



39TH ANNUAL REPORT 2022-23
INERTIA STEEL LIMITED



INERTIA STEEL LIMITED

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COMPANY INFORMATION

Company's Name : INERTIA STEEL LIMITED

CIN : L51900MH1984PLC033082

Registered Office : 422, Tulsiani Chamber, Nariman Point
Mumbai – 400 021, Maharashtra (India)

E-mail ID : contact@inertiasteel.com

Board of Directors & Key Managerial Personnel : 1) Smt. Sarita Harigopal Joshi - *Whole Time Director*
2) Shri Vinod Balan - *Director*
3) Shri Dhanesh Ajmera - *Independent Director*
4) Shri Suresh Ajmera - *Independent Director*
5) Smt. Jeny Gowadia - *Independent Director*
6) Shri Dhiren Bontra - *Independent Director*
7) Shri Jatin Gaikar - *Chief Financial Officer*
8) Shri Jitendra Rajendra Patil - *Company Secretary & Compliance officer*

Auditors : M/s. NGST & Associates., Mumbai

Registrar & Transfer : M/s. Adroit Corporate Services Private Limited
: 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road,
Marol Naka, Mumbai – 400 059
Email: info@adroitcorporate.com



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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **39th (Thirty Nineth)** Annual General Meeting of the Members of **INERTIA STEEL LIMITED** will be held on Saturday, the 30th day of September, 2023 at 12:30 P.M. at the Registered Office of the Company at 422, Tulsiani Chambers, Nariman Point, Mumbai 400021, Maharashtra, India to transact the following business:

ORDINARY BUSINESS:

1) To consider and adopt the Audited Financial Statements consisting of Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss for the year ended on that date and the Cash Flow Statement for the year ended on that date along with schedules, notes and annexure and the Reports of the Board of Directors and Auditors thereon.

2) To appoint a Director in place of Shri Vinod Kavassery Balan (DIN:07823253), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Shri Vinod Kavassery Balan (DIN: 07823253) as a director, who is liable to retire by rotation.”

3) To confirm the appointment of M/s. Bohra & Co, Chartered Accountants, as the Statutory Auditor of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re- enactment thereof for the time being in force), based on the recommendation of the Audit Committee, the consent of the members be and is hereby accorded to the appointment of **M/s. Bohra & Co., Chartered Accountants, (Firm Registration No. 136492W)** for the Financial Year 2023-24, as done by the Board to fill the casual vacancy caused by the resignation of M/s. NGST & Associates, Chartered Accountants, (Firm Registration No. 135159W), to hold office until the conclusion of this 40th Annual General Meeting, on such remuneration as may be fixed by the Board of Directors in consultation with them.

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

SPECIAL BUSINESS:

4) To confirm the appointment of Shri Dhiren Ashok Bontra, (DIN: 09591605) as the Independent Director of the Company:

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



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“RESOLVED THAT pursuant to the provisions of Section 149,152,160 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and applicable SEBI Regulations, and other applicable Laws, Shri Dhiren Ashok Bontra (DIN:09591605) who was appointed by the Board of Directors of the Company as an Additional and Independent Director of the Company and whose term of appointment as additional director expires at this meeting (39th AGM) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years w.e.f. from 14th August 2023.

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

5) **To confirm the appointment of Smt. Jeny Vinod Kumar Gowadia, (DIN: 03014009) as the Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 149,152,160 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and applicable SEBI Regulations, and other applicable Laws, Smt. Jeny Vinod Kumar Gowadia (DIN: 03014009) who was appointed by the Board of Directors of the Company as an Additional and Independent Director of the Company and whose term of appointment as additional director expires at this meeting (39th AGM) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years w.e.f. from 14th August 2023.

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

**For and on behalf of the Board of Directors
INERTIA STEEL LIMITED**

Date : 14th August 2023

Place : Mumbai

**JITENDRA RAJENDRA PATIL
Company Secretary & Compliance Officer
(Membership No.: 39055)**

Note(s):

- 1) The MCA Circulars read with the Securities and Exchange Board of India (“SEBI”) Circular no. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 (“SEBI Circular”), has dispensed with the requirement of sending the physical copies of the AGM Notice and Annual Report to the members. Accordingly, the Notice of the AGM and the Annual Report (2022-23) of the Company are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories. Members may note that the copies of the Notice of the AGM and the Annual Report (2022-23) are also available on the website of the Company at www.inertiasteel.com.



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- 2) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.
- 3) Instruments appointing proxy or proxies duly filled in, stamped and signed should be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
- 4) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 5) Corporate members intending to send their authorized representative are requested to send duly certified copy of the Authorization form authorizing their representative to attend and vote at the General Meeting.
- 6) Since explanatory statement is not applicable for item no 3 of notice following note is given for information of members.

Since the previous auditors M/s. NGST & Associates, Chartered Accountants, (Firm Registration No. 135159W), have resigned as Statutory Auditors of the Company which has caused casual vacancy. To fill such casual vacancy and based on the recommendation of the Audit Committee, the Board of Directors of the Company, has appointed M/s. Bohra & Co., Chartered Accountants, (Firm Registration No. 136492W), Chartered Accountants as the Statutory Auditors of the Company for the Financial Year 2023-24 subject to the approval of the members of the Company. The Company has also received consent and eligibility letter to act as the Statutory Auditors of the Company, in accordance with the provisions of Section 139 and Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. The Board recommends the Ordinary Resolution for approval by the members. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Proposed statutory audit fee payable to auditors	as may be fixed by the Board of Directors in consultation with statutory auditor
Terms of appointment	until the conclusion of this 40th Annual General Meeting
Material change in fee payable	NA
Basis of recommendation and auditor credentials	The recommendation is based on the fulfilment of the eligibility criteria prescribed by the Companies Act, 2013 and other regulatory requirements.

- 7) The Register of Members and Share Transfer books of the Company will remain closed from 22nd September, 2023 to 30th September, 2023 (both days inclusive).
- 8) Members are requested to make all correspondence relating to share transfer (both in Physical & Demat form) to our Registrar and Share Transfer Agent, M/s. Adroit Corporate Services Pvt. Ltd., 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Mumbai – 400 059 (R&TA)
- 9) To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”) in case the shares are held by them in electronic form and with R&TA in case the shares are held by them in physical form.
- 10) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to R&TA in case the shares are held in physical form.



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- 11) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulation, 2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services Limited, on all resolutions set forth in this notice. Instructions and other information relating to remote e-voting are given in the Notice under Note No. 18.
- 12) As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India. We strongly urge you to support this 'Green Initiative' by opting for electronic mode of communication and making the world a cleaner, greener and healthier place to live. For receiving all communication (including Annual Report) from the Company electronically, the members are requested to register / update their email addresses with the Registrar and Share Transfer Agent or relevant Depository Participant (DP), as the case may be.
- 13) Ms. Akanksha Bilaney, Practicing Company Secretary (ICSI Membership Number: F9683 and C. P. Number 11975), Thane, has been appointed as the Scrutinizer to scrutinize the e-voting / ballot process.
- 14) Voting rights will be in proportion to the shares registered in the name of the Members as on 21st September, 2023 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting at the AGM.
- 15) Members who cast their votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes again.
- 16) The facility for voting through Ballot shall be made available at the Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through Ballot.
- 17) Members/Proxies are requested to bring their attendance slip duly filled in along with their copy of Annual Report.
- 18) **INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**
 - (i) The voting period begins on 26th September, 2023 and ends on 29th September, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



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- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 5533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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



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- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for INERTIA STEEL LIMITED on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



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- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) 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.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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; contact@inertiasteel.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xiv) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
- (xv) The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer through "Ballot" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xvi) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same and declare the result of the voting forthwith.
- (xvii) The Scrutinizer's Report countersigned by the Chairman shall be placed on the website of the Company at www.inertiasteel.com and shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.





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EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 4: To confirm the appointment of Shri Dhiren Ashok Bontra, (DIN: 09591605) as the Independent Director of the Company (Special Resolution):.

The Board of Directors at its meeting held on 14th August, 2023 had appointed Shri Dhiren Ashok Bontra (DIN: 09591605) as an Additional (Independent) Director of the Company who holds office till the conclusion of this Annual General Meeting.

Further, Shri Dhiren Ashok Bontra (DIN: 09591605) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he was or is not debarred from holding the office of a director pursuant to any order of the SEBI or such other authority in terms of the SEBI's Circular No. LIST/COMP/14/2018-19 dated 20 June, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies.

Accordingly, the Board recommends the Resolution set out at Item No. 4 in relation to appointment of Shri Dhiren Ashok Bontra (DIN: 09591605) as Independent Director for the approval by the Members of the Company. The details of the Director seeking appointment are given below:

1.	Terms & Conditions of Appointment	As per the provisions of the Companies Act, 2013 and as per other regulatory requirements
2.	Remuneration sought to be paid	-
3.	The number of Board Meetings attended during the year (FY 2022-23)	0 (Appointment was made after the closure of FY 2022-23.)

Except Shri Dhiren Ashok Bontra (DIN: 09591605), none of the Directors / Key Managerial Personnel / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

Keeping in mind the vast experience and knowledge which is going to be contributed by Shri Dhiren Ashok Bontra, it would be in the best interests of the Company to appoint him as a Independent Director of the Company and continue to obtain inputs from him regarding various items. Therefore, the Board recommends the resolution mentioned at Item No. 4 of this Notice to the Members for their approval as an Special Resolution.

Item No. 5: To confirm the appointment of Smt. Jeny Vinod Kumar Gowadia, (DIN: 03014009) as the Independent Director of the Company (Special Resolution):.

The Board of Directors at its meeting held on 14th August, 2023 had appointed Smt. Jeny Vinod Kumar Gowadia, (DIN: 03014009) as an Additional (Independent) Director of the Company who holds office till the conclusion of this Annual General Meeting.

Further, Smt. Jeny Vinod Kumar Gowadia, (DIN: 03014009) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he was or is not debarred from holding the office of a director pursuant to any order of the SEBI or such other authority in terms of the SEBI's Circular No. LIST/COMP/14/2018-19 dated 20 June, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies.



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Accordingly, the Board recommends the Resolution set out at Item No. 5 in relation to appointment of Smt. Jeny Vinod Kumar Gowadia, (DIN: 03014009) as Independent Director for the approval by the Members of the Company. The details of the Director seeking appointment are given below:

1.	Terms & Conditions of Appointment	As per the provisions of the Companies Act, 2013 and as per other regulatory requirements
2.	Remuneration sought to be paid	-
3.	The number of Board Meetings attended during the year (FY 2022-23)	0 (Appointment was made after the closure of FY 2022-23.)

Except Smt. Jeny Vinod Kumar Gowadia, (DIN: 03014009), none of the Directors / Key Managerial Personnel / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

Keeping in mind the vast experience and knowledge which is going to be contributed by Smt. Jeny Vinod Kumar Gowadia, it would be in the best interests of the Company to appoint her as a Independent Director of the Company and continue to obtain inputs from her regarding various items. Therefore, the Board recommends the resolution mentioned at Item No. 5 of this Notice to the Members for their approval as an Special Resolution.

**For and on behalf of the Board of Directors
INERTIA STEEL LIMITED**

**Date : 14th August 2023
Place : Mumbai**

**JITENDRA RAJENDRA PATIL
Company Secretary & Compliance Officer
(Membership No.: 39055)**



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ANNEXURE

DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

{Pursuance to the provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI)}

Name of the Directors	Shri Dhiren Ashok Bontra	Smt. Jeny Vinod Kumar Gowadia
Director Identification Number (“DIN”)	09591605	03014009
Date of Birth	15/07/1990	28/09/1990
Nationality	Indian	Indian
Designation	Additional (Independent) Director	Additional (Independent) Director
Date of Appointment on Board	14/08/2023	14/08/2023
Qualification	Graduate	LLB & ACS
Experience in Specific functional areas	Vast experience in Administration & Management	She is a practicing Company Secretary and also a Law Graduate. His areas of practice include handling RBI Compliances, NCLT cases, SEBI and IPR cases. She has overall work experiences in the field of Secretarial Compliances of Private, Listed, Unlisted Public Companies
Number of Shares held in the Company	NIL	NIL
List of Directorships in Other Company (In Listed Entities)	-	-
Chairman / Member in the Committees of Board of other Companies in which he / she is the Director (In Listed Entities)	-	-
No. of Equity Shares held in the Company	-	-
Disclosure of relationships with Directors/ Manager/ Key Managerial Personnel	There is no relation between the Directors/ Manager/ Key Managerial Personnel of the Company and Jeny Vinod Kumar Gowadia	There is no relation between the Directors/ Manager/ Key Managerial Personnel of the Company and Shri Dhiren Ashok Bontra





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REPORT OF BOARD OF DIRECTORS

To,
The Members,
INERTIA STEEL LIMITED

Your Directors are pleased to present the 39TH (THIRTY NINETH) ANNUAL REPORT together with the Company's Audited Financial Statements for the financial year ended 31st March, 2023.

1. FINANCIAL SUMMARY:

The Company's financial performance for the year ended 31st March, 2023 is summarised below:

(Rs. in Thousands)

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Income:		
Revenue from Operations	3,170.18	3,637.65
Other Income	2,350.00	-
TOTAL REVENUE	5,520.18	3,637.65
Expenditure:		
Purchase of Stock-in-Trade	2,528.15	2,761.25
Change in Inventories of Stock-in-Trade	-	-
Employee Benefits Expense	678.54	503.38
Other Expenses	474.55	960.35
TOTAL EXPENDITURE	3,681.24	4,224.98
Profit before tax	1,839.94	(587.33)
Tax Expense:		
Provision for - Current Tax	478.12	-
Income Tax of Earlier year	-	-
Profit for the year	1,360.82	(587.33)
Earnings per equity share (Basic & Diluted) (Face Value of Rs. 10/- each) (Rs. Ps.)	5.47	(2.36)

2. FINANCIAL HIGHLIGHTS AND COMPANY'S AFFAIRS:

During the year under review, the Company has achieved total revenue of Rs. 5,520.18/- thousand as compared to Rs. 3,637.65/- thousand in the previous financial year. Further, the Company has generated a Net Profit (after tax) of Rs. 1,360.82/- thousand for the financial year ended March 31, 2023, as compared to the loss of Rs. 587.33/- thousand in the previous financial year 2021-2022. The Company is actively pursuing to be fully operational and pursue activities in consonance with the objectives for which it is established and taking necessary steps to effectively implement the same.



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3. DIVIDEND:

With a view to conserve resources, your Directors do not recommend any dividend during the reporting period.

4. TRANSFER TO RESERVES:

The Company does not propose to transfer any amount to the general reserve for the financial year ended 31st March, 2023.

5. CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the Company.

6. CONSOLIDATED FINANCIAL STATEMENT:

The Company does not have any Subsidiary Company, Associate Company and Joint Venture Company hence the Company is not required to prepare Consolidated Financial Statement.

7. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under review, Shri Pramod Shende ceased to be Chief Financial Officer of the Company w.e.f. 12th October, 2022 due to completion of terms of appointment. Except as stated above, there was no change in the Directorship of the Company. However, subsequent to the end of the Financial Year following appointments, re-appointments, and resignations were made till the date of this report.

- Resignation of Smt. Shubhra Bhakat (ICSI Membership No. ACS 52804) from the position of Company Secretary and Compliance Officer of the Company with effect from 14th August, 2023 and appointment of Shri Jitendra Rajendra Patil (ICSI Membership. No. ACS 39055) as the Company Secretary and Compliance Officer of the Company with effect from 14th August, 2023;
- Appointment of Shri Jatin Gaikar as the Chief Financial Officer of the Company with effect from 14th August, 2023;
- Appointment of Smt. Jeny Gowadia (DIN: 03014009) as an Additional (Independent) Director (Non-Executive Category) of the Company w.e.f. 14th August, 2023; and
- Appointment of Shri Dhiren Bontra (DIN: 09591605) Additional (Independent) Director (Non-Executive Category) of the Company w.e.f. 14th August, 2023.

The present Directors and KMPs of the Company are as follows:

- (a) Smt. Sarita Harigopal Joshi, Whole Time Director (DIN 06781907);
- (b) Shri Suresh Jayantilal Ajmera, Director (Independent) (DIN 01341331);
- (c) Shri Dhanesh Suresh Ajmera, Director (Independent) (DIN 02446635);
- (d) Shri Vinod Kavassery Balan, Director (DIN 07823253);
- (e) Smt. Jeny Gowadia, Additional (Independent) Director (DIN: 03014009);
- (f) Shri Dhiren Bontra, Additional (Independent) Director ((DIN: 09591605);
- (g) Shri Jatin Gaikar , Chief Financial Officer (CFO);
- (h) Shri Jitendra Rajendra Patil, Company Secretary and Compliance Officer.



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In accordance with the provisions of the Companies Act, 2013 and Rules made there under and in terms of Articles of Association of the Company, Shri. Vinod Kavassery Balan, Director (DIN: 07823253), retires at the ensuring Annual General Meeting and being eligible offered himself for re-appointment.

8. NUMBER OF MEETINGS OF BOARD:

During the year under review, 5 (Five) Board meetings were held. The dates of the meetings are 27th May 2022, 10th August 2022, 31st August 2022, 12th November 2022 and 13th February 2023.

9. ATTENDANCE OF DIRECTORS AT THE BOARD MEETINGS:

Details of the attendance of the Directors at the Board Meetings held during the year 2022-2023:

Name of the Director	Number of Board Meeting	
	Entitled to Attend	Attended
Smt. Sarita Harigopal Joshi	5	1
Shri Suresh Jayantilal Ajmera	5	5
Shri Dhanesh Suresh Ajmera	5	5
Shri Vinod Kavassery Balan	5	5

10. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

The Board confirms that all Independent Directors of the Company have given a declaration to the Board under Section 149(7) of the Companies Act, 2013 and Rules made thereunder that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

11. COMMITTEES OF BOARD OF DIRECTORS:

The Board of Directors has duly constituted the Audit Committee and Nomination & Remuneration Committee in accordance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder.

During the year under review, 5 (Five) Audit Committee meetings were held. The dates of the meetings are 27th May, 2022, 10th August 2022, 31st August 2022, 12th November 2022 and 13th February 2023.

During the year under review, 2 (Two) Nomination & Remuneration Committee meetings were held. The dates of the meetings are 31st August 2022 and 13th February 2023.

12. ANNUAL PERFORMANCE EVALUATION:

The Board of Directors of the Company is committed to assess its own performance as a Board in order to identify its strengths and areas in which it may improve its functioning. To that end, the Nomination and Remuneration Committee has established the process for evaluation of performance of all the Directors and the Board including Committees. The Company has devised a Policy for performance evaluation of all the



Directors, the Board and the Committees which includes criteria and factors for performance evaluation. The appointment / re-appointment / continuation of Directors on the Board shall be based on the outcome of evaluation process.

13. RISK MANAGEMENT POLICY:

In compliance with the provisions of Section 134(3)(n) of the Companies Act, 2013, the Board of Directors has formulated and adopted the Risk Management Policy. The Board of Directors has delegated the authority to Audit Committee to monitor the Risk Management Policy including (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. We affirm that all risks are monitored and resolved as per the process laid out in the Policy.

14. NOMINATION AND REMUNERATION POLICY:

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and Independence of Directors and recommends to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees of the Company. The brief terms of the Policy framed by the Nomination and Remuneration Committee, in pursuant to the provisions of Section 178(4) of the Companies Act, 2013 and Rules made thereunder are as follows:

- (a) The Committee shall ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- (b) The Committee shall also ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) The Committee shall also ensure that the remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

The Key Objectives of the Committee are:

- (a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;
- (b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation;
- (c) To recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

15. VIGIL MECHANISM:

The Company has established a Vigil Mechanism that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases. Details of the Vigil Mechanism Policy are made available on the Company's website www.inertiasteel.com



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During the year, neither any whistle blower event was reported, nor any personnel has been denied access to the Audit Committee. Your Company also ensures that the vigil mechanism established in the Company is functioning very well.

16. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(3)(c) and Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors state that:

- (a) in the preparation of the annual accounts for the year ended 31st March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

17. AUDITORS:

At the 38th Annual General Meeting held on 30th September, 2022, M/s. NGST & Associates, Chartered Accountants, ICAI Firm Registration No. 135159W, Mumbai, were appointed as the Statutory Auditors of the Company for the period of 5 years.

M/s. NGST & Associates, Chartered Accountants, Mumbai, has tendered their resignation as Statutory Auditor of the Company with effect from 14th August 2023.

Further, the Company at its Board meeting held on 14th August 2023 appointed M/s. Bohra & Company, Chartered Accountants as the Statutory Auditor of the Company to fill in the casual vacancy occurred due to resignation of M/s. NGST & Associates, Chartered Accountants, for the Financial Year 2023-24 and shall hold office till the conclusion of 40th Annual General Meeting to be held for the year 2023-24 of the Company, subject to approval from the members of the Company in the ensuing Annual General Meeting of the Company (i.e. 39th Annual General Meeting).

Their consent letters / certificates to the effect that their appointments, if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013 and that they are not disqualified have been received.



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18. COMMENT ON AUDITORS' REPORT:

The Report of Auditors of the Company and the notes forming part of the financial statements are self-explanatory and hence requires no explanation from the Board of Directors. The Auditors' Report does not contain any qualification or reservation or adverse remark.

19. REPORTING OF FRAUD BY STATUTORY AUDITORS:

As per the provision of Section 143(12) of the Companies Act, 2013 read with Rules made thereunder, no fraud on or by the Company has been noticed or reported by the Statutory Auditors or Secretarial Auditor of the Company.

20. SECRETARIAL AUDITOR & THEIR REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. R. A. Daga and Co, Practicing Company Secretary, Nagpur to conduct Secretarial Audit for the financial year 2022-23. The Secretarial Audit Report for the financial year ended 31st March, 2023 in Form MR-3 is attached as "*Annexure P*" and forms a part to this Report and is self-explanatory.

21. INTERNAL FINANCIAL CONTROL AND AUDIT:

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were operating effectively and no reportable material weakness in the design or operations were observed.

22. MAINTENANCE OF COST RECORDS:

During the year under review, the Company does not fall within the provisions of Section 148 of Companies Act, 2013 read with Rules made thereunder, therefore, the requirement of maintenance of cost records are not applicable.

23. CORPORATE GOVERNANCE REPORT:

As per the requirement of the latest SEBI Circular No. CIR/CFD/Policy Cell/7/2014 issued on 15th September, 2014, the listed companies having paid up equity share capital not exceeding Rs. 10 Crores and Net Worth not exceeding Rs. 25 Crores, as on the last day of the previous financial year is not required to comply with the norms of the Corporate Governance Report.

Since, the Paid-up Equity Share Capital of the Company is Rs. 2,488.00/- thousands and Net Worth is of Rs.3,018.52/- thousands as on Financial Year ending 31st March, 2023, therefore, the provisions relating to Corporate Governance Report are not applicable to the Company.

24. VOTING RIGHTS OF EMPLOYEES:

During the year under review, the Company has not given loan to any employee for purchase of its own shares as per Section 67(3)(c) of Companies Act, 2013, therefore, the disclosures as per Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 are not applicable.



25. DISCLOSURES REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS:

The Company has not issued any shares under Employee's Stock Options Scheme pursuant to provisions of Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014), therefore, the disclosures regarding issue of employee stock options are not applicable.

26. DISCLOSURES REGARDING ISSUE OF SWEAT EQUITY SHARES:

During the year under review, the Company has not issued any Sweat Equity Shares pursuant to provisions of Section 54 of Companies Act, 2013 read with Rules made thereunder.

27. MATERIAL CHANGES & COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year and at the date of this Board's Report.

- **ACQUISITION UNDER SEBI SAST REGULATIONS:**

Pursuant to the Share Purchase Agreements dated 29th September, 2022 entered between the parties ('SPA') in compliance with Regulation 18(12) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, an Open Offer was made by Mr. Vasant Rai Ratilal Mehta ("Acquirer") to acquire 26% Equity Shares capital in Inertia Steel Limited ('Target Company') at Rs. 10.00/- (Rupees Ten Only) per Equity Share.

In terms of Article 3.2 of the SPA, the 20% of the purchase consideration at the time of signing of the SPA and balance on completion of the offer period was not paid, the parties have mutually terminated the SPA vide Deed of Termination dated 23rd February, 2023. Accordingly, the said acquisition of equity shares of the Company was not implemented.

28. INVESTOR EDUCATION AND PROTECTION FUND ("IEPF"):

During the year, the Company was not required to transfer any amount to Investor Education and Protection Fund ("IEPF") as per the requirements of the IEPF Rules.

29. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management's Discussion and Analysis is attached as "*Annexure IP*" and forms a part to this Report.

30. CREDIT RATING:

The Company was not required to obtain credit rating from any credit rating agencies. Hence this clause is not applicable to the Company.



31. CORPORATE SOCIAL RESPONSIBILITY:

Since, the Company does not fall under the criteria provided under Section 135(1) of Companies Act, 2013 read with Rules made thereunder, therefore, the constitution of Corporate Social Responsibility Committee and statement on Corporate Social Responsibility as per Section 134(3)(o) of Companies Act, 2013 are not applicable to the Company.

32. WEB LINK OF THE ANNUAL RETURN:

Pursuant to Section 92(3) of Companies Act, 2013 and Rule 12 of the Companies (Management and Administration Rules, 2014, the Annual Return for the F.Y. 2022-2023 is available on Company's website at www.inertiasteel.com.

33. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

Particulars of loans given, investments made, guarantees given and securities provided are mentioned in the audited financial statement which forms part of this Annual Report.

34. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the year under review, the Company has not entered into any contracts or arrangements with related parties as referred under Section 188(1) of the Companies Act, 2013 and Rules made thereunder.

35. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

The disclosures relating to conservation of energy and technology absorption are nil. There were no foreign exchange earnings or outgo for the year under review.

36. PARTICULARS OF EMPLOYEES:

During the year under review, there were no employees in the Company who are drawing prescribed salary pursuant to 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.

37. COMMISSION RECEIVED BY DIRECTORS FROM HOLDING/SUBSIDIARY:

The Company does not have any holding or subsidiary Company, and therefore the provisions of Section 197(14) of Companies Act, 2013 read with Rules made thereunder, towards payment of any commission or remuneration from holding or subsidiary Company are not applicable.

38. DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent



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and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

39. OTHER DISCLOSURE:

- (a) The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable;
- (b) There was no application made or any proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016 during the year under review.;
- (c) The Company has not failed to implement any corporate action during the year under review;
- (d) There was no revision of financial statements and Board's Report of the Company during the year under review.

40. GENERAL DISCLOSURE:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- (a) Details relating to deposits covered under Chapter V of the Companies Act, 2013.
- (b) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- (c) The Company has complied with the applicable Secretarial Standards under the Companies Act, 2013 as issued by the Institute of Company Secretaries of India ("ICSI").

41. ACKNOWLEDGEMENT:

The Directors place on record, their appreciation and gratitude for all the co-operation extended by Government Agencies, Securities Exchange Board of India, Stock Exchange, Bankers, Financial Institutions, Business Associates and Members.

The Board of Directors also places on record its sincere appreciation of the commitment and hard work put in by the management and employees of the Company.

**For and on behalf of the Board of Directors
INERTIA STEEL LIMITED**

**Date: 14.08.2023
Place : Mumbai**

**VINOD KAVASSERY BALAN
DIRECTOR
(DIN 07823253)**

**DHANESH SURESH AJMERA
DIRECTOR
(DIN 02446635)**



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Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
INERTIA STEEL LIMITED
CIN: - L51900MH1984PLC033082
422, Tulsiani Chamber, Nariman Point
Mumbai Maharashtra-400021

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **INERTIA STEEL LIMITED having CIN :- L51900MH1984PLC033082** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **INERTIA STEEL LIMITED’s** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information, representation and reports provided by the Company, its Board of Directors, its designated officers, and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2023, generally complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to that extent, in the manner and subject to the reporting made hereinafter:

- A. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:
- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: There were no such transactions in the Company during the period under audit.
 - (v) **The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable:**
 - (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;



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(c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(vi) Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company during the audit period for the financial year ended March 31, 2023:-

(a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

(b) The Securities and Exchange Board of India (Issue and listing of Non-Convertible Securities) Regulations, 2021;

(c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

(d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(vii) For the other applicable laws:-

We have examined the framework, processes and procedures of compliance of laws applicable on the Company. We have examined reports, compliances with respect to applicable laws on test basis.

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

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

ii) The Listing Agreements entered into by the Company with Stock Exchange(s);

iii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable;

We report that, during the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned following:

1. The Company has obtained all necessary approvals under various provisions of the Act wherever necessary;
2. The Company has complied with the requirements under the Equity Listing Agreements entered with the BSE Limited;
3. The Company has appointed M/s NGST & Associates as Statutory Auditor in AGM dated 30th September, 2022 for a term of 5 years.



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4. It was observed that Company fails to appoint/re-appoint an Internal Auditor for the period 2022-2023.
5. Smt. Sarita Harigopal Joshi was re-appointed as a Whole Time Director in Annual General Meeting dated 30th September for a period of One Year.
6. It was observed that, Shri. Pramod Kawaduji Shende ceases to be Chief Financial Officer w.e.f 12th October,2022 and such vacancy was not filled till the audit period.
7. A draft letter of offer has been filed by Shri. Vasantlal Ratilal Mehta (Acquirer) under Securities Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations,2011 but such acquisition of equity shares was not effected as balance consideration on completion of the offer period was not paid. The parties have mutually terminated the SPA vide Deed of Termination dated 23rd February, 2023.
8. There was no prosecution initiated against or show cause notice received by the Company during the financial year under review under the Companies Act, SEBI Act, Depositories Act, Listing Agreement and rules, regulations and guidelines under these Acts.

We further report that the Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities and have complied with the disclosure requirements in respect to their eligibility of appointment.

We further report that we rely on statutory auditor's reports in relation to the financial statements and accuracy of financial figures for Related Party Transactions, etc. as disclosed under financial statements, Accounting Standard 18 and note on foreign currency transactions during our audit period.

We further report that the Compliance by the Company of applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

B. We further report that:

- The Composition of Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors including Independent Directors. Currently, board consists of total 4 directors out of which 2 directors are the Independent Directors and 1 director as a Whole Time Director.
- As per the information provided the company has prima facie given adequate notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board,



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as the case may be and the dissenting members' views if any are captured and recorded as part of the minutes.

- There were no issues during the year which required specific compliance of the provisions of the Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made under that Act.

C. We further report that there are prima facie 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.

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

Place: Nagpur
Date: 01/08/2023

R.A. DAGA & Co.
Company Secretaries

Encl. ANNEXURE I

Rachana Daga
Proprietor
Membership No: 5522
C.P.No: 5073
PR No. 1568/2021
UDIN: F005522E000715671

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE I' and forms an integral part of this report



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ANNEXURE I

To,
The Members,
INERTIA STEEL LIMITED
CIN: - L51900MH1984PLC033082
422, Tulsiani Chamber, Nariman Point
Mumbai Maharashtra-400021

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was 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 efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Nagpur
Date:01/08/2023

R.A. DAGA & Co.
Company Secretaries

Rachana Daga
Proprietor
Membership No: 5522
C. P. No: 5073
PR No. 1568/2021



Management's Discussion and Analysis Report

a) Industry structure and development:

The Company is engaged in the business as merchants, commission agents, brokers, buyers, sellers, importer, exporter, dealers, business agents, trading in iron and steel etc. since its inception.

b) Opportunities:

Industrial design and operations encompass many different types of opportunities, which carry out working with prefabricated materials, to heavy engineering that relies on the use of raw materials.

c) Segment-wise performance:

The Company's operating businesses are organized and managed separately according to the nature of products manufactured and services provided, with each segment representing a strategic business unit that offers different products and as reviewed by the Board on time to time basis.

d) Major threats:

Achieving sustainable growth can also present challenges. Turning a small product into a larger one normally requires a lot of capital. The skills, expertise, the supply chain to develop products, the costs of manufacturing, including raw material costs are major threats for sustaining in the long term.

e) Future Outlook:

As per the current analysis there seems to be a positive outlook for Industrial manufacturing and trading sector in the coming years.

f) Risk Management:

Risk is an important element of corporate functioning and governance. The Company has established the process of identifying, analyzing and treating risks, which could prevent the Company from effectively achieving its objectives. It ensures that all the risks are timely defined and mitigated in accordance with the well structured risk management process.

g) Internal control system and their adequacy:

The Company has robust system of internal controls that are commensurate with its size and nature of business operations.

h) Performance:

The Company has constantly trying to increase its turnover as well as profitability.



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i) Material development in Human Resource:

The Company places high importance on the development of its human resources. It imparts regular training to its employees to make them more focused to adapt to the constant changes in the business environment. Industrial relation in the units was satisfactory.

j) Discussion on financial performance with respect to operational performance:

Total Turnover of the Company is Rs. 5,520.18 /- thousand for the financial year ended on 31st March, 2023 as compared to Rs. 3,637.65/- for the financial year ended on 31st March, 2022. The Net worth of the Company is Rs.3,018.52/-thousand for the financial year ended on 31st March, 2023 as compared to Rs. 1,657.70/- thousand for the financial year ended on 31st March, 2022.

k) Other disclosures for key financial ratios:

Key financial ratios including Debtors Turnover, Inventory Turnover, Interest Coverage Ratio, Current Ratio, Debt Equity Ratio, Operating Profit Margin (%), Net Profit Margin (%) and other sector- specific are mentioned in the audited financial statement which forms part of this Annual Report.

l) Cautionary Statement:

The statements made in this report describe the Company's objectives, expectations and projections that may be forward-looking statements. The actual results might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors, which are beyond the control of the Company and management.

**For and on behalf of the Board of Directors
INERTIA STEEL LIMITED**

Date: 14.08.2023

Place: Mumbai

VINOD KAVASSERY BALAN	DHANESH SURESH AJMERA
DIRECTOR	DIRECTOR
(DIN 07823253)	(DIN 02446635)



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Independent Auditor's Report To the Members of Inertia Steel Limited Report on audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Inertia Steel Limited** (“*the Company*”) which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“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, 2023, and total comprehensive income (comprising of profit and comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

We have nothing to report in this regard.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the “Management Discussion and Analysis” and “Director's Report”, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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.

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

Auditor's Responsibility 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 are also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error,



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as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to 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.

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

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with 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:
 1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 24 to the financial statements;
 2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.
 4. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly,



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lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries to the financial statements); and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

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

**For NGST & Associates
Chartered Accountants
Firm Regn. No 135159W**

**Place: Mumbai
Date: 24 May, 2023**

**Twinkal Jain
Partner
Membership No. 156938
UDIN - 23156938BGXPLP9150**



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ANNEXURE – A TO AUDITOR’S REPORT

(Referred to our report of even date)

The Annexure referred to in our Independent Auditors’ Report to the members of Inertia Steel Limited (“the Company”) on the Financial Statements for the year ended 31st March, 2023, we report that:

- i) The company does not have any of Property, Plant and Equipment. Therefore, the reporting under clause 3(i) of the Order are not applicable to the Company.
- ii) The company does not have any inventory. Therefore, the reporting under clause 3(ii) of the Order are not applicable to the Company.
- iii) (a) During the year the Company has not provided any loans or guarantee to the companies. Therefore, the reporting under clause 3(iii) of the Order are not applicable to the Company.
- iv) The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.
- v) In our opinion and according to the information and explanation given to us by the management, the company has not accepted any deposit from the public and therefore 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 rules framed there under are not applicable.
- vi) The Central Government has prescribed maintenance of the cost records under sub section (1) of section 148 of the Companies Act, 2013 in respect to the company’s products. We have broadly reviewed the books of accounts & records maintained by the company in this connection and are of the opinion that prima facie, the prescribed accounts and records have been made & maintained. We have however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.
- vii) (a) According to the records of the Company, undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income tax, custom duty and goods and service tax and other material statutory dues applicable to it have *generally* been regularly deposited with the appropriate authorities and no undisputed amounts payable in respect of these were outstanding, at the year end, for a period of more than six months from the date they became payable.

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



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- viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix) (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to financial institutions or banks. Further, the Company has not issued any debenture.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the standalone Ind AS financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi) (a) During the course of our examination of the books and records of the company and according to the information and explanation given to us, we have neither come across any instances of fraud on or by the company or any fraud on the company by its officers or employees, which has been noticed or reported during the current year, nor we have been informed of such case by the management.



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- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor / secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) As informed to us the company is in the process of setting up internal audit function.
- xv) The Company has not entered into non-cash transactions with directors or persons connected with its directors. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted non-banking financial activities or housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) The Group does not have any CIC. Accordingly, clauses xvi(d) are not applicable to the Company.
- xvii) The Company has not incurred cash losses in the current year but has incurred any cash losses of Rs. 587.33 thousand in the immediately preceding financial year.
- xviii) There has been resignation of the statutory auditors during the year and previous auditor does not have any issues, objections, or concerned.



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- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- xx) As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.

**For NGST & Associates
Chartered Accountants
Firm Regn. No 135159W**

**Place: Mumbai
Date: 24 May, 2023**

**Twinkal Jain
Partner
Membership No. 156938
UDIN - 23156938BGXPLP9150**



ANNEXURE – B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (I) of Sub-Section 143 of The Companies Act, 2013 ("The Act")

We have audited the internal financial controls over financial reporting of Inertia Steel Limited ('the company'), as of 31 March 2023, in conjunction with our audit of the 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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



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- (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 the 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, 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 31 March 2023, 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 NGST & Associates
Chartered Accountants
Firm Regn. No 135159W**

**Place: Mumbai
Date: 24 May, 2023**

**Twinkal Jain
Partner
Membership No. 156938
UDIN - 23156938BGXPLP9150**



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INERTIA STEEL LIMITED BALANCE SHEET AS AT 31ST MARCH, 2023

PARTICULARS	NOTES	(Rs. in Thousands)	
		As at 31.03.2023	As at 31.03.2022
I. ASSETS			
(1) Non Current Assets			
(a) Other Non Current Assets	2	1,283.16	1,283.16
		<u>1,283.16</u>	<u>1,283.16</u>
(2) Current Assets			
(a) Financial Assets			
(i) Trade Receivables	3	1,005.56	313.60
(ii) Cash and Cash Equivalents	4	301.22	166.34
(iii) Other Current Assets	5	2,000.00	-
		<u>3,306.78</u>	<u>479.94</u>
TOTAL ASSETS		<u>4,589.94</u>	<u>1,763.10</u>
II. EQUITY AND LIABILITIES			
EQUITY			
(1) Equity Share Capital	6	2,488.00	2,488.00
(2) Other Equity	7	530.52	(830.30)
		<u>3,018.52</u>	<u>1,657.70</u>
LIABILITIES			
(1) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables			
Total Outstanding dues of Micro and Small Enterprises		-	-
Total Outstanding dues of Creditors other than Micro and Small Enterprises		-	-
(ii) Other Current Financial Liabilities	8	93.30	105.40
(b) Other Current Liabilities	9	1,000.00	-
(c) Current Tax Liabilities	10	478.12	-
		<u>1,571.42</u>	<u>105.40</u>
TOTAL EQUITY AND LIABILITIES		<u>4,589.94</u>	<u>1,763.10</u>
Significant Accounting Policies	1		
Notes to the Financial Statements	2 to 29		

As per our report of even date
For NSGT & ASSOCIATES
Chartered Accountants
(Firm Reg. No. : 135159W)

For and on behalf of the Board of Directors

Sd/-
DHANESH SURESH AJMERA
Director
DIN : 02446635

Sd/-
TWINKAL P JAIN
Partner
(Membership No.: 156938)

Sd/-
SHUBHRA BHAKAT
Company Secretary
Membership No : A52804

Sd/-
VINOD KAVASSERY BALAN
Director
DIN - 07823253

Mumbai, 24th May, 2023



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INERTIA STEEL LIMITED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2023

		(Rs. in Thousands)	
PARTICULARS	NOTES	For the year ended 31.03.2023	For the Year ended 31.03.2022
1	INCOME		
	Revenue from Operations	3,170.18	3,637.65
	Other Income	2,350.00	-
	TOTAL INCOME	5,520.18	3,637.65
2	EXPENSES		
	Purchase of Stock-in-Trade	2,528.15	2,761.25
	Change in Inventories of Stock-in-Trade	-	-
	Employee Benefits Expense	678.54	503.38
	Other Expenses	474.55	960.35
	TOTAL EXPENSES	3,681.24	4,224.98
3	Profit / (Loss) Before Tax (1-2)	1,838.94	(587.33)
4	Tax Expenses :		
	Provision for - Current Tax	478.12	-
		478.12	-
5	Profit / (Loss) After Tax (3-4)	1,360.82	(587.33)
	Earnings Per Equity Share	16	
	Basic and Diluted (Face Value of Rs. 10/- each)	(Rs. Ps.)	
		5.47	(2.36)
	Significant Accounting Policies	1	
	Notes to the Financial Statements	2 to 29	

As per our report of even date
For NSGT & ASSOCIATES
Chartered Accountants
(Firm Reg. No. : 135159W)

For and on behalf of the Board of Directors

Sd/-
DHANESH SURESH AJMERA
Director
DIN : 02446635

Sd/-
TWINKAL P JAIN
Partner
(Membership No.: 156938)

Sd/-
SHUBHRA BHAKAT
Company Secretary
Membership No : A52804

Sd/-
VINOD KAVASSERY BALAN
Director
DIN - 07823253

Mumbai, 24th May, 2023



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INERTIA STEEL LIMITED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2023

PARTICULARS	(Rs. in Thousands)	
	For the year ended 31.03.2023	For the Year ended 31.03.2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before tax as per the Statement of Profit and Loss	1,838.94	(587.33)
OPERATING PROFIT / (LOSS) BEFORE WORKING CAPITAL CHANGE	1,838.94	(587.33)
ADJUSTMENTS FOR:		
(Increase) / Decrease in Trade and Other Receivables	(2,691.96)	706.89
Increase / (Decrease) in Other Liabilities	987.90	40.35
CASH GENERATED FROM OPERATIONS	134.88	159.91
Direct Taxes Paid	-	(2.64)
NET CASH FLOW FROM OPERATING ACTIVITIES	134.88	157.27
B. CASH FLOW FROM INVESTING ACTIVITIES	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES	-	-
Net Increase/(Decrease) in Cash and Cash Equivalents	134.88	157.27
Add: Opening Balance of Cash and Cash Equivalents	166.34	9.07
Closing Balance of Cash and Cash Equivalents	301.22	166.34

- The above Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard - 7 "Statement of Cash Flows".
- Figures in brackets indicate outflows.
- Previous Year's figures have been regrouped / rearranged wherever necessary to make them comparable with those of current year.

As per our report of even date
For NSGT & ASSOCIATES
Chartered Accountants
(Firm Reg. No. : 135159W)

For and on behalf of the Board of Directors

Sd/-
DHANESH SURESH AJMERA
Director
DIN : 02446635

Sd/-
TWINKAL P JAIN
Partner
(Membership No.: 156938)

Sd/-
SHUBHRA BHAKAT
Company Secretary
Membership No : A52804

Sd/-
VINOD KAVASSERY BALAN
Director
DIN - 07823253

Mumbai, 24th May, 2023



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INERTIA STEEL LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH, 2023

A. EQUITY SHARE CAPITAL

(Rs. in Thousands)

PARTICULARS	Balance As at 01.04.2021	Changes during the year	Balance As at 31.03.2022	Changes during the period	Balance As at 31.03.2023
Equity Share Capital	2,488.00	-	2,488.00	-	2,488.00

B. OTHER EQUITY

(Rs. in Thousands)

PARTICULARS	Equity Component of Compound Financial Instruments	Reserves and Surplus					Revaluation Reserve	Item of Other Comprehensive Income Remeasurements of Defined Benefit Plans	Total
		Capital Reserve	Securities Premium	General Reserve	Capital Redemption Reserve	Retained Earnings			
Balance as at 1st April, 2021	-	-	-	-	-	(242.97)	-	-	(242.97)
Total Comprehensive Income for the year						(587.33)			(587.33)
Balance as at 31st March, 2022	-	-	-	-	-	(830.30)	-	-	(830.30)
Total Comprehensive Income for the period	-	-	-	-	-	1,360.82	-	-	1,360.82
Balance as at 31st March, 2023	-	-	-	-	-	₹30.52	-	-	₹30.52

As per our report of even date
For NSGT & ASSOCIATES
Chartered Accountants
(Firm Reg. No. : 135159W)

For and on behalf of the Board of Directors

Sd/-
DHANESH SURESH AJMERA
Director
DIN : 02446635

Sd/-
TWINKAL P JAIN
Partner
(Membership No.: 156938)

Sd/-
SHUBHRA BHAKAT
Company Secretary
Membership No : A52804

Sd/-
VINOD KAVASSERY BALAN
Director
DIN - 07823253

Mumbai, 24th May, 2023



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INERTIA STEEL LIMITED Notes to the Financial Statements for the year ended 31st March, 2023

NOTE : 2 OTHER NON CURRENT ASSETS

PARTICULARS	(Rs. in Thousands)	
	As at 31.03.2023	As at 31.03.2022
Unsecured Considered good Capital Advances	1,283.16	1,283.16
TOTAL	1,283.16	1,283.16

NOTE : 3 TRADE RECEIVABLES (Unsecured)

PARTICULARS	(Rs. in Thousands)	
	As at 31.03.2023	As at 31.03.2022
Trade Receivable		
Considered Good	1,005.56	313.60
Credit Impaired	-	-
	<u>1,005.56</u>	<u>313.60</u>
Less: Provision for Credit Impaired	-	-
Less: Provision for Expected Credit Loss	-	-
	<u>1,005.56</u>	<u>313.60</u>
TOTAL	1,005.56	313.60

3.01 TRADE RECEIVABLES AGEING SCHEDULE

PARTICULARS	Not Due	Outstanding for following periods from due date of payment as on 31.03.2023					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade Receivable - considered good	-	1,005.56	-	-	-	-	1,005.56
ii) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-	-
iv) Disputed Trade Receivable - considered good	-	-	-	-	-	-	-
v) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
vi) Disputed Trade Receivable - credit impaired	-	-	-	-	-	-	-
Less: Allowance for Credit Impaired							-
Less: Expected Credit Loss							-



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INERTIA STEEL LIMITED Notes to the Financial Statements for the year ended 31st March, 2023

(Rs. in Thousands)

PARTICULARS	Not Due	Outstanding for following periods from due date of payment as on 31.03.2022					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade receivable - considered good	-	313.60	-	-	-	-	313.60
ii) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-	-
iv) Disputed Trade Receivable - considered good	-	-	-	-	-	-	-
v) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
vi) Disputed Trade Receivable - credit impaired	-	-	-	-	-	-	-
Less: Allowance for Credit Impaired							-
Less: Expected Credit Loss							-

NOTE : 4 CASH AND CASH EQUIVALENTS

(Rs. in Thousands)

PARTICULARS	As at	As at
	31.03.2023	31.03.2022
Cash and Cash Equivalents		
Balances with Banks		
In Current Accounts	300.78	165.98
Cash on hand	0.44	0.36
TOTAL	301.22	166.34

NOTE : 5 OTHER CURRENT ASSETS

(Rs. in Thousands)

PARTICULARS	As at	As at
	31.03.2023	31.03.2022
	(Rs.)	(Rs.)
Unsecured and Considered good		
To Others	2,000.00	-
TOTAL	2,000.00	-



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INERTIA STEEL LIMITED Notes to the Financial Statements for the year ended 31st March, 2023

NOTE : 6 EQUITY SHARE CAPITAL

PARTICULARS	(Rs. in Thousands)	
	As at 31.03.2023	As at 31.03.2022
a) Authorised :		
2,50,000 (Previous year - 2,50,000) Equity Shares of Rs.10/- each	2,500.00	2,500.00
	<u>2,500.00</u>	<u>2,500.00</u>
b) Issued, Subscribed and Fully Paid-up		
2,48,800 (Previous year - 2,48,800) Equity shares of Rs.10/- each fully paid up	2,488.00	2,488.00
TOTAL	<u>2,488.00</u>	<u>2,488.00</u>

c) Reconciliation of the Equity Shares outstanding at the beginning and at the end of the period

Particulars	(Rs. in Thousands)			
	As at 31.03.2023		As at 31.03.2022	
	No. of Shares	Amount	No. of Shares	Amount
Opening Balance at the beginning of the year	248,800	2,488.00	248,800	2,488.00
Add : Issued during the year	-	-	-	-
Shares Outstanding at the end of the year	<u>248,800</u>	<u>2,488.00</u>	<u>248,800</u>	<u>2,488.00</u>

d) Rights of Equity Shareholders

The Company is having only one class of equity shares having a face value of Rs.10/- per share. Each holder of equity shares 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.

e) Details of Shareholders holding more than 5% shares of the Company

Name of Shareholders	As at 31.03.2023		As at 31.03.2022	
	No of Shares held	Percentage held	No of Shares held	Percentage held
Smt. Snehalata Madanmohan Vyas	16,000	6.43	16,000	6.43
Smt. Neeta Laxmikant Murarka	13,350	5.37	13,350	5.37

f) Shares held by Promoters

Promoter Name	As at 31.03.2023		% of change during the year	As at 31.03.2022	
	No of Shares	% of Total Shares		No of Shares	% of Total Shares
Smt. Snehalata Madanmohan Vyas	16000	6.43	0.00	16000	6.43



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INERTIA STEEL LIMITED Notes to the Financial Statements for the year ended 31st March, 2023

NOTE : 7 OTHER EQUITY

PARTICULARS	(Rs. in Thousands)	
	As at 31.03.2023	As at 31.03.2022
Surplus / (Deficit)		
Balance as per last Balance Sheet	(830.30)	(242.97)
Add : Profit / (Loss) for the period	1,360.82	(587.33)
Net Surplus / (Deficit)	<u>530.52</u>	<u>(830.30)</u>
TOTAL		

NOTE : 8 OTHER CURRENT FINANCIAL LIABILITIES

PARTICULARS	(Rs. in Thousands)	
	As at 31.03.2023	As at 31.03.2022
Liabilities for Expenses*	93.30	105.40
TOTAL	<u>93.30</u>	<u>105.40</u>

* Mainly includes provision for expenses

NOTE : 9 OTHER CURRENT LIABILITIES

PARTICULARS	(Rs. in Thousands)	
	As at 31.03.2023	As at 31.03.2022
Other Credit Balances	1,000.00	-
TOTAL	<u>1,000.00</u>	<u>-</u>

NOTE : 10 CURRENT TAX LIABILITIES

PARTICULARS	(Rs. in Thousands)	
	As at 31.03.2023	As at 31.03.2022
Provision for Income Tax (Net)	478.12	-
TOTAL	<u>478.12</u>	<u>-</u>



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INERTIA STEEL LIMITED Notes to the Financial Statements for the year ended 31st March, 2023

NOTE : 11 REVENUE FROM OPERATIONS

PARTICULARS	(Rs. in Thousands)	
	For the year ended 31.03.2023	For the Year ended 31.03.2022
Sale of Trading Goods Steel and Fabricated Items	3,170.18	3,637.65
TOTAL	3,170.18	3,637.65

NOTE : 12 OTHER INCOME

PARTICULARS	For the year ended 31.03.2023	For the Year ended 31.03.2022
	Rs.	Rs.
Consultancy Charges	350.00	-
Other Misc. Income	2,000.00	-
TOTAL	2,350.00	-

NOTE : 13 PURCHASE OF STOCK IN TRADE

PARTICULARS	(Rs. in Thousands)	
	For the year ended 31.03.2023	For the Year ended 31.03.2022
Purchase of Stock In Trade Steel and Fabricated Items	2,528.15	2,761.25
TOTAL	2,528.15	2,761.25

NOTE : 14 EMPLOYEE BENEFITS EXPENSE

PARTICULARS	(Rs. in Thousands)	
	For the year ended 31.03.2023	For the Year ended 31.03.2022
Salary Wages and Allowance	678.54	503.38
TOTAL	678.54	503.38

14.01 Since sufficient number of employees are not there on the rolls of the company as required by the Payment of Gratuity Act, 1972, hence disclosures as required under Ind AS 19 - Employee Benefits are not given.



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INERTIA STEEL LIMITED Notes to the Financial Statements for the year ended 31st March, 2023

NOTE : 15 OTHER EXPENSES

PARTICULARS	(Rs. in Thousands)	
	For the year ended 31.03.2023	For the Year ended 31.03.2022
<u>Administrative Expenses</u>		
Audit Fees	29.50	29.50
Legal and Professional Expenses	83.02	105.23
Listing Fees	354.00	354.00
ROC Filing Fees	4.58	14.81
Fines & Penalties	-	454.30
Miscellaneous Expenses	1.59	0.86
<u>Other Expenses</u>		
Bank Charges	1.86	1.65
TOTAL	474.55	960.35

NOTE : 16 EARNINGS PER SHARE

PARTICULARS		(Rs. in Thousands except per equity share data)	
		For the year ended 31.03.2023	For the Year ended 31.03.2022
Net Profit / (Loss) for the period	(Rs. in Thousands)	1,360.82	(587.33)
Weighted average number of Equity Shares	(Nos.)	248,800	248,800
Basic and Diluted Earnings Per Share of Rs.10/- each	(Rs. Ps.)	5.47	(2.36)



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INERTIA STEEL LIMITED Notes to the Financial Statements for the year ended 31st March, 2023

NOTES TO ACCOUNTS :

- 17 There are no Contingent Liabilities.
- 18 In the opinion of the Board, Current Assets are approximately of the value stated if realised in the ordinary course of business. The provision for all known liabilities is adequate and not in excess of the amount considered reasonably necessary.
- 19 The Company has no Deferred Tax Liability as on 31st March, 2023.

	As At 31.03.2023	As At 31.03.2022
20 a) Earnings in Foreign Exchange	NIL	NIL
b) Expenditure / Remittance in Foreign Exchange	NIL	NIL

- 21 There is no separate reportable segment within the meaning of Indian Accounting Standard 108 - "Operating Segment".
- 22 Previous Year's figures have been reworked / regrouped / rearranged / reclassified wherever necessary to make them comparable with those of current year.

23 RELATED PARTY DISCLOSURES :

A. List of Related Parties :

(As certified by the Management)

I. Key Management Personnel

Shri Dhanesh Ajmera
Shri Suresh J. Ajmera
Shri Vinod Kavassery Balan (w.e.f. 13.10.2021)

Smt. Sarita Harigopal Joshi
Smt. Shubhra Bhakat
Shri Pramod Kawaduji Shende (up to: 13.10.2022)

II. Enterprise in which key managerial personnel and their relatives are able to exercise significant influence with whom transactions have taken place during the year:

(Other related party)

B. Transactions with Related Parties :

(Rs. in Thousands)

Nature of Transactions	Name of the Related Party	KMP	Other Related Parties	Total
Other Credit Balances				
Salary Paid during the year	Sarita Harigopal Joshi	300.00 (140.32)	- (-)	300.00 (140.32)
	Pramod Kawaduji Shende	127.74 (112.26)	- (-)	127.74 (112.26)
	Shubhra Bhakat	250.80 (250.80)	- (-)	250.80 (250.80)

Note : Figures in brackets represent previous year's amounts.

24 Details of Loan given, Investment made and Guarantee given covered u/s 186 (4) of the Companies Act, 2013.

The Company has not made any Investments as at 31st March, 2023.

The Company has not given any Loan or Guarantee as at 31st March, 2023.



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INERTIA STEEL LIMITED Notes to the Financial Statements for the year ended 31st March, 2023

25 FAIR VALUES

25.01 Financial Instruments by category:

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial assets and liabilities that are recognised in the financial statements.

Particulars	(Rs. in Thousands)			
	As at 31.03.2023		As at 31.03.2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
a) Financial Assets / Liabilities designated at Amortised Cost:				
Financial Assets :				
Financial Assets designated at Amortised Cost :				
- Trade Receivable	1,005.56	1,005.56	313.60	313.60
- Cash and Cash Equivalents	301.22	301.22	166.34	166.34
- Others	2,000.00	2,000.00	-	-
TOTAL	3,306.78	3,306.78	479.94	479.94
Financial Liabilities :				
Financial Liabilities designated at Amortised Cost :				
- Trade Payable	-	-	-	-
- Other Financial Liabilities	93.30	93.30	105.40	105.40
TOTAL	93.30	93.30	105.40	105.40

Fair Valuation techniques used to determine Fair Value

The Company maintains procedures to value its financial assets or financial liabilities using the best and most relevant data available. The Fair Values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the Fair Values :

Fair Value of Cash and Cash Equivalents, Trade Receivable and other Current Financial Assets and Liabilities are approximate at their carrying amounts largely due to the short-term maturities of these instruments.

Fair Value Hierarchy

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

Level 1 :- Quoted prices / published Net Assets Value (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the Balance Sheet date and financial instruments like mutual funds for which Net Assets Value is published by mutual fund operators at the Balance Sheet date.

Level 2 :- Inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the Company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2.

Level 3 :- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

26 Financial Risk Management - Objective and Policies

The Company is exposed to market risk and credit risk. Risk management is carried out by the company under policies approved by the Board of Directors. This Risk management plan defines how risks associated with the Company will be identified, analysed, and managed. It outlines how risk management activities will be performed, recorded, and monitored by the Company. The basic objective of risk management plan is to implement an integrated risk management approach to ensure all significant areas of risks are identified, understood and effectively managed, to promote a shared vision of risk management and encourage discussion on risks at all levels of the organization to provide a clear understanding of risk / benefit trade-offs, to deploy appropriate risk management methodologies and tools for use in identifying, assessing, managing and reporting on risks, and to determine the appropriate balance between cost and control of risk and deploy appropriate resources to manage/optimize key risks. Activities are developed to provide feedback to management and other interested parties (e.g. Audit committee, Board etc.). The results of these activities ensure that risk management plan is effective in the long term.



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INERTIA STEEL LIMITED Notes to the Financial Statements for the year ended 31st March, 2023

26.01 Market Risk and Sensitivity:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risk: foreign currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments.

(a) Foreign Currency Exchange Risk and Sensitivity

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency exchange rates. The Company is not involved in Foreign Currency Transaction and therefore the Company is not exposed to Foreign Currency Exchange Risk.

b) Interest Rate Risk and Sensitivity :

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. However, the Company does not have any financial instruments which is exposed to Interest Rate Risk.

c) Commodity Price Risk :

The Company's revenue primarily involves sales of goods and does not involve any service. Therefore, the Company is exposed to Commodity price risks.

26.02 Credit Risk :

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments.

a) Trade Receivables :

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings with the Company for extension of credit to customers. The Company evaluates the concentration of risk with respect to trade receivables as low. Therefore, the Company does not expect any material risk on account of non performance by any of the counterparties.

b) Financial Instruments and Cash Deposits :

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances are maintained. The Company does not maintain significant cash in hand. Excess balance of cash other than those required for its day to day operations is deposited into the bank.

27 Financial Ratios

Particulars	Numerator	Denominator	31.03.2023	31.03.2022	Variance	Remarks
a) Current Ratio	Current Assets	Current Liabilities	2.10	4.55	-53.79%	The ratio has significantly decrease due to increase in Current Assets majority of trade and Other receivables and increase in Current Liability for other payables.
b) Debt-Equity Ratio	Total Debt	Shareholder's Equity	-	-	-	
c) Debt Service Coverage Ratio	Earnings available for debt service	Debt service	-	-	-	
d) Return on Equity Ratio	Net Profit/ (Loss) after taxes	Average Shareholder's Equity	58.20%	-30.10%	-293.37%	
e) Inventory turnover Ratio	Sales	Average Inventory	-	-	-	
f) Trade Receivables turnover Ratio	Net Sales	Average Accounts Receivable	4.81	5.45	-11.86%	
g) Trade Payables turnover Ratio	Net Purchases	Average Trade Payables	-	-	-	
h) Net Capital turnover Ratio	Net Sales	Working Capital	3.18	9.71	-67.25%	
i) Net Profit Ratio	Net Profit/ (Loss) after tax	Net Sales	42.93%	-16.15%	-365.86%	
j) Return on Capital employed	Earning before interest and taxes	Capital Employed	60.92%	-35.43%	-271.95%	
k) Return on Investment	Realised gain + Unrealised gain	Average Value of Investment	-	-	-	



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INERTIA STEEL LIMITED Notes to the Financial Statements for the year ended 31st March, 2023

28 Other Statutory Information

- 28.01 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 28.02 The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- 28.03 The Company has not received any fund from any person(s) or entity(s), including entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 28.04 The Company does not have any such transaction which is not recorded in the books of account surrendered or disclosed as income during the year in the tax assessments under the Income-tax act, 1961.
- 28.05 No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- 28.06 The Company is not declared wilful defaulter by any bank or financial institution or other lender.
- 28.07 The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- 28.08 The Company does not have any borrowings from Banks or Financial Institutions on the basis of security of Current Assets.
- 29 The Management and authorities have the power to amend the Financial Statements in accordance with section 130 and 131 of the Companies Act, 2013.

As per our report of even date
For NSGT & ASSOCIATES
Chartered Accountants
(Firm Reg. No. : 135159W)

For and on behalf of the Board of Directors

Sd/-
DHANESH SURESH AJMERA
Director
DIN : 02446635

TWINKAL P JAIN
Partner
(Membership No.: 156938)

Sd/-
SHUBHRA BHAKAT
Company Secretary
Membership No : A52804

Sd/-
VINOD KAVASSERY BALAN
Director
DIN - 07823253

Mumbai, 24th May, 2023



39th Annual Report 2022-23

FORM NO. MGT-11 PROXY FORM

[Pursuant to Sec. 105(6) of the Companies Act, 2013 & Rule 19(3) of the Companies (Management & Administration) Rules, 2014]

Name of the Member(s):		Email Id:	
Registered Address:		Folio No/*Client ID:	
		*DP Id:	

*Applicable for investors holding shares in electronic form.

I/We being the member(s) of _____ shares of Inertia Steel Limited, hereby appoint:

- 1) _____ of _____ having Email Id _____ or failing him
- 2) _____ of _____ having Email Id _____ or failing him
- 3) _____ of _____ having Email Id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Saturday, the 30th day of September, 2023 at 12:30 P.M. at Registered Office of the Company at 422, Tulsiani Chambers, Nariman Point, Mumbai 400021, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

RESOLUTIONS	FOR	AGAINST
1) Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors		
2) Re-appointment of Shri. Vinod Kavassery Balan (DIN:07823253), retiring by rotation		
3) Appointment of M/s. Bohra & Co, Chartered Accountants, as the Statutory Auditor of the Company.		
4) To confirm the appointment of Shri. Dhiren Ashok Bontra, (DIN: 09591605) as the Independent Director of the Company.		
5) To confirm the appointment of Shri. Jeny Vinod Kumar Gowadia, (DIN: 03014009) as the Independent Director of the Company.		

Signed this _____ day of September, 2023

Signature of Shareholder

Affix
Revenue
Stamp

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

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



39th Annual Report 2022-23

ATTENDANCE SLIP 39TH ANNUAL GENERAL MEETING

Please fill Attendance Slip and hand it over at the entrance of the meeting hall.
Joint shareholders may obtain additional Slip at the venue of the meeting.

*DP ID-Client ID / Folio No.:	
Name of the Sole / First Holder: (in BLOCK LETTER)	
Address of Sole / First Holder:	
Name of Joint Holder(s), if any (in BLOCK LETTER)	
No. of shares held:	

I certify that I am a Member/ Proxy of the Company.

I hereby record my presence at the 39th ANNUAL GENERAL MEETING of the Company held on Saturday, 30th September, 2023 at 12:30 P.M. at Registered Office of the Company at 422, Tulsiani Chambers, Nariman Point, Mumbai 400021, Maharashtra, India.

Signature of Shareholder / Proxy

**Applicable for investors holding shares in electronic form.*

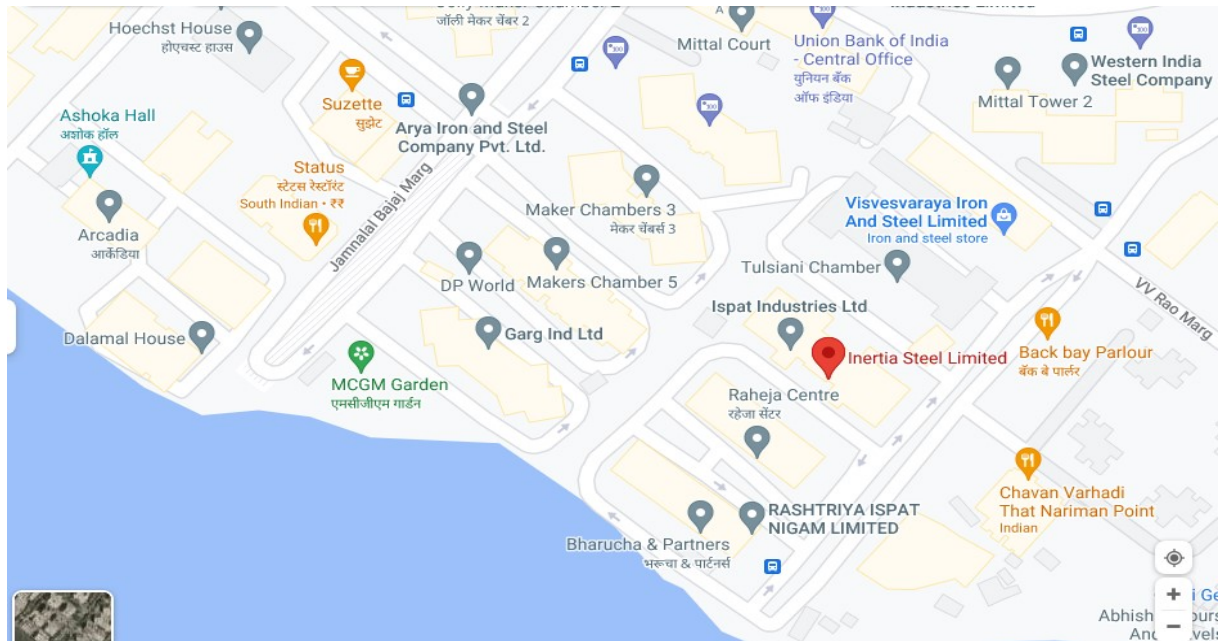


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IMPORTANT NOTICE TO MEMBERS . . .

To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form or with the Share Transfer Agent of the Company in case the shares are held by them in physical form.

Route Map of Venue:



If undelivered please return to :

INERTIA STEEL LIMITED
CIN - L51900MH1984PLC033082
422, Tulsiani Chamber, Nariman Point
Mumbai – 400 021, Maharashtra (India).
E-mail : contact@inertiasteel.com Website : www.inertiasteel.com