

**ANNUAL REPORT 2021-22****BOARD OF DIRECTORS AND KMP**

Mr. Ashok C. Shah	Managing Director
Mr. Shalin A. Shah	Director
Ms. Payal Pandya	Independent Director (upto 6 <sup>th</sup> January, 2022)
Mrs. Daxaben M. Shah	Independent Director (w.e.f. 28 <sup>th</sup> February, 2022)
Mr. Chandrakant Chauhan	Independent Director
Mr. Hiren Makwana	Chief Financial Officer (upto 29 <sup>th</sup> June, 2022)
Mrs. Himani Upadhyay	Company Secretary (w.e.f. 19 <sup>th</sup> January, 2022)

**CORPORATE IDENTITY NUMBER (CIN)**

L27100GJ1992PLC018607

**STATUTORY AUDITORS**

M/s. GMCA & Co., Chartered Accountants, Ahmedabad (Up to 31<sup>st</sup> December, 2021)  
101, "Parishram", 5-B, Rashmi Society,  
Nr. L.G. Showroom, Mithakali Six Road, Navrangpura,  
Ahmedabad, Gujarat – 380009

M/s. KEYUR BAVISHI & CO., Chartered Accountants, Ahmedabad (w.e.f. 19<sup>th</sup> January, 2022)  
C-202, Indraprasth Tower,  
Near Drive-In Cinema, Ahmedabad,  
Gujarat - 380052

**REGISTERED OFFICE**

7<sup>th</sup> Floor, Ashoka Chambers,  
Mithakhali Six Roads, Ahmedabad–380006.  
Website: [www.lesha.in](http://www.lesha.in), E-mail: [info@lesha.in](mailto:info@lesha.in)  
Contact: 079-26463227

**REGISTRAR & SHARE TRANSFER AGENTS**

Purva Sharegistry (India) Pvt. Ltd.  
Shiv Shakti Industrial Estates, Unit No. 9  
J. R. Boricha Marg, Opp. Kasturba Hospital Lane  
Lower Parel (E), Mumbai- 400 011  
E-mail: [support@purvashare.com](mailto:support@purvashare.com)  
Contact: 022 2301 6767/2518

**BANKERS**

State Bank of India,  
City Pride Complex,  
Ground Floor, Building,  
Mithakhali Six Road,  
Ahmedabad, Gujarat 380013

**SECRETARIAL AUDITOR**

Chintan K. Patel  
Practicing Company Secretary  
16, Aarasuri Society,  
Nava Vadaj, Ahmedabad – 380013

**NOTICE**

**NOTICE** is hereby given that 30<sup>th</sup> Annual General Meeting for the financial year 2021-22 of the Members of Lesha Industries Limited will be held on **Wednesday, September 28, 2022 at 01:00 P.M.** through Video Conferencing (VC)/other Audio-Visual Means (OAVM) to transact the following Business:

**ORDINARY BUSINESS:**

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2022 including audited Balance Sheet as at 31<sup>st</sup> March, 2022 and Statement of Profit and Loss and the cash flow statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.**

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

**“RESOLVED THAT** pursuant to the provisions of section 129, 134 and all other applicable provision of the Companies Act, 2013 if any read with Companies (Accounts) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) the Audited Standalone financial statements of the company for the financial year ended 31<sup>st</sup> March, 2022 and reports of the Board of Directors and Statutory Auditor thereon, as circulated to the members, be and are hereby considered and approved.”

2. **Re-Appointment of Mr. Shalin A. Shah (DIN: 00297447), who is liable to retire by rotation and being eligible, offers himself for re-appointment.**

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

**“RESOLVED THAT in** accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shalin A. Shah (DIN: 00297447), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as Non-Executive Director of the company.”

3. **Re-Appointment of M/S Keyur Bavishi & Co., Chartered Accountants (Firm Registration No.131191W) as Statutory Auditors of the Company for the second term.**

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

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and all other applicable provision of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/S Keyur Bavishi & Co., Chartered Accountants (Firm Registration No. 131191W), be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of term of 5 (five) years, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

**SPECIAL BUSINESS:****4. Approval of Related Party Transaction.**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable and subject to such amendments as may be made therein, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into transactions as detailed hereunder with following Related Parties as defined under the Act for purchase/sale of goods, services and/or any other business activities during the financial year 2023-24.

Name of related party	Maximum Amount of transaction/s for Financial year 2023-24	Type of transaction
Rhetan TMT Limited	100 crores	Purchase/sale of goods, services and/or any other business activities
Ashnisha Industries Limited	100 crores	Purchase/sale of goods, services and/or any other business activities
Ashoka Metcast Limited	100 crores	Purchase/sale of goods, services and/or any other business activities
Gujarat Natural Resources Limited	100 crores	Purchase/sale of goods, services and/or any other business activities

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

**5. To approve Loans/investment/guarantee limit up to Rs. 50 Crores.**

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 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 as amended from time to time and subject to such approvals as may be necessary; the consent of members be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to provide Loans/Investment/Guarantee in excess of limit of sixty percent of paid up share capital, free reserve and securities premium or one hundred percent of its free reserves and securities premium account whichever is higher, up to Rs. 50 Crores at any time.”

**“RESOLVED FURTHER THAT** the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while providing Loans/Invetsment/Guarantee, within the aforesaid limits from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”

**6. To approve Borrowing Limit up to Rs. 50 Crores.**

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

**"RESOLVED THAT** pursuant to the provisions of section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company in the ordinary course of business, may exceed the aggregate of the paid up share capital and free reserves of the company, provided however that the total amount so borrowed by the Board of directors shall not exceed Rs. 50 Crore (Rupees Fifty Crore Only).

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

**7. REGULARIZATION OF APPOINTMENT MR. KAILASPRASAD BHAGVATIPRASAD JANI (DIN: 00404091) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and in accordance with Regulation 16(1)(b), Regulation 25, regulation 17 (1) (c) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and on the basis of the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of Companies Act, 2013, by the Board of Directors w.e.f. 2<sup>nd</sup> September, 2022 for a period of 5 (five) years and who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retirement by rotation, to hold office for a period of 5 (five) years with effect from 2<sup>nd</sup> September, 2022 up to 1<sup>st</sup> September, 2027."

**"FURTHER RESOLVED THAT** any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies."

**8. REGULARIZATION OF APPOINTMENT MR. KIRITBHAI ISHWARBHAI PATEL (DIN: 03618884) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification

of Directors) Rules, 2014, as amended from time to time and in accordance with Regulation 16(1)(b), Regulation 25, regulation 17 (1) (c) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and on the basis of the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of Companies Act, 2013, by the Board of Directors w.e.f. 2<sup>nd</sup> September, 2022 for a period of 5 (five) years and who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retirement by rotation, to hold office for a period of 5 (five) years with effect from 2<sup>nd</sup> September, 2022 up to 1<sup>st</sup> September, 2027.”

**“FURTHER RESOLVED THAT** any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

**For and on behalf of the Board**

**Date: September 2, 2022**

**Place: 7th Floor, Ashoka Chambers,  
Mithakhali Six Roads,  
Ahmedabad-380006,  
Gujarat, India.**

**Sd/-**

**Ashok C. Shah  
Managing Director  
DIN:02467830**

## Annexure to the Notice of Annual General Meeting

## Details of Directors seeking Appointment/Reappointment in Annual General Meeting

Pursuant to Regulation 36(3) of SEBI (LODR) Regulation, 2015 and as per Secretarial Standards on General Meetings (SS-2)

Name of the Director	Shalin A. Shah (DIN: 00297447)	Kailasprasad Bhagvatiprasad Jani (DIN: 00404091)	Kiritbhai Ishwarbhai Patel (DIN: 03618884)
Age (Yrs.)	48 Years	74 Years	65 Years
Date of Birth	31/08/1973	30/03/1948	27/06/1957
Qualification	An Engineering Graduate	Graduate	Graduate
Date of first appointment on the Board	21/07/1995	02/09/2022	02/09/2022
Terms and Conditions of appointment or re-appointment	As mentioned in the Letter of Appointment	As mentioned in the Letter of Appointment	As mentioned in the Letter of Appointment
No. of Meetings of the Board attended during the year	9/9	NIL	NIL
Brief Resume and expertise	He completed his Civil Engineering from L. D. Engineering College, Ahmedabad. He has more than 20 years' experience in various fields like trading, real estate, oil and gas exploration etc. and has vast exposure into the fields of management, finance, accounting, information technology and legal. He has been guiding force behind the growth and business strategy of our Company.	He is engaged in field of Event Management for over the 30 years.  His business management skills and valuable experience of years will help the Company in taking important decision in the interest of the Company.	He is engaged in construction activities for over the 30 years  His marketing and analytical skills will help in decision making in the interest of the Company as well as shareholders.
Designation	Director	Additional Director (Independent Category)	Additional Director (Independent Category)
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman of Stakeholders' Relationship committee and Member of Audit Committee and Nomination and Remuneration Committee	None	None
No. of Shares held in the Company	1,81,04,071 Equity Shares as on 31 <sup>st</sup> March, 2022	NIL	NIL
Directorship in Other Listed Company	<ul style="list-style-type: none"> <li>Gujarat Natural Resources Limited</li> <li>Ashoka Metcast Limited</li> <li>Ashnisha Industries Limited</li> </ul>	NIL	NIL
Related to other directors	Mr. Shalin Shah and Mr. Ashok C. Shah are related as Son-Father. No other directors are related inter se.	None	None

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013****Item No. 4 to the Notice**

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 2<sup>nd</sup> September, 2022 has approved a proposal for entering into following related party transactions:

Name of Related Party	<ol style="list-style-type: none"> <li>1. Rhetan TMT Limited</li> <li>2. Ashnisha Industries Limited</li> <li>3. Ashoka Metcast Limited</li> <li>4. Gujarat Natural Resources Limited</li> </ol>
Name of Related Director or KMP	Mr. Ashok C. Shah, Mr. Shalin A. Shah, Mrs. Daxaben Mahendrakumar Shah and Mr. Chandrakant Chauhan
Nature of relationship	<p>Mr. Shalin A. Shah, Director of the Company is also Director of Ashnisha Industries Limited and Ashoka Metcast Limited and Managing Director of Gujarat Natural Resources Limited and Rhetan TMT Limited.</p> <p>Mr. Ashok C. Shah, Managing Director of the Company is also Managing Director of Ashoka Metcast Limited and Director of Rhetan TMT Limited, Ashnisha Industries Limited and Gujarat Natural Resources Limited.</p> <p>Mrs. Daxaben Mahendrakumar Shah, Independent Director is also Independent Director of Ashnisha Industries Limited and Ashoka Metcast Limited.</p> <p>Mr. Chandrakant Chauhan, Independent Director is also Independent Director of Ashnisha Industries Limited and Gujarat Natural Resources Limited.</p>
Material terms, monetary value and particulars of the contract or arrangement;	The transaction between the parties will be in the nature of purchase/sale of goods, services and/or any other business activities. The amount of the transactions shall be as stated in the resolution and the same has to be paid as per the terms agreed by both the parties.
The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing is commensurate with the market value of the goods and shall be at arm's length.
Any other information relevant or important for the members to take a decision on the proposed resolution	N.A.

The transaction is Related Party Transaction and in terms of Section 188 of the Companies Act, 2013 and regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable and the applicable rules there under prior approval of the Shareholders by way of Special Resolution is required.

Accordingly, your directors recommend the resolution at Item No. 4 for approval as Special resolution as set out in the notice of the meeting.

Except Mr. Shalin A. Shah and Mr. Ashok C. Shah, Directors of the Company, Mrs. Daxaben Mahendrakumar shah and Mr. Chandrakant Chauhan, Independent Directors of the company and Mrs. Leena A. Shah, Relative of Director, Lesha Ventures Private Limited, Rhetan TMT Limited and Ashoka Metcast Limited, Company in which Director of the Company are Director/Member, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested in the Resolution.

#### **Item No. 5 to the Notice**

The Company proposes to give and/or make Loans/investment/guarantee from time to time as per the business requirements. In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable Loans/ investment/guarantee bodies corporate, from time to time prior approval of the Members is being sought for enhancing the said limits as mentioned in section 186 of companies act, 2013.

As per section 186 of the Companies Act, 2013 the Board of Directors of a company could give Loans/investment/guarantee to any Body Corporate in excess of limit of sixty percent of paid up share capital, free reserve and securities premium or one hundred percent of its free reserves and securities premium account whichever is higher by way of passing Special Resolution in General Meeting. Accordingly, the Board of Directors in its meeting held on 2<sup>nd</sup> September, 2022 approved increasing the aforesaid threshold by Rs. 50 Crores (Rupees Fifty Crores only) over and above the limit specified under section 186 of the Companies Act, 2013.

Accordingly, your directors recommend the resolution at Item No. 5 for approval as Special resolution as set out in the notice of the meeting.

#### **Item No. 6 to the Notice**

As per the provisions of section 180(1)(c) of the Companies Act, 2013 the Board of directors of a company could borrow money together with the moneys already borrowed by the Company in the ordinary course of business, to the extent of paid-up share capital and free reserves of the company and for borrowing moneys in excess of the Paid-up share capital and Free reserves, the approval of the members of the company in General Meeting by way of Special resolution has to be obtained.

In continuous requirement in routine business and operation of the company, it is required to borrow funds by company from time to time only after obtaining approval of the members by way of special resolution in general meeting to authorize to the Board to borrow funds in excess of the paid up share capital and free reserves.

So, your board decided to increase the limit of borrow fund upto Rs. 50 Crore and recommend passing of this resolution by way of a Special resolution.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and extent to their shareholding.

#### **Item No. 7 to the Notice**

The Board appointed Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091), as an Additional Director (Independent Category) of the Company at its meeting held on 2<sup>nd</sup> September, 2022 in compliance with



the requirements of Section 161(1) of the Companies Act, 2013 upon recommendation of the Nomination & Remuneration Committee.

In the opinion of the Board, Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) fulfill the conditions as specified in the Act and the Rules framed there under for appointment of an Independent Director and he is independent of the management.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) for the office of Independent Director of the Company and who shall not be liable to retire by rotation.

Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given (a) consent in writing to act as director in Form DIR-2 pursuant to rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 and (c) declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

The consent and approval of the Shareholders is sought for his appointment in accordance with the provision of the Section 150 (2) of Companies Act, 2013. In compliance with the provisions of section 149 read with Schedule IV of the Act, the business of appointment of Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) as a Non-Executive Independent Director to hold office for a period of 5 (five) years with effect from 2<sup>nd</sup> September, 2022 up to 1<sup>st</sup> September, 2027 is being placed before the Members for their approval.

The terms and conditions of appointment of Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) is interested in this resolution since it relates to his appointment as a Non-Executive Independent Director of the Company.

Except this, no other Director or Key Managerial Personnel or their relatives are concerned or interested in this resolution, financially or otherwise.

The details of Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in Annexure to this Notice.

Accordingly, your directors recommend the resolution at Item No. 7 for approval as special resolution as set out in the notice of the meeting.

#### **Item No. 8 to the Notice**

The Board appointed Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884), as an Additional Director (Independent Category) of the Company at its meeting held on 2<sup>nd</sup> September, 2022 in compliance with the requirements of Section 161(1) of the Companies Act, 2013 upon recommendation of the Nomination & Remuneration Committee.

In the opinion of the Board, Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884) fulfill the conditions as specified in the Act and the Rules framed there under for appointment of an Independent Director and he is independent of the management.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884), for the office of Independent Director of the Company and who shall not be liable to retire by rotation.

Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given (a) consent in writing to act as director in Form DIR-2 pursuant to rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 and (c) declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

The consent and approval of the Shareholders is sought for his appointment in accordance with the provision of the Section 150 (2) of Companies Act, 2013. In compliance with the provisions of section 149 read with Schedule IV of the Act, the business of appointment of Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884) as a Non-Executive Independent Director to hold office for a period of 5 (five) years with effect from 2<sup>nd</sup> September, 2022 up to 1<sup>st</sup> September, 2027 is being placed before the Members for their approval.

The terms and conditions of appointment of Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884) shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884) is interested in this resolution since it relates to his appointment as a Non-Executive Independent Director of the Company.

Except this, no other Director or Key Managerial Personnel or their relatives are concerned or interested in this resolution, financially or otherwise.

The details of Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884) as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in Annexure to this Notice.

Accordingly, your directors recommend the resolution at Item No. 8 for approval as special resolution as set out in the notice of the meeting.

**For and on behalf of the Board**

**Date: September 2, 2022**

**Place: 7th Floor, Ashoka Chambers,  
Mithakhali Six Roads,  
Ahmedabad-380006,  
Gujarat, India.**

**Sd/-  
Ashok C. Shah  
Managing Director  
DIN:02467830**

**NOTES:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 Circular No. 02/2021 dated January 13, 2021, General Circular No. 3/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the

Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). The forthcoming Annual General Meeting will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing Annual General Meeting through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars 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 the 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.
3. The Members can join the AGM in the VC/OAVM mode 30 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 Shareholders (Shareholders 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.lesha.in](http://www.lesha.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. 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 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from **22<sup>nd</sup> September, 2022 to 28<sup>th</sup> September, 2022. (Both days inclusive)**
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (DPs).

10. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.

#### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOININGVIRTUAL MEETINGSARE AS UNDER:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **25<sup>th</sup> September, 2022 at 09:00 AM** and ends on **27<sup>th</sup> September, 2022 at 05:00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **21<sup>st</sup> September, 2022** 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.

- (iv) 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.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (v) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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 Depository</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> <li>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></li> <li>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</li> </ol>

	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 & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</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 toll free no. 1800 22 55 33
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

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vi) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10digit 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 OR 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.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Lesha Industries Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; **caf.lesha@gmail.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for 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 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
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 **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **caf.lesha@gmail.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **caf.lesha@gmail.com**. 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 through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



**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 **caf.lesha@gmail.com**.
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.**

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 toll free no. 1800 22 55 33

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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

- The Company has appointed Mr. Chintan K. Patel, Practicing Company Secretary, Ahmedabad (Membership No. A31987; COP No: 11959), to act as the Scrutinizer for conducting the remote e-voting process and voting at the AGM in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://lesha.in/> and on the website of CDSL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchange where the shares of the Company are listed.

## Directors' Report

To,  
The Members,

Your Directors have pleasure in presenting their **Annual Report** on the business and operations of the Company and the Audited Accounts for the Financial Year ended 31<sup>st</sup> March, 2022.

**1. FINANCIAL SUMMARY/HIGHLIGHTS OF PERFORMANCE OF THE COMPANY:**

<b>Financial Results</b>		<b>(Rs.in Lacs)</b>
<b>Particulars</b>	<b>Year ended 31/03/2022</b>	<b>Year ended 31/03/2021</b>
Total Revenue	724.71	265.80
Expenditure	675.80	263.96
Depreciation	1.82	1.79
Profit/(Loss) before Tax	47.10	0.05
Provision for Taxation	7.02	0.41
<b>Profit/(Loss) after Tax</b>	<b>40.07</b>	<b>0.46</b>

**2. PERFORMANCE AND STATE OF AFFAIRS OF THE COMPANY:**

Total Revenue as well as profit of the company has increased than previous year as the management of the Company is making conscious efforts for the progress of the Company by reviving and expanding the steel business of the Company. With this movement, the management is confident that performance of the Company will significantly improve than previous year.

Moreover constant efforts on winning the new customers as well as penetration into new markets are ongoing.

**3. CHANGE IN NATURE OF BUSINESS:**

During the financial year, there has been no change in the nature of business carried on by the company.

**4. DIVIDEND:**

The company has earned marginal profits during the year. As the company is in reviving stage of its business badly affected due to covid pandemic, the board has decided to focus on well being of business by utilizing profit for future expansion rather to declare dividend this year.

**5. TRANSFER TO RESERVE:**

Reserves & Surplus at the end of the year stood at Rs. 7,06,34,723/- as compared to Rs. 7,56,47,559/- at the beginning of the year.

**6. SHARE CAPITAL:**

As on March 31, 2021, the authorized share capital of the company was Rs. 19,00,00,000/- divided into 19,00,00,000 equity shares of face value of Re.1/- each and the paid up share capital of the company was Rs.7,39,20,260/- divided into 7,39,20,260 equity shares of face value of Re.1/- each.

During the year the Company has converted 3,60,79,740 convertible warrants into equity shares and accordingly the paid up capital as on March 31, 2022 stood at Rs.11,00,00,000/- divided into 11,00,00,000 equity shares of Re. 1/- each.

**7. DEPOSITS:**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**8. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:**

During the period under review, several energy conservation initiatives were adopted and were taken by the Company. There are no plans to import any kind of technology for the project and hence information regarding its absorption is not applicable. There was no research activities carried out during the year. The information pertaining to foreign exchange income or outgo during the year is given in **ANNEXURE – I** and forms part of this report.

**9. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There were no material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report which can affect the financial position of the Company.

**10. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS:**

No orders have been passed by the Regulators/Court or Tribunals which can impact the going concern status and Company's operation in future.

**11. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

There are no Subsidiary/Joint Ventures/Associate Companies.

**12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT BY THE COMPANY:**

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

**13. MEETING OF BOARD OF DIRECTORS:**

During the year under review, 9 (Nine) Board meetings were held in accordance with provision of the Companies Act, 2013 read with rules made there under and the applicable Secretarial Standard.

The Board meeting dates are finalized in consultation with all directors and agenda papers backed up by comprehensive notes and detailed background information are circulated well in advance before the date of the meeting thereby enabling the Board to take informed decisions.

The details of the Board Meetings with regard to their dates and attendance of each of the Directors thereat have been provided in the Corporate Governance Report which forms part of this Annual Report of the Company.

**14. ANNUAL RETURN:**

Pursuant to Section 92(3) read with section 134(3) (a) of the Companies Act, 2013, copies of the Annual Return in form MGT-7 as on 31<sup>st</sup> March, 2022 of the Company will be prepared in accordance with Section 92(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 will be placed on the website of the Company and accessible at the weblink: <http://lesha.in/>

**15. INSURANCE:**

All the Properties of the Company are adequately insured.

**16. RELATED PARTY TRANSACTIONS:**

There was no materially significant related party transactions entered between the Company, Directors, management, or their relatives. Hence, disclosure in Form AOC-2 is not provided.

All the contracts/arrangements/transactions entered into by the Company with the related parties during the financial year 2021-22 were in the ordinary course of business and on an arm's length basis as disclosed in the financial statements and were reviewed and approved by the Audit Committee. The details of related party disclosure form a part of the notes to the financial statements provided in the annual report.

In terms of Regulation 23 of the SEBI Listing Regulations, your Company submits details of related party transactions as per the format specified in the relevant accounting standards to the stock exchanges on a half-yearly basis.

## 17. DIRECTORATE AND KEY MANAGERIAL PERSONNEL:

The Board of Directors of your company has various executive and non-executive directors including Independent Directors who have wide and varied experience in different disciplines of corporate functioning.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

- **Re-appointment pursuant to retire by rotation:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Shalin A. Shah (DIN: 00297447) retires by rotation at the ensuing Annual General Meeting and being eligible in terms of Section 164 of the Act offers himself for re-appointment. Profile and other details of the director as per Secretarial Standard -2 and Regulation 36(3) of SEBI (LODR) Regulation, 2015 are provided as Annexure to Notice convening Annual General Meeting.

- **Key Managerial Personnel ("KMP"):**

In terms of Section 203 of the Companies Act, 2013 the company has following Key Managerial Personnel as on 31<sup>st</sup> March, 2022:

1. Mr. Ashok C. Shah, Managing Director,
2. Mr. Hiren Makwana, Chief Financial Officer and
3. Mrs. Himani Upadhyay, Company Secretary and Compliance Officer (w.e.f 19<sup>th</sup> January, 2022)

Ms. Chitra Thaker, Company secretary of the company had tendered her resignation w.e.f 19<sup>th</sup> June, 2021, due to get better opportunity elsewhere.

To fill the vacancy of company secretary, the company had appointed Ms. Akashi Khetani as company secretary and compliance officer of the company, however she had also resigned from the office w.e.f 6<sup>th</sup> October, 2021 as she got better opportunity elsewhere.

In compliance Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 203 of Companies Act, 2013, Company has appointed Mrs. Himani Upadhyay as a Company Secretary and Compliance Officer of the company w.e.f 19<sup>th</sup> January, 2022.

After the closure of the financial year as on 31<sup>st</sup> March, 2022, Mr. Hirenkumar Tribhovandas Makwanahs tendered his resignation from the office of Chief Financial Officer of the Company, due to get better opportunity elsewhere with effect from i.e. 29<sup>th</sup> June, 2022.

Relevant Disclosures for the said appointments as well as resignations of Key Managerial Personnel has already submitted to the exchange, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Clause 7 of Part A of schedule III of Listing Regulations. The company confirm that there are no other material reasons other than those provided above for resignation of respective Key Managerial Personnel.

- **Independent Directors:**

Pursuant to the provisions of Regulation 17 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company had appointed Mrs. Daxaben M. Shah (DIN: 08054390), and Mr. Chandrakant N. Chauhan (DIN: 08057354), as Independent Directors of the Company.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013. The Independent Directors of the Company have confirmed

that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ("IICA") in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

Mrs. Payal Pandya had tendered her resignation from the office of Non-Executive, Independent Director with effect from 6<sup>th</sup> January, 2022, due to personal reasons. Relevant Disclosures for the same has already submitted to the exchange, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Clause 7 of Part A of schedule III of Listing Regulations. The company confirm that there are no other material reasons other than those provided in her resignation letter.

In compliance with regulation 17 (1) (c) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and the Articles of Association of the Company, Mr. Kailasprasad Bhagvatiprasad Jani (DIN: 00404091) and Mr. Kiritbhai Ishwarbhai Patel (DIN: 03618884) are recommended by Nomination and Remuneration Committee to be appointed as Non- Executive Independent Director of the company on approval of shareholders in this Annual General Meeting.

#### 18. EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:

Pursuant to the provisions Section 134(3)(p) of the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rules, 2014 and Regulation 17(10) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board had carried out performance evaluation of its own, the Board Committees and of the Independent directors. The Independent Directors of the Company at their separate meeting held on 21/03/2022 has evaluated performance of the Non-Independent Directors, Board as a whole and of the Chairman of the Board.

The following were the Evaluation Criteria:

(a) For Independent Directors:

- Knowledge and Skills
- Professional conduct
- Duties, Role and functions

(b) For Executive Directors:

- Performance as Team Leader/Member.
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set Goals and achievements
- Professional Conduct, Integrity
- Sharing of Information with the Board

The Directors expressed their satisfaction with the evaluation process.

#### 19. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining Qualifications, Positive Attributes and Independence of a Director. No remuneration is paid to any of the Directors of the Company. The Remuneration policy is stated under weblink: <http://lesha.in/policies/>

#### 20. MANAGERIAL REMUNERATION:

The Company had not paid any remuneration to Executive Directors or any sitting fees to Non-Executive Directors for attending any meetings during the financial year ended 31<sup>st</sup> March, 2022.

The statement containing particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) and (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report as **ANNEXURE - II**.

#### 21. INDEPENDENT DIRECTORS' MEETING:

During the year under review, One (1) Separate meeting of Independent Directors was held on 21<sup>st</sup> March 2022. The details of the Independent Directors Meeting and the attendance of the Directors are provided in the Corporate Governance Report, which forms part of this Report.

**22. COMMITTEES OF THE BOARD:**

The Company had constituted its committees to comply with section 177 and 178 of the Companies Act, 2013 and as per regulation 18, 19 & 20 of SEBI (LODR) Regulation, 2015. There are currently three committees of the Board, as follows:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

The Composition of all such Committees, number of meetings held during the year, attendance of each of the Directors at such meetings, brief terms of reference and other details have been provided in the Corporate Governance Report which forms part of this Annual Report. All the recommendations made by the Committees were accepted by the Board.

**23. AUDITORS:****A. Statutory Auditors**

As, M/s. GMCA & Co., Chartered Accountants, Ahmedabad (Firm Registration No.109850W), had resigned on 31<sup>st</sup> December, 2021 from the post of Statutory Auditor of the Company.

Hence as per Section 139 (8) of the Companies Act, 2013 M/s Keyur Bavishi & Co., Chartered Accountants (Firm Reg. No. 131191W) were appointed as Statutory Auditor of the Company by the members in their Meeting held on 30<sup>th</sup> March, 2022 to conduct the Statutory Audit for the financial year 2021-22.

In terms of the provisions of Section 139 of the Companies Act, 2013 read with provisions of the Companies (Audit and Auditors) Rules, 2014 as amended, the board of directors in their meeting held on 2<sup>nd</sup> September, 2022 had recommend to appoint M/s Keyur Bavishi & Co., Chartered Accountants (Firm Reg. No. 131191W) as Statutory Auditor of the company for a consecutive period of 5 (Five) years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2027.

The Company has received a certificate from M/s Keyur Bavishi & Co., Chartered Accountants, confirming their eligibility to appoint as Auditors of the Company in terms of the provisions of Section 141 of the Companies Act, 2013 and the Rules framed there under.

The Company has obtained a written confirmation under section 139 of Companies Act, 2013 from M/s Keyur Bavishi & Co., Chartered Accountants (Firm Reg. No. 131191W) that their appointment, if made would be made in conformity with limits specified under the Act.

The Report given by the M/s Keyur Bavishi & Co., Statutory Auditors on the financial statements for the year ended March 31, 2022 of the Company is part of this Annual Report.

**B. Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Chintan K. Patel, Practicing Company Secretary, Ahmedabad to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **Annexure III**, the Auditors' Report are self-explanatory and therefore do not call for any further comments.

In accordance with the SEBI Circular dated 8 February 2019 read with Regulation 24A of the SEBI Listing Regulations, the Company has obtained an Annual Secretarial Compliance Report from Chintan K. Patel, Practicing Company Secretary, Ahmedabad, confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the financial year 2021-22. The Annual Secretarial Compliance Report for above said

financial year has been submitted to the stock exchanges within 60 days of the end of the said financial year. The Said report is attached with the Secretarial Audit Report for the Financial Year 2021-22.

Chintan K. Patel, Practicing Company Secretary, Ahmedabad, has issued a certificate confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of companies by Securities and Exchange Board of India ("SEBI")/Ministry of Corporate Affairs ("MCA") or any such statutory authority. The said Certificate is annexed to Report on Corporate Governance.

**23. INTERNAL FINANCIAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK:**

The Company has an Internal Financial Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations. The Audit Committee in consultation with the internal auditors formulates the scope, functioning, periodicity and methodology for conducting the internal audit. The internal auditors carry out audit, covering inter alia, monitoring and evaluating the efficiency & adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations and submit their periodical internal audit reports to the Audit Committee. Based on the internal audit report and review by the Audit committee, process owners undertake necessary actions in their respective areas. The internal auditors have expressed that the internal control system in the Company is robust and effective. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

**24. RISK MANAGEMENT:**

Company has implemented an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to help ensure that there is a robust system of risk controls and mitigation in place. Senior management periodically reviews this risk management framework to keep updated and address emerging challenges. Major risks identified for the Company by the management are Compliances of various applicable Laws, Regulatory changes, Manufacturing & Supply, Litigation and Technological Changes. The management is however, of the view that none of the above risks may threaten the existence of the Company as robust Risk mitigation mechanism is put in place to ensure that there is nil or minimum impact on the Company in case any of these risks materialize.

**25. VIGIL MECHANISM AND WHISTLE BLOWER POLICY:**

In accordance with Section 177(9) of the Companies Act, 2013 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted a Whistle Blower Policy/ Vigil Mechanism to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed and to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

The detailed Whistle Blower Policy is available on Company's Website under Weblink: <http://lesha.in/policies/>

**26. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:**

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your Company has assigned the responsibilities to Audit Committee. During the year, no complaint with allegations of sexual harassment was filed with the Company.

**27. PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

The Company has adopted and amended its Code of Conduct for Prevention of Insider Trading w.e.f. April 1, 2019 pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

## 28. DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with Section 134(5) of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors state that-

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31<sup>st</sup> March, 2022 and of the profit and loss of the company for that period;
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 and Rules made thereunder for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared the annual accounts on a going concern basis;
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, and
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 29. CORPORATE GOVERNANCE:

Your Company believes in conducting its affairs in a fair, transparent, and professional manner along with good ethical standards, transparency, and accountability in dealings with all its constituents. Your Company has complied with all the Mandatory Requirements of Corporate Governance norms as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Separate report on Corporate Governance in compliance with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is forms part of this report as **Annexure-IV** and the Secretarial Auditor's certificate on the compliance of Corporate Governance thereon forms part of this report as **Annexure-V**.

## 30. RELATED PARTY DISCLOSURE:

Related Party disclosure as mentioned in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended to the report of Director herewith attached as **Annexure VI**.

## 31. CORPORATE SOCIAL RESPONSIBILITY:

The Company is not covered under section 135 of Companies Act, 2013 hence details regarding policy on Corporate Social Responsibility is not applicable to the Company.

## 32. MAINTENANCE OF COST RECORDS:

The Company is not require to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, and accordingly such accounts and records are not made and maintained.

## 33. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Report on Management Discussion and Analysis Report as required under SEBI Listing Regulations is included in this Report. Certain statements in the said report may be forward looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

## 34. DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

There are no shares lying in the demat suspense account or unclaimed suspense account.



**35. ACKNOWLEDGEMENT:**

Your Directors take this opportunity to express their gratitude for the unstinted commitment, dedication, hard work and significant contribution made by employees at all levels in ensuring sustained growth of the Company. Your Directors also sincerely thank to all the stakeholders, customers, vendors, bankers, business associates, government, other statutory bodies and look forward to their continued assistance, co-operation and support.

**Place: Ahmedabad**

**Date: September 2, 2022**

**For and on behalf of the Board**

**SD/-  
Ashok Shah  
Managing Director  
DIN:02467830**

**SD/-  
Shalin Shah  
Director  
DIN: 00297447**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****➤ INDUSTRIAL STRUCTURE AND DEVELOPMENT:**

India was the world's second largest steel producer in 2019. The country surpassed Japan to become the world's second largest steel producer in 2019. As per general survey steel demand is estimated to grow 10 per cent in the year 2022. India's economic growth is contingent upon the growth of the Indian steel industry. The Government has taken various steps to boost the sector including the introduction of National Steel Policy 2017 and allowing 100 per cent Foreign Direct Investment (FDI) in the steel sector under the automatic route, which has significantly increased Foreign Direct Investment (FDI) in steel sector. The Company is in business of trading of steel products, electronics goods, chemicals and other ancillary products and dealing in shares and securities. However Competition in the industry is continuously increasing and management is taking steps to sustain in the tremendously viable market.

**➤ OVERVIEW:**

This Management Discussion & Analysis report presents the key performance highlights of the year 2021-22 pertaining to the business of the Company. The Company's financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS), complying with the requirements of the Companies Act 2013 and the guidelines issued by Securities and Exchange Board of India (SEBI).

**➤ OPPORTUNITY & THREATS:****Opportunities:**

Various initiatives are taken by the Government such as Steel Scrap Recycling Policy to reduce import, levy of export duty on iron ore to ensure supply to domestic steel industry, focus on infrastructure and restarting road projects aiding the demand for steel etc. These will generate a lot of opportunities for the Company which will ultimately lead to achieve the organisation's set goals. Besides this, huge infrastructure demand, rapid urbanization and increasing demand for consumer durables also generate a lot of opportunities for the Company.

**Threats:**

Spurts of price wars and heavy trade discounts has impacted the Indian Steel Industry. The competition from domestic and international steel companies located in India is also increasing which has eventually exposed enormous strain to the company to survive in this competitive market.

**➤ COMPETITION:**

Competition in the market has intensified and forced the players to adopt aggressive marketing strategy and promotional campaigns to capture and protect their market shares, The Company has the plans to penetrate better in to market, especially through the customer retention and business development in the regions which have not been tapped.

**➤ SEGMENT WISE AND PRODUCT WISE PERFORMANCE:**

Details on segment wise performance of the Company is provided separately in Notes to Accounts.

**➤ RISK AND CONCERN:**

The company has Robust Risk Management framework that identifies and evaluates business risks and opportunities to protect the interest of stakeholders and shareholders with a view to achieve the business objective effectively. The Risk Management System in the company is an integral part of the comprehensive planning, controlling and reporting systems. Risk assessment is undertaken based on likelihood of occurrence and possible impact on the functioning of the company. It reviews, assesses the quality, integrity and effectiveness of the Risk Management plan and systems and ensures that the risk policies and strategies are effectively managed by the management.

However, the changes in the tax laws, Government policies and regulatory requirement might affect the company's business. Uncontrolled variation in price of input materials could impact the company's profitability to the extent that the same are not absorbed by the market through price increase and / or could have a negative impact on the demand in the market.

The company closely monitors the potential risks and opportunities that arise from Political, Economic & Regulatory environment, Technology Changes, Environment and Competition. We also countered the economic risks with proactive production planning, structural adjustments and cost flexibility.

➤ **INITIATIVES BY THE COMPANY:**

The Company has taken the following initiatives:

- Concentration on reduction of costs by undertaking specific exercise in different fields.
- Concentration on Operational Efficiency and strategic expansion.
- Concentration in Increase of Shareholders Wealth and Profit of the Company.

The Company is quite confident that the overall productivity, profitability would improve in a sustainable manner, as a result of this strategy.

➤ **OUTLOOK:**

In the global market demand for steel is expected to increase in the upcoming year. However, rising trade tensions and volatile currency movements are increasing uncertainty in the global steel industry. The demand for steel will be supported by improving investment and infrastructure programmes. The Company is confident to meet every challenge with its strength in marketing network, its strategic planning, Research & Development, productivity improvement and cost reduction exercise.

➤ **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Your Company places significant emphasis and efforts on the internal control systems. The Company has appointed an independent firm of Chartered Accountant for the same with such powers and responsibilities that are required to ensure the adequacy of the internal Control System.

➤ **HUMAN RESOURCE:**

The Company recognizes the value and contribution of its employees and earnestly endeavours to create a responsive organization with emphasis on performance with responsibility and accountability. Continuous appraisal of the competencies of the personnel in line with job requirements is carried out to facilitate higher levels of output and productivity. Developing skills and capabilities of employees to improve manpower utilization is the key thrust area of Human Resource Management (HRM) in the Company.

➤ **HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION:**

Your Company has complied with all the applicable environmental laws and labour laws. The Company has been complying with the relevant laws and has taking all necessary measures to protect the environment. Various initiatives have been taken to reduce environmental footprint and enhance operational efficiency have led to significant improvement in environmental parameters as well as techno-economic efficiency.

➤ **CAUTIONARY STATEMENT:**

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

➤ **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

In terms of financial performance, Financial Year 2021-22 has been a reasonable year. Company is focussed on the task on hand in terms of better reliability of operations and more focussed market efforts. Our total revenue is Rs. 724.72 Lakhs and the Company has earned a profit of Rs. 40.07 Lakhs. Cash and cash equivalents at the end of year stood at Rs. 19.72 Lakhs.

➤ **DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR:**

Sr. no.	Particulars	2021-22	2020-21
1	Debtors Turnover Ratio	6.21	11.70
2	Inventory Turnover Ratio	0.00	0.00
3	Interest coverage ratio	0.00	0.00
4	Current Ratio	1.09	1.02
5	Debt Equity Ratio	0.04	0.06
6	Operating Profit Margin	88.91	26.08
7	Net Profit Margin	0.055	0.002
8	Return on Networth	0.0261	0.00003
9	P/E Ratio	0.04	0.001

➤ **DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:**

The Company has earned reasonably better during the year as compared to previous year, hence your company has earned significant sum as return on Net Worth.

➤ **DISCLOSURE OF ACCOUNTING TREATMENT :**

The Financial statements have been prepared in compliance with the Indian Accounting Standards (Ind AS) issued by The Institute of Chartered Accountants of India (ICAI) which have been notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS Rules'), of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention.

Place: Ahmedabad

Date: September2, 2022

For and on behalf of the Board

SD/-  
Ashok Shah  
Managing Director  
DIN:02467830

SD/-  
Shalin Shah  
Director  
DIN: 00297447

ANNEXURE – I TO THE DIRECTORS REPORT**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

	<b>2021-22</b>	<b>2020-21</b>
Foreign Exchange Earning	<b>Nil</b>	<b>Nil</b>
Foreign Exchange outgo	<b>Nil</b>	<b>Nil</b>

**For and on behalf of the Board**

**Place: Ahmedabad**

**Date: September2, 2022**

**SD/-**  
**Ashok Shah**  
**Managing Director**  
**DIN:02467830**

**SD/-**  
**Shalin Shah**  
**Director**  
**DIN: 00297447**

**ANNEXURE-II TO THE DIRECTORS REPORT****1. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) and 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- i. The ratio of the remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2021-22 and
- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year

(Rs. In Lacs)

Sr. No.	Name of Director/KMP and its Designation	Remuneration to the Director/ KMP for the Financial Year 2021-22	Percentage increase/decrease in remuneration in the Financial Year 2021-22	Ratio of Remuneration of each Director to the Median Remuneration of Employees
1.	Mr. Ashok Chinubhai Shah	Nil	Nil	NA
2.	Mr. Shalin Ashok Shah	Nil	Nil	NA
3.	Mr. Chandrakant Chauhan	Nil	Nil	NA
4.	Mr. Daxaben Mahendrakumar Shah (w.e.f 28 <sup>th</sup> February, 2022)	Nil	Nil	NA
5.	Mr. Hiren Makwana (Chief Financial Officer) (upto 29 <sup>th</sup> June, 2022)	1.44	N.A.	1.35:1
6.	Mrs Himani Upadhyay (Company Secretary) (w.e.f 19 <sup>th</sup> January, 2022)	0.69	N.A	0.65:1

- iii. Median Remuneration of Employees (MRE) of the Company is Rs.1.065 Lacs for the Financial Year 2021-22.
- iv. The number of permanent employees on the rolls of the Company is Two for the year ended 31<sup>st</sup> March, 2022.
- v. There was no increase in the remuneration during the year.
- vi. The remuneration of the Key Managerial Personnel (KMP) is in line with the performance of the company.
- vii. The Market Capitalization as on, 31<sup>st</sup> March, 2022 was Rs.103.18 crore as compared to Rs. 7.46 Core as on 31<sup>st</sup> March, 2021 and Price Earnings Ratio of the Company was 0.04 as on 31<sup>st</sup> March, 2022 as compared to 0.001 as on 31<sup>st</sup> March, 2021.
- viii. Average percentage increase made in the salaries of employees other than the managerial personnel in the last Financial Year was Nil. Average percentage increase made in the salary of the managerial personnel in the last Financial Year—**N.A.**
- ix. Variable component in remuneration of Directors of the Company—**N.A.**
- x. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year—**N.A.**
- xi. Affirmed that the remuneration paid is as per the Remuneration Policy of the Company—**N.A.**

2. There were no employees covered under rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014.

Place: Ahmedabad  
Date: September 2, 2022

For and on behalf of the Board

SD/-  
Ashok Shah  
Managing Director  
DIN:02467830

SD/-  
Shalin Shah  
Director  
DIN: 00297447

ANNEXURE – III TO THE DIRECTORS REPORT

FORM NO. MR-3

**SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022

*[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,  
**Lesha Industries Limited.**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Lesha Industries Limited** (hereinafter called the Company) (CIN:L27100GJ1992PLC018607) having its registered office at **7<sup>th</sup> Floor, Ashoka Chambers, Mithakhali Six Roads, Ahmedabad-380006**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2022 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Lesha Industries Limited** (the Company) for the financial year ended on 31<sup>st</sup> March, 2022 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, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not Applicable to the Company during the Audit Period]**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **[Not Applicable to the Company during the Audit Period]**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not Applicable to the Company during the Audit Period]**
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.
- (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

- A) The Company has maintained a Register of Directors' Attendance as prescribed in the Secretarial Standards.
- B) The Directors have signed against their respective names after the meeting has been held.
- C) The Company had not received any proxy forms for the Annual General Meeting for the financial year ended 31<sup>st</sup> March, 2021.
- D) The Company has complied with requirements of at least one-third of the total number of directors as independent directors as stated in Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- E) The Company has complied with the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- F) The Company has obtained all necessary approvals under the various provisions of the Act;
- G) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

#### **I further report that**

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

**During the year under review the Company had complied with the all provisions of the section 186 of the Companies Act, 2013, except non charging of interest as per section 186 (7) in respect of some of the loans granted by the Company.**

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

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

The following mentioned observations are made:

- A) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities;
- B) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct and ethics for Directors and Management Personnel;

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

**I further report that** the members of the Company had passed the special resolution at the Annual General Meeting held on 25/09/2020 for issue and allot 9,86,79,630 fully convertible warrants on preferential basis to promoter/promoter group/non-promoters.

During the year under review the Company has converted 3,60,79,740 convertible warrants into equity shares on 10/05/2021 and accordingly the paid up capital as on March 31, 2022 stood at Rs 11,00,00,000/- divided into 11,00,00,000 equity shares of Re. 1/- each.

**I further report that** during the audit period, the Company has no other major / specific events, actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

- i. Public/Right/Preferential issue of shares / debentures/sweat equity etc.
- ii. Redemption / buy-back of securities
- iii. Merger / amalgamation / reconstruction etc.
- iv. Foreign technical collaborations.

**Place: Ahmedabad**

**Date: September 2, 2022**

Sd/-  
Chintan K. Patel  
Practicing Company Secretary  
UDIN: A031987D000907391  
Mem. No.: A31987  
COP No.: 11959  
PR. No. 2175/2022

**ANNEXURE - A to the Secretarial Audit Report**

**To,  
The Members,  
Lesha Industries Limited  
Our report of even date is to be read along with this letter.**

1. The Management of the company is responsible for maintenance of secretarial records, devise proper system to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility is to express an opinion on these secretarial records and procedures followed by the company with respect to Secretarial Compliances.
3. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

**Place: Ahmedabad**

**Date: September 2, 2022**

**Sd/-  
Chintan K. Patel  
Practicing Company Secretary  
UDIN: A031987D000907391  
Mem. No.: A31987  
COP No.: 11959  
PR. No. 2175/2022**

**Secretarial Compliance Report of Lesha Industries Limited for the year ended March 31, 2022.**(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019)

I, **Chintan K. Patel, Practicing Company Secretary** have examined:

- (a) all the documents and records made available to me and explanation provided by **Lesha Industries Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the period under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the period under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.

- (c) No actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges *(including under the Standard Operating Procedures issued by SEBI through various circulars)* under the aforesaid Acts/ Regulations and circulars/ guidelines issued.
- (d) This is first Secretarial Compliance Report, hence no action required to be taken by the listed entity to comply with the observations made in previous reports.

**NOTE: As safety measure Physical verification of the documents could not be done due to the Pandemic Covid-19.**

**Place: Ahmedabad**

**Date: May 30, 2022**

**SD/-**

**Chintan K. Patel**

**Practicing Company Secretary**

**Mem. no. A31987**

**COP no. 11959**

**UDIN: A031987D000426073**

**ANNEXURE – IV TO THE DIRECTORS REPORT****CORPORATE GOVERNANCE REPORT**

To the Members of the **LESHA INDUSTRIES LIMITED**

**1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

The company's philosophy on Corporate Governance is to ensure ethical and transparent governance practices in all its business segments, which leads to primary object of enhancing stakeholder's value. Your company maintains the efficient corporate governance practices by making necessary disclosures to stock exchanges and other regulatory authorities on regular basis. As the company believes in to maintain the best governance practices, the management and officers of the company are committed to value transparency, maintains the integrity and accountability in conducting operations of the company which leads to operational efficiencies.

The company has also adopted code of conduct for its officers as well as its Board of Directors, which is also posted on Company's website ([www.lesha.in](http://www.lesha.in)). Your company confirms compliance with the applicable corporate governance requirements as laid down under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**2. BOARD OF DIRECTORS:****2.1 Composition, Category of Directors, Number of Meeting of Board of Directors and attendance details of directors at the Meetings of Board during the year and last Annual General Meeting of the company :**

The Company has a balanced and diverse Board, which confirms to the provisions of the Act and the SEBI Listing Regulations. The Directors possess requisite qualification, experience and expertise in their respective functional areas, which enable them to discharge their responsibilities and provide effective leadership to the management.

The Directors of the Company possess knowledge of business and has excellent dealing strategy as well as skills to evaluate the performance with industry benchmarks in the pertinent fields. They have key core skill / expertise/competence in the context of the company's business apart from governance, finance and taxation functions and in the opinion of the Board, these skills are available with board.

- **During the year under review, 9 (Nine) Board meetings were held in accordance with the Companies Act, 2013 and Rules made there under as follows:**

Sr. No.	Date of Board Meeting	Name of Directors who attended the meetings				
1	10.05.2021	Shalin A. Shah	Ashok C. Shah	Payal Pandya	--	Chandrakant Chauhan
2	29.06.2021	Shalin A. Shah	Ashok C. Shah	Payal Pandya	--	Chandrakant Chauhan
3	20.07.2021	Shalin A. Shah	Ashok C. Shah	Payal Pandya	--	Chandrakant Chauhan
4	04.09.2021	Shalin A. Shah	Ashok C. Shah	Payal Pandya	--	Chandrakant Chauhan
5	22.09.2021	Shalin A. Shah	Ashok C. Shah	Payal Pandya	--	Chandrakant Chauhan
6	11.10.2021	Shalin A. Shah	Ashok C.	Payal	--	Chandrakant

			Shah	Pandya*		Chauhan
7	19.01.2022	Shalin A. Shah	Ashok C. Shah	--	--	Chandrakant Chauhan
8	10.02.2022	Shalin A. Shah	Ashok C. Shah	--	--	Chandrakant Chauhan
9	28.02.2022	Shalin A. Shah	Ashok C. Shah	--	Daxaben M. Shah*	Chandrakant Chauhan

\*Payal Pandya had tendered her resignation from the office of Non-Executive, Independent Director with effect from 6<sup>th</sup> January, 2022.

\*Daxaben M. Shah had appointed as Non-Executive, Independent Director with effect from 28<sup>th</sup> February, 2022.

- **Category of Directors and attendance details of directors at the Meetings of Board and last Annual General Meeting are as mentioned below:**

Sr. No.	Director	Category	No. of Board Meeting Attended	Attendance At last AGM
1.	Ashok Chinubhai Shah	Managing Director	9	Yes
2.	Shalin Ashok Shah	Non-Executive-Non Independent Director	9	Yes
3.	Chandrakant Chauhan	Non-Executive-Independent Director	9	No
4.	Daxaben Mahendrakumar Shah (w.e.f 28 <sup>th</sup> February, 2022)	Non-Executive-Independent Director	1	No
5.	Payal Pandya	Non-Executive-Independent Director	6	Yes

The Twenty Ninth (29<sup>th</sup>) Annual General Meeting of the Company for the Financial Year 2020-21 was held on September 29, 2021 through video conferencing ('VC') / other audio visual means ('OAVM') in accordance with the relevant circulars issued by MCA and the SEBI. All the Directors except Mr. Chandrakant Chauhan of the Company were present at the 29<sup>th</sup> AGM. The Quorum of the meeting was 34 members (including directors who were also member).

- 2.2 Number of other directorship and committees in which directors is a member or chairperson as on date of the report:**

Name of Directors	Number of other directorship and committees Membership/Chairmanships as on 31 <sup>st</sup> March, 2022		
	Other Directorships	Membership of Committees (other Listed Entity)	Chairmanship of Committees (other Listed Entity)
Ashok Chinubhai Shah	5	3	0
Shalin Ashok Shah	5	6	0

Chandrakant Chauhan	2	3	3
Daxaben Mahendrakumar Shah (w.e.f 28 <sup>th</sup> February, 2022)	2	2	4

- **Other listed entities in which the Directors are directors and category of their directorship in following listed companies:**

1. Mr. Ashok Chinubhai Shah, Managing Director of the company , is holding directorship in following listed companies:

Sr. No.	Name of the Company	Category Directorship
1	Gujarat Natural Resources Limited	Non-Executive-Non Independent Director
2	Ashnisha Industries Limited	Non-Executive-Non Independent Director
3	Ashoka Metcast Limited	Managing Director (w.e.f. 2 <sup>nd</sup> July, 2022)

2. Mr. Shalin Ashok Shah, Director of the company is holding directorship in following listed companies:

Sr. No.	Name of the Company	Category Directorship
1	Gujarat Natural Resources Limited	Managing Director
2	Ashnisha Industries Limited	Director
3	Ashoka Metcast Limited	Non-Executive-Non Independent Director

3. Mr. Chandrakant Chauhan, Independent Director of the company , is holding directorship in following listed companies:

Sr. No.	Name of the Company	Category Directorship
1	Gujarat Natural Resources Limited	Non-Executive-Independent Director
2	Ashnisha Industries Limited	Non-Executive-Independent Director

4. Mrs. Daxaben Mahendrakumar Shah, Independent Director of the company , is holding directorship in following listed companies:

Sr. No.	Name of the Company	Category Directorship
1	Ashnisha Industries Limited	Non-Executive-Independent Director
2	Ashoka Metcast Limited	Non-Executive-Independent Director

- 2.3 **Mr. Ashok C. Shah and Mr. Shalin Shah are related as Son-Father. No other directors are related inter se.**

- 2.4 **Number of Shares held by Non-Executive Directors as on 31<sup>st</sup> March, 2022:**

Sr. No.	Name of Directors	Category	No. of Shares
1	Shalin Ashok Shah	Non-Executive-Non Independent Director	1,81,04,071
2	Chandrakant Chauhan	Non-Executive-Independent Director	700
3	Daxaben Mahendrakumar Shah	Non-Executive-Independent Director	120



There are no convertible instruments held by any Non-Executive Director of the Company.

## 2.5 Skills/expertise/competencies of the Board of Directors:

The Board of the Company comprises of qualified individuals who collectively possess the skills, competencies and experience across diverse fields that enable them to make effective contributions to the Board and its Committees. The details of the same are as given below:

Sr. No.	Name of Director	Areas of Core Skills/Expertise/Competence
1.	Mr. Ashok Chinubhai Shah	He has technical, administrative and legal experience which leads to Strategic thinking and efficient business decision making.
2.	Mr. Shalin Ashok Shah	He has vast exposure into the fields of management, finance, accounting, information technology and legal. He has been guiding force behind the growth and business strategy of our Company.
3.	Mr. Chandrakant Chauhan	He has good understanding of marketing which helps in making efficient marketing strategies of the company.
4.	Mrs. Daxaben Mahendrakumar Shah	She posses good analytical abilities and has a sound knowledge of investment and portfolio management.

## 2.6 Independent Directors' Familiarisation Programme:

As per requirements under the Listing Agreement, the Company undertook familiarization Programme for Independent Directors in order to familiarize them with business model, management structure, product portfolio, Industry overview, manufacturing operations, internal control system and processes, risk management framework, functioning of various divisions, HR Management etc. The said policy has been uploaded on the website of the Company at the following link: [www.lesha.in](http://www.lesha.in).

## 2.7 Declaration from Independent Directors:

All the Independent Directors on the Board of the Company have submitted their respective declarations confirming that they meet the criteria of independence as mentioned in Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act and that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Board has carried out an assessment of the declarations and confirmations submitted by the Independent Directors of the Company and after undertaking due assessment of the veracity of the same, is of the opinion that the Independent Directors of the Company fulfil the conditions specified in the Act and the SEBI Listing Regulations and are independent of the Management.

Mrs. Payal Pandya had tendered her resignation from the office of Independent Director due to personal reasons with effect from 6<sup>th</sup> January, 2022. There are no other material reasons other than as mentioned under resignation letter received by company.

**2.8 Independent Director's Meeting:**

During the year, a separate meeting of the Independent Directors was held on 21<sup>st</sup> March 2022, without the attendance of Non-Independent Directors and members of the management, inter alia, to:

- Review of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Review of the performance of the Chairman of the Company, taking into account the views of the Executive and Non- Executive Directors;
- Assessment of the quality, content and timelines for the flow of information between the Management and the Board, which is necessary for the Board to effectively and reasonably perform its duties;

All Independent Directors attended the said meeting.

**3. BOARD COMMITTEES:**

As per the requirement of the Companies Act, 2013 read with Rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 various Board committees have been formed for better governance and accountability viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee.

The terms of reference of each committee are determined by the Board as per the requirement of law and their relevance is reviewed from time to time

**3.1 AUDIT COMMITTEE:**

The Audit Committee was constituted in conformity with the requirement of Section 177 of the Companies Act 2013 read with Regulation 18 of SEBI (LODR) Regulations, 2015.

The composition of Audit committee of the company is as below:

Name	Designation	Category
*Ms. Payal Pandya (upto 6 <sup>th</sup> January, 2022)	Chairperson	Non-Executive, Independent Director
*Mrs. Daxaben M. Shah (w.e.f. 28 <sup>th</sup> February, 2022)	Chairperson	Non-Executive, Independent Director
Mr. Shalin A. Shah	Member	Non-Executive Director
Mr. Chandrakant Chauhan	Member	Non-Executive, Independent Director

*\*Ms. Payal Pandya had tendered her resignation from the office of Non-Executive, Independent Director with effect from 6<sup>th</sup> January, 2022.*

*\* Mrs. Daxaben M. Shah had appointed as Non-Executive, Independent Director with effect from 28<sup>th</sup> February, 2022.*

In the financial year 2021-22, five meetings of Audit Committee were held on 29/06/2021, 20/07/2021, 11/10/2021, 19/01/2022 and 10/02/2022.

**Attendance of each member of the Audit Committee:**

Committee Members	Meetings held	Meetings attended
Ms. Payal Pandya	5	3
Mrs. Daxaben M. Shah	5	0
Mr. Shalin A. Shah	5	5
Mr. Chadrakant Chauhan	5	5

**Brief terms inter alia include:**

- Overseeing the Company's financial reporting, process, and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending the appointment and removal of external auditors, fixation of audit fee and approval for payment of any other services
- Reviewing with management the annual financial statement before submission to the Board.
- Reviewing the adequacy of internal audit functions.
- Discussing with internal auditors any significant finding and follow up on such issues.
- Reviewing the finding of any internal investigation in matters where there is suspected fraud or a failure of internal control or regulatory system of a material nature and the reporting of such matters to the Board.
- Discussing with the Auditor before the Audit commences on the nature and scope of audit, as well as having post audit discussion to ascertain any area of concern.
- Examining reasons for substantial default in the payment to depositors, shareholders (in case of non- payment of declared dividends) and creditors, if any.

The Committee acts as a link between Statutory Auditors and the Board of Directors. The primary objective of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to providing accurate, timely and proper disclosure and the integrity and quality of financial reporting. The Audit Committee reviews areas as specified under PART C of Schedule II of SEBI (LODR) Regulations, 2015 read with the provisions of section 177 of the Companies Act, 2013.

**3.2 Nomination and Remuneration committee:**

The Company had Nomination and Remuneration Committee comprising of three non-executive independent directors in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015.

The Committee was constituted to review and recommend to the Board, the appointment and remuneration to the Directors and such other matters as the Board may refer to the committee from time to time. The terms of reference of the Nomination and Remuneration Committee and its role is as prescribed in sub section (3) and (4) of Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of the Schedule II of SEBI (LODR) Regulations, 2015.

The composition of Nomination and Remuneration committee is as below:

Name	Designation	Category
Mr. Chandrakant Chauhan	Chairperson	Non-Executive, Independent Director
Mr. ShalinA. Shah	Member	Non-Executive Director
*Ms. Payal Pandya(upto 6 <sup>th</sup> January,2022)	Member	Non-Executive, Independent Director
*Mrs. Daxaben M. Shah(w.e.f. 28 <sup>th</sup> February, 2022)	Member	Non-Executive, Independent Director

*\*Ms. Payal Pandya had tendered her resignation from the office of Non-Executive, Independent Director with effect from 6<sup>th</sup> January, 2022.*

*\* Mrs. Daxaben M. Shah had appointed as Non-Executive, Independent Director with effect from 28<sup>th</sup> February, 2022.*

In the financial year 2021-22, three meeting of Nomination and Remuneration Committee was held on 22/09/2021, 19/01/2022 and 28/02/2022.

**Attendance of each member of the Nomination and Remuneration Committee:**

Committee Members	Meetings held	Meetings attended
Mr. Chandrakant Chauhan	3	3
Mr. Shalin A. Shah	3	3
Ms. Payal Pandya	3	1
Mrs. Daxaben M. Shah	3	0

**Performance evaluation criteria for Independent Directors:**

For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. Other terms and conditions of Appointment of Independent Director are laid down on website of the company i.e. [www.lesha.in](http://www.lesha.in).

**3.3 Stakeholders Relationship Committee:**

The Company had constituted Stakeholders Relationship Committee in accordance with Regulation 20 of SEBI (LODR) Regulations, 2015.

The composition of Stakeholders' Relationship Committee is as below:

Name	Designation	Category
Mr. Shalin A. Shah	Chairperson	Non-Executive Director
Mr. Ashok C. Shah	Member	Executive Director
Mr. Chandrakant Chauhan	Member	Non-Executive, Independent Director

In the financial year 2021-22, one meetings of Stakeholders' Relationship were held 28/02/2022.

**Attendance of each member of the Stakeholders' Relationship Committee:**

Committee Members	Meetings held	Meetings attended
Mr. Shalin A. Shah	1	1
Mr. Ashok C. Shah	1	1
Mr. Chandrakant Chauhan	1	1

Mrs. Himani Upadhyay, Company Secretary is the Compliance Officer of the company.

**Complaints Received During the Financial Year 2021-22:**

Complaints Pending as on April 01, 2021	Complaints Received during the Year	Complaints Dissolved during the	Complaints Unresolved as on March 31, 2022
0	0	0	0

**4. Remuneration of Directors:**

There was no pecuniary relationship or transaction between the Non-Executive Directors and the Company during the financial year except Sitting Fees paid to them, if any.

No directors of the company have drawn any remuneration during the year. However sitting fees, if any, are decided by the Board after recommendation from the Nomination & Remuneration Committee is reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company and in compliance with companies act, 2013, taking into consideration the challenges faced by the Company and its future growth imperatives.

**5. General Body Meetings:****5.1 Details of Last Three Annual General Meeting**

Financial Year	Date	Time	Venue	No. of special resolution passed
2020-21	29 <sup>th</sup> September, 2021	12:30 P.M.	Video Conferencing/ Other Audio Visual Means (OAVM)	6
2019-20	25 <sup>th</sup> September, 2020	12:30 P.M.		5
2018-19	28 <sup>th</sup> September, 2019	11:00 A.M.	7 <sup>th</sup> Floor, Ashoka Chambers, Mithakhali Six Roads, Ahmedabad - 380006	3

**5.2 Extraordinary General Meetings:**

During the financial year 2021-22, One (1) Extraordinary General Meeting was conducted by the Company. Details of the same are provided as below:

Financial Year	Date	Time	Venue	No. of special resolution passed
2021-22	30 <sup>th</sup> March, 2022	03:00 P.M.	Video Conferencing/ Other Audio Visual Means (OAVM)	1

**5.3 Postal Ballot**

During the year as well as previous year, no special resolution was passed through Postal Ballot and none of the special business proposed to be transacted in the Annual General Meeting Notice which is required to be conducted through postal ballot.

**6. Prevention of Insider Trading:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

The Company's policy for prevention of Insider Trading pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations includes:

- Policy and Procedure for Inquiry in case of Leak of UPSI
- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

## 7. Means of communication:

**7.1 Quarterly Result:** Prior intimation of the Board Meeting to consider and approve Unaudited / Audited Financial Results of the Company is given to the Stock Exchanges. The aforesaid Financial Results are immediately intimated to the Stock Exchange, after the same are approved at the Board Meeting. The Annual Audited Financial Statements are posted to every Member of the Company in the prescribed manner. In terms of Regulation 10 of the Listing Regulations, the Company complies with the online filing requirements on electronic platforms of BSE Limited (BSE) viz., BSE Listing Centre.

**7.2 Newspaper:** The Quarterly/Half Yearly/Yearly Results are published in leading daily newspapers viz. "Free Press" in English as well as in Gujarati.

**7.3 Website:** The website of the Company [www.lesha.in](http://www.lesha.in) contains details/information of interest to various stakeholders, including Financial Results, Shareholding Pattern, Press Releases, Company Policies, etc. The Members / Investors can view the details of electronic filings done by the Company on the website of BSE i.e., [www.bseindia.com](http://www.bseindia.com)

## 8. General Shareholder Information:

### 8.1 Annual General Meeting:

**Date:** 28<sup>th</sup> September, 2022

**Time:** 01:00 p.m.

**Venue:** Meeting is being conducted through VC/OAVM pursuant to the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021, May 5, 2022 and as such there is no requirement to have a venue for the AGM. However, Deemed Venue for the meeting is the registered office of the Company.

### 8.2 Financial year:

The Company's financial year begins on April 1<sup>st</sup> and ends on March 31<sup>st</sup> every year.

### 8.3 Calendar of Financial Year ended 31<sup>st</sup> March, 2022:

- The meetings of Board of Directors for approval of quarterly financial results during the Financial Year ended 31<sup>st</sup> March, 2022 were held on the following dates:

First Quarter Results:	20 <sup>th</sup> July, 2021
Second Quarter and Half Yearly Results:	11 <sup>th</sup> October, 2021
Third Quarter Results:	10 <sup>th</sup> February, 2022
Fourth Quarter and Yearly Results:	13 <sup>th</sup> April, 2022

- **Tentative Calendar for financial year ending 31<sup>st</sup> March, 2023**

First Quarter Results:	On or Before 15 <sup>th</sup> August, 2022
Second Quarter and Half Yearly Results:	On or Before 15 <sup>th</sup> November, 2022
Third Quarter Results:	On or Before 15 <sup>th</sup> February, 2023
Fourth Quarter and Yearly Results:	On or Before 30 <sup>th</sup> May 2023

Annual General Meeting for the Financial Year 2022-23	On or Before 30 <sup>th</sup> September, 2023
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**8.4 Date of Book Closure:** 22<sup>nd</sup> September, 2022 to 28<sup>th</sup> September, 2022 (both days inclusive).

**8.5 Subsidiary Company/Associate Company:** Company does not have any subsidiary as well as associate company.

**8.6 Listing on Stock Exchanges and Stock Codes:**

Name of the stock exchange	Stock Code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street , Mumbai – 400001	<b>533602</b>

The International Security Identification Number (ISIN) of Singer India Limited on both NSDL and CDSL under Depository system is INE050L01048.

The Company confirms that it has paid annual listing fee to BSE Limited, Mumbai for the year from 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023.

**8.7** The company has not paid or proposed any dividend during the year.

**8.8 Market Price Data-High, Low during each month in last financial year:**

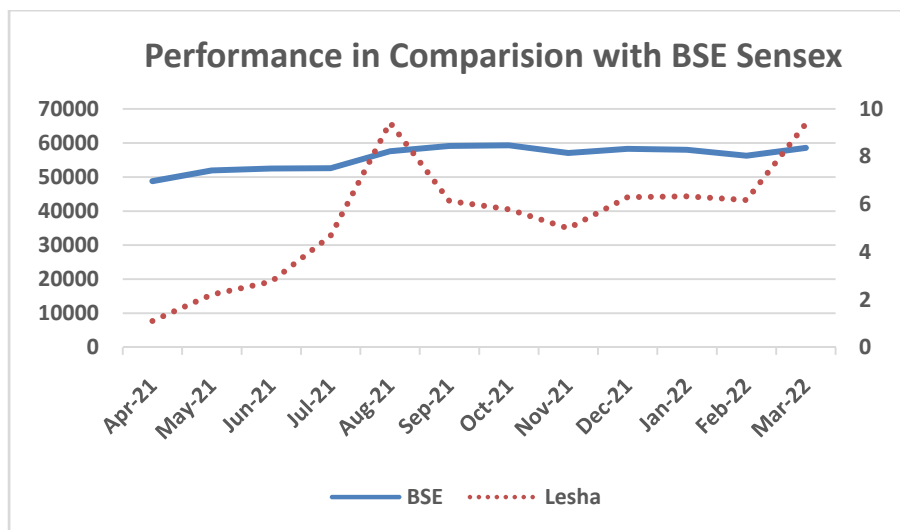
The monthly high/low quotations of shares traded at BSE Limited, Mumbai during the year ended 31<sup>st</sup> March 2022 are as follows:

Month	High (Rs.)	Low (Rs.)
April, 2021	1.1	1.01
May, 2021	2.21	1.12
June, 2021	2.75	2.17
July, 2021	4.68	2.57
August, 2021	10.6	4.91
September, 2021	10.45	6.14
October, 2021	8.16	5.41
November, 2021	5.95	4.67
December, 2021	6.73	4.75
January, 2022	8.99	5.99
February, 2022	7.19	5.49
March, 2022	9.38	5.7

**Performance of Company's equity shares in comparison to BSE Sensex is given below:**

Month	Monthly Closing Price	
	BSE	Lesha Industries Limited
April, 2021	48782.36	1.1
May, 2021	51937.44	2.21
June, 2021	52482.71	2.75
July, 2021	52586.84	4.68

August, 2021	57552.39	9.43
September, 2021	59126.36	6.14
October, 2021	59306.93	5.79
November, 2021	57064.87	4.99
December, 2021	58253.82	6.3
January, 2022	58014.17	6.33
February, 2022	56247.28	6.18
March, 2022	58568.51	9.38



#### 8.9 Registrar and Share Transfer Agent:

M/s. Purva Sharegistry (India) Private Limited, Mumbai are the registrar and share transfer agents of the Company for handling both electronic and physical shares. Shareholders are requested to contact the transfer agents for all share related work. The address of share transfer agents is given below:

##### **M/s. Purva Sharegistry (India) Private Limited**

Shiv Shakti Industrial Estates, Unit No. 9  
J. R. Boricha Marg, Opp. Kasturba Hospital Lane  
Lower Parel (E), Mumbai- 400 011  
E-mail: support@purvashare.com  
Contact: 022 2301 6767/2518

#### 8.10 Share Transfer System :

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Stakeholders' Relationship Committee has delegated powers to Registrar and Share Transfer Agents to effect transfer/transmission, name deletion, renewal of shares, duplicate, etc.

In compliance of the SEBI (LODR) Regulations, 2018, every year, practicing Company Secretary audits the system of transfers and a certificate to that effect is issued. Also, in compliance with



the SEBI guidelines, a quarterly secretarial audit is being conducted by a practicing Company Secretary and the secretarial audit report is issued which, in turn, is submitted to the stock exchange.

#### 8.11 Distribution of Shareholding as on 31<sup>st</sup> March, 2022:

Shareholding of Nominal Value	Number of Shareholders	% of Shareholding	No. of Shares	Amount (In Rs)	% of Capital
Upto 5000	9404	97.65	2137445	2137445	1.94
5,001-10,000	107	1.11	771502	771502	0.70
10,001-20,000	47	0.49	661135	661135	0.60
20,001-30,000	22	0.23	557177	557177	0.51
30,001-40,000	10	0.10	355058	355058	0.32
40,001-50,000	6	0.06	287100	287100	0.26
50,001-1,00,000	12	0.12	963225	963225	0.88
1,00,001 & Above	22	0.23	104267358	104267358	94.79
<b>Total</b>	<b>9630</b>	<b>100</b>	<b>110000000</b>	<b>110000000</b>	<b>100</b>

#### 8.12 Dematerialization of Shares and Liquidity:

As on March 31, 2022, 99.43% of the paid-up Equity Share Capital of the Company was held in dematerialised form and available for trading in the dematerialised form under both the depositories' viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The breakup of Equity Share capital held with depositories and in physical form as on 31st March 2022 is as follows:

Category	No. of shareholders	No. of Equity Shares	% of Capital
Physical	5525	628080	0.57
NSDL	1206	9119313	8.29
CDSL	2962	100252607	91.14
<b>Total</b>	<b>9693</b>	<b>110000000</b>	<b>100</b>

#### 8.13 Demat/Remat of Shares:

Details of Shares Dematerialized / Rematerialized during the last financial year is as below:

- Number of Demat requests approved : 2
- Number of Shares Dematerialized : 1720
- Percentage of Shares Dematerialized : 0.0016 %
- Number of Remat requests approved : Nil
- Number of Shares Rematted : Nil

Representatives of the Company are constantly in touch with M/s. Purva Sharegistry (India) Private Limited, Share Transfer Agents of the Company and review periodically the outstanding matters.

**8.14 Address for correspondence:**

Enquiries, if any relating to shareholder accounting records, share transfers, transmission of shares, change of address / bank mandate details for physical shares, loss of share certificates etc., should be addressed to company's Registrar and Share Transfer Agent:

**M/s. Purva Sharegistry (India) Private Limited**

Shiv Shakti Industrial Estates, Unit No. 9

J. R. Boricha Marg, Opp. Kasturba Hospital Lane

Lower Parel (E), Mumbai- 400 011

E-mail: support@purvashare.com

Contact: 022 2301 6767/2518

**9. Other Disclosure:**

**9.1** There were no transactions of material nature with its related parties that may have the potential conflict with the interest of the Company at large. Transactions with related parties are disclosed in Note to Accounts of the Financial Statements. The said policy has been uploaded on the website of the Company at the following link: <http://lesha.in/wp-content/uploads/2020/10/Related-Party-Transaction-Policy.pdf>

**9.2** Neither any penalties imposed, nor any strictures passed by Stock Exchange or SEBI or any statutory authority on any capital market related matters during last three years.

**9.3** In accordance with Regulation 22 of SEBI Listing Regulations, the Company has constituted a Whistle Blower Policy / Vigil Mechanism to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed and to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

**9.4** Details of Compliance with Mandatory requirement and adoption of Non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Mandatory requirements:**

The Company complies with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Corporate Governance.

**Non-Mandatory requirements as per Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

- a) Office for non-executive Chairman at company's expense: No
- b) Half-yearly declaration of financial performance to each household of shareholders: Not provided
- c) Audit Qualifications: Complied as there are no audit qualifications
- d) Separate posts of Chairman & CEO: Not applicable
- e) Reporting of Internal Auditors directly to Audit Committee: Complied

**9.5** The Company has also adopted policy on dealing with related party transactions(<http://lesha.in/wp-content/uploads/2020/10/Related-Party-Transaction-Policy.pdf>)

**9.6** There is no deviation in utilization of funds raised through conversion of fully convertible warrants into equity shares issued on preferential basis on 10<sup>th</sup> May, 2021. Quarterly disclosure for the same under regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had already been provided by the company to the exchange.

- 9.7** The Company values the dignity of individuals and is committed to provide an environment, which is free of discrimination, intimidation and abuse. The Company has put in place a policy against sexual harassment at workplace as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal )Act, 2013 (“Sexual Harassment Act”). As per the policy, any employee may report his/ her complaint to the Audit Committee to which responsibility of the same has been assigned. We affirm that adequate access was provided to any complainant, who wished to register a complaint under the policy and no complaints have been filed/ disposed of/ pending during the financial year ended 31st March 2022
- 9.8** Details of total fees for all services paid by the Company to the Statutory Auditors is mentioned under financial statement which forms a part of this Annual Report.
- 9.9** During the financial year there were no recommendations of any committee of the board, which is mandatorily required and board has not accepted the same.
- 9.10 Certificate from CEO & CFO:**  
Certificate from Mr. Ashok Chinubhai Shah, Managing Director of the Company in terms of Regulation 17(8) of SEBI (LODR) Regulations, 2015 for the financial year ended 31st March 2022 was placed before the Board of Directors of the Company in its meeting held on 2<sup>nd</sup> September, 2022 and is also forms a part of this report.
- 9.11 Compliance Certificate of Company Secretary in Practice:**  
A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to this Report on Corporate Governance.  
  
A Certificate from the Company Secretary in Practice regarding compliance of conditions of corporate Governance as stipulated under Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Report as Annexure V to Director’s Report.
- 10. Details Regarding Demat Suspense Account/ Unclaimed Suspense Account:**  
There are no shares lying in the demat suspense account or unclaimed suspense account.

Place: Ahmedabad  
Date: September 2, 2022

For and on behalf of the Board

SD/-  
Ashok C. Shah  
Managing Director  
DIN:02467830

**DECLARATION – COMPLIANCE WITH CODE OF CONDUCT**

Pursuant to the Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm that the Company has received affirmations on compliance with the code of conduct for the financial year ended March 31, 2022 from all the Board Members and Senior Management personnel.

**Place: Ahmedabad**

**Date: September 2, 2022**

**For and on behalf of the Board**

**SD/-  
Ashok Shah  
Managing Director  
DIN:02467830**

**SD/-  
Shalin Shah  
Director  
DIN: 00297447**

**CEO & CFO CERTIFICATION**

**To,  
The Board of Directors,  
Lesha Industries Limited  
Ahmedabad**

We hereby certify that:

- i. We have reviewed the financial statements and the cash flow statement for the Financial Year 2021-22 and that to the best of our knowledge and belief.
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. 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.
- ii. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- iii. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee that there have been no inefficiencies in the design or operation of internal controls, prevailing in the company.
- iv. We hereby certify that :
  - a. There have been no significant changes in internal control during the year.
  - b. There have been no significant changes in accounting policies during the year and
  - c. No instances of significant fraud were observed in the Company by the management or an employee having a significant role in the company's internal control system.

**Place: Ahmedabad  
Date: September 2, 2022**

**For and on behalf of the Board**

**SD/-  
Ashok C. Shah  
Managing Director  
DIN:02467830**

**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)**

I, Chintan K. Patel, Practicing Company Secretary, have examined the registers, records and books and papers of Lesha Industries Limited (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its directors and officers, I certify that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

**Place : Ahmedabad**

**Date : September 2, 2022**

**Sd/-**

**Chintan K. Patel**

**Practicing Company Secretary**

**UDIN: A031987D000907400**

**Mem. No. A31987**

**COP No. 11959**

**PR. no. 2175/2022**

**ANNEXURE – V TO THE DIRECTORS REPORT****CORPORATE GOVERNANCE CERTIFICATE**

To the Members of the **LESHA INDUSTRIES LIMITED**

We have examined the compliance of conditions of Corporate Governance by Lesha Industries Limited ('the Company') for the year ended on 31<sup>st</sup> March, 2022, as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement 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 provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the BSE Limited.

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

**Place : Ahmedabad**

**Date : September 2, 2022**

**Sd/-**

**Chintan K. Patel**

**Practicing Company Secretary**

**Mem. No. A31987**

**COP No. 11959**

**UDIN: A031987D000907411**

**PR. No. 2175/2022**

**ANNEXURE - VI TO THE DIRECTOR'S REPORT****Disclosures under Para A of Schedule V of Listing Regulations**

<b>Sr. No.</b>	<b>Disclosure of loans / advances / investments / Outstanding during the year</b>	<b>As at 31<sup>st</sup> March, 2022</b>	<b>Maximum amount during the year</b>
1	Loans and Advances in the nature of loans to subsidiary	Nil	Nil
2	Loans and Advances in the nature of loans to associate	Nil	Nil
3	Loans and Advances in the nature of loans to firms /companies in which directors are interested	Rs. 57,309,652	Nil

For details of transactions of the Company with the person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company, if any, kindly refer to "Related Party Transaction" provided in notes to financial statements.

**Place: Ahmedabad**  
**Date: September 2, 2022**

**For and on behalf of the Board**

**SD/-**  
**Ashok C. Shah**  
**Managing Director**  
**DIN:02467830**



Independent Auditor’s Report

To  
The Board of Directors of  
Lesha Industries Limited

Opinion

We have audited the accompanying financial statements of Lesha Industries Limited (“the Company”), which comprise the balance sheet as at March 31, 2022, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (‘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, 2022, its Profit and 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, as amended ("the Act). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" 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 financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit matters(‘KAM’) are those matters that in our professional judgment were of most significance in our audit of 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

The Key Audit Matter	How our audit addressed the key audit matter
<b>Transaction with related parties</b>  Transaction with related parties as disclosed Note 23 of the Financial Statement. This was an area of focus for our audit and the area where significant audit effort was directed.	Our Audit procedures included updating our understanding of the business processes employed by the Company for identifying from the concerned related party with regard to existence of such transaction. We verified the statutory records available with the Company with regard to transaction entered into by the Company with related parties. Our audit procedure over the disclosures of related party transaction included agreeing the disclosures as per statutory requirement.

Other Information

The company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Director’s report including annexures to Director’s report but does not include the Standalone Financial Statements and our auditor’s report thereon.

Our Opinion on the standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Financial Statements, our responsibility is to read the other information and in doing so, consider whether the other information materially inconsistent with the standalone financial statements

or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we required to report the fact.

#### **Management's Responsibilities for the Standalone Financial Results**

The Statement has been prepared on the basis of the annual standalone financial statements for the year ended March 31, 2022. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that give a true and fair view of the loss and other comprehensive income and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 this Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain

#### **Professional skepticism throughout the audit. We also:**

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to these financial results, 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 the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' 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 ability of the Company 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 Statement 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 and of its Joint Venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

**Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor’s Report) Order, 2020 (‘the Order’), issued by the Central Government of India, in terms of sub section 11 of section 143 of the companies Act, 2013 in Our opinion and according to the information and explanation given to us, the details of the said Order specified in paragraph 3 and 4 of the order are given to the extent applicable in Annexure A to this Report.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and an explanation which is to the best of our knowledge and beliefs 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 appears from our examination of those books.
  - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended.
  - e) On the basis of written representations received from the directors as on 31 March, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022, 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, we give report of the same in Annexure B to this Report.
  - 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 included in the Auditor’s Report and to our best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii. There is no amount required to be transferred, to the investor’s education & Protection Fund by the Company.

- iv. a) The management has represented that to the best of its knowledge and belief, no funds have been advanced or loaned invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”) with the understanding. Whether recorded in writing or otherwise. that the intermediary shall :
  - i) Directly or indirectly lend or invest in other persons or entities identified In any manner whatsoever (‘Ultimate Beneficiaries’) by or on behalf of the Company or
  - ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- b) The management has represented that to the best of its knowledge and belief, no Funds have been received by the Company from any persons or entities including foreign entities (Funding Parties). With the understanding, whether recorded in writing or otherwise that the Company shall:
  - i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (‘Ultimate Beneficiaries’) by or on behalf of the Funding Party or
  - ii) Provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries and
- c) Based on such audit procedures as considered reasonable and appropriate in the circumstances. Nothing has come to our notice that has caused us to believe that the representations made in sub clause 4(a) and 4(b) above contain any material misstatement.
- d) According to the information and explanations given to us the Company has not declared or paid dividend during the year.

Date : 13th April,2022  
Place : Ahmedabad

**FOR KEYUR BAVISHI & CO.**  
(Chartered Accountants)  
F.R.N. : 131191W

**(CA KEYUR D. BAVISHI)**  
Proprietor  
M.No.: 136571  
UDIN: 22136571AGZAMS7099

**Annexure – A to the Independent Auditor’s report on the standalone financial statements of Lesha Industries Limited for the year ended 31st March, 2022**

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

- i) (a) (A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, plant and equipment.  
B) According to the information and explanations given to us the Company do not have any Intangible Assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company. In our opinion, this periodicity of physical verification is reasonable having regard to size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company. The title deeds of the immovable properties (other than immovable properties where the company is the lessee and the lease agreements are duly executed in favor of lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property plant and Equipments during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against Company for holding any benami property Transactions Act, 1988 and rules made thereunder.
- ii) (a) The inventory has been physically verified by the management during the year. In our opinion the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) According to the information and explanations given to us on the basis of our examination of the records of the Company. The Company is not in receipt of any working capital loan during the reporting period hence reporting under the said clause is not applicable.
- iii) According to the information and explanations given to us and on the basis of our examination of the records of the company. The Company has granted unsecured advances in the nature of loans to other companies during the year.
  - (a) (A) According to the information and explanations given to us Company is not having any Subsidiary, Joint Ventures and Associates.
  - (B) During the year the Company has granted Advances in the nature Loans to other parties.  
Details of loans and advances of the company during the period under audit:

Particulars	Advance in nature of loans
Aggregate amount of Loans granted during the year under audit – Others	5,13,18,000/-
Balance Outstanding as at 31st March, 2022 -Others	8,40,39,902/-

- (b) According to information and explanations given to us and based on the audit procedures conducted by us. We are of the opinion that the terms and conditions of the interest free loans given are prima facie, not prejudicial to the interest of the Company.

- (c) According to information and explanations given to us and on the basis of our examination of the records of the Company. In the case of loans and advances given, the repayment of interest free loans and advances has been stipulated On Demand.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the interest free loans and advances are repayable on demand. Hence there is no question of overdue.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdues of existing loans given to the same party.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has given following interest free loans and advances which are repayable on demand for the business purpose:

Aggregate Amount of loan Granted to Promoters and Related Parties during the year	Rs.2,74,60,000/-
Percentage of loans / advances in the nature of loans to the total loans granted during the year	53.50%

- iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has advanced loan as specified under Section 185 of the Companies Act, 2013 and the Company has advanced loan specified under Section 186 of the Companies Act, 2013. Further the Company has complied with the provision of Section 186 of the Companies Act, 2013 in relation to loans given and investments made subject to Section 186(7) of Companies Act, 2013.
- v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly clause 3(v) of the order is not applicable.
- vi) According to Information and explanations given to us the company is not required to maintain the cost records as per the provision of the Companies (Cost Records and Audit) Rules 2014, hence this clause is not applicable to the Company.
- vii) (a) According to information and explanations given to us and based on our examination of records of the Company has been Regular in depositing the undisputed statutory dues including Goods and Service Tax, Provident Fund, Investor education fund , employee state insurance income tax and any other material statutory dues applicable to it with the appropriate authorities.  
  
According to information and explanation given to us no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March, 2022 for a period of more than Six Months from the date of becoming payable.
- (b) According to information and explanation given to us no disputed amounts payable in respect of the aforesaid dues during the period under audit.
- (viii) In our opinion and according to information and explanations given to us and on the basis of our examination of records of the Company. The Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations and on the basis of our examination of the records of the Company, the Company has not defaulted from any loans or borrowings from any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our examination the records of the Company, the Company has not been declared wilful defaulter by any bank of financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company did not have

- any loans or borrowings from any lender during the year. Accordingly clause 3(ix) (a) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short term basis by the Company. Accordingly clause 3(ix) (d) of the Order is not applicable.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix) (e) of the order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly clause 3(ix) (f) of the Order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly clause 3(x) (a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year Company has issued 3, 60, 79,740 equity shares against convertible warrants which were pending for conversion. According to information and explanations given to us and procedure performed by us the Company have complied with the requirements of Section 42 of the Companies Act, 2013.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering principles of materiality outlined in the Standards on Auditing. We report that no fraud by the Company or on the Company has been noticed or reported during the period under audit.
- (b) According to the information and explanations given to us, no report under subsection (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) In terms of section-177(9) of the act, it is mandatory for the said company to establish vigil mechanism set in the company, however based upon audit procedure performed and information and explanations given by the management of the company we have not come across any whistle-blower complaints during the year.
- (xii) (a) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with the related parties are in compliance with the Section 177 and 188 of the Companies Act, 2013 where applicable, and the details of the related party transactions have been disclosed in the Standalone financial statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xv) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly clause 3(xv) (a) of the order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly clause 3(xvi) (b) of the Order is not applicable.

- (c) The Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India. Accordingly clause 3(xvi) (c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course audit, the Group does not have any CIC. Accordingly the requirements of the clause 3(xv) (d) are not applicable.
- (xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year and there is no cash loss incurred during the year and immediately preceding year.
- (xviii) There has been a resignation of the statutory auditors during the year and we have not received any issues or objections from the outgoing auditors.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, aging and expected dates of realisation of financial assets and payment of the financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and managements plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on facts upto the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) A CSR activities are not mandatory to the company and company is not fulfilling any criteria given in section 135(1) of the Act, this section is not applicable to the company.

Date : 13th April,2022  
Place : Ahmedabad

**FOR KEYUR BAVISHI & CO.**  
(Chartered Accountants)  
F.R.N. : 131191W

**(CA KEYUR D. BAVISHI)**  
Proprietor  
M.No.: 136571  
UDIN: 22136571AGZAMS7099

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

We have audited the internal financial controls over financial reporting of **M/S. LESHA INDUSTRIES LIMITED** (“the Company”) as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022.

Date : 13th April,2022  
Place : Ahmedabad

**FOR KEYUR BAVISHI & CO.**  
(Chartered Accountants)  
F.R.N. : 131191W

**(CA KEYUR D. BAVISHI)**  
Proprietor  
M.No.: 136571  
UDIN: 22136571AGZAMS7099

**BALANCE SHEET AS AT 31/03/2022**

Particulars	Note No.	As at 31st March, 2022	As at 31st March, 2021
<b>I. ASSETS</b>			
<b>1 Non-current Assets</b>			
(a) Property, Plant and Equipment	1	77,272,755	73,690,798
(b) Other Intangible assets		-	-
(c) Capital work in progress	1	22,467,760	-
(d) Intangible assets under development		-	-
(e) Financial Assets :			
i) Investments	2	8,000,000	8,000,000
ii) Loans	3	57,309,652	59,373,652
iii) Other Financial Assets		-	-
(f) Deferred tax assets (Net)		-	-
(g) Other non-current assets	4	16,353,288	12,901,138
<b>Total Non-current Assets</b>		<b>181,403,455</b>	<b>153,965,588</b>
<b>2 Current Assets</b>			
(a) Inventories	5	297,596	297,596
(b) Financial Assets :			
i) Investments		-	-
ii) Trade Receivables	6	11,679,030	2,260,146
iii) Cash & Cash Equivalents	7	1,971,605	1,195,317
iv) Loans	8	26,249,000	-
v) Other Financial Assets	9	3,105,891	-
(c) Other Current Assets	10	927,358	1,119,283
<b>Total - Current Assets</b>		<b>44,230,480</b>	<b>4,872,341</b>
<b>Total Assets</b>		<b>225,633,936</b>	<b>158,837,930</b>
<b>II. Equity &amp; Liabilities</b>			
<b>1. Equity</b>			
(a) Equity Share Capital	11	110,000,000	73,920,260
(b) Other Equity	12	70,634,723	75,647,559
<b>Total Equity</b>		<b>180,634,723</b>	<b>149,567,819</b>
<b>2. Liabilities</b>			
<b>A) Non Current Liabilities</b>			
(a) Financial Liabilities			
i) Borrowings	13	1,502,902	1,502,902
(b) Deferred Tax Liabilities (Net)	14	2,971,779	3,003,979
(c) Other Non Current Liabilities		-	-
<b>Total Non- Current Liabilities</b>		<b>4,474,681</b>	<b>4,506,881</b>
<b>B) Current Liabilities</b>			
(a) Financial Liabilities			
i) Borrowings	15	2,424,000	3,049,000
ii) Trade Payables			
(A) Total outstanding dues of micro enterprises and small enterprises ;	16	-	-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises ;	16	26,455,473	1,000,987
iii) Other Financial Liabilities	17	10,339,288	317,163
(b) Other Current Liabilities	18	627,802	396,080
(c) Short Term Provisions		-	-
(d) Current Tax Liabilities (Net)		677,971	-
<b>Total Current Liabilities</b>		<b>40,524,534</b>	<b>4,763,231</b>
<b>Total Equity &amp; Liabilities</b>		<b>225,633,936</b>	<b>158,837,930</b>

The Notes referred to above form an integral part of the Balance Sheet  
Contingent Liabilities & Commitments Nil

For Lesha Industries Ltd.

Ashok C. Shah  
Managing Director  
DIN : 02467830

Shalin A. Shah  
Director  
DIN : 00297447

Hiren Makwana  
CFO

Himani Upadhyay  
Company Secretary

For, Keyur Bavishi & Co.  
Chartered Accountants  
FRN : 131191W

CA Keyur D. Bavishi  
Proprietor  
Membership No. 136571

Place : Ahmedabad  
Date : 13th April, 2022

Place : Ahmedabad  
Date : 13th April, 2022

UDIN : 22136571AGZAMS7099

**STATEMENT OF PROFIT & LOSS ACCOUNT  
FOR THE PERIOD FROM 01-04-2021 TO 31-03-2022**

Particulars	Note No.	2021-22	2020-21
<b>I Revenue From Operations</b>	<b>19</b>	72,471,330	26,439,840
<b>II Other Income</b>	<b>20</b>	1,257	140,310
<b>III Total Revenue (I+II)</b>		<b>72,472,587</b>	<b>26,580,150</b>
<b>IV Expenses</b>			
Purchase of Stock in Trade	21	63,580,698	23,831,640
Changes in Inventories	22	-	-
Employee Benefit Expenses	23	1,297,336	1,190,093
Finance Costs	24	5,676	3,467
Depreciation & Amortisation Expenses	25	182,753	179,441
Other Expenses	26	2,696,528	1,370,310
<b>Total Expenses</b>		<b>67,762,991</b>	<b>26,574,950</b>
<b>V Profit Before Exceptional &amp; Extraordinary Items &amp; Tax (III-IV)</b>		<b>4,709,596</b>	<b>5,199.40</b>
<b>VI Exceptional Items</b>		-	-
<b>VII Profit Before Extraordinary Items &amp; Tax</b>		<b>4,709,596</b>	<b>5,199</b>
Extraordinary Items		-	-
<b>VIII Profit Before Tax</b>		<b>4,709,596</b>	<b>5,199</b>
<b>IX Tax Expenses</b>			
Current Tax		734,697	-
Deferred Tax Expense /(Revenue)	14	-32,200	-41,093
<b>X Profit/(Loss) for the period from Continuing Operations(IX-X)</b>		<b>4,007,099</b>	<b>46,293</b>
<b>XI Profit/(Loss) from Discontinuing Operations</b>			
<b>XII Tax Expense of Discontinuing Operations</b>			
<b>XIII Profit/(Loss) from Discontinuing Operations (after tax)(XII-XIII)</b>		-	-
<b>XIV Profit/(Loss) for the Period(XI+XIV)</b>		<b>4,007,099</b>	<b>46,293</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss		-	-
<b>Total comprehensive income for the year, net of tax</b>		<b>4,007,099</b>	<b>46,293</b>
<b>XV Earning Per Equity Share</b>			
Basic		0.04	<b>0.0004</b>
Diluted		0.04	<b>0.0004</b>

The Notes referred to above form an integral part of the Balance Sheet

For Lesha Industries Ltd.

**Ashok C. Shah**  
Managing Director  
DIN : 02467830

**Shalin A. Shah**  
Director  
DIN : 00297447

**Hiren Makwana**  
CFO

**Himani Upadhyay**  
Company Secretary

For, Keyur Bavishi & Co.  
Chartered Accountants  
FRN : 131191W

**CA Keyur D. Bavishi**  
Proprietor  
Membership No. 136571

Place : Ahmedabad  
Date : 13th April, 2022

**UDIN : 22136571AGZAMS7099**

Place : Ahmedabad  
Date : 13th April, 2022

**CASHFLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2022**

Particulars	2021-22	2020-21
<b>A Cash flow from Operating Activities</b>		
Net Profit Before Tax	4,709,596	5,199
Adjustments for:		
Add Depreciation	182,753	179,441
Add Preliminary Expense written off	191,840	
Less Dividend Income	-1,257	-1,640
Operating Profit / (Loss) before Working Capital Changes	<b>5,082,932</b>	<b>183,000</b>
Adjustments for:		
Increase/(Decrease) in Trade Payables	25,454,486	888,287
Increase/(Decrease) in Financial Liabilities	10,022,125	317,163
Increase/(Decrease) in Short term Borrowing	-625,000	-11,825,000
Increase/(Decrease) in other current liabilities	231,722	-202,000
(Increase)/Decrease in Trade Receivables	-9,418,884	-41,000
(Increase)/Decrease in short term loans & advances	-26,249,000	-
(Increase)/Decrease in Financial liabilities	-3,105,891	-
(Increase)/Decrease in other current assets	85	-87
<b>Cashflow generated from Operating Activities</b>	<b>1,392,574</b>	<b>-10,679,637</b>
Income Tax Paid ( Net of Refund)	-56,726	-
<b>Net Cashflow generated from Operating Activities A</b>	<b>1,335,848</b>	<b>-10,679,637</b>
<b>B Cash flow from Investment Activities</b>		
Purchase of Property , Plant and Equipment	-26,232,472	-22,458
Dividend Income	1,257	1,640
<b>Net Cashflow generated from Investments Activities B</b>	<b>-26,231,215</b>	<b>-20,818</b>
<b>C Cash flow from Financiang Activities</b>		
Money Received Against Share warrant	27,059,805	9,019,935
Issuance of shares against Warrant	-	-
(Increase)/Decrease in other non-current assets	-3,452,150	-515,211
(Increase)/Decrease in Long term loans & advances	2,064,000	-59,373,652
Increase/(Decrease) in non current liabilities	-	-
<b>Net Cashflow generated from Financing Activities C</b>	<b>25,671,655</b>	<b>-50,868,928</b>
<b>Net Change in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>776,288</b>	<b>-61,569,383</b>
Opening Cash & Cash Equivalents	1,195,317	164,810
<b>Closing Cash &amp; Cash Equivalents</b>	<b>1971605</b>	<b>-61,404,573</b>

For Lesha Industries Ltd.

**Ashok C. Shah**  
Managing Director  
DIN : 02467830

**Shalin A. Shah**  
Director  
DIN : 00297447

**Hiren Makwana**  
CFO

**Himani Upadhyay**  
Company Secretary

**For, Keyur Bavishi & Co.**  
**Chartered Accountants**  
FRN : 131191W

**CA Keyur D. Bavishi**  
Proprietor  
Membership No. 136571

Place : Ahmedabad  
Date : 13th April, 2022

**UDIN : 22136571AGZAMS7099**

Place : Ahmedabad  
Date : 13th April, 2022

Statement of changes in equity for the period ended March 31, 2022

A. EQUITY SHARE CAPITAL:

(1) Current reporting period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during current year	Balance at the end of the current period
73920260	-	-	36079740	110000000

(2) Previous reporting period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during previous year	Balance at the end of the previous period
11320370	-	-	62599890	73920260

B. OTHER EQUITY:

(1) Current Reporting Period

	Share application on money peding allotmen	Equity component of compound financial instruments	Reserve and Surplus				Debt Instruments through other comprehensive Income	Effective difference on translating the financial statements of a foreign operation	Other items of Other Comprehensive income (specify nature)	Money received against- Share Capital / Convertible Share Warrants	Total
			Capital Reserve	Securities Premium	General Reserve	Retained Earnings					
Balance at the beginning of the current reporting period				63046000	25282143	-21700519					66627624
Profit for the year						4007099					4007099
Changes in accounting policy or prior period errors											
Restated balance at the beginning of the current reporting period											
Total Comprehensive income for the current year											
Dividends											
Transfer to retained earnings											
Monies Received against Convertible Share Warrants	9019935										
Balance at the end of the current reporting period				63046000	25282143	-17693420					70634723

B. OTHER EQUITY: (CONTD.....)  
(2) Previous Reporting Period

	Share application on money pedning allotmen	Equity component of compound financial instruments	Reserve and Surplus				Debt Instruments through other comp-rehensive Income	Effective difference on translating the financial statements of a foreign operation	Other items of Other Compre-hensive income (specify nature)	Money received against- Share Capital / Convertible Share Warrants	Total
			Capital Reserve	Securities Premium	General Reserve	Retained Earnings					
Balance at the beginning of the previous reporting period				63046000	25282143	-21746812					66581331
Profit for the year						46293					46293
Changes in accounting policy or prior period errors											
Restated balance at the beginning of the previous reporting period											
Total Comperhensive income for the previous year											
Dividends											
Transfer to retained earnings											
Monies Received against Convertible Share Warrants										9019935	9019935
Balance at the end of the previous reporting period				63046000	25282143	-21700519					75647559

❖ **Significant Accounting Policies**

- **Company Overview**

**Lesha Industries Limited** ("the company") is a listed company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is engaged in the business of trading of various steel products, trading of goods and Dealing in Shares & Security. The company is listed on Bombay Stock Exchange.

- **Statement of Compliance**

The Standalone Financial Statements comply, in all material aspects, with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

Accordingly, the Company has prepared these Standalone Financial Statements which comprise the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information.

- **Basis for Preparation and Presentation**

The Standalone Financial Statements have been prepared on the historical cost basis, except for certain financial instruments and defined benefit plans which are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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 Act.

- **Current versus non-current classification**

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

Classification. An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle. it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date

Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

- **Property ,Plant and Equipment**

Property, plant and equipment are stated at acquisition cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Properties in the course of construction are



carried at cost, less any recognized impairment losses. All costs, including borrowing costs incurred up to the date the asset is ready for its intended use, is capitalized along with respective asset.

Depreciation is recognized based on the cost of assets less their residual values over their useful lives, using the straight-line method. The useful life of property, plant and equipment is considered based on life prescribed in schedule II to the Companies Act, 2013 for year 2021-22.

Asset	Useful Life
Office equipment	5 Years
Furniture	10 Years
Office Premise	60 Years
Vehicle	10 Years
Plant & Machinery	15 Years

• **Financial Instruments**

Financial assets and financial liabilities are recognized when an entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

• **Financial Assets**

▶ **Classification**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI, or through profit or loss), and
- those measured at amortised cost.
- those measured at carrying cost for equity instruments subsidiaries and joint ventures.

▶ **Initial recognition and measurement**

All financial assets, are recognized initially at fair value

- Financial liabilities and equity instruments

**Classification as debt or equity**

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

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

**Equity instruments**

The Company subsequently measures all equity investments at fair value. Where the Company’s management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to the Standalone Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified to equity. Dividends from such investments are recognized in the Standalone Statement of Profit and Loss within other income when the Company’s right to receive payments is established. Impairment losses (and

reversal of impairment losses) on equity investments Measured at FVTOCI are not reported separately from other changes in fair value.

**Financial liabilities**

The Company's financial liabilities comprise borrowings, trade payables and other liabilities.

These are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the EIR method. The EIR is a method of calculating the amortised cost of a Financial liability and of allocating interest expense over the relevant period at effective interest rate.

The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

**Financial liabilities at amortized cost**

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included in the 'Finance costs' line item.

Trade and other payables are recognized at the transaction cost, which is its fair value

**Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the financial asset or settle the financial liability takes place either:

- In the principal market, or
- In the absence of a principal market, in the most advantageous market

The principal or the most advantageous market must be accessible by the Company.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use.

- **Revenue recognition**

The Company has adopted Ind AS 115 from 1st April, 2018 and opted for modified retrospective application with the cumulative effect of initially applying this standard recognised at the date of initial application. The standard has been applied to all open contracts as on 1st April, 2018, and subsequent contracts with customers from that date.

**Performance obligation:**

The revenue is recognized on fulfilment of performance obligation.

- **Sale of products:**

The Company earns revenue primarily from sale of Steel Product and Trading in goods.

Payment for the sale is made as per the credit terms in the agreements with the customers. The credit period is generally short term, thus there is no significant financing component.

The Company's contracts with customers do not provide for any right to returns, refunds or similar obligations. The Company's obligation to repair or replace faulty products under standard warranty terms is recognised as a provision.

Revenue is recognised when the performance obligations are satisfied and the control of the product is transferred, being when the goods are delivered as per the relevant terms of the contract at which point in time the Company has a right to payment for the asset, customer has possession and legal title to the asset, customer bears significant risk and rewards of ownership and the customer has accepted the asset or the Company has objective evidence that all criteria for acceptance have been satisfied.

**Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

**Taxation**

Tax on Income comprises current and deferred tax. It is recognized in statement of profit and loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

**Current tax**

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred tax**

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

**Earnings per share**

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

Note - 12 : PROPERTY, PLANT & MACHINERY

PARTICULARS		TANGIBLE ASSETS								TOTAL	CAPITAL W.I.P.	TOTALIm
ASSETS		LAND	BUILDING	Electric Installations	Office Premises	Vehicles	Office Equipments					
COST OR VALUATION												
ASSETS												
AS AT 1ST APRIL 2020		45000000	23674073	137509	7469585	47620	153298	76482085	0	76482085		
ADDITION		0	0	22458	0	0	0	22458	0	22458	22458	
UPLIFTMENT		0	0	0	0	0	0	0	0	0	0	
DISPOSAL		0	0	0	0	0	0	0	0	0	0	
Retain Earning		0	0	0	0	0	0	0	0	0	0	
OTHER ADJUSTMENTS		0	0		0	0	0	0	0	0	0	
AS AT 31ST MARCH 2021		45000000	23674073	159967	7469585	47620	153298	76504543	0	76504543		
ADDITION		3487510	0	0	0	0	277202	3764712	22467760	26232472		
UPLIFTMENT		0	0	0	0	0	0	0	0	0	0	
DISPOSAL		0	0	0	0	0	0	0	0	0	0	
AS AT 31ST MARCH 2022		48487510	23674073	159967	7469585	47620	430500	80269255	22467760	102737015		
DEPRECIATION												
AS AT 01/04/2020		0	790714	73014	1615505	41212	113859	2634304	0	2634304		
TOTAL DEPRECIATION		0	790714	73014	1615505	41212	113859	2634304	0	2634304		
UPLIFTMENT		0	0	0	0	0	0	0	0	0	0	
DISPOSAL		0	0	0	0	0	0	0	0	0	0	
CHARGE FOR THE YEAR		0	0	11763	161612	4183	1882	179441	0	179441		
OTHER ADJUSTMENTS		0	0	0	0	0	0	0	0	0	0	
AS AT 31ST MARCH 2021		0	790714	84777	1777117	45395	115741	2813745	0	2813745		
TOTAL DEPRECIATION		0	790714	84777	1777117	37029	115741	2805378	0	2805378		
CHARGE FOR THE YEAR		0	0	12516	161612	0	8626	182754	0	182754		
AS AT 31ST MARCH 2022		0	790714	97293	1938729	45395	124367	2996499	0	2996499		
NET BLOCK												
AS AT 31ST MARCH 2021		45000000	22883359	75190	5692468	2225	37557	73690798	22467760	96158558		
AS AT 31ST MARCH 2022		48487510	22883359	62674	5530856	2225	306133	77272756	22467760	99740516		

2. NON CURRENT INVESTMENTS

Particulars	As at 31st March, 2022	As at 31st March, 2021
(1) Investment in Equity Shares		
8,00,000 Equity Shares of Rs 10/- Each of EZI Ventures Private Limited	8,00,000	8,00,000
Total	8,00,000	8,00,000
Market Value of the Un Quoted Shares	8,00,000	8,00,000

3. LOANS - NON CURRENT

Particulars	As at 31st March, 2022	As at 31st March, 2021
Loan to corporates		
- Loans Receivables considered good - Secured	-	-
- Loans Receivables considered good - Unsecured	57,309,652	59,373,652
- Loans Receivables which have significant increase in Credit Risk	-	-
- Loans Receivables - credit impaired	-	-
Total	57,309,652	59,373,652

4. Other Non-Current Assets

Particulars	As at 31st March, 2022	As at 31st March, 2021
Security Deposit	652,000	652,000
Unsecured, Considered Good	652,000	652,000
Other Long Term Loans & Advances	15,701,288	12,249,138
Other Advances	488,966	513,816
Capital Advances	11,703,189	11,703,189
Balance with Government Authorities	3,509,133	32,133
Total	16,353,288	12,901,138

5. Inventories

Particulars	As at 31st March, 2022	As at 31st March, 2021
Stock In Trade		
Shares	297,596	297,596
Total	297,596	297,596

6. TRADE RECEIVABLES

Particulars	As at 31st March, 2022	As at 31st March, 2021
Outstanding for less than 6 months from the due date Unsecured, considered good	9,419,871	41,000
Outstanding for more than 6 months from the due date Unsecured, considered good	2,259,159	2,219,146
<b>Total</b>	<b>11,679,030</b>	<b>2,260,146</b>

Trade Receivable Ageing as at March 31, 2022

Outstanding for following periods from the date of transaction						
Particulars	Less than 6 months	6 months - 1 year	1 -2 years	2 -3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	9419871.00	-	-	-	2,259,159.00	11,679,030.00
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>9419871.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2259159.00</b>	<b>11,679,030</b>

Trade Receivable Ageing as at March 31, 2021

Outstanding for following periods from the date of transaction						
Particulars	Less than 6 months	6 months - 1 year	1 -2 years	2 -3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	41000.00	2219146.00	-	-	-	2,260,146.00
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>41000.00</b>	<b>2219146.00</b>	<b>-</b>	<b>-</b>	<b>0.00</b>	<b>2,260,146</b>

7. CASH & CASH EQUIVALENTS

Particulars	As at 31st March, 2022	As at 31st March, 2021
Balances with Banks	707,801	751,295
In Current Account	707,801	751,295
Cash on Hand	1,263,804	444,024
Total	1,971,605	1,195,319

8. LOANS - CURRENT

Particulars	As at 31st March, 2022	As at 31st March, 2021
- Loans Receivables considered good - Secured	0	-
- Loans Receivables considered good - Unsecured	26249000	0
- Loans Receivables which have significant increase in Credit Risk	0	0
- Loans Receivables - credit impaired	0	0
Total	26,249,000	-

9. OTHER FINANCIAL ASSETS - CURRENT

Particulars	As at 31st March, 2022	As at 31st March, 2021
Advance to Suppliers / Others	3,105,891	-
Total	3,105,891	-

10. OTHER CURRENT ASSETS

Particulars	As at 31st March, 2022	As at 31st March, 2021
Preliminary Expenses	249,654	312,068
Pre-Operative Expenses	517,704	647,130
Other Statutory Advances	160,000	160,085
Total	927,358	1,119,283

11. Share Capital

1.1. Authorized, Issued, Subscribed and Paidup share capital

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Share Capital				
Equity Shares of Rs. 1 Each	190,000,000	190,000,000	190,000,000	190,000,000
Total	190,000,000	190,000,000	190,000,000	190,000,000
Issued Share Capital				
Equity Shares of Rs. 1 Each	110,000,000	110,000,000	73,920,260	73,920,260
Total	110,000,000	110,000,000	73,920,260	73,920,260
Subscribed & Fully Paid				
Equity Shares of Rs. 1 Each	110,000,000	110,000,000	73,920,260	73,920,260
Total	110,000,000	110,000,000	73,920,260	73,920,260

11. Share Capital (Contd.....)
2. Details of the Shares for the Preceding Five Years

Particulars	01-04-2017 to 31-03-2022
Number Of Equity Shares Bought Back	-
Number Of Preference Shares Redeemed	-
Number of Equity Share Issue as Bonus Share	-
Number of Preference Share Issue as Bonus Share	-
Number of Equity Shares Allotted For Contracts	-
Without Payment Received In Cash	-
Number of Preference Shares Allotted For Contracts	-
Number of Equity shares allotted against Share warrant	98,679,630
Without Payment Received In Cash	-

3. Reconciliation of Share Capital

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares (Face Value Rs. 1.00)</b>				
Shares Outstanding at the Beginning of the Year	73,920,260	73,920,260	11,320,370	11,320,370
Shares issued during the year	36,079,740	36,079,740	62,599,890	62,599,890
Shares cancelled during the year	-	-	-	-
Shares Outstanding at the End of the Year	110,000,000	110,000,000	73,920,260	73,920,260

4. SHARE HOLDERS HOLDING MORE THAN 5% SHARE

Promoters/Promoter Group Shareholding as on 31st March,2022

Name of Promoters/ Promoter Group	Category	As at 31st March, 2022		As at 31st March, 2021	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
Shalin Ashok Shah	Promoter	18,104,071	16.46	10,828,230	9.84
Ashok Chinubhai Shah	Promoter	10,000,000	9.09	7,071,500	6.43
Leena Ashok Shah	Promoter Group	8,241,346	7.49	4,846,900	4.41
Lesha Ventures Private Limited	Promoter Group	9,300,000	8.45	6,486,000	5.90
Rhetan TMT Limited (Formerly Known As Rhetan Rolling Mills Private Limited)	Promoter Group	545,940	0.50	545,940	0.50
Ashoka Metcast Limited	Promoter Group	0	0.00	619,490	0.56
	<b>Total</b>	<b>0.00</b>			



11. Share Capital (Contd.....)

Percentage change in promoter and promoter group holding is given below:

Name of Promoters/Promoter Group	Category	% of Shareholding Change during the year ended on 31st March, 2022
Shalin Ashok Shah	Promoter	6.61
Ashok Chinubhai Shah	Promoter	2.66
Leena Ashok Shah	Promoter Group	3.09
Lesha Ventures Private Limited	Promoter Group	2.56
Rhetan TMT Limited (Formerly Known As Rhetan Rolling Mills Private Limited)	Promoter Group	0.00
Ashoka Metcast Limited	Promoter Group	-0.56

List of Shareholders holding shares more than 5 % as on Financial Year Ended on 31st March, 2022:

Sr. No.	Name of Shareholders	31st March 2022	
		No. of Shares	Percentage of Shareholding
1	INFINITI INFRASTEEL LLP	27000000	24.55
2	KCP RETAIL PVT.LTD	21900000	19.91
3	SHALIN ASHOK SHAH	18104071	16.46
4	ASHOK CHINUBHAI SHAH	10000000	9.09
5	LESHA AGRO FOODS PRIVATE LIMITED	9300000	8.45
6	LEENA ASHOK SHAH	8241346	7.53

12. OTHER EQUITY

Particulars	As at 31st March, 2022	As at 31st March, 2021
<b>Securities Premium Account</b>		
Opening balance	63,046,000	63,046,000
+/- Allotment of Shares		
<b>Closing Balance</b>	<b>63,046,000</b>	<b>63,046,000</b>
<b>General Reserve</b>		
Opening balance	25,282,143	25,282,143
(-)-Adjustment during the year on account of Demerger	-	-
+ Adjustment in pursuant to the scheme of Demerger		
<b>Closing Balances</b>	<b>25,282,143</b>	<b>25,282,143</b>
<b>Profit &amp; Loss A/c</b>		
Opening balance	(21,700,519)	(21,746,812)
(-) Transfer of Current Year (Loss)/Profit	4007099	46,293
<b>Closing balance</b>	<b>(17,693,420)</b>	<b>(21,700,519)</b>
<b>Monies Received against Convertible Share Warrants</b>	<b>0</b>	<b>9,019,935</b>
<b>Total</b>	<b>70,634,723</b>	<b>75,647,559</b>

13. NON CURRENT BORROWING

Particulars	As at 31st March, 2022	As at 31st March, 2021
<b>Deferred Payment Credit</b>		
Deferred Payment Credit from Gujarat Industrial Development Corporation Ltd. (Towards Leasehold Land)	1,502,902	1,502,902
	-	-
<b>Total</b>	<b>1,502,902</b>	<b>1,502,902</b>

14. DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31st March, 2022	As at 31st March, 2021
<b>Deferred Tax Liabilities</b>		
<b>Opening Balance</b>	3,003,979	3,045,072
Add/(Less) during the year	-32,200	-41,093
Closing Balance	2,971,779	3,003,979
<b>Total</b>	<b>2,971,779</b>	<b>3,003,979</b>

15. BORROWINGS

Particulars	As at 31st March, 2022	As at 31st March, 2021
<b>Unsecured Loans repayable on Demand</b>		
Loan from Directors & Relatives	1,580,500	2,205,500
Loan From Body Corporate	843,500	843,500
<b>Total</b>	<b>2,424,000</b>	<b>3,049,000</b>

16. TRADE PAYABLES

Particulars	As at 31st March, 2022	As at 31st March, 2021
Due to Micro & Small Enterprises	0	-
Others	26455473	1,000,987
<b>Total</b>	<b>26,455,473</b>	<b>1,000,987</b>

Trade Payable Ageing as at March 31, 2022

Outstanding for following periods from due date of payment

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	
Others	26,155,423	300,050	-	-	26,455,473
Disputed Dues- MSME	-	-	-	-	
Disputed Dues- Others	-	-	-	-	
<b>Total</b>	<b>26,155,423</b>	<b>300,050</b>	<b>-</b>	<b>-</b>	<b>26,455,473</b>

Trade Payable Ageing as at March 31, 2021

Outstanding for following periods from due date of payment

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-		
Others	1,000,987	-	-	-	1,000,987
Disputed Dues- MSME	-	-	-		
Disputed Dues- Others	-	-	-		
<b>Total</b>	<b>1,000,987</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,000,987</b>

The Company has not received any intimation on suppliers regarding their status under the Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 and hence disclosure as required under section 22 of The Micro, Small and Medium Enterprise regarding:

- (a) Amount due and outstanding to suppliers as at the end of the accounting year;
- (b) interest paid during the year;
- (c) interest payable at the end of the accounting year;
- (d) interest accrued and unpaid at the end of the accounting year; have not been given , the company is making efforts to get the confirmation from the suppliers as regards their status under the said act.

17. OTHER FINANCIAL LIABILITIES - CURRENT

Particulars	As at 31st March, 2022	As at 31st March, 2021
Other Advances	10339288	317163
<b>Total</b>	<b>10,339,288</b>	<b>317,163</b>

18. OTHER CURRENT LIABILITIES

Particulars	As at 31st March, 2022	As at 31st March, 2021
Statutory Dues	89718	1358
Other Payables	538,084	394,722
<b>Total</b>	<b>627,802</b>	<b>396,080</b>

19. REVENUE FROM OPERATIONS

Particulars	2021-22	2020-21
<b>(A) Sale of Products &amp; Seviles</b>	<b>72,471,330</b>	<b>26,439,840</b>
(1) Sale of Steel Products		-
(2) Sale of Traded goods	72,471,330	26,439,840
<b>(B) Profit/(Loss) on F&amp;O Trading</b>		-
<b>Total</b>	<b>72,471,330</b>	<b>26,439,840</b>

20. OTHER INCOME

Particulars	2021-22	2020-21
Dividend Income	1217	1,640
Miscellaneous Income	40	8,166
Rent Income	-	130,504
<b>Total</b>	<b>1,257</b>	<b>140,310</b>

21. PURCHASE OF STOCK IN TRADE

Particulars	2021-22	2020-21
<b>(A) Purchase of Products</b>		
(1) Purchase of Steel		-
(2) Purchase of Traded goods	63580698	23,831,640
<b>Total</b>	<b>63,580,698</b>	<b>23,831,640</b>

22. CHANGE IN INVENTORIES

Particulars	2021-22	2020-21
<b>(A) Opening Stock</b>	<b>297,596</b>	<b>297,596</b>
<b>Finished Goods</b>		
(1) Equity Shares	297,596	297,596
<b>(A) Closing Stock</b>	<b>297,596</b>	<b>297,596</b>
<b>Finished Goods</b>		
(1) Equity Shares	297,596	297,596
<b>Total</b>	<b>-</b>	<b>-</b>

23. EMPLOYEE BENEFIT EXPENSES

Particulars	2021-22	2020-21
Salary & Wages (including Bonus and Staff Welfare Expense)	1297336	1,150,093
<b>Total</b>	<b>1,297,336</b>	<b>1,150,093</b>

24. FINANCE COSTS

Particulars	As at 31st March, 2022	As at 31st March, 2021
Interest Expense		
Bank Charges	5676	3,467
<b>Total</b>	<b>5,676</b>	<b>3,467</b>

25. DEPRECIATION & AMORTIZATION EXPENSES

Particulars	As at 31st March, 2022	As at 31st March, 2021
Depreciation	182753	179,441
<b>Total</b>	<b>182,753</b>	<b>179,441</b>

26. OTHER EXPENES

Particulars	As at 31st March, 2022	As at 31st March, 2021
Payment to Auditors *	45000	30,000
Rates & Taxes (Excluding Income-Tax)	78283	62,918
<b>Miscellaneous Expenses</b>	<b>2,573,245</b>	<b>1,277,392</b>
Telephone Exps	24144	27,545
Legal & Professional Charges	0	82,500
Annual Custody Fees	10868	11,088
Office Exp	230519	22,513
Share Listing Exp	417000	66,406
ROC Exp	8400	3,600
Listing Processing Exps		-
Other Miscellaneous Expenses	1882314	1,063,740
<b>Total</b>	<b>2,696,528</b>	<b>1,370,310</b>
<b>* Payment to Auditors</b>		
For Audit Fees	45000	30,000
For Others	0	-

27. NOTES ON ACCOUNTS

❖ Contingent Liabilities

There is no contingent liability as informed by management.

❖ Capital Expenditure Commitments: Nil

❖ Related Party Transactions:-

As per Indian Accounting Standard (Ind AS-24) issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties are given below:

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

Sr. No.	Name	Relationship
1	Shalin A. Shah	Director
2	Ashok C. Shah	Managing Director
3	PayalPandya	Independent Director
4	ChandrakantNatubhaiChauhan	Independent Director
5	HirenkumarTribhuvandasMankwana	CFO
6	ChitraJanardanThaker (Resigned as on 19.06.2021)	Company Secretary
7	Leena A Shah	Relative of KMP
8	Himani Upadhyay	Company Secretary
9	Rhetan TMT Limited	Enterprises significantly influenced by KMP or RKMP
10	Gujarat Natural Resources Ltd	Enterprises significantly influenced by KMP or RKMP
11	Ashoka Metcast Ltd	Enterprises significantly influenced by KMP or RKMP

❖ Transactions with Related Parties

Transactions that have taken place during the period April 1, 2021 to March 31, 2022 with Related parties by the company stated below.

Sr. No.	Name	Nature of the Transaction	Amount Outstanding
1	Shalin A Shah	Loan Taken	625000
		Loan Repaid	1950000
		Closing Balance	706500
2	Ashok C Shah	Loan Taken	0
		Loan Repaid	0
		Closing Balance	150000
3	Leena A Shah	Loan Taken	700000
		Loan Repaid	0
		Closing Balance	724000
4	Hirenkumar T Makwana	Salary Payable	156000
		Salary Paid	144000
		Closing Balance	12000

Sr. No.	Name	Nature of the Transaction	Amount Outstanding
5	Himani Upadhyay	Salary Payable	69000
		Salary Paid	46000
		Closing Balance	23000
6	Rhetan TMT Limited	Purchase	14941344
		Sales	0
		Payment	3950000
		Closing Balance	10991344
7	Gujarat Natural Resources Ltd	Loan Granted	400000
		Loan Recovered	3995000
		Closing Balance	30030000
8	Ashoka Metcast Ltd	Loan Granted	27060000
		Loan Recovered	811000
		Closing Balance	26249000

❖ Payment to the Auditors

Particulars	2021-22	2020-21
Audit Fees	45,000	30,000
Company Matter	0	0
Income Tax Fees	0	0
Others	0	0
Total	45,000	30,000

❖ Segment Reporting:

The Company’s operating segments are established on the basis of those components of the Company that are evaluated regularly by the Executive Committee (the ‘Chief Operating Decision Maker’ as defined in Ind AS 108 - ‘Operating Segments’), in deciding how to allocate resources and in assessing performance. These have been identified considering nature of products and services, the differing risks and returns and the internal business reporting systems.

The Group has four principal operating and reporting segments;

- Steel
- Trading of goods
- Others

(Amount in Lacs)

Particulars	Steel		Trading of Goods		Others		Total	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
Segment Revenue	-	-	724.71	264.4	-	-	724.71	264.4
External Turnover	-	-	724.71	264.4	-	-	724.71	264.4
Inter Segment Turnover	-	-	-	-	-	-	-	-
Gross Turnover	-	-	724.71	264.4	-	-	724.71	264.4
Less: GST Recovered	-	-	-	-	-	-	-	-
Gross Turnover	-	-	724.71	264.4	-	-	724.71	264.4

(Amount in Lacs)

Particulars	Steel		Trading of Goods		Others		Total	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
Segment Results before Interest & Taxes	-	-	88.90	26.08	0.0126	1.40	88.91	27.48
Less: Finance Cost & Other un-allocable Expenditure	-	-	-	-	-	-	(41.82)	(27.43)
Net Profit / (Loss) before Tax	-	-	-	-	-	-	47.09	0.05
Less: Taxes	-	-	-	-	-	-	(7.02)	(0.41)
Net Profit / (Loss) After Tax	-	-	-	-	-	-	40.07	0.46

❖ Earnings per Share:-

The earning considered in ascertaining the company’s EPS comprises the profit available for shareholders i.e. profit after tax and statutory/regulatory appropriations. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year as per the guidelines of IndAS-33.

Particulars	2021-22	2020-21
Net Profit Attributable to share holders	40,07,099	46,293
Weighted average number of equity shares (Nos.)		73,920,260
Basic and diluted earnings per share (Rs.)		(0.001)
Nominal value of equity share (Rs.)	1	1

❖ Capital Management

The Company manages its capital to ensure that entities in the Company will be able to continue as going concerns whilemaximizing the return to stakeholders through the optimization of the debt and equity balance. The capital structure of theCompany consists of net debt (borrowings offset by cash and bank balances) and total equity of the Company.

Particulars	31stMarch, 2022	31st March, 2021
- Total equity attributable to the equity share holders of the company	11,00,00,000	73,920,260
- As percentage of total capital	98.25%	95.66%
- Current loans and borrowings	24,24,000	30,49,000
- Non-current loans and borrowings	15,02,902	15,02,902
- Total loans and borrowings	39,26,902	45,51,902
- Cash and cash equivalents	19,71,605	1,195,317
- Net loans & borrowings	19,55,297	3,356,585
- As a percentage of total capital	1.75%	4.34%
Total capital (loans and borrowings and equity)	11,19,55,297	7,72,76,845



❖ Fair Value measurements

A. Financial instruments by category

Particulars	31stMarch, 2022			31st March, 2021		
	Amortized Cost	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI
Financial Asset						
Investment	-	80,00,000	-	-	80,00,000	-
Loans	-	-	-	-	-	-
Trade receivables	-	1,16,79,030	-	-	2,260,146	-
Cash & Cash Equivalents	-	19,71,605	-	-	1,195,317	-
Other Financial Asset	-	-	-	-	-	-
Total Financial Asset	-	2,16,50,635	-	-	1,14,55,463	-
Financial Liabilities						
Non-Current Borrowing	-	15,02,902	-	-	15,02,902	-
Current Borrowings	-	24,24,000	-	-	3,049,000	-
Trade Payables	-	2,64,55,473	-	-	10,00,987	-
Other Financial Liabilities	-	1,03,39,288	-	-	3,17,163	-
Total Financial Liabilities	-	4,07,21,663	-	-	58,70,052	-

\* Excluding investments in subsidiaries, joint control entities and associates measured at cost in accordance with Ind AS-27

Fair value hierarchy

The following section explains the judgments and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value through profit or loss. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial investments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

B. Fair value hierarchy for assets

Financial assets measured at fair value at March 31, 2022

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment	-	-	80,00,000	80,00,000

Financial assets measured at fair value at March 31, 2021

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment	-	-	80,00,000	80,00,000

Notes:

**Level 1:** hierarchy includes financial instruments measured using quoted prices (unadjusted) in active market for identical assets that the entity can access at the measurement date. This represents mutual funds that have price quoted by the respective mutual fund houses and are valued using the closing Net asset value (NAV).

**Level 2:** hierarchy includes the fair value of financial instruments measured using quoted prices for identical or similar assets in markets that are not active.

**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 compound instruments.

There are no transfers between any of these levels during the year. The Company’s policy is to recognize transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

**C. Fair value of financial assets and liabilities measured at amortized cost**

The Management has assessed that fair value of loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets and trade payables approximate their carrying amounts largely due to their short-termnature. Difference between carrying amount of Bank deposits, other financial assets, borrowings, and other financial liabilities subsequently measured at amortized cost is not significant in each of the years presented.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

- Financial risk management**

The Company’s board of directors has overall responsibility for the establishment and oversight of the Company’s risk management framework. The board has established the Audit Committee, which is responsible for developing and monitoring the Company’s risk management policies. The Committee holds regular meetings and report to board on its activities. The Company’s risk management policies are established to identify and analyses the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company’s activities. The Company, through its Training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company’s risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit Risk	Cash and cash equivalents, trade receivables, Financial assets measured at amortized Cost.	Aging analysis	Diversification of funds to bank deposits, Liquid funds and Regular monitoring of credit limits
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities

**(a) Credit risk**

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The company is exposed to the credit risk from its trade receivables, unbilled revenue, investments, cash and cash equivalents, bank deposits and other financial assets. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.

**Trade Receivables**

Trade receivables comprise a widespread customer base. Management evaluates credit risk relating to customers on an ongoing basis. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors

For trade receivables, provision is provided by the company as per the below mentioned policy:

Particulars	Gross Carrying Amount	Expected credit losses rate (%)	Expected Credit Losses	Carrying amount of Trade Receivable
Considered for Goods				
0-12 Months	94,19,871	0	0	94,19,871
More than 1 Year	22,59,159	0	0	22,59,159
Total	1,16,79,030	0	0	1,16,79,030

(b) Liquidity risk

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

Liquidity Table

The Company’s remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods is given below. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

As at March 31, 2022

Financial Liabilities	Payable within 0 to 12 months	More than 12 months	Total
Non-current financial liabilities			
Borrowings	-	15,02,902	15,02,902
Current financial liabilities			
Borrowings	24,24,000	-	24,24,000
Trade Payables	2,64,55,473	-	2,64,55,473
Other Financial Liability	-	-	-
	2,88,79,473		2,88,79,473
Total financial liabilities	2,88,79,473	15,02,902	3,03,82,375

As at March 31, 2021

Financial Liabilities	Payable within 0 to 12 months	More than 12 months	Total
Non-current financial liabilities			
Borrowings	-	15,02,902	15,02,902
Current financial liabilities			
Borrowings	30,49,000	-	30,49,000
Trade Payables	13,18,150	-	13,18,150
Other Financial Liability	0	-	-
	43,67,150		43,67,150
Total financial liabilities	43,67,150	15,02,902	58,70,052

(c) Market Risk

Market risk is the risk arising from changes in market prices – such as foreign exchange rates and interest rates – will affect the Company’s income or the value of its holdings of financial instruments. The Company is exposed to market risk primarily related to interest rate risk and the market value of the investments. Thus, the exposure to market risk is a function of investing and borrowing activities

- Interest rate risk

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 interest rates.

Company’s borrowings are Interest free, So there has been no exposure arise regarding Interest Rate Risk.

Particulars	As at March 31, 2022	As at March 31, 2021
Interest Free Loan	15,02,902	15,02,902

(d) Price Risk

Exposure

The Company’s exposure to securities price risk arises from investments held in mutual funds and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the Company diversifies its portfolio. Further these are all debt base securities for which the exposure is primarily on account of interest rate risk. Quotes (NAV) of these investments are available from the mutual fund houses. Profit for the year would increase/decrease as a result of gains/losses on these securities classified as at fair value through profit or loss.

Others

- As informed by the management that the loans are interest free, which in our opinion is violation of Section 186 (7) of the Companies Act, 2013.
- Confirmation of the concerned parties for the amount due to them and/or due from them as per accounts of the company are not received. Necessary adjustments, if any, will be made when accounts are reconciled or settled. Balance of sundry debtors and creditors, loans and advances accepted and given in the balance sheet are subject to confirmation.
- In the opinion of board of directors the value of loans and advances and other current assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in balance sheet.
- As regards the deferred payment credit from GIDC, the said amount is outstanding since 1992-93, the management has provided us with the explanation that as the GIDC has not provided titles of the land, the said deferred payment credit shall be payable as and when GIDC executes the lease deeds with the company.
- There is carry forward of losses, the company need not to recognize deferred tax assets in the event of non-availability of convincing evidence as to future income.
- The previous year’s figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

Recent Pronouncement:

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23,

2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

**Ind AS 103 – Reference to Conceptual Framework**

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 116 – Annual Improvements to Ind AS (2021)**

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract**

The amendments specify that that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 109 – Annual Improvements to Ind AS (2021)**

The amendment clarifies which fees an entity includes when it applies the ‘10 percent’ test of Ind AS 109 in assessing whether to derecognize a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 116 – Annual Improvements to Ind AS (2021)**

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.

**ADDITIONAL REGULATORY INFORMATION**

**(i) Title deeds of immovable properties not held in name of the Company**

Relevant line items in the Balancesheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/ director	Property held since which date	Reason for not being held in the name of the company
NIL	-	-	-	-	-	-
NIL	-	-	-	-	-	-

**(ii) Loans or Advances granted to Promoters, directors, KMP's and the related parties**

- (a) repayable on demand or
- (b) without specifying any terms or period of repayments

Related Party Transactions

Loans granted		
Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and advances in the nature of loans
Promoters		
Directors		
KMPs		
Related Parties - Non Current Financial Assets	30030000	52.40%
Related Parties - Current Financial Assets	26249000	100%
Related parties loan granted		
Ashoka Metcast Ltd	26249000	
Gujarat Natural Resources Ltd	30030000	
	56279000	

(iii) Capital Work -in progress (CWIP)

(a) CWIP ageing schedule

Capital Work - in Progress				
CWIP Aging Schedules				
CWIP	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 Years	2-3 Years	
Project in progress	22467760	-	-	22467760
Project temporarily suspended	-	-	-	0

(b) CWIP whoes overdue or has exceeded its cost compared to its original plan.\*

CWIP	to be completed in				Total
	less than 1 year	1 - 2 years	2-3 years	More than 3 years	
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-

(iv) Details of Benami Property held :

As per information and explanation given by the Management of the Company, there is no proceedings initiated or pending against the company for holding any Benami Property under the Benami Transaction (Prohibition Act 1988) and Rules made thereunder.

(v) During the year ther is no registered charges pending required to be satisfied with Registrar of Companies beyond the statutory period.

(vi) Relationship with Struck off Compaines

Name of Struck off Company	Nature of transactions with struck off company	Balance outstanding	Relationship with the Struck off company if any
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As per information and explanation given by the Company, there is no such Companies.

(vii) Utilisation of borrowed funds and Share Premium

- (a) During the year, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) During the year, no funds have been received by the Company from any persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(viii) Details of Crypto Currency or Virtual Currency

During the year the Company has not traded or invested in Crypto currency or Virtual Currency, hence disclosure requirement is not applicable to the Company.

(ix) Compliance with number of layers of companies:

Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017

(x) Compliance with approved Scheme(s) of Arrangements

Company has not prepared any Scheme of Arrangements in terms of section 230 to 237 of the Companies Act, 2013.

Ratio	Particulars	Numerator	Denominator	Ratio 31.03.2022	Ratio 31.03.2021
(a)	Current Ratio	Current Asset	Current Liabilities	1.09	1.02
(b)	Debt Equity Ratio	Total Debt	Shareholder's equity	0.04	0.06
(c)	Debt service coverage ratio	Earnings available for debt service	- Debt service	-	
(d)	Return on Equity Ratio	NP after taxes	Average Shareholder's equity	0.04	0.001
(e)	Inventory turnover ratio	Cost of goods sold	Average inventory	-	-
(f)	Trade Receivables turnover ratio	Net credit sales	Average trade receivables	6.21	11.70
(g)	Trade Payables turnover ratio	Net credit purchases	Average trade payables	2.40	23.81
(h)	Net capital turnover ratio	Net sales	Average working capital	19.56	242.32
(i)	Net Profit ratio	NP after tax	Net sales	0.055	0.002
(j)	Return on capital employed	EBIT	Capital Employed	0.0261	0.00003
(k)	Return on investment	Income from investments	Cost of investment	0.040	0.053

(xi) Utilisation of borrowed funds and Share Premium

- (a) During the year, no funds have been advanced or loaned or invested (either from borrowed funds or share
- 
-

premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) During the year, no funds have been received by the Company from any persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(xii) Details of Crypto Currency or Virtual Currency

During the year the Company has not traded or invested in Crypto currency or Virtual Currency, hence disclosure requirement is not applicable to the Company.

(xiii) Compliance with number of layers of companies:

Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017

(xiii) Compliance with number of layers of companies:

Company has not prepared any Scheme of Arrangements in terms of section 230 to 237 of the Companies Act, 2013.

For Lesha Industries Ltd.				For, Keyur Bavishi & Co. Chartered Accountants FRN : 131191W
Ashok C. Shah Managing Director DIN : 02467830	Shalin A. Shah Director DIN : 00297447	Hiren Makwana CFO	Himani Upadhyay Company Secretary	CA Keyur D. Bavishi Proprietor Membership No. 136571 Place : Ahmedabad Date : 13th April, 2022 UDIN : 22136571AGZAMS7099
Place : Ahmedabad Date : 13th April, 2022				