

ANNUAL REPORT & ACCOUNTS

FOR THE YEAR ENDED 31ST MARCH, 2020



INDIAN BASE METALS COMPANY LIMITED

240B, ACHARYA JAGDISH CHANDRA BOSE ROAD, KOLKATA-700020.

INDIAN BASE METALS COMPANY LIMITED

49TH ANNUAL REPORT & ACCOUNTS 2019-2020.

BOARD OF DIRECTORS :	Sri Ramesh Bansal Sri Gouri Shankar Agarwal Sri Santosh Kumar Agarwal Smt Mala Bansal Sri Surendra Kumar Jhunjhunwala Sri Amit Gattani
BANKERS :	HDFC Bank
AUDITORS :	BANDYOPADHYAY & DUTT Chartered Accountants 30/1/1 Basvdevpur Road 1st Floor, Kolkata – 700 061
REGISTERED OFFICE :	240B Acharya Jagdish Chandra Bose Road, 2nd Floor, Kolkata - 700 020 Phone : 033 46046762 E-mail : bansalramesh@hotmail.com CIN : L27209WB1971PLC028015
SHARES LISTED ON :	CALCUTTA STOCK EXCHANGE



NOTICE OF 49TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty Ninth Annual General Meeting of the Company will be held on Friday, the 25th day of September, 2020 at 2.30 p.m. (IST) for the transaction of the following businesses, through Video Conferencing or Other Audio Visual Means in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs, Government of India:-

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 along with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Appointment of Director

To appoint a Director in place of Mrs. Mala Bansal (DIN: 00469733) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 – To consider and, if thought fit, to pass with or without modification(s), the following resolution, as a Special Resolution for re-appointment of Managing Director, Mr. Ramesh Bansal :-

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (as amended), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), clause 93 of the Articles of Association of the Company, all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and as per recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Ramesh Bansal (DIN: 00420589) as the Managing Director of the Company for a period of 5 (five) years with effect from 30th September, 2019 to 29th September, 2024 upon such terms and conditions including remuneration, perquisites and other benefits as set out herein below:



- (i) Salary not exceeding Rs. 50,000 (Rupees Fifty Thousand only) per month, as may be decided / approved hereafter from time to time;
- (ii) Reimbursement of medical expenses incurred for treatment of himself and family (wife and children), upto a limit of one month's salary in a year or three months' salary in a block of three years;
- (iii) Provision of free unfurnished accommodation by the Company, provided that the expenditure to be incurred by the Company for hiring accommodation shall be subject to a ceiling of 60% (sixty percent) of salary, over and above 10% (ten percent) payable by himself plus gas, electricity, water and furnishings (non-interchangeable), to be evaluated as per Income Tax Rules, 1962;
- (iv) Fees of clubs, subject to maximum of two clubs. Admission / life membership fees not payable;
- (v) Leave Travel Concession for himself and family once in a year to and from any place in India, as per rules of the Company;
- (vi) Gratuity at the rate not exceeding $\frac{1}{2}$ (one-half) month's salary for each completed year of service, to be payable on termination of appointment with the Company;
- (vii) Provision by the Company of a car with driver for official use and a telephone at his residence, provided that the expenditure on long-distance personal calls shall be recovered;
- (viii) Leave accumulated but not availed of during his tenure of appointment shall be allowed to be encashed on termination of appointment.

RESOLVED FURTHER THAT the aggregate amount of remuneration payable to Mr. Bansal in a particular financial year will be subject to the overall ceiling limit as laid down in Sections 196 and 197 of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Act, as may be agreed by the Board of Directors and Mr. Bansal.



RESOLVED FURTHER THAT in the event of any loss or absence or inadequacy of profit of the Company in any financial year during the tenure of the office of Mr. Bansal, the remuneration mentioned above shall be paid to him as minimum remuneration and same shall be subject to the limits specified under Section II of Part II of Schedule V to the Act or such other limits as may be prescribed by the Central Government from time to time in this regard.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorized to file necessary forms with the Registrar of Companies and comply with all other requirements in this regard.”

Place : Kolkata
Date : 29th June, 2020

By Order of the Board
Sd/-
(Santosh Kumar Agarwal)
(Director)
DIN: 00420655



Notes:

1. AGM THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OAVM”)

In view of the massive outbreak of the COVID-19 pandemic, maintenance of social distancing norms, the Ministry of Corporate Affairs (the “MCA”) vide its General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (hereinafter referred to as “MCA Circulars”), read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has permitting the conduct of Annual General Meetings through video conferencing (“VC”) or other audio visual means (“OAVM”) and has dispensed with the personal presence of the members at their AGM. Therefore, the 49th Annual General Meeting (the “AGM”) of the Members of the Company will be held through VC/OAVM in terms of the said Circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. There will be no physical meeting of members, however, Members can attend and participate in the AGM through VC/OAVM.

The facility for the Members to join the Meeting will be available 15 minutes before the time scheduled to start the Meeting and may close not earlier than 15 minutes after the commencement of the Meeting. The facility of participation at the AGM through VC/OAVM will be made available to at least 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.

2. PROXY

In terms of the MCA Circulars, no proxy shall be appointed by the members. Further, Attendance Slip and Route Map are not being annexed to this Notice.

3. CORPORATE MEMBERS ATTENDING THROUGH THEIR AUTHORISED REPRESENTATIVES

Corporate members attending the meeting through their authorized representatives pursuant to Section 113 of Companies Act, 2013 (“the Act”) are requested to send to the Company, at least 48 hours prior to the start of voting a certified copy of the Board resolution authorizing their representatives through email to the Company at bansalramesh@hotmail.com .



4. EXPLANATORY STATEMENT & DISCLOSURE UNDER REGULATION 36(3) OF THE LISTING REGULATIONS AND THE REVISED SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)

The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to special business as set out in the notice is annexed hereto.

5. BOOK CLOSURE

Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, 19th September, 2020 to Friday, 25th September, 2020** (both days inclusive).

6. DISPATCH OF NOTICE & ANNUAL REPORT THROUGH E-MAIL

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice along with the Annual Report of the Company for the financial year ended 31st March, 2020, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e. M/s. Niche Technologies Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended 31st March, 2020 shall be available on the websites of the Company viz., www.indianbasemetals.com. The Notice can also be accessed from the websites of the Calcutta Stock Exchange Limited at www.cse-india.com where Equity Shares of the Company are listed. The AGM Notice is also disseminated on the website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., www.evotingindia.com.

The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners' position list provided by depositories as at closing hours of business, on 14th August, 2020.

7. PROCESS FOR REGISTRATION OF EMAIL ID & CHANGE OF PARTICULARS AND UPDATION OF EMAIL ADDRESS

(i) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent - Niche Technologies Private Limited at nichetechpl@nichetechpl.com or to the Company at bansalramesh@hotmail.com along with the copy of the signed request letter mentioning the name, address, folio no. of the Member, self-attested copy of the PAN card, scanned copy of the share certificate (front and back) and self-attested copy of Aadhar card, Bank Passbook in support of the postal address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.



(ii) Members holding shares in dematerialized form are requested to intimate all particulars of mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Members who are holding shares in physical form are requested to intimate change in their email addresses and other details to the Company's Registrar and Share Transfer Agent - Niche Technologies Private Limited at nichetechpl@nichetechpl.com or to the Company at bansalramesh@hotmail.com

8. DEMATERIALISATION OF SHARES

SEBI has mandated that securities of listed companies can be transferred only in dematerialized form from 1st April, 2019 onwards. In view of the above and to avail various benefits of dematerialization, Members having the physical share certificates are advised to consider opening of a Demat account with an authorized Depository participant and arrange for dematerializing their shareholdings in the company.

9. PROCEDURE FOR INSPECTION OF DOCUMENTS

All documents referred to, in the accompanying Notice and the Explanatory Statement and Statutory Registers including Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at bansalramesh@hotmail.com

10. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations") read with the General Circulars issued by the Ministry of Corporate Affairs (the "MCA") bearing Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Company is pleased to facilitate its Members, to transact businesses as mentioned in Notice convening the 49th Annual General Meeting (the "AGM" or the "Meeting"), by voting through electronic means (e-Voting). 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.



II. The instructions for shareholders for Remote E-Voting are as under :

- (i) The remote e-voting period commences on **Tuesday, 22nd September, 2020 at 10.00 A.M and ends on Thursday, 24th September, 2020 at 5:00 P.M.** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iv) Click on “Shareholders” tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



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

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

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name i.e. INDIAN BASE METALS COMPANY LTD on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **NOTE FOR INSTITUTIONAL SHAREHOLDERS & CUSTODIANS**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user which 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.amberahmad@gmail.com, bansalramesh@hotmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Company's email id at bansalramesh@hotmail.com or to the RTA's email id at nichetechpl@nichetechpl.com.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the Company 's email id at bansalramesh@hotmail.com or to the RTA's email id at nichetechpl@nichetechpl.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. **The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.**
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 at least five (5) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at bansalramesh@hotmail.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least five (5) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at bansalramesh@hotmail.com. These queries will be replied by the company suitably by email.



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

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

11. GENERAL INFORMATION FOR SHAREHOLDERS

- a. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2020 A person who is not a member as on cut off date should treat this notice for information purpose only.
- b. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 18th September, 2020 are requested to send the written / email communication to the Company at bansalramesh@hotmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login ID & Password for E-Voting.
- c. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. Or contact **Mr. Nitin Kunder (022-23058738)** or **Mr. Mehboob Lakhani (022-23058543)** or **Mr. Rakesh Dalvi (022-23058542)**.



- d. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- e. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
12. The Board of Directors has appointed CS Amber Ahmad, Proprietor, M/s. Amber Ahmad & Associates (FCS : 9312/C.P. No.: 8581), or failing whom, such other practicing company secretary as the Board of Directors of the Company may appoint, as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer will submit not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.indianbasemetals.com and on the website of CDSL www.evotingindia.com. The same will be communicated to the stock exchange viz. Calcutta Stock Exchange Limited where the shares of the company are listed.



EXPLNATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 3.

Mr. Ramesh Bansal, was appointed as Whole time director of the Company by the Members at the 43rd Annual General Meeting held on 30th September, 2014 for a period of 5 years effective from 30th September, 2014 to 29th September, 2019.

Keeping in view the additional responsibilities, Mr. Ramesh Bansal had been re-designated as Managing Director of the Company with effect from 15th September, 2017 for the remaining period of his tenure upto 29th September, 2019.

The Board of Directors of the Company (the “Board”) at its Meeting held on 28th September, 2019, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Ramesh Bansal, as Managing Director of the Company subject to the approval of Members of the Company, for a further term of five consecutive years with effect from 30th September, 2019 to 29th September, 2024. The Board also approved the terms and conditions of his appointment including remuneration, as recommended by the Nomination and Remuneration Committee, in accordance with the provisions of Sections 197, 198, 203, Schedule V and other applicable provisions, if any, of the Act, subject to the approval of the Members of the Company at the ensuing Annual General Meeting.

Therefore the approval of the Members of the Company is being sought for the re-appointment of Mr. Ramesh Bansal as Managing Director, not liable to retire by rotation on the terms and conditions and payment of remuneration as set out in Resolution under Item no. 3 relating to his re-appointment.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Managing Director of the Company.

Mr. Bansal and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends the Resolution to be passed as a Special Resolution by the Members of the Company.

**DISCLOSURES AS REQUIRED SCHEDULE V PART II OF SECTION II-PARAGRAPH B (IV)
GENERAL INFORMATION**

(1) Nature of Industry: Non Banking Financial Company.

(2) Date or expected date of commencement of commercial production: The Company was incorporated as a Private Company on 24.06.1971 and since then it has commenced its business, later on after obtaining necessary approval vide certificate of incorporation dated 27.03.1996 it was converted into public company.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

(4) Financial performance based on given indicators: Financial performance of the Company during last three years:

Amt in Rs.

Financial Parameters	Financial Year		
	2018-2019	2017-2018	2016-2017
Total Revenue	24,29,112	16,25,179	14,52,712
Profit before tax	10,51,659	(90,47,593)	11,93,759
Net profit after tax	6,93,134	(92,54,490)	9,65,759
Equity Share Capital	3,00,13,000	3,00,13,000	3,00,13,000
Reserve and Surplus	39,66,304	32,73,170	1,25,27,659

(5) Foreign Investments or collaborations, if any: None

INFORMATION ABOUT THE APPOINTEE:

(1) Background Details:

Mr. Ramesh Bansal holds a Bachelor of Commerce degree and has immense knowledge in the field of Finance and Investment. He is also on the Board of other reputed Company and had also rendered his services on the Board of a NBFC company. The Company shall stand to benefit from his young and dynamic approach to management and leadership.

(2) Past remuneration: Rs. 50,000/- per month.

(3) Recognition or Awards: NIL

(4) Job profile and his suitability:

Mr. Ramesh Bansal shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject



to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

Considering his qualification, experience of the business in which the Company operates, the remuneration proposed is justified. Considering education and experience of Mr. Ramesh Bansal, his appointment on the Board as Managing Director would help the Company for future growth and expansion.

- (5) Remuneration proposed: As mentioned in resolution proposed in Item No. 3 of the Notice.
- (6) Comparative remuneration profile: The remuneration being paid to him is most reasonable considering other similar sized companies, the type of industry and his position and profile.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Besides the remuneration being paid to him as Managing Director, he has relation with other managerial personnel.

OTHER INFORMATION:

The Company has incurred significant losses on futures/derivatives including loss on fair valuation of equity instruments and embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position.



Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 on General Meetings on Directors recommended for appointment/reappointment at the 49th Annual General Meeting Vide Item No. 2 & 3 of the Notice as follows:

Name of the Directors	Mrs. Mala Bansal	Mr. Ramesh Bansal
DIN	00469733	00420589
Date of Birth	31.10.1961	11.09.1957
Date of appointment	18.08.2014	15.09.2017
Qualification	Intermediate	Commerce Graduate
Experience	Mrs. Mala Bansal is an Intermediate pass. She is associated with the family business for a very long period of time and is capable of handling the business efficiently and profitably.	Mr. Ramesh Bansal will lead initiatives related to corporate strategy, corporate finance, funding and investments and has vast knowledge and experience in the management of Companies. He has been in the industry for more than 20 years and is adapt at taking intricate business decisions.
Directorship	NIL	1) BRIM Trading & Holdings Private Limited 2) Bansal Agro & Tea Manufacture Private Limited 3) Bihar Bengal Tea Co Pvt. Ltd. 4) Purbasha Resources Limited.
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	None	None
Number of shares held in the Company	Nil	40,000
Relationship with any director of the company	Ramesh Bansal – Brother in law S.K.Agarwal – Brother in Law	S.K.Agarwal – Brother Mala Bansal – Sister in law
No. of Board Meeting Attended	8	8



BOARD'S REPORT

Dear Shareholders,

The Directors have pleasure in presenting the 49th Annual Report together with the Audited Statement of Accounts of **Indian Base Metals Company Limited** (“the Company”) for the year ended 31st March, 2020.

Financial Performance:

The performance of your Company for the Financial Year ended 31st March, 2020 is summarized in the table below:

Particulars	(Amount in Rs.)	
	Financial Year ended	
	31/03/2020	31/03/2019
Total Income	90,27,646	24,29,112
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	75,28,708	12,28,662
Finance Charges	-	-
Depreciation	3,491	-
Provision for Income Tax (including for earlier years)	13,93,366	3,58,525
Net Profit/(Loss) After Tax	61,31,851	8,70,137
Profit/(Loss) brought forward from previous year	1,36,50,064	1,29,53,211
Amount transferred to Reserve Fund u/s 45- IC (1) of Reserve Bank of India Act, 1934	12,26,370	1,73,284
Profit/(Loss) carried to Balance Sheet	61,31,851	8,70,137

Previous year figures have been re-grouped / re-arranged wherever necessary.

Operational Review:

During the year the net revenue from operations increased from Rs. 24,19,370/- to Rs. 66,23,078/- .The Company's total revenue including other income is Rs. 90,27,646/- as compared to Rs. 24,29,112/- in the previous year. The net profit after tax is Rs. 61,31,851/- as against net profit of Rs. 8,70,137/- in the previous year.



Dividend:

With a view to conserve resources the Company has not declared any dividend during the year.

Reserves:

The Company has transferred a sum of Rs. 12,26,370/- to Statutory Reserves during the financial year 2019-20 in terms of Section 45IC of RBI Act, 1934.

Deposits:

Your company being a non deposit taking NBFC registered with RBI did not hold any public deposits at the beginning of the year nor has it accepted any public deposits during the year under review. The Board of Directors has duly passed a resolution in their meeting giving effect to the aforesaid statement.

Capital/ Finance:

There has been no change in the Financial Structure of the Company during the year.

As on 31st March, 2020, the issued, subscribed and paid up share capital of your Company stood at Rs.3,00,13,000/-, comprising of 30,01,300 Equity shares of Rs.10/- each.

Extract of Annual Return:

Pursuant to Section 134 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 extract of Annual Report is provided as “**Annexure 1**” to this Report and also available on the website of the Company at www.indianbasemetals.com.

Details of Board meetings and Committee meetings:

During the year, 8 (Eight) Board meetings as on 01st April, 2019, 24th April, 2019, 27th May, 2019, 05th August 2019, 28th September, 2019, 13th November, 2019, 13th January, 2020, 11th February, 2020, 5(five) Audit Committee meetings as on 01st April 2019, 27th May,2019, 05th August 2019, 13th November, 2019 and 11th February, 2020, respectively, & 2(Two) Nomination & Remuneration Committee meeting on 28th September, 2019 & 13th January, 2020. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.



Particulars of Loan, Guarantees and Investments under Section 186:

Since your Company is a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India having principal business of giving of loans and making investments in the ordinary course of business, the provisions of Section 186 of the Companies Act, 2013 do not apply to the Company. The Company has not provided any guarantee/security during the year under review.

Particulars of Contracts or Arrangements with Related Parties:

All related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of the business; therefore, the provisions of Section 188 of the Companies Act, 2013 do not apply to the transactions. There were no materially significant related party transactions made by the company. Accordingly, the disclosure of related party transactions as required under Section 134 of the Companies Act, 2013 in Form AOC 2 is not applicable to your Company. Further, the particulars of transactions with related parties for the Financial Year 2019-20 which are not material and are in ordinary course of business at arm's length basis are disclosed in the notes to accounts.

Pursuant to the provisions of Section 177 of the Companies Act, 2013, all proposed related party transactions to take place during financial year 2019-2020 were placed before the audit committee for approval at the beginning of the financial year. The transactions entered into pursuant to the approval so granted were placed before the audit committee for its review and ratification for modifications, if any, on a quarterly basis.

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

There have been no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relates and the date of report.

Compliance with Non-Banking Financial Companies (Reserve Bank) Directions:

The Company has complied with relevant provisions of the Reserve Bank of India Act, 1934 and Non- Banking Financial (Non Systematically Important Non-Deposit Taking) Companies Prudential Norms (Reserve Bank) Directions, 2016, as amended. The Company has also been submitting periodic returns and audited statements regularly.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

Being a Non Banking Financial Company having principal business of giving loan and making investment and not involved in any industrial or manufacturing activities, the Company's activities involve very low energy consumption and has no particulars to report regarding



conservation of energy and technology absorption. However, efforts are made to further reduce energy consumption by switching from conventional lighting systems to LED lights. There were no Foreign Exchange Earnings and Outgo during the FY 2019-20.

Subsidiaries, Joint Venture or Associates:

As on 31st March, 2020 the Company does not have any subsidiary, associate or joint venture company.

Risk Management Policy:

The Company's business exposure to the normal financial and market risks continue to be monitored and managed by experienced people commensurate with the volume of business activities and the perceived risk requirements.

Directors and Key Managerial Personnel:

The tenures of appointment of Mr. Ramesh Bansal (DIN: 00420589), Managing Director was expired on September 29, 2019. Mr. Bansal, being eligible, have offered himself for re-appointment as Managing Director. On the recommendation of the Nomination and Remuneration Committee, Board of Directors has re-appointed Mr. Bansal as the Managing Director of the company for a period of 5 years with effect from 30th September 2019. Appropriate resolution seeking your approval to Mr. Bansal's re-appointment as Managing Director is appearing in the Notice convening the ensuing AGM of the Company.

Mr. Harjeet Singh resigned as the Company Secretary of the Company with effect from close of work on 3rd August, 2019. The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Vishal Goenka as the Company Secretary of the Company with effect from 13th January, 2020.

Director retiring by rotation:

In terms of Section 152 of the Companies Act, 2013 and applicable clause of the Articles of Association of the Company, Mrs. Mala Bansal (DIN: 00469733), Director of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

Information regarding the directors seeking appointment/re-appointment:

Brief resumes and other information in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (as amended) of the Directors being re-appointed forms part of the notice of the ensuing Annual General Meeting. Further, none of the Directors of the Company are disqualified as per the applicable provisions of the Companies Act, 2013.



Declaration by Independent Director:

The Company has received necessary declaration from each of the Independent Directors under section 149(7) of the Companies Act, 2013 to the effect that the respective Director meets the criteria of independence laid down under Section 149 (6) of the Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended).

Receipt of any commission by MD / WTD from a Company or for receipt of commission / remuneration from its Holding or subsidiary:

The Executive Director (Managing Director) of the Company does not receive any commission from the Company. Further the Company does not have any holding or Subsidiary Companies.

Details of significant & material orders passed by the regulators or courts or tribunal:

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

Internal Financial Controls:

The Company has adequate internal financial controls that commensurate with the size and nature of its business. The company has appointed internal auditors whose reports are reviewed by the Audit Committee of the Board. The Audit Committee of the Board periodically reviews the internal control systems/procedures for their adequacy and the extent of their implementation.

Corporate Social Responsibility (Policy):

The provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company.

Audit Committee:

The details of composition of the Audit Committee are as under:-

The Audit committee comprises of 2 Non-Executive Independent Directors and 1 Executive Managing Director, all of whom are financially literate. The composition of audit committee is as under:



Name of Director	Designation	Category
Mr. Gouri Shankar Agarwal	Chairman	Non-Executive Independent Director
Mr. Amit Gattani	Member	Non-Executive Independent Director
Mr. Ramesh Bansal	Member	Managing Director

Statement Indicating the Manner in which Formal Annual Evaluation has been made by the Board of its own Performance, its Directors, and that of its Committees:

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 (as amended), the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non- Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Nomination & Remuneration Committee & its Policy:

The Nomination and Remuneration Committee has been constituted in compliance with the provisions of Section 178 of the Companies Act, 2013. The Committee as on 31.03.2020 comprises of four directors, of which half of the members are Independent Directors. The Composition of the Committee is as under:

NAME OF DIRECTOR	DESIGNATION	CATEOGORY
Mr. Gouri Shankar Agarwal	Chairman	Non-Executive, Independent Director
Mr. Amit Gattani	Member	Non-Executive Independent Director
Mr. Ramesh Bansal	Member	Managing Director
Mr. Santosh Kumar Agarwal	Member	Non-Executive Director

The terms of reference of the committee are as follows:



- To identify individuals who are qualified to become Directors and in Senior Management in accordance with the criteria as per policy approved by the Board and to recommend to the Board about their appointment and removal.
- To carry out evaluation of the performance of Directors.
- To formulate the policy to determine the qualification, positive attributes and independence for appointment/reappointment as Directors in the Company.
- To formulate the remuneration policy of Directors, Key Managerial personnel and other employees and to recommend the same to the Board.
- To formulate the assessment /evaluation criteria for performance evaluation of the Directors of the Company.
- To devise the policy on the Board diversity.

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

The Nomination and Remuneration Committee has adopted a policy which deals with manner of selection of individuals who are qualified to become Directors, CEO/CFO & Managing Director as well as senior management and their remuneration as per the said policy.

Criteria of selection of Executive & Non Executive Directors:

Before making any recommendation to the Board for appointment of any director, the Committee shall ensure that the candidate:

- a) possess positive attributes/qualities such as leadership, accumenship and experience in running industrial units, entrepreneurship or such other attributes which in the opinion of the Committee the candidate should possess and are in the interest of the Company;
- b) is not disqualified under sections 164 and 167 of the companies Act, 2013;
- c) complies with the conditions of being independent as stipulated under the Companies Act, 2013 and Listing Agreement entered into with Stock Exchanges in case of appointment as an independent director;
- d) possesses appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, corporate governance, technical operations, infrastructure or such other areas or disciplines which are relevant for the Company's business.

The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:



- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Criteria for selection of Senior Management Personnel:

The term Senior Management shall have the same meaning as provided under the explanation to Section 178 of the Companies Act, 2013(subject to amendments, if any, from time to time). The Committee shall, before making any recommendation to the Board for appointment should ensure that the candidate has the following attributes:

- a) rich experience in any of the areas viz. banking, financial management, legal, sales, marketing, administration, corporate governance, technical operations, or such other areas or disciplines which in the opinion of the management and committee are relevant for the Company's business.
- b) possesses qualities that demonstrate leadership skills, decision making skills, effective communication, hard work, commitment and such other attributes which in the opinion of the Committee the candidate should possess and are in the interest of the Company.

Remuneration:

The Committee while considering the remuneration of the Managing Director, the Whole Time Director and Manager (wherein there is no Managing Director), may take into consideration the performance, the experience of the person, his/her background, job-profile and suitability, his/her past remuneration, the comparative remuneration profile in the industry, size of the company, responsibilities shouldered by the Managing Director / Whole Time Director etc., provided that any remuneration considered by the Committee shall be in accordance and within the limits stipulated under the Companies Act,2013 (subject to amendments if any, from time to time). In case of inadequacy of profit, Schedule V of the Companies Act, 2013 will be applicable.

The remuneration to the NEDs may be restricted to the sitting fees being paid for attendance of the meeting of the Board of the Directors & committees that it shall not be less than sitting fees paid to non-executive directors. The NEDs and Independent Directors of the Company may be paid in addition to the sitting fees a percentage of net profits in a Financial Year, subject to the approval of the Shareholders in the General Meeting.

The Committee met twice during the year on 28th September, 2019 & 13th January, 2020, all four members attended the meeting.



Vigil Mechanism /Whistle blower policy:

The company has adopted a Whistle Blower Policy, for employees to report about any unethical behavior, actual or suspected fraud or violation of the company's ethics policy. No personnel have been denied access to the Chairman of the Audit Committee.

Prevention of insider trading:

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 including amendments thereof, the Company has adopted a comprehensive Code of Conduct for Prohibition of Insider Trading and procedures for fair disclosure of Unpublished Price Sensitive Information.

Corporate Governance And Management Discussion & Analysis Reports:

The Corporate Governance provisions as stipulated in Regulation 15(2) (a) under Chapter IV of SEBI (Listing Obligations & Disclosure Requirements), 2015 is applicable to listed entities having paid up equity share capital exceeding Rupees Ten Crores and Net-worth exceeding Rupees Twenty five Crores as on the last day of the previous financial year. Since, the Company does not fall under the foregoing category, Corporate Governance provisions are not applicable to the Company.

The Management Discussion & Analysis Report for the period under review as stipulated under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015(as amended), which form an integral part of this Report, is set out as separate "**Annexure 2**".

Compliance with Secretarial Standards:

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act.

Particulars of employees:

The statement containing the disclosure as required in accordance with the provisions of Section 197(12) of the Companies Act 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as "**Annexure 3**" and forms a part of the Board Report.

Further, none of the employees of the Company are in receipt of remuneration exceeding the limit prescribed under Rule 5 (2) of the Companies (Appointment and Remuneration of (Managerial Personnel) Rules, 2014.



Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The Company has constituted Internal Compliant Committee under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The following is a summary of complaints of sexual harassment of women at workplace received and disposed off during the year 2019-20:

No. of complaints received: Nil

No. of complaints disposed off: Nil.

Auditors

Statutory Auditors, their Report and Notes to Financial Statements:

In terms of Section 139 of the Companies Act, 2013, M/s Bandyopadhyay & Dutt (FRN 325116E), Chartered Accountants, were appointed as statutory auditors of your Company for a period of five years until the conclusion of the Fifty Second Annual General Meeting of the Company to be held in the financial year 2023. Accordingly, M/s Bandyopadhyay & Dutt will continue as statutory auditors of the Company till the financial year 2022- 23.

The reports given by the Statutory Auditor, M/s Bandyopadhyay & Dutt (FRN 325116E), Chartered Accountants on the financial statements of the Company for the year ended 31st March, 2020 forms part of this Annual Report and there is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

Secretarial Auditor:

In terms of Section 204 of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed Ms. Amber Ahmad, Practicing Company Secretary, Proprietor of Amber Ahmad & Associates as Secretarial Auditor of the Company. The Secretarial Audit Report, in the prescribed Form No. MR-3 is annexed as “**Annexure 4**” to this report. With reference to auditor’s remark upon the suspended status of company on Calcutta Stock Exchange, the Company has already taken steps towards revocation of its suspended status and the required submissions have been done vide letter dated 12th February, 2019 to the Calcutta Stock Exchange. However, the withdrawal of the suspension status is still pending with the Calcutta Stock Exchange.



Internal Auditor:

In terms of section 138 of the Companies Act, 2013 read with the Rules made there under and other applicable provisions, if any and on the recommendation of the Audit Committee Messrs. A K S D & Associates, Firm of Chartered Accountant (FRN 322460E), was appointed as the Internal Auditors of the Company to conduct the Internal Audit for the Financial Year 2019-20.

Fraud Reporting:

Pursuant to the provisions of Section 134(3) (ca) of the Companies Act, 2013, no fraud has been reported by the Auditors under sub-section (12) of Section 143 of the Companies Act, 2013 read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

Cost Records:

The Company is not required to maintain cost records in terms of Section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014.

IND AS Implementation:

The Ministry of Corporate Affairs, vide its Notification dated March 30th, 2016, had issued a roadmap for implementation of Indian Accounting Standards (Ind AS) for all applicable companies including Non-Banking Financial Companies (NBFC). This roadmap provided that NBFCs whose equity or debt securities are listed and having net worth less than rupees five hundred crores shall comply with the Ind AS for accounting periods beginning on or after the 1st April, 2019. The Company has Implemented Ind AS with effect from 1st April, 2019 and accordingly the amounts of previous year has been re-classified / re-grouped.

Directors' Responsibility Statement:

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Directors confirm having:

- (a) followed in the preparation of the Annual Accounts for the financial year ended 31st March, 2020, the applicable Accounting Standards with proper explanation relating to material departures, if any;
- (b) selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;



- (c) taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- (d) prepared the annual accounts on a going concern basis;
- (e) devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;
- (f) laid down internal financial controls to be followed by your Company and that such internal financial controls were adequate and were operating effectively.

Acknowledgement:

Your Directors take this opportunity to thank the statutory authorities, bankers, shareholders and employees of the Company for their continued valued support during the year.

For and on behalf of the Board
Indian Base Metals Company Limited

Date: 29th June, 2020

Place: Kolkata

Director

Santosh Kumar Agarwal

DIN: 00420655

*Managing Director &
Chief Financial Officer*

Ramesh Bansal

DIN: 00420589



Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31.03.2020

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L27209WB1971PLC028015
ii)	Registration Date	24/06/1971
iii)	Name of the Company	Indian Base Metals Co Ltd
iv)	Category/Sub Category of the company	Public Company having share capital NBFC
v)	Address of registered office & Contact Details	240B, Acharya Jagdish Chandra Bose Road, 2nd Floor, Kolkata – 700 020 Ph No.: (033) – 4604-6762 Email ID: bansalramesh@hotmail.com Website: www.indianbasemetals.com
vi)	Whether shares listed on recognized Stock Exchange(s)	Yes (Calcutta Stock Exchange)
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Niche Technologies Pvt. Ltd. 3A, Auckland Place 7 th Floor, Room No. 7A & 7B, Kolkata – 700017 Ph No.: 033 – 2280 6617 Email: nichetechpl@nichetechpl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the
1	Interest on loan	6492	100



Category of Shareholders	No. of Shares held at the beginning of the year[As on 1-April-2019]				No. of Shares held at the end of the year[As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	1,90,450	1,596,500	1,786,950	59.539	1,90,450	1,596,500	1,786,950	59.539	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1,90,450	1,596,500	1,786,950	59.539	1,90,450	1,596,500	1,786,950	59.539	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1404,800	1,596,500	3,001,300	100.00	1,404,800	1,596,500	3,001,300	100.00	-

ii) Shareholding of Promoter-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Bansal Agro & Tea Manufacture Pvt. Ltd.	8,80,000	29.321	-	8,80,000	29.321	-	-
2.	Bela Bansal	1,04,000	3.465	-	1,04,000	3.465	-	-
3.	Mahendra Prasad Bansal	65,000	2.166	-	65,000	2.166	-	-
4.	Pawan Bansal	65,350	2.177	-	65,350	2.177	-	-
5.	Ramesh Bansal	40,000	1.333	-	40,000	1.333	-	-
6.	Santosh Kumar Agarwal	60,000	1.999	-	60,000	1.999	-	-
	Total	12,14,350	40.461	-	12,14,350	40.461	-	-



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

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

Sl. No.	For each of the Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Madhabi De				
	At the beginning of the year	33,300	1.110		
	Date wise Increase / Decrease in Shareholding during the year	-	N.A	-	N.A
	At the end of the year			33,300	1.110
2.	Magnificent distributors (P) Ltd.				
	At the beginning of the year	1,16,500	3.882		
	Date wise Increase / Decrease in Shareholding during the year	-	N.A	-	N.A
	At the end of the year			1,16,500	3.882
3.	Purbasha Resources Limited				
	At the beginning of the year	1,00,000	3.332		
	Date wise Increase / Decrease in Shareholding during the year	-	N.A	-	N.A
	At the end of the year			1,00,000	3.332
4.	Rajendra Prasad Saraogi				
	At the beginning of the year	81,900	2.729		
	Date wise Increase / Decrease in Shareholding during the year	-	N.A	-	N.A
	At the end of the year			81,900	2.729
5.	Ramesh Chandra Newar				
	At the beginning of the year	29,600	0.986		
	Date wise Increase / Decrease in Shareholding during the year	-	N.A	-	N.A
	At the end of the year			29,600	0.986
6.	Risewell Distributors Private Limited				
	At the beginning of the year	1,41,700	4.721		
	Date wise Increase / Decrease in Shareholding during the year	-	N.A	-	N.A
	At the end of the year			1,41,700	4.721



Sl. No.	For each of the Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
7.	Saidham Mercantile Pvt. Ltd.				
	At the beginning of the year	98,400	3.279		
	Date wise Increase / Decrease in Shareholding during the year	-	N.A	-	N.A
	At the end of the year			98,400	3.279
8.	Sharad Chhawchharia				
	At the beginning of the year	27,800	0.926		
	Date wise Increase / Decrease in Shareholding during the year	-	N.A	-	N.A
	At the end of the year			27,800	0.926
9.	Tanvee Chhawchharia				
	At the beginning of the year	27,800	0.926		
	Date wise Increase / Decrease in Shareholding during the year	-	N.A	-	N.A
	At the end of the year			27,800	0.926
10.	Vikash Agarwal				
	At the beginning of the year	40,000	1.333		
	Date wise Increase / Decrease in Shareholding during the year	-	N.A	-	N.A
	At the end of the year			40,000	1.333



v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Santosh Kumar Agarwal				
	At the beginning of the year	60,000	1.999		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	N.A	-	N.A
	At the end of the year			60,000	1.999
2.	Ramesh Bansal				
	At the beginning of the year	40,000	1.333		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	N.A	-	N.A
	At the end of the year			40,000	1.333
3.	Mala Bansal				
	At the beginning of the year	0	0	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	0	0
4.	Amit Gattani				
	At the beginning of the year	0	0	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	0	0
5.	Gouri Shankar Agarwal				
	At the beginning of the year	0	0	-	-
	Date wise Increase / Decrease in Share	-	-	-	-



Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	-	-	0	0
6.	Surendra Kumar Jhunjhunwala				
	At the beginning of the year	0	0	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	0	0

V. INDEBTEDNESS (Indebtedness of the Company including interest outstanding/accrued but not due for payment): Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

B. Remuneration to other directors: Nil

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

Sl. No.	Particulars of Remuneration	Amount in Rs.	
		Vishal Goenka (Company Secretary)	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		64,055
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		--
2	Stock Option		--
3	Sweat Equity		--
4	Commission		--
	- as % of profit others, specify		--
5	Others, please specify		--
	Total		64,055



**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES against the Company,
Directors and other Officers in Default under the Companies Act, 2013: None**

For and on behalf of the Board
Indian Base Metals Company Limited

Date: 29th June, 2020

Place: Kolkata

Director

Santosh Kumar Agarwal

DIN: 00420655

*Managing Director &
Chief Financial Officer*

Ramesh Bansal

DIN: 00420589



Management Discussion and Analysis Report

Indian Economy Overview

The pace of India's GDP growth has been trending on the lower side since 2016-17. In the current year, the slowdown gathered momentum as the weakness which was investment led at the beginning broadened into consumption weakness, primarily driven by stress in the NBFC sector, rural distress, wage growth stagnation and weak job creation. Further the global economy has also shown a slowdown in the business environment with a growth of only 2.9% in 2019 compared to 3.6% in 2018.

The COVID-19 pandemic has struck a devastating blow to an already fragile global economy. Imposition of nationwide lockdown towards the end of March on account of COVID-19, have further affected the economic growth. Lockdowns and other restrictions needed to address the public health crisis, together with spontaneous reductions in economic activity by many consumers and producers, constitute an unprecedented combination of adverse shocks that is causing deep recessions in many advanced economies as also in emerging markets and developing economies.

In order to arrest the slowdown, the Government announced a series of targeted micro relief measures for various sectors besides active monetary accommodation from the Reserve Bank of India (RBI) amidst benign inflationary conditions. Key among the Government measures was the quantum reduction, rather than the usual policy of gradualism, in corporate income tax rates.

Non-Banking Finance Companies (NBFCs) in India

NBFCs which form an integral component of the Indian lending ecosystem could see a major impact of COVID-19 on their liquidity position and asset quality in the financial year 2020-21 due to complete halt of economic activity due to massive lockdown. With the onset of COVID-19, Foreign Institutional Investors (FIIs) turned net sellers of emerging market assets including Indian debt / equity instruments. The massive pullout by FIIs strained liquidity in the secondary debt market and pushed market interest rates higher in March. To address market dislocation caused by FII selling towards the end of March, RBI reduced Cash Reserve Requirement for Banks and conducted Targeted Long Term Repo operations. These measures improved market sentiment and reduced volatility in the interest rate markets.

Opportunity and threats

The positive trend of growth through digitalization in the economy should lead to credit growth as well. Slower economic activity and weak rural demand could lead to high credit costs due to COVID-19 pandemic. Any slowdown in the growth of Indian economy or future volatility in global



financial market, impulsive law making and bad political environment distressed business could also adversely affect the business.

Government Initiatives

The Government of India, the Reserve Bank of India and other regulators have announced various measures and relaxations acknowledging the pandemic led situation to ensure that there is enough liquidity in the hands of market participants and provided moratoriums to the borrowers in terms of their repayments to the financial institutions. Following are some of the measures:

- Significant reduction of repo rate by 75 bps;
- Reduction of Cash Reserve Ratio (CRR) by 1%, to 3%;
- Liquidity coverage ratio for banks reduced from 100% to 80%;
- Introduction of long-term repo operation (LTRO) facility infusing Rs. 1,50,000 crores worth of liquidity into the economy through banks by launching the Targeted Long-Term Repo Operation (TLTRO) (1.0) and (2.0) facilities.

Risks and Concerns

Being in the credit business, the Company is exposed to risks that are innate to the business environment which include market, credit, operational, human resource, interest, liquidity and economic risks. Further, unforeseen natural disasters and geopolitical problems may also have an adverse impact on the Company's business. The Company takes all measures to address all possible risks and mitigate them effectively.

Internal control systems

The Company has an effective and adequate internal control system to ensure reliable financial reports, operating effectiveness and overall efficiency. All its activities comply with applicable laws and regulations. The Company has adequate internal control systems proportionate with the size and nature of its business being framed in a manner which ensures optimum resource utilisation and strict compliance with all statutes. The audit committee reviews the adequacy of the internal control systems and follow-up actions are implemented immediately, if required.

Outlook

The role of NBFC has been significant in Indian Economy. The year 2020 was a year of crisis with the onset of COVID-19. However, the government took several quick measures. These measures included altering operating mechanism and making relevant changes in the risk management framework. Though the outlook for NBFCs for 2020 seems weak, a gradual improvement in the liquidity situation indicates that there could be a stabilisation in the coming days.

**Cautionary statement**

Statements in this report on management discussion and analysis, describing the Company's, estimates, expectations or predictions are all 'forward-looking statements' within the meaning of the applicable securities, laws and regulations. These statements are based on certain assumptions and expectations regarding future events. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. The Company assumes no responsibility whatsoever to publicly amend, modify or revise any 'forward-looking statements' on the basis of any subsequent information, developments and events.

Key Financial Ratios

Sl. No.	Ratio	2019-20	2018-19
1.	Debtors Turnover	-	-
2.	Inventory Turnover	-	-
3.	Interest Coverage Ratio	-	-
4.	Current Ratio	17:1	29.91:1
5.	Debt Equity Ratio	0.00:1	0.00:1
6.	Operating Profit Margin (%)	84.26%	65.89%
7.	Net Profit Margin (%)	36.31%	0.40%
8.	Return on Net Worth (%)	4.60%	0.02%

For and on behalf of the Board

Indian Base Metals Company Limited*Director***Santosh Kumar Agarwal**

DIN: 00420655

*Managing Director &
Chief Financial Officer***Ramesh Bansal**

DIN: 00420589

Date: 29th June, 2020

Place: Kolkata



“Annexure 3”

Information pursuant to Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Names of Employee	Age	Designation	Remuneration (Rs.)	Qualifications	Experience (Years)	Date of commencement of employment	Previous Employment / Position held
Kailash Sah	40	Office Staff	1,72,932/-	Graduate	9 years	09.01.2011	N.A
Vishal Goenka	30	Company Secretary	64,055/-	Graduate, CS	3 Years	13.01.2020	Company Secretary in Guinness Securities Limited

Note: It is hereby affirmed that remuneration paid during the year is as per remuneration policy of the company. There are only 2 permanent employees on the rolls of Company. The median remuneration of employees as on 31st March, 2020 was NIL as the Executive Director has not drawn any remuneration in the previous financial year.

For and on behalf of the Board

Indian Base Metals Company Limited

Director

Santosh Kumar Agarwal

DIN: 00420655

*Managing Director &
Chief Financial Officer*

Ramesh Bansal

DIN: 00420589

Date: 29th June, 2020

Place: Kolkata



SECRETARIAL AUDIT REPORT

For The Financial Year Ended On 31st March, 2020

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

To,
The Members,
Indian Base Metals Company Limited
240B, Acharya Jagdish Chandra Bose Road, 2nd Floor,
Kolkata – 700 020

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Indian Base Metals Company Limited** (hereinafter called the “Company”) (**CIN: L27209WB1971PLC028015**). 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, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs, Reserve Bank of India and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that in my opinion, the Company has, during the Audit Period covering the financial year ended on **31st March, 2020** (the “**Audit Period**”), complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **31st March, 2020** according to the provisions of:-
 - (i) The Companies Act, 2013 (as amended) (the “**Act**”) and the Rules made there under;



- (ii) The Securities Contracts (Regulation) Act, 1956 (the “**SCRA**”) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (*not applicable to the Company during the Audit Period*);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (the “**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 (*not applicable to the Company during the Audit Period*);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (*not applicable to the Company during the Audit Period*);
 - (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (*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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



2. I report, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following law applicable specifically to the Company:
 - (a) Reserve Bank of India Act, 1934 to the extent provisions are applicable to Non-Banking Financial Companies (Non-Deposit Taking, Non- Systematically Important) and guidelines, directions and instructions issued by RBI through notifications and circulars in respect of Non Banking Financial Companies.
3. I have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above *except that the Company is having a "Suspended" status on Calcutta Stock Exchange as on 31st March, 2020. The company had already applied for revocation of its suspension vide letter dated 12th February, 2019 but the matter is still pending with the Calcutta Stock Exchange.*

4. I further report that:
 - (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors and the Key Managerial Personnel of the Company that took place during the period under review were carried out in compliance with the provisions of the Act.
 - (b) 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.
 - (c) All decisions of the Board were unanimous and the same was captured and recorded as part of the minutes.



5. 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.

This Report is to be read with my letter of even date which is annexed as “**ANNEXURE - A**” and forms an integral part of this Report.

**For AMBER AHMAD & ASSOCIATES
Company Secretaries**

**CS AMBER AHMAD
Proprietor
Membership No.: FCS 9312
C.P. No.: 8581
UDIN: F009312B000377163**

**Place: Kolkata
Date: 24th June, 2020**



‘ANNEXURE - A’

To,
The Members,
Indian Base Metals Company Limited
240B, Acharya Jagdish Chandra Bose Road, 2nd Floor,
Kolkata – 700 020

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

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

For AMBER AHMAD & ASSOCIATES
Company Secretaries

CS AMBER AHMAD
Proprietor
Membership No.: FCS 9312
C.P. No.: 8581
UDIN: F009312B000377163

Place: Kolkata
Date: 24th June, 2020



INDEPENDENT AUDITOR'S REPORT

To The Members of M/s Indian Base Metals & Company Limited

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **M/s Indian Base Metals & Company Limited (“the Company”)** which comprises the Balance Sheet as at March 31, 2020, 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 standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its Profit and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that no key audit matters to be communicated in our report.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure to Board'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 is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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



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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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.



Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. With respect to the other matters to be included in the auditors report in accordance with the requirements of section 197(16) of the Act, no remuneration paid to the Managing Director during the year.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;



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- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Bandyopadhyay & Dutt
Chartered Accountants
Firm Registration No. 325116E**

**(CA P K Bandyopadhyay)
Partner**

**Membership No.055658
UDIN : 20055658AAAAAO4922**

**Place: Kolkata
Date: 29/06/2020.**



ANNEXURE – ‘A’

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2020:

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

(b) The Property plant and equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.

(c) Since the company has no immovable properties, the clause relating thereto is inapplicable.
- ii) The Company does not have inventory, accordingly the provision stated in paragraph 3(ii) of the order are not applicable .
- iii) The Company has granted loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act.
 - (a) In our opinion, the rate of interest and other terms and conditions on which the loans has been granted to companies, firms and other parties listed in the register maintained under section 189 of the Companies Act, are not prima facie prejudicial to the interest of the Company.
 - (b) The principal amount is repayable at the discretion of the Company; however interest as stipulated is being received on regular basis.
 - (c) There is no overdue amount of loans granted to companies or other parties covered in the register maintained under section 189 of the Companies Act.
- iv) The company is a registered non-banking financial company to which the provisions of section 185 & 186 of the Companies Act are not applicable, hence clause (iv) of the order is not applicable.
- v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees



State Insurance, Income- Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities and no undisputed amounts payable in respect thereof at the year end, for a period of more than six months from the date on when they become payable.

(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

- viii) Since the Company has not taken any loan amounts from any Financial Institution, Bank, Government and Debenture- holders, during the year under reference Clause (viii) of paragraph 3 of the said order is not applicable.
- ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.
- x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi) In our opinion and to the best of our information and according to the explanation given to us, no remuneration has been paid to the Managing Director during the year, accordingly it does not attract the provisions of section 197 read with Schedule V to the Companies Act 2013.
- xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 2 (xii) of the Order is not applicable to the Company.
- xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.
- xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.



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- xvi) the basis of our examination of records and according to the information and explanations given to us, the company is a Non Banking Financial Company and registered under section 45 IA of the Reserve Bank of India Act, 1934.

**For Bandyopadhyay & Dutt
Chartered Accountants
Firm Registration No. 325116E**

**(CA P K Bandyopadhyay)
Partner**

**Place: Kolkata
Date: 29/06/2020.**

**Membership No.055658
UDIN : 20055658AAAAAO4922**



Annexure “B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of M/s Indian Base Metals & Company Limited

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

We have Audited the Internal Financial Controls over Financial Reporting of **M/s Indian Base Metals & Company Limited** (“the Company”) as of March 31, 2020 in conjunction with our Audit of the Standalone Financial Statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITORS’ RESPONSIBILITY

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

Our Audit involves performing procedures to obtain Audit evidence about the adequacy of the Internal Financial Controls System over Financial Reporting and their operating effectiveness. Our Audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor’s judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. We believe that the Audit evidences 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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



OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Bandyopadhyay & Dutt
Chartered Accountants
Firm Registration No. 325116E**

**(CA P K Bandyopadhyay)
Partner**

**Membership No.055658
UDIN : 20055658AAAAAO4922**

**Place: Kolkata
Date: 29/06/2020.**



**AUDITORS REPORT IN TERMS OF NON BANKING FINANCIAL COMPANIES (RESERVE BANK)
DIRECTIONS, 2008**

To,

The Board of Directors

Indian Base Metals Company Limited

240B, Acharya Jagdish Chandra Bose Road,
2nd Floor, Kolkata – 700020.

As required by the “Non –Banking Financial Companies Auditors Report (Reserve Bank) Directions, 2008” (“the Directions”) issued by the Reserve Bank of India (“the Bank”) in exercise of powers conferred by Section 45MA of the Reserve Bank of India Act, 1934, and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we hereby report that:

A) In the case of All Non-Banking Financial Companies

1. The Company is engaged in the business of a non-banking financial institution and has obtained a certificate of registration (COR) from the Bank.
2. The Company is holding COR issued by the Bank. The Company’s financial assets are more than 50% of total assets (netted by intangible assets) and its income from financial assets are more than 50% of gross Income as on **31st March, 2020**.
3. The Company has meet the requirement of net owned fund (NOF) as laid down in Master Direction – Non Banking Financial Company – Non-systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 since 10th October, 2018 and the said compliance reported to RBI on 14.11.2018.

B) In the case of a Non –Banking Financial Company Accepting/Holding Public Deposits

The Company being a non banking financial company not accepting/holding public deposits Para 3 (B) of the Directions is not applicable.

C) In the case of a Non-Banking Financial Company Not Accepting/Holding Public Deposits

1. The Board of Directors have duly passed a resolution on 01.04.2019 for the non acceptance of the “public deposits”.



2. The Company has not accepted any “public deposit” during the year under review for the financial year ended 31st March, 2020.
3. The Company has complied with the Prudential Norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as far as applicable to it in terms of Non –Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016.
4. The Company being a Non-systematically Important taking Company Para 3(c)(iv) Of the Directions is not applicable.
5. The Company is not Systematically Important Non- Deposit taking NBFC as defined in paragraph 2(1) (xix) of Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and accordingly Para 3 (c) (iv) of the Directions is not applicable.
6. The Company is not carrying on the business of Micro Finance Institution, hence classification as NBFC Micro Finance Institutions (MFI) as defined in the Non Banking Financial Company – Non-systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 with reference to the business carried on by it during the financial year under review is not applicable.

Place: Kolkata
Dated: 29/06/2020

For, Bandyopadhyay & Dutt.
Firm Reg.no. 325116E
Chartered Accountants

P. K. Bandyopadhyay
Partner
M.No.055658
Udin: 20055658AAAAAQ5202

**BALANCE SHEET AS AT 31ST MARCH, 2020**

(Amount in Rs.)

Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2018
ASSETS				
Non Current Assets				
(a) Property, Plant and Equipment	4	22,389	2,080	2,080
(b) Financial Assets				
(i) Investments	5	1,93,73,921	1,93,72,720	1,84,05,713
(ii) Loans	6	3,32,23,050	2,65,11,128	2,57,30,203
Total Non - Current Assets (I)		5,26,19,360	4,58,85,928	4,41,37,996
Current Assets				
(a) Inventories		-	-	-
(b) Financial Assets				
(i) Trade Receivables		-	-	-
(ii) Cash and Cash Equivalents	7	19,978	1,82,848	30,190
(c) Other Current Assets	8	17,99,321	11,05,159	12,27,795
Total Current Assets (II)		18,19,299	12,88,007	12,57,985
TOTAL ASSETS (I+II)		5,44,38,659	4,71,73,935	4,53,95,981
EQUITY AND LIABILITIES				
Shareholders' Funds				
(a) Equity Share Capital	9	3,00,13,000	3,00,13,000	3,00,13,000
(b) Other Equity	10	2,23,64,686	1,62,31,634	1,43,94,490
Total Equity (III)		5,23,77,686	4,62,44,634	4,44,07,490
LIABILITIES				
Non Current Liabilities				
(a) Financial Liabilities		-	-	-
(b) Deferred Tax Liabilities (Net)	11	821	-	-
Total Non - Current Liabilities (IV)		821	-	-
Current Liabilities				
(a) Financial Liabilities		-	-	-
(b) Other Current Liabilities	12	5,30,194	91,150	54,000
(c) Provisions	13	15,29,958	8,38,151	9,34,491
Total Current Liabilities (V)		20,60,152	9,29,301	9,88,491
TOTAL EQUITY AND LIABILITIES (III+IV+V)		5,44,38,659	4,71,73,935	4,53,95,981

Accompanying Notes 1 to 31 are an integral part of the Financial Statements

For BANDYOPADHYAY & DUTT
Chartered Accountants
Firm Reg. No. : 325116E

On behalf of the Board of Directors

(CA P K Bandyopadhyay)
Partner
Membership No. 055658

Ramesh Bansal
Managing Director & Chief Financial officer
DIN: 00420589

Santosh Kumar Agarwal
Director
DIN:00420655

Place: Kolkata
Date : 29th June, 2020

Vishal Goenka
Company Secretary
M.No.: 42429

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

(Amount in Rs.)

SI No	Particulars	Note	31st March, 2020	31st March, 2019
I.	Revenue from Operations	14	66,23,078	24,19,370
II.	Other Income	15	24,04,568	9,742
III.	TOTAL		90,27,646	24,29,112
IV.	EXPENSES			
	Cost of Services Rendered			
	Employee Benefits Expense	16	4,32,658	5,52,123
	Depreciation and Amortisation Expense	4	3,491	-
	Other Expenses	17	10,66,280	6,48,327
	TOTAL		15,02,429	12,00,450
V	Profit/(Loss) Before Exceptional Items and Tax		75,25,217	12,28,662
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax(V-VI)		75,25,217	12,28,662
VIII	Tax Expense		-	-
	(1) Current Tax		14,00,000	3,30,337
	(2) Earlier Year Tax		-7,455	-
	(2) Deferred Tax		821	28,188
	Total Tax Expense		13,93,366	3,58,525
IX	Profit for the year		61,31,851	8,70,137
X	Other Comprehensive Income / (Loss)			
	Items that will not be reclassified to the Statement of Profit and Loss			
	(i) Remeasurements of Investments		1,201	9,67,007
	(ii) Equity instruments through other comprehensive income		-	-
	Total Other Comprehensive Income / (Loss)		1,201	9,67,007
XI	Total Comprehensive Income for the year (IX + X)		61,33,052	18,37,144
XII	Earnings Per Equity Share :			
	Basic and Diluted	18	2.04	0.61

Accompanying Notes 1 to 31 are an integral part of the Financial Statements

For BANDYOPADHYAY & DUTT
Chartered Accountants
Firm Reg. No. : 325116E

On behalf of the Board of Directors

(CA P K Bandyopadhyay)
Partner
Membership No. 055658

Ramesh Bansal
Managing Director & Chief Financial Officer
DIN: 00420589

Santosh Kumar Agarwal
Director
DIN:00420655

Vishal Goenka
Company Secretary
M.No.: 42429

Place: Kolkata
Date : 29th June, 2020



Statement of Cash Flows for the year ended March 31, 2020

	Amount (Rs)		(Amount in Rs)
	Year ended March,31 2020	Year ended March 31, 2019	Year ended March 31, 2018
A. Cash Flows from Operating Activities			
Profit Before Tax	75,26,418.12	21,95,668.77	(90,47,593.00)
Adjustment for :			
Depreciation and Amortization Expense	3,491.00		
Doubtful and Bad Debts, Advances, Loans and Deposits			
(Profit)/loss on derecognition of Property, plant and equipment			
Finance costs			
Liabilities No Longer Required written back			
Unrealised Foreign Exchange Gain (Net)			
Dividend Income		(574.00)	(7,148.00)
Interest Income			
Provision for Diminution in value of Stock		-	
Other Comprehensive Income	(1,201.03)	(9,67,006.77)	
Interest Income on Income Tax Refund			
Operating profit before working capital changes	75,28,708.09	12,28,088.00	-90,54,741.00
Changes in working capital :			
(Increase) / Decrease in Trade Receivables, Loans, Advances and Other Assets			
(Increase) / Decrease in Inventories		-	-
Increase in Other Bank Balances (Deposits with original maturity period of more			
(Increase) / Decrease in Current assets	(6,94,162.00)	1,22,636.00	-
Increase / (Decrease) in Trade Payables, Other Liabilities and Provisions	4,39,044.00	37,150.00	19,415.00
Cash generated/(used) in operations	72,73,590.09	13,87,874.00	(90,35,326.00)
Income Tax Paid (Net)	(7,48,338.00)	-4,54,865.00	-2,04,289.00
Net Cash used in Operating Activities	65,25,252.09	9,33,009.00	(92,39,615.00)
B. Cash flows from Investing Activities			
Purchase of Property, Plant and Equipment, Intangibles etc.	23,800.00		-
Interest Received			-
Dividend Received		574.00	7,148.00
Sale / (Purchase) of investments (net)			30,64,700.00
Proceeds from Sale of property, plant and equipment		-	-
Net Cash used in Investing Activities	23,800.00	574.00	30,71,848.00
C. Cash Flows from Financing Activities			
Proceeds from Long Term Borrowings(Net)	(67,11,922.00)	-7,80,925.00	61,74,537.00
Proceeds from Share Warrant Issued		-	-
Interest paid (net of foreign exchange fluctuation)			-
Net Cash generated from Financing Activities	(67,11,922.00)	(7,80,925.00)	61,74,537.00
Net Increase / (Decrease) in Cash and Cash Equivalents	(1,62,869.91)	1,52,658.00	6,770.00
Cash & Cash Equivalents at the beginning of the year	1,82,848.00	30,190.00	23,420.00
Cash and Cash Equivalents at the end of the period (refer note 7)	19,978.10	1,82,848.00	30,190.00
Note :			
Components of Cash and Cash Equivalents:			
Cash on hand	5,221.57	9,130.00	11,440.00
Cheques in Hand		-	-
Balances with Banks - in Current Account	14,756.53	1,73,718.00	18,750.00
Balances with Banks - in Deposit Accounts			-
	19,978.10	1,82,848.00	30,190.00

1.The above Cashflow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard(IND AS) 7 on Statement of Cashflows

2.Cash and Cash Equivalents do not include any amount which is not available to the Company for it's use

3.Figures in brackets represent cashoutflow from respective activities

Accompanying Notes 1 to 31 are an integral part of the Financial Statements

For BANDYOPADHYAY & DUTT
Chartered Accountants
Firm Reg. No. : 325116E

On behalf of the Board of Directors

(CA P K Bandyopadhyay)
Partner
Membership No. 055658

Ramesh Bansal
Managing Director & Chief Financial Officer
DIN: 00420589

Santosh Kumar Agarwal
Director
DIN:00420655

Place: Kolkata
Date : 29th June'2020

Vishal Goenka
Company Secretary
M. No. :42429



Notes to Financial Statement

1 Corporate Information

Indian Base Metals Co. Limited is a Public incorporated on 24th June ,1971. It is classified as Non-govt company and is registered at Registrar of Companies, Kolkata.

The company has been formed with an objective to carry on and undertake the business of trading/manufacturing activities in various metal ferrous and non ferrous and related investment in those areas. Presently the company's activity is restricted to non banking finance company(ND).

2 Significant Accounting Policies

2.1 Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

Up to the year ended 31st March, 2019, the Company prepared its financial statements in accordance with the requirements of the previous Generally Accepted Accounting Principles (Previous GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Company's first Ind AS financial statements. The date of transition to Ind AS is 1st April, 2018. Details of the first time exceptions and optional exemptions availed by the Company and principal adjustments along with related reconciliations are detailed in Note. 20 (First time adoption).

2.2 Basis of Preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

2.3 Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents; the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities

2.4 Property, Plant and Equipment

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost The estimated useful lives of property, plant and equipment of the Company are as follows:

Assets Category	Estimated Useful Life
<i>Tangible Assets</i>	-
Computer Hardware – End user devices such as laptop, desktop etc.	3 years
Other Computer Hardware - Server & Networks	6 years
Office Equipment	5 years
Furniture and Fittings	10 years
Data Centre Infrastructure	6 years
Electrical Installation	10 years
Fixed Assets costing less than Rs. 5,000/-	1 year

2.5 Intangible Assets

Intangible Assets that the Company controls and from which it expects future economic benefits are capitalised upon acquisition and measured initially:

- a. for assets acquired in a business combination or by way of a government grant, at fair value on the date of acquisition/grant
- b. for separately acquired assets, at cost comprising the purchase price (including import duties and non-refundable taxes) and directly attributable costs to prepare the asset for its intended use.

2.6 Impairment

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

2.7 Inventories

Inventories are stated at lower of cost and net realisable value. The cost is calculated on weighted average method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Net realisable value is the estimated selling price less estimated costs for completion and sale.

Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories

2.8 Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupees.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

2.9 Investment in Subsidiaries, Associates and Joint Ventures

Investment in subsidiaries, associates and joint ventures are carried at cost less accumulated impairment, if any.

**Notes to Financial Statement cont..****2.10 Financial instruments, Financial assets, Financial liabilities and Equity Instruments****Financial Assets**

Recognition: Financial assets include Investments, Trade Receivables, Advances, Security Deposits, Cash and Cash equivalents. Such assets are initially recognised at

Classification: Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired.

The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

(a) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/ or interest.

(b) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income

Impairment: The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade

De-recognition: Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the

Company has transferred substantially all of the risks and rewards of ownership. Concurrently, if the asset is one that is measured at:

(a) amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;

(b) fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement

Financial Liabilities

Offsetting Financial Instruments

2.11 Equity Instruments

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue

2.12 Revenue

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers.

Revenue from the sale of goods is recognised when significant risks and rewards of ownership have been transferred to the customer, which is mainly upon delivery, the amount of revenue can be measured reliably and recovery of the consideration is probable. Revenue from services is recognised in the periods in which the services are rendered.

Interest Income is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is recorded using effective interest rate. on the deployment of surplus funds is recognised using the time-proportion method, based on interest rates implicit in the transaction.

2.13 Employee Benefits

The Company makes contributions to both defined benefit and defined contribution schemes which are mainly administered through duly constituted and approved Trusts.

2.14 Taxes on Income

Taxes on income comprises current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

Tax Credit is recognized in respect of Minimum Alternate Tax (MAT) as per the provisions of Section 115JAA / 115JB of the Income Tax Act, 1961 based on convincing evidence that the Company will recover the same against normal income tax within the statutory time frame which is reviewed at each Balance Sheet Date.

2.15 Claims

Claims against the Company not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

2.17 Provisions

Provisions are recognised when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

2.18 Operating Segments

Operating segments are reported in a manner consistent with the accounting policies adopted. Based on such the Company operates in one operating segment.

**Notes to Financial Statement cont..****3 Use of Estimates and Judgements**

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

3.2 Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

3.3 Useful lives of property, plant and equipment and intangible assets:

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period

3.4 Fair value measurements and valuation processes:

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. Fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability. The Company engages third party valuers, where required, to perform the valuation.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in the notes to the

3.5 Actuarial Valuation:

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

3.6 Claims, Provisions and Contingent Liabilities:

The Company has ongoing litigations with various regulatory authorities and third parties. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

3.7 Inventory Obsolescence:

The Company reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Company estimates the net realizable value for such inventories based primarily on the latest invoice prices and current market conditions. The Company carries out an inventory review at each balance sheet date and makes provision against obsolete and slow-moving items. The Company reassesses the estimation on each balance sheet date.

3.8 Impairment of Financial Assets:

The Company assesses impairment based on expected credit losses (ECL) model on trade receivables.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable. At every reporting date, the historically observed default rates are updated.

**Notes to Financial Statement cont..****Note No.4** **Property, Plant & Equipment**

DESCRIPTION	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	AS AT 01.04.19	ADDITIONS/ (DEDUCTION)	AS AT 31.03.20	AS AT 01.04.19	FOR THE YEAR	ADJUST- MENT	AS AT 31.03.20	AS AT 31.03.2020	AS AT 31.03.2019
<u>Tangible Assets</u>									
Computer	41,600.00	23,800.00	65,400.00	39,520.00	3,491.00	-	43,011.00	22,389.00	2,080.00
Total	41,600.00	23,800.00	65,400.00	39,520.00	3,491.00	-	43,011.00	22,389.00	2,080.00
Previous Year	41,600.00	23,800.00	41,600.00	39,520.00	-	-	39,520.00	2,080.00	



Notes to Financial Statement cont..

5 Non- Current Investment

PARTICULARS	As At 31st March 2020		As At 31st March 2019	
	Nos.	Amount (Rs)	Nos.	Amount (Rs)
QUOTED SHARES (Fully Paid up) at FVTPL				
Hindustan Motor Ltd.	1,700	5,168	1,700	12,410
JCT Ltd.	1,713	1,353	1,713	2,895
MRPL Ltd.	1,000	23,100	1,000	74,300
Sanghi Polysters Ltd.	100	1	100	1
Butterfly Gandhimati Appliances Ltd.	34	3,293	680	1
Life Line Drug (Injects) Ltd.	1,000	1	1,000	1
Nihon Nirman Ltd.	4,712	1	4,712	1
Resonance Specialties Limited	800	1	800	16,240
Cosmos Spinning Ltd.	1,000	1	1,000	1
Ravitej Export Ltd.	1,000	1	1,000	1
Enkay Texofood India Ltd.	200	1	200	1
Orkey Silk Mills Ltd.	1,000	1	1,000	1
ATV Projects India Ltd.	150	405	150	960
Malanpur Steel Ltd.	389	1	389	1
Adani Power Ltd.	500	13,875	500	24,100
Upper Ganges sugar Mills Ltd.			500	1
Ganges Security Ltd	433	10,803		-
Magadh Sugar and Energy Ltd	546	36,746		-
Avadh Sugar and Energy Ltd	368	43,663		-
Assam Co Ltd.	3,000	1	3,000	6,300
		1,38,416		1,37,215
Less: Dimunition in the Value of Quoted Shares		-		-
Total Value of Quoted Shares		1,38,416		1,37,215
UNQUOTED SHARES (Fully paid up) at FVOCI				
Rahimpur Tea Co. Ltd.	95,500	62,60,744	95,500	62,60,744.433
Simulbarie Tea Co. Pvt. Ltd.	16,824	10,95,950	16,824	10,95,950.441
Bihar Bengal Tea Co. Pvt. Ltd.	40,000	19,63,978	40,000	19,63,977.600
Bansal Agro & Tea Mfg. Pvt Ltd.	1,80,400	99,14,832	1,80,400	99,14,832.057
		1,92,35,505		1,92,35,504.53
Less: Dimunation in the Value of Unquoted shares		-		-
Total Value of Unquoted Shares		1,92,35,505		1,92,35,504.53
Total Investment		1,93,73,921		1,93,72,719.50

6 Loans

Particulars	Amount (Rs)	
	As at 31st March, 2020	As at 31st March, 2019
Non-Current Loans & Advances	-	-
(Unsecured; Considered good)	-	-
Inter Corporate Advances	-	-
Related parties		
Mogulkata Tea Co Pvt Ltd., Kolkata	1,29,62,124	81,60,283
Other than related Parties		
SAR Logistics Pvt Ltd., Kolkata	-	14,767
Bijoynagar Tea Co. Ltd. Kolkata	1,29,01,122	1,16,63,715
Kamala Tea Co. Ltd. Kolkata	73,59,804	66,72,363
Unsecured; Considered Doubtful		
Khatan Foods Pvt Ltd, Jaipur	44,02,699	44,02,699
Camellia Tea Group Pvt. Ltd.Kol	-	24,00,000
	44,02,699	68,02,699
Less: Provision for Doubtful	(44,02,699)	(68,02,699)
Total	3,32,23,050	2,65,11,128

**Notes to Financial Statement cont..****7 Cash and Bank Balances**

Particulars	As at 31st March, 2020	As at 31st March, 2019
Bank Balance		
Balance with Schedule Bank	14,757	1,73,718
Cash in Hand	5,222	9,130
	19,978	1,82,848

8 Other Current Assets

Particulars	As at 31st March, 2020	As at 31st March, 2019
Current		
Advance to Employee	4,50,798	-
Balance with Revenue Authorities - Income Tax Advance	13,48,523	11,05,159
Total	17,99,321	11,05,159



Notes to Financial Statement cont..

9 Share Capital

Details of the Authorised, Issued, Subscribed and Paid up Share Capital have been depicted in the table below:

a)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Number	Amount in Rs.	Number	Amount in Rs.
Authorised				
Equity Shares, Rs 10/- par value per share	33,00,000	3,30,00,000.00	33,00,000	3,30,00,000.00
4% Non-Cumulative Preference Shares Rs. 100/- par value per share	20,000	20,00,000.00	20,000	20,00,000.00
	33,20,000	3,50,00,000.00	33,20,000	3,50,00,000.00
Issued, Subscribed & Fully Paid up				
Equity Shares, Rs 10/- par value per share	30,01,300	3,00,13,000.00	30,01,300	3,00,13,000.00
	30,01,300	3,00,13,000.00	30,01,300	3,00,13,000.00

b) Reconciliation of Equity shares outstanding :

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Number	Amount in Rs.	Number	Amount in Rs.
Shares outstanding at the beginning of the year	30,01,300	3,00,13,000.00	30,01,300	3,00,13,000.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	30,01,300	3,00,13,000.00	30,01,300	3,00,13,000.00

The Company has only one class of shares referred to as equity shares having a par value of Rs 10 per share. Each holder of the equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Shareholders holding more than 5% Equity Shares each in the Company

Name of the Shareholder	As at 31st March, 2020		As at 31st March, 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Bansal Agro & Tea Manufacture Pvt Ltd	8,80,000	0.29	8,80,000	29%
	-	-	-	-

10 Other Equity

Particulars	Amount(Rs)	
	As at 31st March, 2020	As at 31st March, 2019
a) Statutory Reserve		
Balance as per last accounts	16,14,563	14,41,279
Add: Transfer from Surplus/Deficit	12,26,370	1,73,284
Closing Balance	28,40,933	16,14,563
b) Retained Earnings		
Balance as per last accounts	1,36,50,064	1,29,53,211
Transition Profit to IndAS	-	-
Net Profit/(Loss) for the Year/Period	61,31,851	8,70,137
	1,97,81,915	1,38,23,348
Less: Transfer to Statutory Reserve	(12,26,370)	(1,73,284)
Closing Balance	1,85,55,545	1,36,50,064
c) Other comprehensive income		
Balance as per last accounts	9,67,007	-
IND AS Transition Impact	1,201	9,67,007
Closing Balance	9,68,208	9,67,007
Total	2,23,64,686	1,62,31,634

**Notes to Financial Statement cont..**

11 Deferred Tax Liabilities

Particulars	As at 31st March, 2020	As at 31st March, 2019
Temporary Difference on carrying value of assets and Tax base	821.00	
TOTAL	821.00	-

12 Other Current Liabilities

Particulars	As at 31st March, 2020	As at 31st March, 2019
Other Liabilities		
Audit Fees Payable	77,200	40,000
Santosh Kr Kanoria	2,75,900	-
Vishal Goenka	51,144	-
Amber ahmad & Associates, kolkata	66,900	
Soumitra Ghosh Choudhary (Kolkata)	-	29,700
Rent Payable	24,000	-
Statutory Liabilities		
- Professional Tax	350	330
- TDS Payable	34,700	21,120
TOTAL	5,30,194	91,150

13 Provisions

(A) Current

Particulars	As at 31st March, 2020	As at 31st March, 2019
Provision for Standard Assets	83,058	66,413
Provision for Taxation	14,46,900	7,71,738
TOTAL	15,29,958	8,38,151

**Notes to Financial Statement cont..****14 Revenue from Operations****(Amount in Rs.)**

Particulars	Year Ended 31st March,2020	Year Ended 31st March,2019
Interest on Loan	66,23,078	24,19,370
Total	66,23,078	24,19,370

15 Other Income**(Amount in Rs.)**

Particulars	Year Ended 31st March,2020	Year Ended 31st March,2019
Dividend	-	574
Miscellaneous Income	4,568	9,168
Bad Debt Recovery	24,00,000	-
Total	24,04,568	9,742

16 Employee Benefits Expense**(Amount in Rs.)**

Particulars	Year Ended 31st March,2020	Year Ended 31st March,2019
Salary	3,98,078	5,09,345
Employee Insurance	4,340	4,340
Bonus	30,240	38,438
Total	4,32,658	5,52,123

17 Other Expenses**(Amount in Rs.)**

Particulars	Year Ended 31st March,2020	Year Ended 31st March,2019
Audit Fees - Statutory	54,400	40,000
Bank Charges and Other Interest	1,499	6
Conveyance	1,878	1,147
Internal Audit Fee	30,000	-
Filing Fees	16,450	6,850
Legal and Professional Expenses	7,50,720	3,83,757
Rates and Taxes	10,050	5,750
Telephone Expenses	-	349
Printing and Stationery	45,938	24,318
Postage and Telegram	-	380
Provision for Doubtful Debts	-	39,955
Provision for Standard Assets	16,645	2,088
Repair and Maintenance	6,195	19,470
Membership Fees	76,187	1,03,570
Tea & Tiffin Expenses	9,121	3,045
Result Publishing Exp	19,757	17,642
General Exp	3,440	-
Rent	24,000	-
Total	10,66,280	6,48,327

18 Earnings Per Equity Share

Particulars	Year Ended 31st March,2020	Year Ended 31st March,2019
Net Profit/(Loss) after Tax attributable to Equity Shareholders	61,33,052.12	18,37,143.77
Weighted Average number of Equity Shares outstanding	30,01,300	30,01,300
Nominal Value per Equity Share (Rs.)	10/-	10/-
Basic and Diluted Earnings per Equity Share (Rs.)*	2.04	0.61

* Since there are no Dilutive Potential Equity Shares, the Diluted earnings per Equity Share remain same as the Basic Earnings per Equity Share.



Notes to Financial Statement cont..

19 Disclosure pursuant to Accounting Standard 18 - Related Party Disclosures

Related party disclosures as per AS 18, issued by the Institute of Chartered Accountants of India.
Summary of Transactions with Related Parties:

1. **Key Managerial Personnel:**

Mr. Ramesh Bansal – Managing Director & CFO.
Mr. Vishal Goenka, Company Secretary From 13/01/2020 onwards.
Mr. Harjeet Singh, Company Secretary From 02/08/2016 to 03/08/2019

2. **Enterprises owned or significantly influenced by KMP or their Relatives:**

Mogulkata Tea Co Pvt Ltd.
Bansal Agro Beverages Pvt Ltd.

3. **Summary of Transactions with Related Parties:**

Name of the related party	Interest Received	Loan Given	Loan Repaid	Balance as at 31.03.2020
Mogulkata Tea Co Pvt Ltd.	1,102,046.00	4,975,000.00	1,275,205.00	12,962,124 (8,160,283)

Nature of Transaction	Associates	Key Management Personnel	Total (31/03/2020)
Rent Paid	24,000		24,000
Remuneration		203,032	203,032

20 First Time Adoption

Ind AS 101 "First-time Adoption of Indian Accounting Standards" provides a suitable starting point for accounting in accordance with Ind AS and is required to be mandatorily followed by first-time adopters. The Company has prepared the Opening Balance Sheet as per Ind AS as of 1st April, 2018 (the transition date) by:

- recognising all assets and liabilities whose recognition is required by Ind AS,
- not recognising items of assets or liabilities which are not permitted by Ind AS,
- reclassifying items from previous Generally Accepted Accounting Principles (GAAP) to Ind AS as required under Ind AS, and
- applying Ind AS in measurement of recognised assets and liabilities.

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

(i) **Estimates**

The estimates at 1 April 2018 and at 31 March 2019 are consistent with those made for the same dates in accordance with Previous GAAP (after adjustments to reflect any differences in accounting policies).

The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at 1 April 2018, the date of transition to Ind AS and as of 31 March 2019.

(ii) **Investments**

The Company has designated

(iii) **Classification of Measurement of Financial Assets**

The classification of financial assets to be measured at amortised cost or fair value through Profit and Loss is made on the basis of facts and circumstances that existed on the date of transition to Ind AS.

(iv) **Fair value at deemed cost for items of property, plant and equipment**

Company has elected to use the carrying amount of items of property, plant and equipments under previous GAAP on the date of transition to Ind AS as deemed cost for Ind AS.

Reconciliation of Equity as previously reported under Previous GAAP to IND AS:

Particulars	As at 31.03.2019	As at 01.04.2018
Equity as reported under previous GAAP	33,979,304.00	33,286,170.00
Re-measurements on transition to Ind AS		
(1) Investments	12,265,329.50	4,965,294.02
Equity as reported under Ind AS	46,244,633.50	38,251,464.02



Notes to Financial Statement cont..

Reconciliation of Total Comprehensive Income for the year ended 31 March 2019.

Particulars	For the year ended 31.03.19
Profit after Tax as reported under Previous GAAP	693,134.00
Adjustments:	
(1) Interest income and expenses recognition using EIR on financial assets and liabilities at amortised cost	-
(2) Expected credit loss	-
(3) Re-measurment of defined benefit obligations	-
(4) Fair valuation of Investment	177,003.00
Profit / (Loss) After Tax as reported under Ind AS	870,137.00
(1) Re-measurment of Investment	967,006.77
Total Comprehensive Income as reported under Ind AS	1,837,143.77

21 Interest income and expenses recognition using EIR on financial assets and liabilities at amortised cost

Under Previous GAAP, all financial assets and financial liabilities were carried at cost. Under Ind AS, certain financial assets and financial liabilities are subsequently measured at amortised cost which involves the application of effective interest method. In applying the effective interest method, an entity identifies fees that are an integral part of the effective interest rate of a financial instrument. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of the financial asset or financial liability.

Expected credit loss

Under Previous GAAP, provision for doubtful debts was recognised based on the estimates of the outcome and of the financial effect of contingencies determined by the management of the company. This judgement was based on consideration of information available up to the date on which the financial statements were approved.

Under Ind AS, a loss allowance for expected credit losses is recognised on financial assets carried at amortized cost. Expected

Fair valuation of Investment

Under Previous GAAP, the Company accounted for long term investments in unquoted and quoted equity shares as investment measured at cost less provision for other than temporary diminution in the value of investments. Under Ind AS, the Group has designated such investments as FVOCL investments. Ind AS requires FVOCL investments to be measured at fair value.

22 CAPITAL MANAGEMENT

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains a strong capital base by maximizing shareholders' wealth, safeguarding business continuity and augmenting its internal generations with a judicious use of borrowing facilities to fund spikes in working capital that arise from time to time as well as requirements to finance business growth.

The Company determines the amount of capital required on the basis of annual business plan. The funding needs are met through cash generated from operations, long term and short term borrowings from banks and financial institutions.

The table below summarises the capital, net debt and net debt to equity ratio of the Company.

(Amount in Rs)

Particulars	As at 31.03.2020	As at 31.03.2019	As at 31.03.2018
Equity Share Capital	30,013,000.00	30,013,000.00	30,013,000.00
Other Equity	22,394,685.62	16,231,633.50	14,394,489.73
Total Equity	52,407,685.62	46,244,633.50	44,407,489.73
Non Current Borrowings	-	-	-
Current Borrowings	-	-	-
Current Maturities of Non Current Borrowings	-	-	-
Gross Debts (B)	-	-	-
Total Capital (A)	52,407,685.62	46,244,633.50	44,407,489.73
Gross Debt as above	52,407,685.62	46,244,633.50	44,407,489.73
Less: Cash and Cash Equivalents	19,978.10	182,848.00	30,190.00
Less: Other Balances with Bank (including non-current ea	-	-	-
Net Debt (B)	52,387,707.52	46,061,785.50	44,377,299.73
Net Debt to Equity	1.00	1.00	1.00

Net debt to equity as at 31.03.2020 and 31.03.2019 has been computed based on average equity and as on 1.04.2018, it is based on closing equity.



Notes to Financial Statement cont..

23 FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of Financial asset, Financial liability and equity instrument are disclosed in Note 2 to 13 to the financial statements.

Categories of Financial Instruments

Particulars	As at March 31, 2020		As at March 31, 2019		As at March 31, 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets						
a) Measured at amortised cost						
i) Cash and cash equivalents	19,978.10	19,978.10	182,848.00	182,848.00	30,190.00	30,190.00
ii) Other bank balances	-	-	-	-	-	-
iii) Trade Receivables	-	-	-	-	-	-
iv) Loans	33,223,050.00	33,223,050.00	26,511,128.00	26,511,128.00	25,730,203.00	25,730,203.00
v) Investments	-	-	-	-	-	-
vi) Other financial assets	7,107,390.00	19,373,920.53	7,107,390.00	19,372,719.50	7,284,393.00	18,405,712.73
Sub-total	40,350,418.10	52,616,948.63	33,801,366.00	46,066,695.50	33,044,786.00	44,166,105.73
b) Measured at Fair value through Profit or Loss						
i) Investments	-	-	-	-	-	-
Sub-total	-	-	-	-	-	-
c) Measured at Cost						
i) Investment in Subsidiaries	-	-	-	-	-	-
Sub-total	-	-	-	-	-	-
Total financial assets	40,350,418.10	52,616,948.63	33,801,366.00	46,066,695.50	33,044,786.00	44,166,105.73
Financial liabilities						
a) Measured at amortised cost						
i) Payables	-	-	-	-	-	-
ii) Borrowings	-	-	-	-	-	-
iii) Other financial liabilities	-	-	-	-	-	-
Total financial liabilities	0	0	-	-	-	-

24 Fair value hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Quoted prices in an active market (Level 1): Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Valuation techniques with observable inputs (Level 2): The fair value of financial instruments that are not traded in an active market (for example over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Valuation techniques with significant unobservable inputs (Level 3): If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and investment in Alternate Investment Funds included in level 3. Fair value of Cash and Cash Equivalents, other Bank balances, trade Receivables, Loans and their Current Financials assets, short term borrowing from body corporates, Trade Payables and Other current financial liabilities considered to be equal to the carrying amount of these items due to their short term nature.

25 Financial risk management objectives

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company continues to focus on a system-based approach to business risk management. The Company's financial risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Backed by strong internal control systems, the current Risk Management System rests on policies and procedures issued by appropriate authorities; process of regular reviews / audits to set appropriate risk limits and controls; monitoring of such risks and compliance confirmation for the same.

a) Market risk

The Company's Financial Instruments are exposed to market changes. The Company is exposed to the following significant market risk:

- Foreign Currency Risk
- Interest Rate Risk

b) Liquidity risk

Liquidity risk is the risk that the Company does not have sufficient financial resources to meet its obligations as they fall due, or will have to do so at an excessive cost. This risk arises from mismatches in the timing of cash flows which is inherent in all finance driven organisations and can be affected by a range of Company-specific and market-wide events.

The Company mitigates its liquidity risks by ensuring timely collections of its trade receivables and close monitoring of its credit cycle. The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date



Notes to Financial Statement cont..

(Amount in Rs)

	As at 31.03.2020		As at 31.03.2019	
	Current	Non-Current	Current	Non-Current
A: Financial assets				
i) Cash and cash equivalents	19,978.10	-	182,848.00	-
ii) Other bank balances	-	-	-	-
iii) Trade receivables	-	-	-	-
iv) Loans	-	33,223,050.00	-	26,511,128.00
v) Investments	-	19,373,920.53	-	19,372,719.50
vi) Other financial assets	-	-	-	-
Total	19,978.10	52,596,970.53	182,848.00	45,883,847.50
B: Financial liabilities				
i) Borrowings	-	-	-	-
ii) Trade payables	-	-	-	-
iii) Other financial liabilities	-	-	-	-
Total	-	-	-	-

c) Credit risk

Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Company has its policies to limit its exposure to credit risk arising from outstanding receivables. Management regularly assess the credit quality of its customers, on the basis which the terms of payment are decided. Credit limits are set for each customer which are reviewed at periodic intervals.

- 26 Disclosure in terms of paragraph 13 of Non Banking Financial (Non - Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions,2007 for the financial year ended 31st March,2020 are given separately.
- 27 Contingent Liabilities : The Company has made provision of Rs 83058 against standard asset outstanding at the year end in terms of Non Banking Financial(Non Deposit accepting or Holding) Companies Prudential Norms(Reserve Bank), Directions 2007.
- 28 The Company has already applied to Calcutta Stock Exchange for revocation of suspension vide letter dted 12/02/2019 but the withdrawal of suspension is still pending with Stock Exchange.
- 29 As per information available with the Company, there are no supplierscovered under MSME Development Act,2006.As a result no disclosure thereof is made in the account.
- 30 The provisions of Payment of Gratuity Act, Employees Provident Fund Act and Employees State Insurance Act are not applicableto the company.
- 31 Previous year's figures have been regrouped / rearranged to conform to the classification of the current year, wherever considered necessary.

For BANDYOPADHYAY & DUTT
Chartered Accountants
Firm Reg. No. : 325116E

On behalf of the Board of Directors

(CA P K Bandyopadhyay)
Partner
Membership No. 055658

Ramesh Bansal
Managing Director & Chief Financial Officer
DIN: 00420589

Santosh Kumar Agarwal
Director
DIN:00420655

Place: Kolkata
Date : 29th June, 2020

Vishal Goenka
Company Secretary
M.No.: 42429



Notes to Financial Statement cont..

Long Term Investments			
1	Quoted		
	i) Shares: (A) Equity	1.38	
	(B) Preference	Nil	
	ii) Debentures and Bonds	Nil	
	iii) Units of Mutual funds	Nil	
	iv) Government Securities	Nil	
	v) Others	Nil	
2	Unquoted		
	i) Shares: (A) Equity	192.35	
	(B) Preference	Nil	
	ii) Debentures and Bonds	Nil	
	iii) Units of Mutual funds	Nil	
	iv) Government Securities	Nil	
	v) Others	Nil	
V Borrower group wise classification of all leased assets, stock on hire and loans and advances:			
A Category		<u>Amount Net of Provisions</u>	
		<u>Secured</u>	<u>Unsecured</u>
			<u>Total</u>
1	Related Parties		
	A) Subsidiaries	-	-
	B) Companies in the same group	-	129.62
	C) Other related parties	-	-
2	Other than related parties	-	202.61
	Total	-	332.23
VI Investor groupwise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)			
		<u>Market value/Break up or fair value or NAV</u>	<u>Book value (Net of provision)</u>
1	Related Parties		
	A) Subsidiaries	-	-
	B) Companies in the same group	192.35	192.35
	C) Other related parties	-	-
2	Other than related parties		
	Total	192.35	192.35
Amount (Rs.)			
Gross Non Performing Assets			
1	A) Related Parties	-	-
	B) Other than Related Parties	-	-
2	Net Non Performing Assets		
	A) Related Parties	-	-
	B) Other than Related Parties	-	-
3	Assets acquired in satisfaction of debt	-	-