contribution towards the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee and Audit Committee at their meeting held on 14th August 2021 approved the re-appointment of Ms. Tripti Gupta as Whole Time Director of the Company, for a further period of 5 (Five) years w.e.f. 10th December 2021 to 09th December 2026, subject to the approval of the members.

Ms. Tripti Gupta graduate from Shri Ram College of Commerce. She has done MBA in Finance & Marketing from Institute of Management Technology, Nagpur. She started her career as an Equity Investment Advisor in Motilal Oswal Securities Limited. She has more than 5 years of experience in strategic management, business development, policy making and other corporate matters. She has also been engaged with social enterprises and NGOs in the capacity of Project Coordinator and Content Manager for 8 years and continue to support their efforts informally. Since 2014, she has been working as an Executive Director of our Company taking care of corporate planning & HR.

The Company has received consent from Ms. Tripti Gupta in writing to continue to act as Whole Time Director of the Company for a further period of 5 years. She satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for re-appointment. Ms. Tripti Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The Nomination and Remuneration Committee and the Board of Directors approved the terms of appointment and remuneration of Ms. Tripti Gupta in its meeting held on 14th August 2021. For the purpose, an agreement is proposed to be entered into by the Company with the Whole Time Director and the major terms and conditions contained in the said agreement are furnished below:

### 1. Overall Remuneration:

Subject to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the remuneration payable to the Executive Director in any financial year shall not exceed 5% (five percent of the net profit of the Company), or such other limits as may be specified under the relevant legislation prevailing from time to time. Within the aforesaid ceiling, the remuneration payable to him shall be as follows:

### 2. Salary/Benefits

₹ 58,08,000/- (Rupees Fifty Eight Lakh and Eight Thousand Only) per annum consisting of monthly payment of ₹ 4,84,000/- (Rupees Four Lakh and Eighty Four Thousand Only) per month.

#### Note:

The incumbent shall also be entitled to the following benefits/perquisites, however the same will not be included in the computation of ceiling on minimum remuneration specified herein above.

- i. Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the provisions of the Income Tax Act, 1961.
- ii. Gratuity: One half month's salary for each completed year of service in accordance with the rules of the Company.
- iii. Encashment of leave at the end of the tenure as per the policy of the Company.
- iv. Provision of car for use on Company's business and telephone at residence will also not be considered as perquisites. Personal long distance calls and use of car for private purpose shall however be billed by the Company to the Whole Time Director.

### 3. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule V of the Companies Act, 2013 @ ₹ 4,84,000/- per month (including perquisites) as minimum remuneration which is the present limit of remuneration payable or as may be amended from time to time.

### 4. Sitting Fee

She shall not be paid any sitting fee for attending the Meeting of Board or Committee thereof. Her period of office shall be subject to retirement by rotation whilst holding office of Whole Time Director."

**INFORMATION PURSUANT TO PROVISIO (iv) TO CLAUSE (B) OF SECTION (II) OF PART (II) OF SCHEDULE V TO THE COMPANIES ACT, 2013.**

**I. GENERAL INFORMATION:**

**(1) Nature of industry:-**

Manufacturing of Galvanized and Non Galvanized Steel Structures and EPC projects.

**(2) Date or expected date of commencement of commercial production:-**

Company commenced commercial production from 2007.

**(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:-**

Not applicable.

**(4) Financial performance based on given indicators:-**

Financial Parameter	Financial Years		(₹ in Lakhs)
	2018-19 (12 Months)	2019-20 (12 Months)	2020-21 (12 Months)
Turnover	65,518.13	52,722.06	59,346.22
Net Profit/Loss (Before Tax)	5,283.29	2,750.96	4,303.92

**(5) Foreign investments or collaborations, if any:-  
Nil**

**3. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:-**

The proposed remuneration is in line with prevailing industry remuneration structure for the similar position.

**II. INFORMATION ABOUT THE APPOINTEE:**

**1. Background Details:-**

Ms. Tripti Gupta graduate from Shri Ram College of Commerce. She has done MBA in Finance & Marketing from Institute of Management Technology, Nagpur. She started her career as an Equity Investment Advisor in Motilal Oswal Securities Limited. She has more than 5 years of experience in strategic management, business development, policy making and other corporate matters. She has also been engaged with social enterprises and NGOs in the capacity of Project Coordinator and Content Manager for 8 years and continue to support their efforts informally. Since 2014, she has been working as an Executive Director of our Company taking care of corporate planning & HR.

**2. Past remuneration:-**

During the financial year 2020-21, he has drawn ₹ 58,08,000/- (Rupees Fifty Eight Lakh and Eight Thousands Only) including perquisites and commission as remuneration from the Company.

**4. Remuneration proposed:-**

Salary of ₹ 4,84,000/- p.m. subject to the overall ceiling stipulated in Section 197 of the Companies Act, 2013 and as per the terms and conditions as mentioned in Explanatory Statement of the Notice of this Annual General Meeting.

**5. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:-**

Apart from remuneration, Whole Time Director will be receiving dividends, if any, declared by the Company in respect of Shares held by him. Further, Ms. Tripti Gupta is daughter of Mr. Alok Kumar who is Managing Director of the Company apart from that he is not related with any other managerial personnel of the Company.

The above explanatory statement may be treated as a written memorandum setting out the terms of contract of service of Ms. Tripti Gupta under Section 190 of the Companies Act, 2013. The Board of Directors recommends the resolution as set out in Item No.6 of the Notice for approval of Members by way of Special Resolution.

**ITEM NO 7**

The members of the Company had appointed Mr. Sanjay Chandak (DIN: 07663328) as an Independent Director of the Company for a term of five years. He will complete his present term on 18th January 2022 (first term) and is eligible for re-appointment for one more term. The Nomination and Remuneration Committee and the Board of Directors in its Meeting held on 14.08.2021 on the basis of performance of Directors, has recommended re-appointment of Mr. Sanjay Chandak for a second term of 3 consecutive years on the Board of the Company. The Nomination and Remuneration Committee and the Board while recommending the reappointment of Mr. Sanjay Chandak, had considered various factors, viz., the number of Board/ Committee meetings attended, knowledge & experience, skills, professional qualification, integrity, adherence to ethical standards, participation in deliberations, time devoted, independent judgments etc. His performance was evaluated as "surpasses expectation" by the Board. The Company has also received notice from a Member, under Section 160 of the Act, proposing the reappointment of Mr. Sanjay Chandak as an Independent Director of the Company.

Accordingly, it is proposed to re-appoint Mr. Sanjay Chandak as an Independent Director for a second term of 3 consecutive years from 19th January 2022 to 18th January 2025. Mr. Sanjay Chandak is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The Company has also received a declaration from Mr. Sanjay Chandak to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder

and Regulation 16 of the Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has further informed that he has successfully registered himself on the Independent Directors databank as regulated by the Indian Institute of Corporate Affairs (IICA) in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time.

He is a Fellow Member of Institute of Chartered Accountants of India and also a law graduate. He has experience of over 31 years in profession of Chartered Accountancy. He is practicing since 1989 and was doing

profession as proprietor of M/s S. Chandak & Co., Chartered Accountants. He was Chairman of Faridabad Branch of NIRC of Institute of Chartered Accountants of India during 2001-02 and also for 2003-04. He was also appointed as President of Faridabad Income Tax Bar Association during 2007-08. He was also appointed as Chairman, Member Grievance Committee, Bar-Bench Coordination Committee of FITBAR. He was nominated as member of WTO, FEMA & International tax Committee of the ICAI. He also chaired as Technical Judge at National Convention of CA Students 2011 organized by Board of studies, ICAI and Co-opted member on the Public Relations Committee of NIRC of ICAI. He is having experience of Income Tax, Tax Planning, Statutory Audit of limited and private limited companies having business activity of manufacturing and trading of pneumatic pumps, iron and steel, corrugated boxes, textiles, metal components, rubber parts etc.

Mr. Sanjay Chandak is not related to any Director or Key Managerial Personnel of the Company in any way and in the opinion of the Board of Directors, he is independent of management. A copy of the letter of re-appointment, setting out terms and conditions of his re-appointment, is available for inspection in the manner as stated in the notes of this notice. Other details in respect of appointment of Mr. Sanjay Chandak, in terms of Regulation 36(3) of Listing Regulations, the Act, and Secretarial Standards on General Meetings is annexed to this notice. Except Mr. Sanjay Chandak, being an appointee and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 7 of the notice.

The Board considers that the re-appointment of Mr. Sanjay Chandak would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 7 for approval of shareholders of the Company.

INFORMATION PURSUANT TO PROVISIO (iv) TO CLAUSE (B) OF SECTION (II) OF PART (II) OF SCHEDULE V TO THE COMPANIES ACT, 2013.

**I. GENERAL INFORMATION:****(1) Nature of industry:-**

Manufacturing of Galvanized and Non Galvanized Steel Structures and EPC projects.

**(2) Date or expected date of commencement of commercial production:-**

Company commenced commercial production from 2007.

**(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:-**

Not applicable.

(4) Financial performance based on given indicators:-

Financial Parameter	Financial Years		(₹ in Lakhs)
	2018-19 (12 Months)	2019-20 (12 Months)	2020-21 (12 Months)
Turnover	65,518.13	52,722.06	59,346.22
Net Profit/Loss (Before Tax)	5,283.29	2,750.96	4,303.92

5. Foreign investments or collaborations, if any:-  
Nil

II. INFORMATION ABOUT THE APPOINTEE:

All the required information about Mr. Sanjay Chandak has been provided in the table 'Details of Directors seeking appointment/re-appointment at the AGM' which forms part of this notice

ITEM NO. 8

Pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013, if any, read with (Appointment and Qualification of Directors) Rules, 2014 as amended by Companies (Appointment and Qualification of Directors) Rules, 2015 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to have an optimum combination of Directors on the Board of the Company. Therefore, as per the provisions of Section 161 of the Companies Act, 2013, Mrs. Garima Dhamija was appointed as an Additional cum Independent Director with effect from 14th August, 2021 and she holds office as an Additional Director till the conclusion of this Annual General Meeting. A notice under Section 160(1) of the Act has been received from a Member, signifying his intention to propose appointment of Mrs. Garima Dhamija as a Independent Director. The Company has already received a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The Board recommended the confirmation of appointment of Mrs. Garima Dhamija stating that it will be immense benefit to the Company and it is desirable to continue to avail her services and proposed her appointment for a period upto 13th August, 2024. A brief profile of Mrs. Garima Dhamija has already been provided under the heading "Details of Appointment / Re-Appointment of Directors at the forthcoming AGM (Annexure to the Notice)". The Board of Directors recommends the resolution as set out in the Item No. 8 by way of Special Resolutions. Except, Mrs. Garima Dhamija being the appointee, none of the other

Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise in the proposed resolutions.

Item No. 9

Pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013, if any, read with (Appointment and Qualification of Directors) Rules, 2014 as amended by Companies (Appointment and Qualification of Directors) Rules, 2015 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to have an optimum combination of Directors on the Board of the Company. Therefore, as per the provisions of Section 161 of the Companies Act, 2013, Mr. Mukesh Kumar Garg was appointed as an Additional cum Independent Director with effect from 10th November, 2020 and he holds office as an Additional Director till the conclusion of this Annual General Meeting. A notice under Section 160(1) of the Act has been received from a Member, signifying his intention to propose appointment of Mr. Mukesh Kumar Garg as a Director. The Company has already received a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The Board recommended the confirmation of appointment of Mr. Mukesh Kumar Garg stating that it will be immense benefit to the Company and it is desirable to continue to avail his services and proposed her appointment for a period upto the conclusion of Annual General Meeting to be held in calendar year 2023. A brief profile of Mr. Mukesh Kumar Garg has already been provided under the heading "Details of Appointment / Re-Appointment of Directors at the forthcoming AGM (Annexure to the Notice)". The Board of Directors recommends the resolution as set out in the Item No. 9 by way of Special Resolutions. Except, Mr. Mukesh Kumar Garg being the appointee, none of the other Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise in the proposed resolutions.

**Item No. 10**

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s S. Shekhar & Co., the Cost Accountants as the Cost Auditors to conduct the audit of the Cost Records of the Company for the Financial Year 2021-22.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 as amended up to date, the remuneration payable to Cost Auditors is to be ratified by the Members for the Financial Year 2021-22 by way of an Ordinary resolution.

The Board of Directors recommends the resolution as set out in item No. 10 of the notice for approval of members.

None of the Directors and key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise in the resolutions.

**For and on behalf of the Board of Directors  
For Salasar Techno Engineering Limited**

Chairman and Managing Director

**Alok Kumar**

DIN NO. 01474484

KL-46, Kavi Nagar

Ghaziabad-201001

Uttar Pradesh

Date: 14.08.2021

Place: New Delhi

## RE-APPOINTMENT/APPOINTMENT OF DIRECTORS (ANNEXURE TO NOTICE)

### A brief resume in respect of the proposed re-appointment/appointment of Directors is given below in terms of Regulation 36(3) of SEBI (LODR), 2015

Particulars	Mr. Shashank Agarwal	Mr. Shalabh Agarwal	Ms. Tripti Gupta	Mr. Sanjay Chandak	Mrs. Garima Dhamija	Mr. Mukesh Kumar Garg
DIN	00316141	00316155	06938805	07663328	02155303	08936325
Date of Birth	08-08-1968	27-12-1973	12-12-1983	15-06-1965	02-02-1974	28-06-1959
Date of Appointment in the Board	03-08-2016	03-07-2014	01-07-2014	19-01-2017	14-08-2021	10-11-2020
Qualifications	B.E. (Mech.) from MIT, Manipal	B.Tech from MIT, Manipal	Graduate from Shri Ram College of Commerce Delhi and MBA in Finance from IMT Nagpur	Chartered Accountant and Law Graduate	MBA from IIM, Kozhikode and Master in Economics from Punjab University	M.Tech, Structural Engineering/IIT Delhi
Experience	<p>He joined Larsen &amp; Toubro as Graduate Engineer Trainee (GET) and got to know the insights of working in a big organization. He joined family business of sugar manufacturing in the year 1991. Then switched to iron &amp; steel industry in the year 2003 and joined Saini Alloys Pvt. Ltd which was engaged in manufacturing and trading of stainless steel casting. In 2006 he joined our Company as Vice President- operations, looking after power transmission line tower segment. He has experience of more than 23 years in trading, manufacturing and fabrication of iron &amp; steel. He is looking after operations, sales &amp; marketing of EPC Projects, corporate planning &amp; HR.</p>	<p>He has completed B.Tech from MIT, Manipal University. He joined family business of sugar manufacturing in the year 1991. Then switched to iron &amp; steel industry in the year 2003 and joined Saini Alloys Pvt Ltd which was engaged in manufacturing and trading of stainless steel casting. In 2006 he joined our Company as Vice President- operations, looking after power transmission line tower segment. He has experience of more than 23 years in trading, manufacturing and fabrication of iron &amp; steel. He is looking after operations, sales &amp; marketing of EPC Projects, corporate planning &amp; HR.</p>	<p>She has done MBA in Finance &amp; Marketing from Institute of Management Technology, Nagpur. She started her career as an Equity Investment Advisor in Motilal Oswal Securities Limited. She has more than 5 years of experience in strategic management, business development, policy making and other corporate matters. She has also been engaged with social enterprises and NGOs in the capacity of Project Coordinator and Content Manager for 8 years and continue to support their efforts informally. Since 2014, she has been working as an Executive Director of our Company taking care of corporate planning &amp; HR.</p>	<p>He has experience of over 31 years in profession of Chartered Accountancy. He is practicing since 1989 and was doing profession as proprietor of M/s S. Chandak &amp; Co., Chartered Accountants. He was Chairman of Faridabad Branch of NIRC of Institute of Chartered Accountants of India during 2001-02 and also for 2003-04. He was also appointed as President of Faridabad Income Tax Bar Association during 2007-08. He was also appointed as Chairman, Member Grievance Committee, Bar-Bench Coordination Committee of FITBAR. He was nominated as member of WTO, FEMA &amp; International tax Committee of the ICAI. He also chaired as Technical Judge at National Convention of CA Students 2011 organized by Board of studies, ICAI and Co-opted member on the Public Relations Committee of NIRC of ICAI.</p>	<p>As a Co-Founder, Partner at Salto Dee Fe Consulting. She currently helps organizations in Assessment and Development of Senior Leaders. She has developed a depth of experience in Assessments - She is a Hogan and OPQ Certified Assessor and is certified in Coaching through Emotional Intelligence. Her one-on-one work with Senior Leaders in businesses has been acknowledged for creating long term impact on individuals.</p>	<p>Mr. Mukesh Kumar Garg joined Indian Railway as IRSE Officer in July 1984. He worked at several posts over Northern and North Central Railway, involving Railway constructions projects as well as Railway track/building/bridges maintenance works. He have vast Experience of planning of works, handling of tenders, costing several hundred crore of rupees, as well as contract management and execution, both for maintenance works as well as Railway Construction Projects. He is also, having vast experience of contesting Arbitration cases.</p>

Particulars	Mr. Shashank Agarwal	Mr. Shalabh Agarwal	Ms. Tripti Gupta	Mr. Sanjay Chandak	Mrs. Garima Dhamija	Mr. Mukesh Kumar Garg
Directorship held in others Listed Companies	Nil	Nil	Nil	Nil	Nil	One
Membership in Committee across other Listed Companies	Nil	Nil	Nil	Nil	Nil	One
Number of Shares held in the Company	14,21,184	25,61,184	8,00,000	Nil	Nil	Nil
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	Re-Appointment of Mr. Shashank Agarwal as Joint Managing Director is proposed at item no. 4 of notice for approval of members. Terms & Conditions for re-appointment of Mr. Shashank Agarwal is part of the Notice.	Appointment of Mr. Shalabh Agarwal (Director liable to be retire by rotation) is proposed at item no. 3 of notice and Re-Appointment as Whole Time Director is proposed at item no. 5 of notice for approval of members. Terms & Conditions for re-appointment of Mr. Shalabh Agarwal is part of the Notice.	Re-Appointment of Ms. Tripti Gupta as Whole Time Director is proposed at item no. 6 of notice for approval of members. Terms & Conditions for re-appointment of Ms. Tripti Gupta is part of the Notice.	Re- Appointment of Mr. Sanjay Chandak as Independent Director is proposed at item no. 7 a further period of three years not liable to retire by rotation.	Appointment of Mrs. Garima Dhamija as Independent Director is proposed at item no. 8 a period of three years not liable to retire by rotation.	Appointment of Mr. Mukesh Kumar Garg as Independent Director is proposed at item no. 9 a period of three years not liable to retire by rotation.
Remuneration Last Drawn	₹ 6,90,000/-	₹ 4,84,000/-	₹ 4,84,000/-	₹ 1,57,000/-	-	₹ 60,000/-
No. of Meetings of the Board attended	7	7	7	7	N.A.	4
Relationship with other Directors	Brother of Mr. Shalabh Agarwal	Brother of Mr. Shashank Agarwal	Daughter of Mr. Alok Kumar	-	-	-

### Details of Shareholding/other Convertible Securities of Non-Executive Directors of the Company

(Pursuant to Regulation 36(3) of SEBI (LODR), 2015)

Sl. No.	NAME OF DIRECTOR	NO. OF EQUITY SHARES
1.	Mr. Anil Kumar Jain	NIL
2.	Mr. Sanjay Chandak	NIL
3.	Mr. Vijay Kumar Jain	NIL
4.	Mr. Mukesh kumar Garg	NIL
5.	Mrs. Garima Dhamija	NIL



## **SALASAR TECHNO ENGINEERING LTD.**

**ISO 9001:2015 | ISO 14001:2015 | OHSAS 18001: 2007**

**UNIT 1:** Khasra No. 265, 281-283, Village - Parsaun - Dasna,  
P.O - Jindal Nagar, District - Hapur - 201313 (U.P.), India  
Contact: +91-8938802180

**UNIT 2:** Khasra No. 1184-1185, Village - Khera, P.O - Pilkhuwa,  
District - Hapur - 245304 (U.P.), India

**UNIT 3:** Khasra No. 686/6, Village - Khera, P.O - Pilkhuwa,  
District - Hapur - 245304 (U.P.), India

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