

Annual Report 2021-22



SAB Industries Limited



CORPORATE

Information

BOARD OF DIRECTORS

Sh. R. K. Garg	<i>Chairman</i>
Sh. H. K. Singhal	<i>Director</i>
Sh. D. P. Reddy	<i>Director</i>
Sh. S. K. Bansal	<i>Director</i>
Sh. S. S. Virdi	<i>Director</i>
Smt. Manju Lakhanpal	<i>Director</i>
Sh. Sanjay Garg	<i>Addl. Managing Director</i>

COMPANY SECRETARY

Ms. Gurpreet Kaur

AUDITORS

AKR & Associates
Chartered Accountants
SCO 51, 2nd Floor,
Chandigarh Citi Centre, VIP Road,
Zirakpur -140603

BANKERS

State Bank of India

REGD. OFFICE

SAB Industries Limited
(CIN:L00000CH1983 PLC031318)
Regd. Office: SCO 49-50, Sector 26, Madhya Marg,
Chandigarh 160 019
Email: ssl_ssg@glide.net.in,
Website : www.sabindustries.in
Phone: +91-172-2793112, FAX : 91-172-2794834

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SAB INDUSTRIES LIMITED

(CIN:L00000CH1983PLC031318)

Regd. Office: at S.C.O.49-50, Sector- 26, Madhya Marg, Chandigarh.

Email: ssl_ssg@glide.net.in, Website: www.sabindustries.in

Phone: +91-172-2793112., Fax: +91-172-2794834

NOTICE

NOTICE is hereby given that the **38th Annual General Meeting** of the shareholders of the Company shall be held as scheduled below:

Day & Date : Friday, 30th September, 2022

Time : 3.30 P. M..

**Venue : Regd. Office of the Company at S.C.O.49-50,
Sector-26, Madhya Marg, Chandigarh.**

to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022 and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Sh. Rajinder Kumar Garg (DIN: 00034827), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider, and, if thought fit, to pass, with or without modification(s), if any, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s S.C. Dewan & Co., Chartered Accountants (FRN: 000934N), be and are hereby appointed as the Statutory Auditors of the Company for a period of five years in place of M/s AKR & Associates (FRN:021179N) whose term is expiring at ensuing Annual General Meeting, to hold office from the conclusion of the forthcoming Annual General Meeting till the conclusion of the Annual General Meeting to be held during the year 2027 at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, make necessary changes/modifications as may be required and take all such steps as may be necessary or expedient to give effect to this resolution."

SPECIAL BUSINESS:

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

"RESOLVED THAT in accordance with the provisions contained in Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the said Act, consent of members be and is hereby accorded to designate/ appoint Shri Sanjay Garg (DIN: 00030956) as Additional Managing Director of the Company for a period of three years w.e.f. 14/02/2022 on the following terms and conditions:-

- Basic Salary: ₹3,00,000/- per month
- HRA: 35% of Basic Salary
- Contribution to the Provident Fund @12% of the Basic Salary;
- Reimbursement of Medical Bill up to ₹1,50,000/- in a year
- Gratuity not exceeding half month's salary for each completed year of service, subject to the maximum as prescribed under the Gratuity Act.
- Earned leave as per Company's Rules (Unavailed Portion of the Earned leave accumulated as per Company rules may be encashed at the end of the tenure).
- Chauffer driven car and Telephone at the residence for official use (the private use of car and telephone shall be billed by the Company to the appointee).

FURTHER RESOLVED THAT in the event of losses or inadequate profits in any financial year during the term of office of Shri Sanjay Garg as Additional Managing Director, the aforesaid remuneration/ perquisites be paid to the appointee as minimum remuneration subject to the ceiling laid down in Schedule V to the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, make necessary changes/modifications and take all such steps as may be necessary or expedient to give effect to this resolution."

Place: Chandigarh

Date: 11.08.2022

SANJAY GARG

Addl. Managing Director

DIN: 00030956

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and rules made thereunder, relating to the endment in Regulation 40 of SEBI (LODR) Regulations, 2015, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy so appointed need not be a member of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

A person can act as a proxy on behalf of the 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.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company
3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The members are requested to bring duly filled attendance slip.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **24-09-2022 to 30-09-2022** (both days inclusive).
7. As per email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website and website of the Bombay Stock Exchange (BSE) for download.
8. In compliance with MCA General Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 along with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 relaxation has been provided to Companies regarding dispatch of physical copy of Annual Report to Shareholders due to Covid-19 pandemic. Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website and website of the Bombay Stock Exchange (BSE) for download.
9. Shareholders holding shares in physical form are mandatorily required to furnish ISR-1 (KYC Updation), SH-13 (Nomination Form) available on our website with enclosures in compliance of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 with Company/ RTA on or before 31.03.2023 to avoid freezing of folio.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with Registrar and Share Transfer Agents of the Company/ Depository Participant (s), for receiving all communication including Annual Report. Notices, Circulars, etc from the Company electronically.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2021-22 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
12. The Company is maintaining the "INVESTORS SERVICE CELL" at its Head Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019.
13. Members having any queries relating to Annual Report are requested to send their queries at least seven days before the date of the Meeting.
14. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR read with SEBI circular dated 9th December, 2020, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository (Services) India Limited (CDSL).

The instructions for shareholders voting electronically are as under:

1. The voting period begins on **September 27, 2022 at 9.00 a.m. and will end on September 29, 2022 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **23rd September, 2022 (cut-off date)**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's /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.
4. 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"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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"> 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. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
Individual shareholders (holding securities in demat mode) login through their Depository Participants..	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.

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 evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542- 43
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 in or call No.1800 1020 990 and 1800 22 44 30

- Login method for e-Voting and joining for Physical shareholders and shareholders other than individual holding in Demat form.
 - The Shareholders should Log on to the e-voting website www.evotingindia.com
 - Click on shareholders
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in Demat Form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

6. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alphanumeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ attendance slip indicated in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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.

6. After entering these details appropriately, click on "SUBMIT" tab.
7. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
8. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVSN for the relevant Company Name < SAB INDUSTRIES LIMITED> on which you choose to vote.
10. 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.
11. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
12. 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.
13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the voting cast by clicking on "Click here to print" option on the Voting page.
15. 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.
16. Additional facility for Non- Individual Shareholders and Custodians:
 - 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 as Corporates.
 - 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; ssl_ssg@glide.net.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the **cut-off date i.e. 23rd September, 2022** may follow the same instructions as mentioned above for e-Voting.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
17. The Board of Directors has appointed Mr. S.K.Sikka, Practicing Company Secretary (ICSI Membership No. FCS- 4241 and CP No.3582) Proprietor of S.K. Sikka & Associates, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
19. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange.
15. Relevant documents referred to in the notice and the explanatory Statement including register of shareholding of Directors and Key Managerial Personnel are open for inspection by members at the registered office of the Company on all working days during Normal business hours (09:30 am to 5.30 pm) upto and including the date of meeting.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

This explanatory statement is provided though strictly not required as per section 102 of the Act.

As per the Provisions of Section 139 of Companies Act, 2013, term of M/s AKR & Associates, Chartered Accountants, appointed as Statutory Auditors of the Company in 2017 for a period of five years is expiring at ensuing Annual General Meeting.

The Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 30/05/2022, proposed appointment of M/s S.C. Dewan & Co. (FRN: 000934N), Chartered Accountants as Statutory Auditors of the Company from the conclusion of the

SAB INDUSTRIES LIMITED

forthcoming Annual General Meeting till the conclusion of Annual General Meeting to be held during the year 2027. M/s S.C. Dewan & Co. had more than four decades of experience in the field of Audit, Taxation and Advisory Services and has been Auditors to the Company earlier also. He retired on completion of two consecutive terms of five years each in the year 2017 and is now eligible for appointment in same company after cooling period of five years. M/s S.C. Dewan & Co., Chartered Accountants, have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act and they are not disqualified. The Board recommends the ordinary resolution mentioned at Item No. 3 of the accompanying Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution under any other provisions of the Companies Act, 2013.

ITEM NO. 4

Shri Sanjay Garg, a qualified Cost Accountant had been associated with the Company since 25/03/2006 by serving as a Director of the Company. His valuable guidance and experience had contributed immensely to managing affairs of the Company.

Keeping in view the same, Board of Directors of the Company ('the Board') at their meeting held on 14.02.2022 on the recommendation of the Nomination & Remuneration Committee proposed to designate/ appoint Shri Sanjay Garg as Additional Managing Director of the Company from 14/02/2022 for a period of three years whose term of office shall be liable to retire by rotation at the Annual General Meeting on the terms stated in the resolution.

The Board recommends the special resolution mentioned at Item No. 4 of the accompanying Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives except Shri Sanjay Garg are concerned or interested (financially or otherwise), in this resolution.

By order of the Board of Directors

SANJAY GARG

Addl. Managing Director

DIN: 00030956

Place: Chandigarh

Date: 11.08.2022

I. GENERAL INFORMATION		REMARKS
(1)	Nature of Industry	Infrastructure & Real Estate
(2)	Date or expected date of commencement of commercial production	Incorporated on 16.02.1983
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(4)	Financial performance based on given indicators	The financial performance is given in the enclosed Balance Sheet and Profit & Loss Account of the Company.
(5)	Export performance and net foreign exchange collaborations	Nil
(6)	Foreign Investments or collaborators, if any	Nil
II INFORMATION ABOUT THE APPOINTEE		
		Shri Sanjay Garg, Additional Managing Director
(1)	Background details	Shri Sanjay Garg, a Cost and Works Accountant and a Law Graduate, is a well-qualified and experienced professional. He has held various Managerial/ Advisory positions.
(2)	Past remuneration	NIL
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	He is responsible for day to day operations of the Company
(5)	Remuneration proposed	Proposed remuneration is for 3 years w.e.f. 14/02/2022. Details given in the resolution and explanatory statement of the accompanying notice.
(6)	Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Remuneration package is commensurate with his competence and responsibility in the Company and also with remuneration paid by comparable companies for similar positions.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He was Director of the Company since 25/03/2006 and being paid sitting fees for the Board Meetings attended by him.
III Other Information:		
(1)	Reasons for loss or inadequate profits	- Downtrend in Real Estate Sector - Competitive Market - Covid-19 Pandemic
(2)	Steps taken or proposed to be taken for improvement	The Company is pursuing strategies to augment profit by revenue growth through product innovations, and cost cutting/ value engineering in existing business.
(3)	Expected increase in productivity and profits in measurable terms	The Company is expected to achieve adequate profits within the next 5 years.
IV Disclosures		
Company is giving adequate disclosures in the Board of Directors report under the heading "Corporate Governance" attached to the financial statements.		

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN ANNUAL GENERAL MEETING

Name of Director (DIN)	Shri Rajinder Kumar Garg (DIN: 00034827)	Shri Sanjay Garg (DIN: 00030956)
Date of Birth	18.08.1943	09.09.1968
Date of first Appointment	30.06.1989	25.03.2006
Qualification Experience in Specific functional areas	Shri Rajinder Kumar Garg, a qualified F.I.E and an eminent Industrialist, is Promoter and Chairman of the Company. He has wide and varied experience in business development operations and has made significant contribution to the progress of the Company.	Shri Sanjay Garg, a qualified Cost and Work Accountant and a Law Graduate had been associated with the Company since 25/03/2006 by serving as a Director of the Company. His valuable guidance and experience had contributed immensely to managing affairs of the Company.
List of companies in which outside Directorships held (excluding Private Ltd./ Foreign Companies)	Steel Strips Wheels Ltd. Steel Strips Infrastructures Ltd. Indian Acrylics Ltd.	Steel Strips Wheels Limited Steel Strips Infrastructures Ltd. Indlon Chemicals Limited SAB Udyog Limited Malwa Chemtex Udyog Ltd. Indian Acrylics Investments Ltd.
Chairman/ Member of the Committee of Board of Directors of the Company includes only Audit Committee and Stakeholders Relationship Committee	Nil	Nil
Chairman/ Member of the Committee of Directors of other Companies in which he is a Director includes only Audit Committee and Stakeholders Relationship Committee	Nil	1. SAB Industries Limited:- • Stakeholders Relationship Committee (Member) 2. SAB Udyog Limited • Audit Committee (Chairman)
No. of shares held in the Company	3405309 equity shares	50
Relationship with other Director/ Key Managerial Personal	Nil	Nil

For other details, such as, Number of meetings of the Board attended during the financial year, Remuneration last drawn, Remuneration proposed to be paid, Terms and Conditions of Appointment/ Re-appointment, please refer to the attached Board's Report, Corporate Governance Report and the Notice alongwith Explanatory Statement.

DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting the Annual Report on Accounts for the Financial Year ending 31st March 2022.

FINANCIAL HIGHLIGHTS

Particulars	(₹ in Lakhs)			
	Standalone		Consolidated	
	2021-22	2020-21	2021-22	2020-21
Revenue from Operations	-	124.34	-	124.34
Other Income	243.27	300.33	243.27	300.33
Total Revenue	243.27	424.67	243.27	424.67
Profit before Exceptional item, depreciation, interest & Tax (PBDIT)	(30.88)	120.90	4429.25	2098.02
Interest & other financial expenses	235.09	418.70	235.09	418.70
Profit before Depreciation & Tax (PBDT)	(265.97)	(297.80)	4194.16	1679.32
Depreciation and amortization expenses	20.64	36.80	20.64	36.80
Profit before Tax (PBT)	(286.61)	(334.60)	4173.52	1642.52
Tax Expenses - Prior period tax	-	1.30	-	1.30
- Deferred	1.28	2.74	1.28	2.74
Profit/ (loss) after Tax (PAT)	(287.89)	(338.64)	4172.24	1638.48
Other Comprehensive Income	8938.94	3635.17	8938.94	3635.17
Total Comprehensive Income for the period	8651.051	3296.53	13111.18	5273.65
Earnings per share - Basic	(1.89)	(2.23)	27.43	10.77
- Diluted	(1.89)	(2.23)	27.43	10.77

Note: The financial statements of the Company for the year ended 31st March, 2022, are prepared in accordance with Indian Accounting Standards (Ind AS).

OPERATIONS AND FUTURE OUTLOOK

During the year under review, there were no Revenue from Operations of the Company as Compared to ₹124.34 lakh in the previous year. The Company has incurred a net loss of ₹287.89 lakh during the year as against net loss ₹.338.64 lakh during the previous year on account of lower scale of operations as Company is concentrating on real estate project and is not bidding for new projects for the time being considering the outbreak of Covid-19 pandemic in the country and worldwide. Company is continuously striving to strengthen its operations in near future. There has been increase in other comprehensive income to ₹8938.94 as compared to ₹3635.17 lakh on account of increase in fair value of Equity Instruments in which Investment is made by the Company on account of overall market scenario prevailed.

Your Company has revived its real estate project i.e. SSL Highway Towers measuring 25846.73 sq. Mtrs situated on NH-22, Ambala Chandigarh Road, Derabassi (Punjab), an industrial hub and Satellite City for Chandigarh (RERA approved Project vide Certificate No. PBRWERA-SAS79-PR0409 valid upto 30th September, 2023). The work on the project has been started and is expected to be completed as per time frame stipulated in RERA approved certificate. Company has been sanctioned a term loan of ₹25 crores by SBI as a means of finance to meet the future needs of the said project. Company has already incurred a sum of ₹7724.78 lakh out of which amount of ₹2315.50 lakh was incurred during the year.

IMPACT OF COVID-19 PANDEMIC

The Company has taken proactive measures to comply with various directions/ regulations/ guidelines issued by the Government and local bodies to ensure safety of workforce across all its sites and offices. Based on the internal and external information available till date of approval of the financial results, no adjustment is required in these results. The Company continue to monitor the future developments and outlook.

SCHEME OF AMALGAMATION

The proposed Scheme for Amalgamation of Steel Strips Limited (Transferor Company) with SAB Industries Ltd. (Transferee Company) and their respective shareholders has been approved by Hon'ble NCLT, Chandigarh bench vide its order dated 06.10.2021 effective from 19.10.2021 with appointed date of 01.04.2019. Board of Directors at its meeting held on 12th November, 2021 has allotted 21706 (Twenty-One Thousand Seven Hundred and Six only) fully paid-up equity shares of face value of ₹10/- each to the eligible shareholders of Steel Strips

Limited as on Record date i.e. 03.11.2021 in the ratio of 1 (One) fully paid-up equity share of the face value of ₹10/- each of SAB Industries Limited for every 350 (Three Hundred Fifty) fully paid up equity shares of ₹10/- each of Steel Strips Limited held by the equity shareholders of Steel Strips Limited.

1.5 MW Biogas Power Plant at Moonak

SAB Industries Limited is setting up a 1.5 MW capacity biogas power and bio-fertilizer plant at Moonak, (Sangrur) Punjab with capital investment of ₹21 crore. using cow-dung, press mud and poultry litter based on bio-methanation technology under NRSE Policy 2012 (New and Renewable Sources of Energy) in technical collaboration with HRG Solution Germany who have wide experience in setting up similar projects in Europe as well as in India.

The proposed project will qualify for generating electricity from non-conventional energy sources defined under New & Renewable Sources of Energy (NRSE) Policy 2012. It is being promoted in line with Prime Minister Sh. Narendra Modi and Mahatma Gandhi's vision of Clean India under Swacch Bharat Abhiyan as it seeks to clean up Moonak village and adjoining areas and convert cow-dung, poultry litter and other waste into valuable electricity and fertilizer providing hygienic and healthy living conditions to its habitats. Using the Biogas of the Biogas plant as a fuel for power generation will avoid Greenhouse-Gas Emission of approx. 7,500 tons CO2 per year, compared to power production by a coal based power plant, even without considering less logistical effort. Implementation agreement for this project has been signed with Punjab Energy Development Agency (PEDA). Project promoted by your Company is on hold as Power Purchase agreement signed with Punjab State Power Corporation Ltd. for evacuation of power produced in this plant has been terminated by them. Company is contesting this termination in Punjab State Electricity Regulatory Commission (PSREC).

SEGMENT REPORT

Your Company has a number of activities in its fold. Its business activities include Construction and Engineering, Real Estate and Information Technology. The Company is registered with various Government Departments like Uttaranchal PWD (B&R), HP PWD (B&R), Madhya Pradesh PWD (B&R), PUUDA and other Central Bodies as Class-1 contractors. However, the Company is not tendering any bidding under this segment on account of prevailing Covid-19 pandemic and other allied market adverse conditions.

The other important segment of activities of your Company is Development and Sale of Real Estate. As stated above, the Central Government is taking new initiatives to give a boost to the Real Estate Sector. Though the market growth in housing sector in Northern Region of the Country is presently low, however, it is likely to pick up in due course of time.

A breakup of the segment-wise performance is given in the 'Notes on Accounts' which forms a part of the Balance Sheet.

FINANCIAL STATUS

The Company has issued and allotted 21,706 Equity Shares of ₹10/- each allotted pursuant to approved Scheme of Amalgamation of Steel Strips Limited (Transferor Company) with SAB Industries Limited (Transferee Company). The same has been listed and permitted to trade on BSE w.e.f. 17.02.2022 vide BSE Notice No. 20220216-34 dated 16.02.2022 'Issued and Subscribed Capital' of the Company is increased to ₹15,21,00,780, divided into 1,52,10,078 equity shares of ₹10/- each, during the year. The Authorized Share Capital of the Company has been increased from ₹20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹10/- each to ₹30,00,00,000/- (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10/- each. There are no equity shares with differential rights or sweat equity or ESOP or scheme of purchase of Company shares by employees or their trustees.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes which occurred subsequent to the close of the financial year to which the Financial Statements relate and upto the date of report.

CORPORATE SOCIAL RESPONSIBILITY AND GOVERNANCE COMMITTEE

The Company has constituted a Corporate Social Responsibility Committee and also framed a Corporate Social Responsibility Policy and the same is posted on the website of the Company at <http://www.sabindustries.in>

Since the Company does not have net profits in accordance with Section 135 of the Companies Act, 2013, the Company is not required to undertake any activity under CSR Rules.

DETAILS OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

Your Company has no Subsidiary or Joint Venture Company during the year. However, there is an Associate by the name of SAB Udyog Limited reportable under Section 129(3) of the Companies Act, 2013.

A separate statement related to the Associate Company forms part of Annual report in the prescribed Form AOC-1 in compliance with Section 129 and other applicable provisions, if any of the Companies Act, 2013, Consolidated Financial Statement prepared by the Company includes financial information of its Associate Company. The Company will provide a copy of Annual Report and other document of its Associate Company on the request made by any member, investor of the Company. The annual accounts of the Associate Company have been kept for inspection by any Shareholder at the Registered Office of the Company. The statement is also available on the website of the Company at <http://www.sabindustries.in>.

DIVIDEND

Keeping in view the business commitments, your Company has decided not to declare any dividend for the year 2021-22.

FIXED DEPOSITS

The Company has not accepted any fixed deposits covered under Chapter V of the Companies Act 2013 read with Companies (Acceptance of Deposits) Rules, 2014 (as amended) during the year under review.

CORPORATE GOVERNANCE REPORT- DISCLOSURE REQUIREMENTS

The Company continuously strives to attain high levels of corporate performance, accountability, transparency, responsibility and fairness in all aspects of its operations. Transparency in all dealings and providing better services without compromising in any way on integrity and regulatory compliances have been the basic objectives of corporate governance in the Company. The Corporate Governance practices followed by the Company are enclosed as Annexure to this report.

EXTRACT OF THE ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Company has placed a copy of the Annual Return as at March 31, 2022 on its website at www.sabindustries.in. By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors' confirm that:

- a. in the preparation of the annual accounts for the year ending 31st March 2022, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the Directors had 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 had prepared the annual accounts on a going concern basis;
- e. the Directors had laid down internal financial control to be followed by the Company and that such internal financial controls were adequate and were operating effectively; and
- f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal control systems and processes of the Company cover

operational efficiency, accuracy and promptness in financial reporting, compliance with laws and regulations and development of mature, disciplined and effective processes. The processes are also designed to meet the goals of cost, schedule, functionality and quality, thus resulting in higher levels of customer satisfaction.

DIRECTORS

A) Changes in Directors and Key Managerial Personnel

Since the last Annual General Meeting, following changes have taken place in the Board of Directors:

- Shri Sanjay Garg (DIN: 00030956), Director is appointed/designated as an Additional Managing Director for a period of three years w.e.f. 14.02.2022, on terms as decided by the Board, subject to approval of the shareholders and other approvals, as may be required to fill the vacancy caused by resignation of Ms. Priya Garg; Managing Director of the Company w.e.f. 17.09.2021.
- Shri Humesh Kumar Singhal (DIN: 00044328), Non-Executive Director of the Company is designated as Independent Director of the Company for a period of five years from 01.10.2021 to 30.09.2026 with consent of the shareholders by passing special resolution in their general meeting held on 30.09.2021.
- As per the provisions of Companies Act, 2013, Shri Rajinder Kumar Garg (DIN: 00034827), Director, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment

B) Declaration by an Independent Director(s) and re-appointment, if any

A declaration by Independent Directors stating that he/ they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 had been taken at the time of their appointment.

C) Formal Annual Evaluation

The Board of Directors has carried out an annual evaluation of its own performance and that of the Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under SEBI (LODR) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issue to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors, The same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year under review, 4 Board Meetings were held, one each on 11th June 2021, 13th August 2021, 12th November, 2021, and 14th February 2022.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the Directors' Report.

AUDIT COMMITTEE

The Audit & Compliance Committee comprises of three non-executive

Directors all of which are Independent Directors. viz. Shri S S Virdi, Smt. Manju Lakhanpal and Shri H K Singhal. During the year, the committee held four meetings. Other details of the Audit Committee are included in the Corporate Governance Report which forms part of this report.

The Board had accepted all recommendation of the Audit Committee, if any.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEE

The Company has formulated and published a Whistle Blower Policy to provide vigil mechanism for employees including Directors of the Company to report genuine concerns. The provisions of this Policy are in line with the provisions of Section 177(9) of the Act and the Regulation 22 of SEBI (LODR) Regulations, 2015.

There are no cases reported during the year.

NOMINATION AND REMUNERATION COMMITTEE

The committee has been constituted to review and recommend compensation payable to the whole-time directors including Chairman and senior management of the Company. The committee reviews the overall compensation structure and policies of the Company with a view to attract, retain and motivate employees, reviewing compensation levels of the Company vis-à-vis other Companies and industry in general. The Nomination & Remuneration Policy may be accessed on the website of the Company at <http://www.sabindustries.in>.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

There were no Loans/ Guarantee given and Investments made by the Company during the year exceeding the limits prescribed under Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts/ arrangements/ transactions entered by the Company during the Financial Year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. A statement, in summary form, of transactions with related parties which were all in ordinary course of business and arm's length basis is periodically placed before the audit committee for review and recommendation to the board for their approval.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the board is uploaded on the website of the Company.

Disclosures as required under Indian Accounting Standards (Ind AS-24) have been made in the financial statements of the Company, enclosed with this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Board's report.

BUSINESS RISK MANAGEMENT

The risk management includes identifying types of risks and its assessment, risk handling, monitoring and reporting, which in the opinion of the Board may threaten the existence of the Company. The Board has formulated the Risk Management Policy to manage risks with the objective of maximizing shareholders value. The Risk Management Policy may be accessed on the website of the Company at <http://www.sabindustries.in>.

AUDITORS

As per the Provisions of Section 139 of Companies Act, 2013, term of M/s AKR & Associates., Chartered Accountants, appointed as Statutory Auditors of the Company in 2017 for a period of five years is expiring at ensuing Annual General Meeting.

Audit Committee of the Company in its meeting held on 30/05/2022 had proposed appointment of M/s S.C. Dewan & Co. (FRN:000934N), Chartered Accountants as statutory auditors of the company, from the

conclusion of the forthcoming Annual General Meeting till the conclusion of Annual General Meeting to be held during the year 2027 M/s S.C. Dewan & Co had more than four decades of experience in the field of Audit, Taxation and Advisory Services and has been Auditors to the Company earlier also.

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

The Auditors' Report and Secretarial Auditors' Report do not contain any qualifications, reservations or adverse remarks. Report of Secretarial Auditors is attached as an annexure which forms part of this report. The Board of Directors have appointed M/s. S.K. Sikka & Associates, practising Company Secretaries, as Secretarial Auditor of the Company for the financial year 2022-23.

LISTING OF SHARES

Equity shares of the Company are listed on BSE Limited and Listing fee has already been paid in pursuance to Regulation 14 of SEBI (LODR) Regulations, 2015.

DEMATERIALIZATION

The equity shares of your Company are to be compulsorily traded in dematerialized form. As on 31.03.2022, a total of 15141398 equity shares, representing 99.55% of equity share capital have been dematerialized.

INSURANCE

All the assets of the Company have been adequately insured.

PERSONNEL AND RELATED DISCLOSURES

The information required under Section 197 of the Act read with rule 5 of the Companies (Appointment and remuneration of managerial personnel) rules 2014 is enclosed with this report.

INDUSTRIAL RELATIONS

Industrial relations continued to be cordial during the year under review.

HEALTH, SAFETY AND ENVIRONMENT PROTECTION

Our Company has complied with all the applicable health & Safety standards, environment laws and labour laws and has been taking all necessary measures to protect the environment and provide workers a safe work environment. Our Company is committed for continual improvement in Health & Safety as well as Environmental performance by involving all the employees to provide a Safe & healthy work environment to all its employees.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

During the financial year 2021-22, the Company has not received any complaint on sexual harassment and hence no complaints remain pending as on 31st March, 2022.

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

Information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is not applicable as the Company did not have any manufacturing facility during the period under consideration. There were no foreign exchange earnings/ outgo during the period.

ACKNOWLEDGEMENT

Your Directors acknowledge with gratitude the assistance, co-operation and support received by the Company from the Banks, Statutory/ Govt. Bodies, Customers and Shareholders of the Company

For and on behalf of
Board of Directors

RAJINDER KUMAR GARG
CHAIRMAN
DIN:00034827

Place: Chandigarh
Date: 30.05.2022

Form AOC-1

Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014
Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A: Subsidiaries - Not Applicable

Part B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures	SAB UDYOG LIMITED
1. Latest audited Balance Sheet Date	31/03/2022
2. Shares of Associate or Joint Ventures held by the Company on the year end	
No. of Shares	5368630
Amount of Investment in Associates or Joint Venture	2,87,75,857
Extent of Holding (in percentage)	40.99
3. Description of how there is significant influence	
4. Reason why the associate/joint venture is not consolidated	Not Applicable
5. Net worth attributable to shareholding as per latest audited Balance Sheet	1,08,81,00,754
6. Profit or Loss for the year	
Considered in Consolidation	44,60,12,499
Not Considered in Consolidation	64,20,88,255

Note.: 1. There were no subsidiaries which have been liquidated or sold during the year.,
2. The Company is not having any Joint Venture Company.

AUDITORS' REPORT

Certified in terms of our separate report of even date annexed

for AKR & Associates
Chartered Accountants
(Registration No.021179N)

R. K. GARG
Chairman

SANJAY GARG
Additional Managing Director

BHAGWAN SINGH NEGI
Chief Financial Officer

S.S. VIRDI
MANJU LAKHANPAL
H.K. SINGHAL

Kailash Kumar
Partner
Membership No.505972

GURPREET KAUR
Company Secretary

Directors

Place : Chandigarh
Dated : 30.05.2022

**FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022**

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

To,
The Members,
SAB INDUSTRIES LIMITED

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

Based on my verification of SAB Industries Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of the following Acts/Lawa/Regulations and the amendments thereof, if any:

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 2018 and the Regulations and bye-laws framed thereunder;
- (4) 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;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not applicable as there was no reportable event during the financial year under review;**
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- **Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;**

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable as the Company as there was no reportable event during the financial year under review;**
 - (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- **Not applicable as the Company as there was no reportable event during the financial year under review;**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable as there was no reportable event during the financial year under review;**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not applicable as there was no reportable event during the financial year under review; and**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (6) The Company has complied with the following laws applicable specifically to the Company;
- (a) Real Estate (Regulation and Development) Act, 2016

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that

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

Adequate notice is given to all the 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.

All the decisions at the Board meetings were taken unanimously.

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

I further report that the proposed Scheme for Amalgamation of Steel Strips Limited (Transferor Company) with SAB Industries Ltd. (Transferee Company) and their respective shareholders has been approved by Hon'ble NCLT, Chandigarh bench vide its order dated 06.10.2021 effective from 19.10.2021 with appointed date of 01.04.2019. Board of Directors at its meeting held on 12th November, 2021 has allotted 21706 (Twenty-One Thousand Seven Hundred and Six only) fully paid-up equity shares of face value of ₹10/- each to the eligible shareholders of Steel Strips Limited as on Record date i.e. 03.11.2021 in the ratio of 1 (One) fully paid-up equity share of the face value of ₹10/- each of SAB Industries Limited for every 350 (Three Hundred Fifty) fully paid up equity shares of ₹10/- each of Steel Strips Limited held by the equity shareholders of Steel Strips Limited.

I further report that during the audit period, there were no instances of:

- (i) Public/ Rights/ Preferential issue of shares/ debentures/ sweat equity.
- (ii) Redemption/ buy-back of securities.
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- (iv) Foreign technical collaborations.

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

Place: Chandigarh
Date: 30.05.2022

Sushil K Sikka
Company Secretary
FCS 4241, CP 3582
UDIN:F004241D000429371

To
The Members

SAB INDUSTRIES LIMITED

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

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

Place: Chandigarh
Date: 30.05.2022

Sushil K Sikka
Company Secretary
FCS 4241, CP 3582
UDIN:F004241D000429371

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(2) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The ratio of the remuneration of each director to the median employee's remuneration of the Company for the financial year
- | | Ratio to Median Remuneration |
|--|------------------------------|
| Non Executive Directors | |
| Shri R.K. Garg | 0.18 |
| Smt. Manju Lakhanpal | 0.27 |
| Shri S.S. Virdi | 0.27 |
| Shri H.K. Singhal | 0.20 |
| Shri Sanjay Garg | 0.18 |
| Shri Deva Pampapathi Reddy | 0.09 |
| Shri Surinder Kumar Bansal | 0.04 |
| Whole Time Director | |
| Ms. Priya Garg (Resigned on 17.09.2021) | 6.22 |
| Shir Sanjay Garg (Joined on 14.02.2022) | 1.28 |
- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary, in the financial year;
- | Director, Chief Executive Officer, Chief Financial Officer, Company Secretary | %age increase in Remuneration over previous year |
|---|--|
| Sh. Bhagwan Singh Negi - Chief Financial Officer | 10.18% |
| Ms Gurpreet Kaur - Company Secretary | 11.08% |
- (iii) The percentage increase/decrease in the median remuneration of employees in the financial year 2021-22.
The percentage increase in medium remuneration of employees is 1.36%
- (iv) The number of permanent employees on the rolls of company.
The number of permanent employees on the roll of company as of 31st March 2022 was 46.
- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;
Average annual increase during the year was around 10% and the average increase in managerial remuneration was also 11%.
- (vi) Affirmation that the remuneration is as per the remuneration policy of the company.
It is confirmed that the remuneration is paid as per the remuneration policy of the Company

STATEMENT PURSUANT TO SECTION 197 OF COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED 31ST MARCH, 2022.
----NOT APPLICABLE-----

TOP TEN EMPLOYEES IN TERM OF REMUNERATION WITHDRAWN DURING THE YEAR

Name of Employee	Designation	Educational Qualification	Age	Remunerati on (P.A.) (₹in lakhs)	Date of commencement of Employment	No of shares held	Relative Director
Sh Sanjay Garg	Addl. Managing Director	B.Com; ICWA	54	48.60	14.02.2022	50	NA
Ms. Priya Garg	Advisor	B.E (Civil)	52	72.00	01.02.2022	80059	Daughter of Sh. R.K. Garg, Chairman
Anil Kumar Singla	General Manager	B.E (Civil)	58	20.40	01.05.2019	Nil	NA
Sh. Nirmal Singh Goria	Project Manager	B.Tech (Civil)	50	16.50	16.04.2018	Nil	NA
Sh. Om Parkash	Civil Engineer	Diploma (Civil)	45	12.23	01.09.2004	Nil	NA
Ms. Gurpreet Kaur	Company Secretary	B.Com,CS	43	12.23	19.06.2002	50	NA
Sh. Bhagwan Singh Negi	Chief Financial Officer	B.Com	59	9.73	11.11.1989	50	NA
Ms. Leela Bist	D.G.M.	B.Com	52	12.31	01.01.2020	Nil	NA
Sh. Gurinder Pal Singh	Dy Manager	B.Tech	38	7.83	21.09.2020	Nil	NA
Sh. Varun Kumar Chaudhary	Sr. Civil Engg	B.Tech (Civil)	32	6.49	01.01.2022	Nil	NA

MANAGEMENT DISCUSSION AND ANALYSIS

MACRO ECONOMIC REVIEW

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads and urban infrastructure development. In order to boost the construction of buildings in the country, the Government of India has decided to come up with a single window clearance facility to accord speedy approval of construction projects.

Being one of the most resilient sectors, it plays a crucial role in accelerating India's overall development, thereby driving its economic growth. Increased government spending on more extensive scale projects offers strength to India's competitiveness across the globe. As per Indian Infrastructure Sector in India Industry Report, India plans to spend US\$ 1.4 trillion on infrastructure between 2019 to 2023 which is predicted to boost the expansive growth of the sector.

Investments

India has a requirement of investment worth ₹50 trillion (US\$ 777.73 billion) in infrastructure by 2022 to have sustainable development in the country and is witnessing significant interest from international investors in the infrastructure space. Emphasizing the importance of investment for creating modern infrastructure, seven engines of growth have been identified - roads, railways, ports, airports, mass transport, waterways and logistics infrastructure. According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDIs in the construction development sector (townships, housing, built up infrastructure and construction development projects) and construction (infrastructure) activities stood at US\$ 25.93 billion and US\$ 23.99 billion, respectively, between April 2000 and December 2020. In financial year 21, infrastructure activities accounted for 13% share of the total FDI inflows of US\$ 81.72 billion. India is expected to become the world's third largest construction market by 2022.

Govt. Initiatives for the Sector

As many industry experts had anticipated, infrastructure push remained one of the focus areas for the government this year. This year's budget focuses on providing a blueprint for the next 25 years. The infrastructure sector will receive a higher allocation this year, especially the road construction projects in the country. Announcements in Union Budget 2022-23:

- The PM Gati Shakti master plan, which is a ₹100 lakh-crore project, launched in October 2021, for developing holistic infrastructure in India, got a special mention as the finance minister called it a transformative approach for economic development and sustainability. In this Expressways will be formulated in 2022-23 to facilitate faster movement of people and goods.
- With over 35% y-o-y increase in capex and a proposed infrastructure spend of over ₹10 lakh crore in Budget 2022-23, the Union government has reinforced its commitment to using infrastructure as a force multiplier for sustained economic growth. Within infrastructure, one of the key focus areas is leveraging multimodal transport infrastructure to reduce logistics costs, thereby improving India's overall competitiveness. budget also highlighted the need for coordination between various Ministries/ agencies to enable identification and timely completion of priority projects
- In 2022-23, the Ministry of Road Transport and Highways has been allocated nearly ₹68,000 crore more than the allocated expenditure in 2021-22.
- The National Highways network will be expanded by 25,000 km in 2022-23, which is nearly double that of the maximum achieved in any of the last 5 years and ₹20,000 crore will be mobilized through innovative ways of financing to complement the public resources.
- As part of rail connectivity, 100 PM Gati Shakti Cargo terminals are proposed to be developed over the next 3 years

a) OPPORTUNITIES AND STRENGTHS

The Company has a well diversified business portfolio spread across various business verticals viz., Buildings & Housing, Roads, Water & Environment, Irrigation, Power and Railways. The Company has significant experience in construction sector and is recognized as one of the key construction players in the country. It has carried out variety of projects across the country. Our core strength is our people who carry several years of industry experience in various domains including engineering, design, construction, procurement, planning, etc. During the year 2021-22, the Company earned other income of ₹243.27 lakhs, and

b) FINANCIAL PERFORMANCE

The Company has issued and allotted 21,706 Equity Shares of ₹10/- each allotted pursuant to Approved Scheme of Amalgamation of Steel Strips Limited (Transferor Company) with SAB Industries Limited (Transferee Company). The same has been listed and permitted to trade on BSE w.e.f. 17.02.2022 vide BSE Notice No. 20220216-34 dated 16.02.2022. 'Issued and Subscribed Capital' of the Company is increased to ₹15,21,00,780, divided into 1,52,10,078 equity shares of ₹10/- each, during the year. The Authorized Share Capital of the Company has been increased from ₹20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹10/- each to ₹30,00,00,000/- (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10/- each. Other Equity of the Company have increased from ₹12664.79 lakh to ₹21315.84 lakh in 2021-22 on account of increase of valuation of equity instruments etc, through other comprehensive income.

c) OPERATIONAL PERFORMANCE

There has been no Revenue from operations of the Company in the current year as compared to ₹124.34 lakh in the previous year as Company is concentrating on real estate project and is not bidding for the new projects for the time being considering the outbreak of Covid-19 pandemic in the Country and Worldwide. The Company's operations during the year under review have resulted in a net loss of ₹287.89 lakh during the year as against net loss of ₹338.64 lakh during the previous year. This decrease in net profits is on account of less revenue generated in the Components of construction projects as no tendering is being done for the time being.

The Company has effective and robust system of internal controls to help management review the effectiveness of the financial and operating controls and assurance about adherence to company's laid down systems and procedures. Proper controls are in place, which are reviewed at regular intervals to ensure that transactions are properly authorized & correctly reported and assets are safeguarded. The Audit Committee periodically reviews the findings and recommendations of the Auditors and takes necessary corrective actions as deemed necessary.

RISKS AND CONCERNS

The Company has a robust Enterprise Risk Management process in place, which is a holistic, integrated and structured approach to manage risks with the objective of maximizing shareholders' value.

The risk management process broadly consists of identification, assessment, mitigation, prioritization and monitoring of risks. The ERM process allows the company to:

- Enhance confidence in achieving its desired goals and objectives
- Effectively restrain threats to acceptable levels
- Take informed decisions about exploiting opportunities.

SAB INDUSTRIES LIMITED

Owing to the nature of the industry the Company operates in, it is exposed to a variety of risk factors which are broadly categorized into technical, physical, construction, performance and legal risks.

A tight risk process is carried out from pre-bid to project completion stage to manage, mitigate and monitor these risks by adopting specific risk mitigation measures. During the year, the Board has reviewed the process and the Risks that have been identified for the business. Some of these key risks that the Company faces along with their mitigation strategies adopted are listed below:

Risk Type	Key Risks	Risk Impact	Risk Mitigation Strategy
Technical Risks	Incomplete Design	High	<ul style="list-style-type: none"> Carrying out extensive due diligence during the project bid phase Bidding for those works which are closely aligned with our core strengths
	Inadequate Specifications	High	<ul style="list-style-type: none"> Carrying out exhaustive due diligence before and during the bid phase Incorporating contingency for inadequate specifications in the price bids Engaging with clients and their representatives on a regular basis
	Insufficient Resources of Construction Materials	Medium	<ul style="list-style-type: none"> Strong and efficient resources planning, both at the corporate and project levels. Strong management of vendors and subcontractors Carrying out due diligence on vendors and sub-contractors before entering into agreements with them
Physical Risks	Equipment Damage/ Failure	Medium	<ul style="list-style-type: none"> Own a sizeable equipment base, specifically those, which are frequently used in our operations thus reducing dependence on equipment vendors Following a strict preventive and corrective maintenance schedule Strong relationship with equipment vendors for renting equipment Strong management of equipment vendors including rating their performance
	Labor Injuries	Low	<ul style="list-style-type: none"> Strong implementation and monitoring of health and safety protocols to prevent injuries Designated safety personnel at sites. Periodical reporting on safety and health issues Conducting training programs on health and safety issues
Construction Risks	Labour Productivity	Medium	<ul style="list-style-type: none"> Ensure safe, clean and hygienic work environment at all work locations. Strong track record in maintaining labour. Regular monitoring and ensuring strong controls to ensure adherence to timelines and quality
	Theft	Low	<ul style="list-style-type: none"> Strong monitoring and control to prevent theft Penalizing defaulters without exception
Performance Risks	Achieving Required Quality	Medium	<ul style="list-style-type: none"> Regular inspection of works and reporting to clients Strong adherence to specifications and timelines Constant engagement with clients and their representatives Reliable Quality assurance programs
	Meeting Client Expectations	Medium	<ul style="list-style-type: none"> Experienced workforce, Regular engagement with clients Response mechanisms to address issues raised by clients and their representatives
Legal Risks	Claims, Disputes & Litigations	Medium	<ul style="list-style-type: none"> Engagement with clients to capture and address litigious issues upfront Proper and thorough documentation on each project from the pre bid stage In-house Contracts and Claims team. Legal firm onboard to handle pre-legal claims and/or litigations Keeping ourselves abreast on regulatory issues

Cautionary Statement:

Statements in this report on Management Discussion and Analysis describing the Company's Objectives, projections, estimates, expectations or predictions may be "forward looking" within the meaning of applicable Securities laws and regulations. Actual results could differ materially from those expressed or implied

Place: Chandigarh
Date: 30.05.2022

For and on behalf of Board of Directors

RAJINDER KUMAR GARG
Chairman
DIN: 00034827

REPORT ON CORPORATE GOVERNANCE

The Company continuously strives to attain high levels of corporate performance, accountability, transparency, responsibility and fairness in all aspects of its operations. Transparency in all dealings and providing better services without compromising in any way on integrity and regulatory compliances have been the basic objectives of corporate governance in the Company.

The Company is in Compliance with the requirements stipulated under Schedule V of SEBI (LODR) Regulations, 2015 and with the Listing Regulations entered into with the Stock Exchanges, with regard to corporate governance.

BOARD OF DIRECTORS

- i. As on March 31, 2022, the Company has eight Directors including a Non-Executive Chairman. Of the eight, seven are Non-executive Directors of which, four are Independent Directors. The composition of Board is in conformity with Regulation 17(1) of SEBI (LODR) Regulations, 2015.
- ii. During the year under review, 4 Board Meetings were held, one each on 11th June 2021, 13th August, 2021, 12th November 2021 and 14th February 2022 and the gap between two meetings did not exceed one hundred twenty days. The necessary quorum was present for all the meetings.
- iii. None of the Directors on the Board held Directorships in more than ten Public Companies. Further, none of them is a member of more than ten Committees or Chairman of more than five Committees across all the Public Companies in which he was a Director. Necessary disclosures regarding Committee positions in other Public Companies as on March 31, 2022 have been made by the Directors.
- iv. Independent Directors are Non-executive Directors as defined under Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16 of SEBI (LODR) Regulations, 2015 and Section 149 of the Act.
- v. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/ Memberships held by them in other Public Companies as on March 31, 2022 are given below. Other Directorships do not include Directorships of Private Limited Companies, Section 8 Companies and of Companies incorporated outside India. Chairmanships/ Memberships of Board Committees include only Audit Committee and Stakeholders' Relationship Committee.

The detail of Board Meetings, number of Directorships and Committee Memberships held by Directors

Name of Director and Designation	Category	No. of Board meetings held during the year 2021-22		Whether attended last AGM held on 30 th September, 2021	No. of Directorships in other Public Companies		No. of Committee positions held in other public Companies		Directorship in other listed entity
		Held	Attended		Chairman	Member	Chairman	Member	
Shri Rajinder Kumar Garg, Chairman DIN 00034827	Non Executive – Non Independent Director Chairman	4	4	No	2	1	-	-	# Indian Acrylics Limited **Steel Strips Wheels Limited ** Steel Strips Infrastructures Limited
Ms. Priya Garg DIN-00034953	Executive Director- Managing Director	2	1	No	-	-	-	-	-
Shri Surinder Singh Virdi DIN 00035408	Non-Executive - Independent Director	4	4	Yes	-	3	1	1	*Steel Strips Wheels Limited *Steel Strips Infrastructures Limited
Shri Sanjay Garg DIN 00030956	Executive - Additional Managing Director	4	4	Yes	-	6	1	-	**Steel Strips Wheels Limited #Steel Strips Infrastructures Limited
Shri Surinder Kumar Bansal DIN - 00165583	Non-Executive - Independent Director	4	1	No	-	2	-	-	*Steel Strips Infrastructures Limited *Vardhman Acrylics Limited
Shri Humesh Kumar Singhal DIN 00044328	Non-Executive - Independent Director	4	3	No	-	4	-	3	*Steel Strips Infrastructures Limited
Smt. Manju Lakhanpal DIN 07130592	Non-Executive - Independent Director	4	4	No	-	3	1	2	*Steel Strips Infrastructures Limited *Winsome Textile Industries Limited
Shri Deva Pampapathi Reddy DIN 01939650	Non-Executive - Independent Director	4	2	No	-	1	-	-	*Ritesh Properties and Industries Limited

Category of Directorship held:-

*Non- Executive Independent Director

** Non-Executive Non Independent Director

Executive Director

- Shri Sanjay Garg (DIN: 00030956), Director is appointed/ designated as an Additional Managing Director for a period of three years w.e.f. 14.02.2022, on terms as decided by the Board, subject to approval of the shareholders and other approvals, as may be required to fill the vacancy caused by resignation of Ms. Priya Garg, Managing Director of the Company w.e.f. 17.09.2021.
- Shri Humesh Kumar Singhal (DIN:00044328), Non-Executive Director of the Company is designated as Independent Director of the Company for a period of five years from 01.10.2021 to 30.09.2026 with consent of the shareholders by passing special resolution in their general meeting held on 30.09.2021.
- As per the provisions of Companies Act, 2013, Shri Rajinder Kumar Garg (DIN-00034827) Director, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.
- vi. During the year, a separate meeting of the Independent Directors was held inter-alia to review the performance of Non-Independent Directors and the Board as a whole. The Company has adopted a familiarization programme for the Independent Directors, which has been displayed on the website of the Company.
- vii. The Board periodically reviews compliance reports of all laws applicable to the Company and steps are taken the instances of non-compliance, if any.

COMMITTEES OF DIRECTORS

The Board has constituted committees of Directors to deal with matters, which need quick decisions and timely monitoring of the activities falling within their terms of reference. The Board Committees are as follows:

AUDIT & COMPLIANCE COMMITTEE

The Audit & Compliance Committee comprises of three Non-executive Directors, Shri Surinder Singh Virdi, Smt. Manju Lakhanpal and Shri Humesh Kumar Singhal. During the year, the committee held four meetings, one each on 11th June 2021, 13th August, 2021, 12th November 2021 and 14th February, 2022.

The composition of the Audit Committee and particulars of the meetings attended by the members of the Audit Committee are given below:

Name	Category	No. of Meeting held during the year 2021-22	
		Held	Attended
Shri S S Virdi - Chairman	Non -Executive Independent Director	4	4
Shri H K Singhal	Non -Executive Independent Director	4	3
Smt. Manju Lakhanpal	Non -Executive Independent Director	4	4

The terms of reference of the Audit & Compliance Committee are in accordance with Section 177 of the Companies Act, 2013 and part C of Schedule II of SEBI (LODR) Regulations, 2015 and inter-alia include the following:

- a) Overseeing the Company's financial reporting process and ensuring correct, adequate and credible disclosure of financial information.
- b) Recommending appointment and removal of external auditors and fixing of their fees.
- c) Reviewing with management the annual financial statements with special emphasis on accounting policies and practices, compliance with accounting standards and other legal requirements concerning financial statements.
- d) Reviewing the adequacy of the Audit and Compliance function, including their policies, procedures, techniques and other regulatory requirements.
- e) Reviewing the adequacy of internal control systems and significant audit findings.
- f) Reviewing with the management, the quarterly financial statements before submission to the board for approval.
- g) Evaluation of internal financial controls and risk management systems.
- h) To review the functioning of whistle blower mechanism.
- i) Carrying out any other function as is mentioned in terms of reference of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

The Company has a Nomination and Remuneration Committee of Directors. The Nomination and Remuneration Committee comprises of three non executive Directors viz Shri Surinder Singh Virdi, Smt. Manju Lakhanpal, and Shri H K Singhal. The committee has been constituted to review and recommend compensation payable to the Whole-time Directors and Senior Management of the Company. The committee reviews the overall compensation structure and policies of the Company with a view to attract, retain and motivate employees, reviewing compensation levels of the Company vis-à-vis other Companies and industry in general in line with Remuneration Policy. During the year, the committee held three meetings on 11th June, 2021, 13th August, 2021 and 14th February, 2022. Particulars of the meetings attended by the members of the Nomination and Remuneration Committee are given below :

Name	Category	No. of Meeting held during the year 2021-22	
		Held	Attended
Shri S S Virdi - Chairman	Non-Executive Independent Director	3	3
Shri H K Singhal	Non-Executive Independent Director	3	2
Smt. Manju Lakhanpal	Non-Executive Independent Director	3	3

REMUNERATION OF DIRECTORS

Shri Sanjay Garg (DIN-00030956), Director is designated/ appointed as Additional Managing Director of the Company for a period of three years w.e.f. 14/02/2022, subject to approval of the shareholders and other approvals, as may be required.

Name	Sanjay Garg
-Designation	Additional Managing Director
-Date of appointment	14.02.2022
-Term	Three years
- Salary	Basic Salary ₹3,00,000/- per month

In addition to the above, the Additional Managing Director is also eligible for the following perquisites: -

- HRA: 35% of Basic Salary
- Contribution to the Provident Fund @12% of the Basic Salary;
- Reimbursement of Medical Bill up to ₹1,50,000/- in a year
- Gratuity not exceeding half month's salary for each completed year of service, subject to the maximum as prescribed under the Gratuity Act.
- Earned leave as per Company's Rules (Unavailed Portion of the Earned leave accumulated as per Company rules may be encashed at the end of the tenure).
- Chauffer driven car and Telephone at the residence for official use (the private use of car and telephone shall be billed by the Company to the appointee).

The remuneration is in conformity with Schedule V of the Companies Act, 2013. Other Non-Executive Directors are paid sitting fee of ₹20000/- for each Meeting of the Board, and ₹10000/- for each Meeting of the Audit Committee attended by them. The Company also reimburses the out of pocket expenses incurred by the Directors for attending meetings.

EMPLOYEES STOCK OPTION (ESOP)

The Company does not have any employee stock option scheme.

DETAILS OF EQUITY SHARES OF THE COMPANY HELD BY THE DIRECTORS AS ON 31ST MARCH 2022

NAME	NO OF SHARES
SH. RAJINDER KUMAR GARG	3405309
SH. HUMESH KUMAR SINGHAL	23
SH. SANJAY GARG	50

SECRETARIAL COMMITTEE

The Secretarial Committee approves and monitors transfers, transmission, splitting and consolidation of shares of the company. The Secretarial Committee is comprised of Shri Sanjay Garg and Shri H.K. Singhal, Directors of the Company. The Secretarial Committee of the company meets as often as required.

STAKEHOLDERS RELATIONSHIP COMMITTEE

- The Company has a Secretarial Committee/ Investors Grievances Committee of Directors to look after redressal of complaints/ grievances of investors. The nomenclature of the said committee was changed to Stakeholders Relationship Committee in light of provisions of the Act and Regulation 20 of SEBI (LODR) Regulations, 2015. The Composition of Stakeholders Relationship Committee comprises of Shri Surinder Singh Viridi as Chairman, Shri Humesh Kumar Singhal and Shri Sanjay Garg, as members. The Committee monitors redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet, dividends, dematerialisation of shares etc. one complaint received from shareholders was redressed to the satisfaction the complainant. There were no complaints pending at the end of the period one meeting of the committee was held during the the year.
- Details of Complaints received and redressed:

Opening Balance	Received during the year	Resolved during the year	Closing balance
Nil	1	1	Nil

GENERAL BODY MEETINGS

Venues & time of previous meetings of shareholders, including three Annual General Meetings:

Nature of Meetings	Day	Date	Time	Venue
EGM	Monday	31.01.2022	3.00 p.m.	At Regd. Office at SCO 49 -50, Sector 26, Madhya Marg, Chandigarh
AGM	Thursday	30.09.2021	3:30 p.m.	Same as above
AGM	Monday	28.12.2020	3:00 p.m.	Same as above
Court Convened General Meeting	Sunday	30.08.2020	10:00 a.m.	Same as above
AGM	Saturday	28.09.2019	3:00 p.m.	Same as above

No special resolutions were put through Postal Ballot during last year, as there was no such item, which required to be passed through Postal Ballot. The Company did not have any outstanding GDRs/ADRs as at 31st March 2022.

DISCLOSURES:

- The transactions with the Companies, where the Directors of the Company were interested, were in the normal course of business and there were no materially significant related party transactions that might have had potential conflict with the interest of the Company at large. The Policy on dealing with Related Party Transactions as approved by the Board is posted on the website of the Company.
- The Company has framed a Whistle Blower Policy, details of which are available on the Company's website.
- Shri R K Garg is also the Chairman of Steel Strips Wheels Ltd., Steel Strips Infrastructures Ltd. Managing Director of Indian Acrylics Ltd.
- The group headed by Shri R K Garg & Family members, namely Shri R K Garg & Sons (HUF), Smt. Sunena Garg, Ms. Priya Garg and Shri Dheeraj Garg comprises of the following companies:

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Indian Acrylics Ltd., SAB Industries Ltd., Steel Strips Wheels Ltd., Steel Strips Infrastructures Ltd., Steel Strips Industries Ltd., Indlon Chemicals Ltd., SAB Developers Pvt. Ltd., Malwa Chemtex Udyog Ltd., S.S. Credits Pvt. Ltd., S.J. Mercantile Pvt. Ltd., Indian Acrylics Investments Ltd., Malwa Holdings Pvt. Ltd., Steel Strips Mercantile Pvt. Ltd., Steel Strips Financiers Pvt. Ltd., Steel Strips Holdings Pvt. Ltd., Munak International Pvt. Ltd., Munak Financiers Pvt. Ltd., Munak Investments Pvt. Ltd., S.A.B. Udyog Ltd., Chandigarh Developers Pvt. Ltd. and DHG Marketing Pvt. Ltd.

- There were no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to Capital Markets during the last three years.

INSIDER TRADING

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, as amended, the Company has adopted a "Code of Conduct for Prevention of Insider Trading". Ms. Gurpreet Kaur, Company Secretary of the Company had been appointed as the Compliance Officer for this purpose. The Code is applicable to all such employees of the Company who are expected to have access to unpublished price sensitive information relating to the Company as well as to all Directors.

MEANS OF COMMUNICATION

Quarterly Results:

The quarterly financial results are regularly published in Financial Express/ Business Standard and Jansatta. All price sensitive information is made available at the earliest under intimation to Stock Exchanges.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting: Held on **30th September, 2022** at Regd. Office of the Company.

FINANCIAL CALENDER (Tentative)

Results for quarter ending June 2022	:	Second week of Aug., 2022
Results for quarter ending Sept. 2022	:	Second week of Nov., 2022
Results for quarter ending Dec. 2022	:	Second week of Feb., 2023
Results for quarter ending March 2023	:	Last week of May, 2023
Date of Book Closure	:	24.09.2022 to 30.09.2022
Dividend Payment Date	:	Not Applicable
Scrip Code on BSE	:	539112

Distribution of shareholding as on 31st March, 2022

Share holding of		Shareholders		Share Amount	
Face Value of ₹ 10/-	Face Value of ₹ 10/-	Number	%age to Total	In ₹	%age to Total
1	To 500	1621	95.41	604240	0.40
501	To 1000	33	1.94	249950	0.16
1001	To 2000	17	1.00	238220	0.16
2001	To 3000	5	0.29	127610	0.08
3001	To 4000	2	0.12	62390	0.04
4001	To 5000	1	0.06	50000	0.04
5001	To 10000	4	0.24	341160	0.22
10001	and Above	16	0.94	150427210	98.90
		1699	100.00	152100780	100.00

Shareholding Pattern as on 31st March, 2022

S.No.	Particulars	No. of Shares	(%)
1.	Promoter & Persons Acting in Concert	11189300	73.57
2.	Financial Institutions, Banks & Mutual Funds	17441	0.11
3.	Bodies Corporate	3814828	25.08
4.	General Public	188509	1.24
	Total Shareholding	15210078	100.00

STOCK MARKET DATA

(₹ PER SHARE)					
BOMBAY STOCK EXCHANGE					
MONTH	MONTH'S HIGH	MONTH'S LOW	NO. OF SHARES	NO. OF TRADES	NET TURNOVER (₹)
April -21	29.90	26.75	6935	85	189857
May -21	31.00	25.00	10260	130	278716
June -21	47.45	27.30	17366	273	613257
July -21	53.05	42.75	16123	211	788965
August -21	62.45	41.75	12143	124	635698
September -21	79.70	59.90	11997	288	861556
October -21	80.00	61.65	25787	500	1845489
November -21	111.20	66.05	61478	1747	6052211
December -21	145.20	89.00	68806	1538	7909852
January -22	140.80	108.35	30371	808	3748852
February -22	118.70	100.65	16021	808	1750905
March -22	101.10	82.65	6691	108	603695

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Company's script forms part of the "Compulsory demat segment" for all investors. The Company has established connectivity with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) through the Registrar M/s Link Intime India Pvt. Limited, Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi- 110058

Phone: +911141410592-94, Fax- +911141410591, Email:delhi@linkintime.co.in

The Company has also appointed them as Common Agency to look after dematerialization of shares as well as for physical transfer of shares. Members are requested to address all their correspondence to the Registrar at the above address.

As on 31.03.2022, 15141398 (99.55%) equity shares of the Company were held in demat form and the 331 shareholders held shares in dematerialized form. Demat ISIN Number allotted to the Company by NSDL for equity shares is **INE137M01017**.

CORPORATE IDENTIFICATION NUMBER (CIN): L00000CH1983PLC031318

NAME, DESIGNATION, ADDRESS & E-MAIL OF COMPLIANCE OFFICER:

Ms. Gurpreet Kaur, Company Secretary & Compliance Officer
SAB INDUSTRIES LIMITED
Corporate Office: S.C.O. 49-50, Sector – 26, Madhya Marg,
Chandigarh-160019

E-mail: gurpreet@sabindustries.in

ADDRESS FOR CORRESPONDENCE & REGISTERED OFFICE:

SCO 49-50, Sector 26, Madhya Marg, Chandigarh – 160 019.
Phone No. 0172-2793112, 2792385, 2790979, Fax No. 0172-2794834, 2790887
Designated E-Mail address for Investor Services: ssl_ssg@glide.net.in
Website : www.sabindustries.in

Place: Chandigarh
Date: 30th May, 2022

On behalf of Board of Directors

RAJINDER KUMAR GARG
Chairman
DIN: 00034827

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Part C of Schedule V of LODR)

As required by Clause 10 (i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 inserted vide SEBI notification dated 9th May 2018, I certify that none of the Directors on the Board of SAB Industries Limited has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority for the year ended 31st March, 2022

For S. K. SIKKA & ASSOCIATES
Company Secretaries

Place: Chandigarh
Date: 30.05.2022

Sushil K. Sikka
Prop.
FCS 4241
CP 3582
UDIN:F004241D000428830

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

This is to confirm that the Company has adopted a Code of Conduct for Director & Senior Management of the Company, the Code of Conduct is available on the website.

I confirm that the Company has in respect of the financial year ended March 31, 2022 received from the senior Management Team of the Company and the Members of the Board, a declaration of compliance with the Code of conduct applicable to them.

For SAB Industries Limited

Place: Chandigarh
Date: 30.05.2022

Sanjay Garg
Additional Managing Director
DIN-00030956

CERTIFICATE OF CORPORATE GOVERNANCE

We have examined the Company's compliance of conditions of Corporate Governance by SAB Industries Limited for the year ended on 31st March 2022 as stipulated in Schedule V of SEBI (LODR) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of our review of the relevant records and documents maintained by the Company and furnished to us for review and the information and explanations given to us by the Company, we certify that the Company complied with the conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

For **AKR & Associates**
Chartered Accountants
Firm's Registration No.: 021179N

Place: Chandigarh
Dated: 30.05.2022

Kailash Kumar
Partner
Membership No.: 505972

**CEO'S/CFO'S Certificate
WHOMSOEVER IT MAY CONCERN**

In Compliance to Regulation 17(8) of SEBI (LODR) Regulations, 2015, we certify that:

- a. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or volative of the Company's Code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control, if any, of which we are aware and the steps we have taken or purpose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the year,
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For SAB Industries Limited

Place: Chandigarh
Date: 20.05.2022

BHAGWAN SINGH NEGI
Chief Financial Officer

SANJAY GARG
Additional Managing Director
DIN:00030956

INDEPENDENT AUDITOR'S REPORT

To
The Members of
SAB INDUSTRIES LIMITED

Report on the Audit of the Standalone Financial Statements

1. Opinion

We have audited the accompanying standalone financial statements of **SAB INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2022, and the statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, and its loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

2. Basis for Opinion

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

3. Key Audit Matters

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

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

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

5. Management's Responsibility for the Standalone Financial Statements.

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

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

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

6. Auditor's Responsibility for the Audit of the Standalone Financial Statements.

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However,

future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

7. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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 Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to

our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("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, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared/paid any dividend during the year

For AKR & Associates
Chartered Accountants
Firm's Registration No.: 021179N

per Kailash Kumar
Partner

Membership No.: 505972

UDIN: 22505972AJXQQQ2579

Place : Chandigarh
Date: 30.05.2022

Annexure A to the Independent Auditors' Report referred to in paragraph 8 our report of even date.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- i) a) A) The company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- B) The company has no intangible assets hence the clause is not applicable.
- b) All property, plant and equipment have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- d) The company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- ii) a) The inventories were physically verified by the management during the year at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the management is appropriate having regard to the size of the company and the nature of its operations. No discrepancies of 10% or more in aggregate of each class of inventories were noticed on such physical verification of inventories when compared with the books of accounts.
- b) The company has not been sanctioned any working capital limit from banks or financial institutions on the basis of security of current assets at any point of time during the year hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii) During the year, the company has not made investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties hence clause 3(iii)(a) to 3(iii) (f) is not applicable to the company.
- iv) In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.
- vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company.
- vii) a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess have been regularly deposited by the company with appropriate authorities in all cases during the year
- b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues of goods and service tax, income tax, customs duty, cess and any other statutory dues which have not been deposited on account of any dispute.
- viii) According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company
- ix) a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- 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 wilful defaulter by any bank or financial institution or government or any government authority.
- c) In our opinion and according to the information explanation provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.
- d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.
- e) According to the information explanation given to us and on an overall examination of the standalone financial statements of the Company, we report that the company has not taken any funds from an any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its securities, joint ventures or associate companies.
- x) a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year hence the clause 3(x)(b) of the Order is not applicable.
- xi) a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company nor on the Company.
- b) We have not come across of any instance of fraud by the Company or on the Company during the course of audit of the standalone financial statement for the year ended March 31, 2022, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.

c) As represented to us by the management, there are no whistleblower complaints received by the Company during the year. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable to company.

xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.

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 standalone financial statements as required by the applicable Indian accounting standards.

xiv) a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.

b) We have considered the internal audit report of the company issued till date for the period under audit.

xv) According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.

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

b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on 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, clause 3(xvi)(c) of the Order is not applicable.

d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

xvii) Based on the overall review of standalone financial statements,

the Company has incurred cash losses in the current financial year and in the immediately preceding financial year. The details of the same are as follows:

Particulars	March 31, 2022 (Current year)	March 31, 2021 (Previous Year)
Cash Losses	2,65,96,981	2,99,09,968

~~xviii) There has been no resignation of the statutory auditors during the year and accordingly, requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.~~

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 the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on 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) According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company. Hence, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.

xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in the report.

For AKR& Associates
Chartered Accountants
Firm's Registration No.: 021179N

per Kailash Kumar
Partner
Membership No.: 505972

Place : Chandigarh
Date : 30.05.2022

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT REFERRED TO IN PARAGRAPH 8 OUR REPORT OF EVEN DATE

Referred to in paragraph 7our Report of even date Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of **SAB INDUSTRIES LIMITED** ("the Company") as of March 31, 2022 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. 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 act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the company's internal financial control over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on audit of internal financial control over financial reporting(the "Guidance Notes") and the standards on auditing deemed to be prescribed under section 143(10) of the act 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 ICAI. Those standards and the guidance notes require that we comply with ethical requirements and planned and performed the audit to obtain reasonable assurance about whether adequate internal financial control over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. 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 system over financial reporting included obtaining an understanding of internal financial controls system over financial reporting, assessing the risks that material weakness exists, and testing and evaluating the design and operating effectiveness of the internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained in our audits 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

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

Inherent Limitation of Internal financial controls over financial reporting

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

Opinion

8. In our opinion, the company has, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2022 based on the internal financial controls 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 AKR & Associates
Chartered Accountants
Firm's Registration No.: 021179N

per Kailash Kumar
Partner
Membership No.: 505972

Place : Chandigarh
Date : 30.05.2022

BALANCE SHEET AS AT 31st MARCH, 2022

Particulars	Note No	As on 31.03.2022	As on 31.03.2021 (₹ in lakhs)
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	1 (a)	2,167.77	2,212.63
(b) Capital Work In Progress	1 (b)	421.43	373.05
(c) Financial Assets			
- Investments	1 (c.)	23,422.85	11,038.34
- Loans		1,015.67	1,112.28
(d) Other Non-Current Assets	1 (d)	1.03	1.03
Total Non-current assets		27,028.75	14,737.33
(2) Current assets			
(a) Inventories	2 (a)	7,724.79	5,409.28
(b) Financial Assets			
- Trade receivables	2 (b)	-	-
- Cash and cash Equivalents	2 (c)		
i) Cash & Bank Balances		32.80	1,406.12
ii) Bank balances other than above		115.06	118.79
(c) Loans	2 (d)	779.31	726.19
(d) Other current assets	2 (e)	185.48	157.15
Total Current assets		8,837.44	7,817.53
TOTAL ASSETS		35,866.19	22,554.86
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	3 (a)	1,521.01	1,521.01
(b) Other Equity	3 (b)	21,315.84	12,664.79
Total Equity		22,836.85	14,185.80
Liabilities			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
- Borrowings	4 (a)	2,723.05	3,689.57
(b) Provisions	4 (b)	89.19	92.48
(c) Deferred tax Liabilities (net)	1 (e)	5,030.43	1,583.85
(d) Other non current liabilities	4 (c)	663.93	591.95
Total Non-Current Liabilities		8,506.60	5,957.85
(2) Current Liabilities			
(a) Financial Liabilities			
i) Trade payables	5 (a)		
(A) Total Outstanding dues of micro enterprise and small enterprises.		11.27	3.67
(B) Total Outstanding dues of creditors other than micro enterprise and small enterprises.		230.38	91.72
(ii) Other Financial liabilities (other than those specified in item (b))	5 (b)	4,281.09	2,315.82
(b) Provisions	5 (c)	-	-
Total Current Liabilities		4,522.74	2,411.21
TOTAL EQUITY AND LIABILITIES		35,866.19	22,554.86
Significant Accounting Policies Notes on Financial Statements	1 to 12		

AUDITORS' REPORT

Certified in terms of our separate report of even date annexed

for AKR & Associates
Chartered Accountants
(Registration No.021179N)

R. K. GARG
Chairman

SANJAY GARG
Additional Managing Director

BHAGWAN SINGH NEGI
Chief Financial Officer

S.S. VIRDI
MANJU LAKHANPAL
H.K. SINGHAL
Directors

Place : Chandigarh
Dated :30.05.2022

Kailash Kumar
Partner
Membership No.505972

GURPREET KAUR
Company Secretary

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED 31st MARCH, 2022

PARTICULARS	NOTE NO.	As on 31.03.2022	As on 31.03.2021 (₹ in lakhs)
I. Revenue from operations	6	-	124.34
II. Other Income	7	243.27	300.33
III. Total Revenue (I +II)		<u>243.27</u>	<u>424.67</u>
IV. Expenses			
Cost of materials consumed	8	-	3.09
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work in-progress and Stock-in-Trade	9	-	-
Employee benefit expense	10	168.80	158.86
Financial costs	11	235.09	418.70
Depreciation and amortization expense	1 (a)	20.64	36.80
Other expenses	12	105.35	141.82
Total Expenses		<u>529.88</u>	<u>759.27</u>
V. Profit /Loss (-) before tax		<u>(286.61)</u>	<u>(334.60)</u>
VI. Tax expense:			
(1) Current tax		-	-
(2) Prior period tax		-	1.30
(3) Deferred tax Liability / (Assets)	1(c)	1.28	2.74
VII. Profit for the year		<u>(287.89)</u>	<u>(338.64)</u>
VIII. Other comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
- Remeasurement of the defined benefit plans		(0.27)	1.41
- Gain/(Loss) on of Equity Instruments carried at Fair Value through Profit		12,384.50	5,034.85
(ii) Income tax relating to items that will not be reclassified to profit or loss asset/(liability)		(3,445.29)	(1,401.09)
		<u>8,938.94</u>	<u>3,635.17</u>
IX. Total comprehensive Income for the year (VII+VIII)		<u>8,651.05</u>	<u>3,296.53</u>
Earning per share-basic and diluted (Face Value of ₹10/- per share)		(1.89)	(2.23)
Significant Accounting Policies Notes on Financial Statements	1 to 12		

AUDITORS' REPORT

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S.S. VIRDI
MANJU LAKHANPAL
H.K. SINGHAL
Directors

Place : Chandigarh
Dated : 30.05.2022

Kailash Kumar
Partner
Membership No.505972

GURPREET KAUR
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2022

	31.03.2022	31.03.2021
		(₹ in lakhs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT/(LOSS) BEFORE TAX AND EXTRA ORDINARY ITEMS	(286.61)	(335.90)
ADJUSTMENT FOR :		
PROFIT ON SALE OF FIXED ASSETS	(2.33)	(57.14)
LOSS ON SALE OF FIXED ASSETS	2.76	-
DEPRECIATION	20.64	36.80
DIVIDEND RECEIVED	(26.48)	-
INTEREST & OTHER FINANCIAL CHANGES	235.09	418.70
OPERATING PROFIT BEFORE WORKING CAPITAL CHARGES	(56.93)	62.46
ADJUSTMENT FOR TRADE AND OTHER RECEIVABLES	15.17	480.37
INVENTORIES	(2,315.52)	(1,020.47)
TRADE PAYABLES	2,180.22	107.08
CASH GENERATED FROM OPERATIONS	(177.06)	(370.56)
INTEREST AND OTHER FINANCIAL EXPENSES PAID	235.09	418.69
DIRECT TAXES PAID/ADJUSTED	-	-
CASH FLOW BEFORE EXTRA ORDINARY ITEMS	(412.15)	(789.25)
OTHER ADJUSTMENTS	(0.27)	1.41
CASH FLOW FROM OPERATING ACTIVITIES	(412.42)	(787.84)
B. CASH FLOW FROM INVESTING ACTIVITIES		
PURCHASE OF FIXED ASSETS/CAPITAL WORK IN PROGRESS	(48.38)	(137.35)
SALE OF FIXED ASSETS	23.79	66.70
DIVIDEND RECEIVED	26.48	-
DEFERRRED REVENUE EXPENDITURE	-	-
NET CASH FLOW FROM INVESTING ACTIVITIES	1.89	(70.65)
C. CASH FLOW FROM FINANCING ACTIVITIES		
REPAYMENT OF LONG TERM BORROWING	(966.51)	(21.05)
REPAYMENT OF SHORT TERM BORROWING	-	(746.66)
PROCEEDS FROM LONG TERM BORROWINGS	-	2,681.47
NET CASH RECEIVED FROM FINANCING ACTIVITIES	(966.51)	1,913.76
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(1377.04)	1055.27
CASH AND CASH EQUIVALENTS AS AT 01.04.2021/01.04.2020 (OPENING BALANCE)	1,524.91	469.64
CASH AND CASH EQUIVALENTS AS AT 31.03.2022/31.03.2021 (CLOSING BALANCE)	147.87	1,524.91

AUDITORS' REPORT

Certified in terms of our separate report of even date annexed

for AKR & Associates
Chartered Accountants
(Registration No.021179N)

R. K. GARG
Chairman

SANJAY GARG
Additional Managing Director

BHAGWAN SINGH NEGI
Chief Financial Officer

S.S. VIRDI
MANJU LAKHANPAL
H.K. SINGHAL
Directors

Place : Chandigarh
Dated : 30.05.2022

Kailash Kumar
Partner
Membership No.505972

GURPREET KAUR
Company Secretary

AUDITORS' REPORT

We have verified the attached Cash Flow Statement of SAB Industries Limited derived from audited financial statements and the books and records maintained by the Company for the year ended 31st March, 2022 and found the same in agreement therewith.

AKR & Associates
Chartered Accountants
(Registration No.021179N)

Place : Chandigarh
Dated : 30.05.2022

Kailash Kumar
Partner
Membership No.505972

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2022

A. Equity Share Capital

(1) Current reporting period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1521.01	-	-	-	1521.01

(2) Previous reporting period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1521.01	-	-	-	1521.01

B. Other Equity (1) Current reporting period

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus										Money received against share warrants	Total	
			Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)			
Balance at the beginning of the current reporting period	-	-	1246.13	681.25	2899.66	7837.75	-	-	-	-	-	-	-	-	12664.79
Changes in accounting policy or prior period errors															-
Restated balance at the beginning of the current reporting period															-
Total Comprehensive Income for the current year						8651.05									8651.05
Dividends															-
Transfer to retained earnings															-
Any other change (to be specified)															-
Balance at the end of the current reporting period	-	-	1246.13	681.25	2899.66	16488.8	-	-	-	-	-	-	-	-	21315.84

(2) Previous reporting period

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus										Money received against share warrants	Total	
			Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial	Other items of Other Comprehensive Income (specify nature)			
Balance at the beginning of the current reporting period	-	-	1246.13	681.25	2899.66	4541.21	-	-	-	-	-	-	-	-	9368.25
Changes in accounting policy or prior period errors															-
Restated balance at the beginning of the current reporting period															-
Total Comprehensive Income for the current year						3296.54									3296.54
Dividends															-
Transfer to retained earnings															-
Any other change (to be specified)															-
Balance at the end of the current reporting period	-	-	1246.13	681.25	2899.66	7837.75	-	-	-	-	-	-	-	-	12664.79

See accompanying notes forming part of the financial statements in terms of our report attached.

FOR AKR & ASSOCIATES
Chartered Accountants
Kailash Kumar
Partner
Membership No.505972

Bhagwan Singh Negi
Chief Financial Officer
PAN : ADBPN6651L

Gurpreet Kaur
Company Secretary
PAN: AMCPK7926R

Sanjay Garg
Addl. Managing Director
DIN: 00030956

S.S. VIRDI
MANJU LAKHANPAL
H.K. SINGHAL
Directors

Place : Chandigarh
Dated : 30.05.2022

NOTE '1 (a)' Property, Plant and Equipments

Particulars	Land	Plant & Machinery	Furniture, Fixture & Equipments	Vehicles	Agriculture Equipment	Total
Gross Block						
As at 01 April, 2020	1978.52	968.14	204.97	324.69	69.20	3545.52
Additions	100.00	-	-	-	-	100.00
Additions under amalgamation	-	-	-	-	-	-
Disposals	8.77	-	0.39	30.15	-	39.31
Other adjustments*	-	-	-	-	-	-
As at 31 March, 2021	2069.75	968.14	204.58	294.54	69.20	3606.21
Additions	-	-	-	-	-	-
Additions on acquisition of subsidiaries	-	-	-	-	-	-
Disposals	-	97.72	-	-	-	97.72
Disposals on sale of subsidiary	-	-	-	-	-	-
Assets held for sale (refer note 5(xv))	-	-	-	-	-	-
Other adjustments*	-	-	-	-	-	-
As at 31 March, 2022	2069.75	870.42	204.58	294.54	69.20	3508.49
	-	-	-	-	-	-
Depreciation	-	-	-	-	-	-
At 01 April, 2020	-	873.56	176.54	282.25	54.19	1386.54
Charge for the year	-	15.83	6.95	6.01	8.01	36.80
Additions under amalgamation	-	-	-	-	-	0.00
Disposals	-	-	0.37	29.38	-	29.75
Other adjustments*	-	-	-	-	-	-
As at 31 March, 2021	-	889.39	183.12	258.88	62.20	1393.59
Charge for the year	-	7.16	3.39	5.15	4.94	20.64
Additions on acquisition	-	-	-	-	-	-
Disposals	-	73.50	-	-	-	73.50
Disposals on sale of subsidiary	-	-	-	-	-	-
Exchange translation adjustments	-	-	-	-	-	-
Other adjustments*	-	-	-	-	-	-
As at 31 March, 2022	-	823.05	186.51	264.03	67.14	1340.73
Net Block						
As at 1 April, 2020	1978.52	94.58	28.43	42.44	15.01	2158.98
As at 31 March, 2021	2069.75	78.75	21.46	35.66	7.00	2212.62
As at 31st March, 2022	2069.75	47.37	18.07	30.51	2.06	2167.77
Notes:						
1) The company has used deemed cost exemption under Ind AS 101 as on the date of transition to Ind AS.						
2) Title deeds of all Immovable Properties held in name of the Company						
Note 1(b) Capital work in progress						
	Amount in CWIP for a period of				Total as at 31.03.2022	Total as at 31.03.2021
	Less than 1 year	1-2 years	2-3 years	More than 3 years		
Projects in progress	48.38	37.35	20.55	315.15	421.43	373.05
Projects temporarily suspended	-	-	-	-	-	-
Total	48.38	37.35	20.55	315.15	421.43	373.05

SAB INDUSTRIES LIMITED
1. (c) Investments

PARTICULARS	As on 31.03.2022	As on 31.03.2021
INVESTMENT IN EQUITY INSTRUMENTS OF ASSOCIATE CONCERNS		
QUOTED & VALUED AT MARKET PRICE		
1324187 (Previous Year 2648374) fully paid equity shares of ₹5/- each of M/s Steel Strips Wheels Limited	21,388.27	9,281.89
14793772 fully paid up equity shares of Indian Acrylics Ltd (Previous Year 14793772) of ₹10/- each	1,745.66	1,467.54
3900 fully paid (Previous year 3900) equity shares of ₹10/- each of M/s Steel Strips Infrastructures Limited (Formerly known as Steel Strips & Tubes Ltd)	0.13	0.13
INVESTMENT IN EQUITY INSTRUMENTS- OTHERS		
QUOTED & VALUE AT COST PRICE		
37 Nos fully paid up equity shares of Consolidated Fibres & Chemicals Ltd. (Previous year 37) of ₹10/- each	-	-
AGGREGATE AMOUNT OF THE QUOTED INVESTMENTS	23,134.06	10,749.56
INVESTMENT IN EQUITY INSTRUMENTS OF ASSOCIATE CONCERNS		
UNQUOTED & VALUED AT COST		
5900 equity shares (previous Year 5900) of ₹10/-each of Steel Strips Industries Ltd	1.03	1.03
5368630 equity shares of ₹10/-each of M/S SAB Udyog Ltd	287.76	287.76
AGGREGATE AMOUNT OF THE UN-QUOTED INVESTMENTS	288.79	288.79
AGGREGATE AMOUNT OF THE QUOTED & UN-QUOTED INVESTMENTS	23,422.85	11,038.35
Aggregate Market value of Quoted Investments	23,134.06	10,749.56

Note : The company has adopted to measure investments in subsidiaries and associates at cost in accordance with Ind AS 27 and carrying amount as per previous GAAP at the date of transition has been considered as deemed cost in accordance with Ind AS 101.

Loans

- Corporate Loans (Un-Secured)	1,015.67	1,112.28
TOTAL	1,015.67	1,112.28

1(d) Other Non-Current Assets

- Advance/recoverable from suppliers	101.28	101.28
- Less : Provision for Doubtful Advances	100.77	100.77
	0.51	0.51
Security Deposit	0.52	0.52
	1.03	1.03

1(e) Deferred Tax

W.D.V. as per Income Tax Act.(Net of Land)	163.85	213.32
W.D.V. as per books (Net of Land)	98.01	142.87
Depreciation excess claimed in books	65.84	70.45
Deferred tax assets	18.32	19.60
Less : Provision already made	19.60	23.34
Deferred Tax Assets/(Liability)	(1.28)	(2.74)
Add : Deferred Tax impact of OCI	(5,048.74)	(1,603.45)
Profit & Loss Impact	(5,030.42)	(1,583.85)

In compliance with Ind AS 12 on Accounting for the Taxes on Income, the company has recognised Deferred Tax Assets in its books as per detail given herein above. In the opinion of the management, considering the future profits of the company, it will be recovered in future.

CURRENT ASSETS

Note 2 (a) Inventories

PARTICULARS	As on 31.03.2022	As on 31.03.2021
COMMERCIAL PROPERTY UNDER DEVELOPMENT		
(Land, Development expenses thereon (valued at cost) and Misc. Expenditure Pending Allocation to above commercial property)		
(a) Cost Of Land Including Registration	2,257.84	2,257.84
Less : Land Acquired (950 sq. yards)	<u>65.56</u>	<u>65.56</u>
	2,192.28	2,192.28
(b) Development Expenses		
Fees & Taxes (Land Dev. Fee)	61.36	
Addition	-	61.36
Architect/Other Fee & Taxes	56.83	
Addition	<u>6.00</u>	<u>56.83</u>
	124.19	118.19
Total 1	<u>2,316.47</u>	<u>2,310.47</u>
(c) Misc. Expenditure Pending Allocation To Above Commercial Property		
Direct Cost	2,380.21	2,380.21
Addition (including GST input)	<u>2,119.21</u>	
Administration Expenses	149.02	149.03
Addition	<u>53.32</u>	
Employee Cost	183.99	183.99
Addition	<u>115.46</u>	
Selling & Advertisement Expenses	63.76	63.76
Addition	<u>17.90</u>	-
Interest And Bank charges	303.20	
Addition	<u>3.63</u>	<u>303.20</u>
Depreciation	18.62	18.62
Total 2	<u>5,408.32</u>	<u>3,098.81</u>
Total 1+2	<u>7,724.79</u>	<u>5,409.28</u>
(b) Trade Receivable		
- Outstanding for a period exceeding six months	92.10	92.10
- Others	<u>-</u>	<u>-</u>
	92.10	92.10
Less : Provision for bad and doubtful debts	<u>92.10</u>	<u>92.10</u>
SUB - TOTAL	-	-
(c) Cash and cash equivalent		
- Balances With Banks - In Current Accounts	25.40	50.97
- Cheques/Drafts In Hand	6.35	1,355.15
- Cash In Hand	1.05	10.30
Fixed Deposits		
- Under Lien With Banks As Margin Money	112.53	105.96
- Under Lien With Government Departments	2.53	2.53
TOTAL	<u>147.86</u>	<u>1,524.91</u>
(d) Loans		
Loans and Advances (unsecured considered good, unless otherwise stated)		
-suppliers/petty contractors	35.22	23.92
-Claims recoverables	689.72	689.72
-Others (un-secured)	<u>54.37</u>	<u>12.55</u>
	<u>779.31</u>	<u>726.19</u>

PARTICULARS	As on 31.03.2022	As on 31.03.2021
(e) Other Current Assets		
Security Deposit	62.65	60.05
Interest Accrued But Not Due	2.02	3.00
Gratuity/EL Funds with LIC	16.33	15.37
Prepaid Expenses	0.13	-
Amounts recoverable in cash or kind		
Income Tax Deducted At Sources	17.53	16.72
Income Tax Refundable	22.69	5.97
GST Input credit available	64.13	56.04
TOTAL	185.48	157.15

NOTE '3' EQUITY AND LIABILITIES

(a) Share Capital

AUTHORISED CAPITAL

30000000 Equity shares of ₹ 10/- each

3,000.00

3,000.00

(PREVIOUS YEAR 20000000 Equity shares of ₹ 10/- each

ISSUED, SUBSCRIBED & PAID

15210078 Equity shares (Previous year 15210078 shares) of ₹10/- each

1,521.01

1,521.01

TOTAL

1,521.01

1,521.01

Notes :

(A) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year: Ordinary Shares

Particulars	Year ended 31 March, 2022		Year ended 31 March, 2021	
	Number	(₹ in Lakhs)	Number	(₹ in Lakhs)
At the beginning of the year	152.10	1,521.01	152.10	1,521.01
Issued during the year	-	-	-	-
Outstanding at the end of the year	152.10	1,521.01	152.10	1,521.01

(B) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rupees 10 per share. Each holder of equity shares is entitled to one vote per share. Where dividend is proposed by the Board of Directors, it is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the current and previous year, there has been no dividend proposed by the Board of Directors. 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 amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

(C) DETAILS OF SHAREHOLDERS HOLDING 5% OR MORE SHARES IN THE COMPANY

Name of shareholders	AS ON 31.03.2022		AS ON 31.03.2021	
	No of shares	%age	No of shares	%age
SHRI R K GARG	3405309	22.39	3404020	22.38
SHRI DHEERAJ GARG	1307897	8.60	1307808	8.60
STEEL STRIPS INDUSTRIES LTD.	805410	5.30	805172	5.29
STEEL STRIPS HOLDING PVT. LTD.	1200082	7.89	1200060	7.89
STEEL STRIPS FIN. PVT. LTD.	1200077	7.89	1200060	7.89
MUNAK FINANCIERS PVT. LTD.	1560736	10.26	1560720	10.26
MUNAK INVESTMENTS PVT. LTD.	1200000	7.89	1200000	7.89
STEEL STRIPS WHEELS INVT. LTD.	1215810	7.99	1214630	7.99
PRIYA TOOLS PVT. LTD.	1256988	8.26	1254632	8.25
BLOOMEN FLORA LTD.	1337629	8.79	1336438	8.79

As per records of the Company, including its register of share holders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Shares held by promoters at the end of the year

Name of the Shareholder	No. of Shares	%age of total shares	% Change during the year
Shri R.K.Garg	3405309	22.39	0.01
R.K.Garg & Sons HUF	80000	0.53	-
Shri Dheeraj Garg	1307897	8.60	-
Ms.Priya Garg	80059	0.53	-
Smt.Sunena Garg	336521	2.21	-
S A B Udyog Limited	2723	0.02	0.02
Steel Strips Mercantile Pvt. Ltd	33	-	-
Steel Strips Fin. Pvt. Ltd	1200077	7.89	-
Munak International Pvt. Ltd	278	-	-
S.S.Credits (P) Ltd	9000	0.06	-
S.J. Mercantile Pvt. Ltd.	3	-	-
Malwa Holdings (P) Ltd	4	-	-
Steel Strips Holdings (P) Ltd	1200082	7.89	-
Steel Strips Industries Limited	805410	5.30	-
Munak Financiers (P) Ltd.	1560736	10.26	-
Steel Strips Infrastructures Ltd.	1168	0.01	0.01
Munak Investments Pvt. Ltd.	1200000	7.89	0.01
Total	11189300	73.57	0.04

(D) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

No share issued during the period of 5 years immediately preceding the reporting date.

PARTICULARS	As on 31.03.2022	As on 31.03.2021
(b) Other Equity		
1. General Reserve	2,899.66	2,899.66
Add : Amount transferred from Profit & Loss a/c	-	-
Total (1)	2,899.66	2,899.66
2. Capital Reserve	1,246.13	1,246.13
3. Security Premium Reserve	681.25	681.25
Total (2)	1,927.38	1,927.38
3. Profit & Loss A/C		
As per last Balance Sheet	7,837.75	4,541.21
Add : Profit for the year	8,651.05	3,296.54
Total (3)	16,488.80	7,837.75
Total (1+2+3)	21,315.84	12,664.79

NON-CURRENT LIABILITIES

NOTE '4'

(a) Borrowings

PARTICULARS	As on		As on	
	31.03.2022	31.03.2022	31.03.2021	31.03.2021
SECURED	Non-Current	Current	Non-Current	Current
CORPORATE LOAN				
(Corporate Loan from Clix Capital Services Pvt Ltd, secured against exclusive charge on our residential property name SSL Highway Towers measuring 6.69 Acre comprising Land and Towers and personal guarantee of Promoter Sh Dheeraj Garg)	-	-	1684.25	997.22
VEHICLES/EQUIPMENTS LOANS FROM BANKS				
(Secured against hypothecation of respective vehicles/equipments and counter guarantees of the company)	-	7.13	7.14	16.49
OTHERS				
1.Secured by Bank Guarantees (From Customers)	132.28	-	132.28	-
2.Secured against security furnished by Company/ Associate Companies/third party and against Bonds	2,590.77	-	1,865.90	-
TOTAL	2,723.05	7.13	3,689.57	1,013.71

4(b) Provisions

PARTICULARS	As on 31.03.2022	As on 31.03.2021
Provision for Bank Guarantees	26.74	26.74
Provision for Expenses	62.09	65.38
Provision for Workers Settlement Compensation	0.36	0.36
TOTAL	89.19	92.48

4(c) Other Long Term Liabilities

- Liabilities for employees retirement benefits :		
- Gratuity	55.33	33.90
- Earned Leave	16.53	12.62
- Security Deposit	453.38	406.74
- Excise Refund Received Agt. Security	173.69	173.69
- Received from Steel Authority of India Ltd Agt. Security	90.00	90.00
	263.69	263.69
Less: Amount paid as security for arranging above refund	125.00	125.00
	138.69	138.69
TOTAL	663.93	591.95

NOTE 5

5 (a) Trade Payables

Particulars	As at 31.03.2022					(₹ in lakhs)
	Outstanding for following periods from due date of payment					Total
	Less year than 1 year	1-2 years	2-3 years	More than 3 years		
(i) MSME	11.27	-	-	-	11.27	
(ii) Others	230.38	-	-	-	230.38	
(iii) Disputed dues - MSME	-	-	-	-	-	
(iv) Disputed dues - Others	-	-	-	-	-	
Total	241.65	-	-	-	241.65	

As at 31.03.2021

Particulars	Outstanding for following periods from due date of payment					Total
	Less year than 1 year	1-2 years	2-3 years	More than 3 years		
	(i) MSME	3.67	-	-	-	3.67
(ii) Others	91.72	-	-	-	91.72	
(iii) Disputed dues - MSME	-	-	-	-	-	
(iv) Disputed dues - Others	-	-	-	-	-	
Total	95.39	-	-	-	95.39	

5 (b) Other Financial Liabilities

PARTICULARS	As on 31.03.2022	As on 31.03.2021
- Current maturities of Long-term Debts (Refer Note No.2)	7.13	1,013.72
- Statutory dues	11.21	24.03
- Advance from customers	1,101.33	765.64
- Advance against sale of Land	199.75	275.00
- Cheques issued but not presented for payment	2,834.70	21.98
- Expenses payable	126.97	215.45
TOTAL	4,281.09	2,315.82

5 (c) Provisions

Provision for taxation	-	-
TOTAL	-	-

SAB INDUSTRIES LIMITED

NOTE '6'

REVENUE FROM OPERATIONS

(₹ in Lakhs)

PARTICULARS	As on 31.03.2022	As on 31.03.2021
Revenue from Operations	-	124.34
TOTAL	<u>-</u>	<u>124.34</u>

NOTE '7'

OTHER INCOME

Interest received	151.89	184.64
Dividend received	26.48	-
Profit on sale of land	-	56.23
Profit on sale of assets	2.33	0.90
Agriculture Receipts	62.57	40.26
Miscellaneous income	-	18.30
TOTAL	<u>243.27</u>	<u>300.33</u>

NOTE '8'

Cost of Material Consumed

Opening Stock Of Building Materials And Net Working Equipments/Materials	-	-
Add : Purchases During The Year	-	-
- Purchase - Network Equipments	-	-
- Construction Material	-	3.09
	-	3.09
Less - Sale/Material Issued To Sub-Contractors	-	-
Closing stock of Materials	-	-
	<u>-</u>	<u>3.09</u>
TOTAL	<u>-</u>	<u>3.09</u>

NOTE '9'

EMPLOYEE BENEFIT EXPENSES

Salaries, Wages And Others Allowances **	151.00	146.46
Including Directors Remuneration	-	-
Bonus	5.94	0.68
Contribution To Provident Funds & Other Funds	10.86	11.29
Welfare Expenses	1.00	0.43
TOTAL	<u>168.80</u>	<u>158.86</u>

NOTE '10'

Financial Cost

Interest - Banks	2.00	16.25
- Others	213.64	387.68
Other Financial Charges - Banks	19.45	14.77
TOTAL	<u>235.09</u>	<u>418.70</u>

NOTE '11'

Other Expenses

(a) Direct Cost		
Labour & Wages	-	2.58
Payment to Contractor	-	-
Total (a)	<u>-</u>	<u>2.58</u>
(b) Selling and Distribution Expenses		
Business Promotion Expenses	-	-
Advertisement & Publicity	0.59	2.63
Total (b)	<u>0.59</u>	<u>2.63</u>
(c) Establishment Expenses		
Travelling Expenses - Foreign		
- Directors	-	-
- Others	4.37	-
Travelling Expenses - Inland		
- Directors	0.04	0.07
- Others	3.00	2.57
Printing & Stationery	0.83	5.44
Postage, Telegram & Telephone	1.28	13.60
Vehicles Repairs & Maintenance	2.66	3.61
Insurance	1.21	2.21
Auditors Remuneration	6.10	6.22
Legal & Professional Charges	22.05	47.21
Directors' Sitting Fee	8.80	9.00
Rates & Taxes	13.47	7.05
Office Maintenance Exp.	5.70	1.58
Rent	-	3.00
Electricity & Water Charges	-	0.36
Agriculture Expenses	30.47	29.90
Loss on sale of Assets	2.76	-
Other Miscellaneous Expenses	2.02	4.80
Total (c)	<u>104.76</u>	<u>136.61</u>
Total (a+b+c)	<u>105.35</u>	<u>141.82</u>

1) Details of Auditor Remuneration is as under :

	Current year	Previous year
Statutory Audit Fee	6.00	6.00
Consolidation Fee	0.10	0.10
Total	<u>6.10</u>	<u>6.10</u>

SAB INDUSTRIES LIMITED

	As at 31st March, 2022		As at 31st March, 2021			
Ratios to be disclosed						
(a) Current Ratio			1.95	3.24		
(b) Debt-Equity Ratio			8.57	5.50		
(c) Debt Service Coverage Ratio			NA	NA		
(d) Return on Equity Ratio			0.16	0.28		
(e) Inventory turnover ratio			-	-		
(f) Trade Receivables turnover ratio			-	-		
(g) Trade payables turnover ratio			-	0.03		
(h) Net capital turnover ratio			-	12.23		
(i) Net profit ratio			-	-		
(j) Return on investment			0.02	-		
Ratios to be disclosed						
Ratios to be disclosed	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
(a) Current Ratio	8837	4523	1.95	3.24	39.81	Variance in Current Ratio is due to non operational activities of construction division, the activity of which have been deferred due to prevelant Covid conditions in the country and around the world as whole. The current liabilities have been increased on account of fixed cost of the company.
(b) Debt-Equity Ratio	13029	1521	8.57	5.50	55.81	Variance in Debt Equity Ratio is due to non operational activities of construction division, the activity of which have been deferred due to prevelant Covid conditions in the country and around the world as whole. The current liabilities have been increased on account of fixed cost of the company.
(c) Debt Service Coverage Ratio	-	-	-	NA	-	
(d) Return on Equity Ratio	243.27	1521	0.16	0.28	42.85	Variance is on account of turnover has declined to zero as company have deferred activities of construction division due to prevelant Covid conditions in the country and around the world as whole. The current liabilities have been increased on account of fixed cost of the company.
(e) Inventory Turnover Ratio	-	-	-	-	-	
(f) Trade Receivables Turnover Ratio	-	-	-	-	-	
(g) Trade Payables Turnover Ratio	-	-	-	-	-	
(h) Net Capital Turnover Ratio	-	-	-	12.23	100	Variance is on account of turnover has declined to zero as company have deferred activities of construction division due to prevelant Covid conditions in the country and around the world as whole. The current liabilities have been increased on account of fixed cost of the company.
(i) Net Profit Ratio	-	-	-	-	-	
(j) Return on Investment	26.48	1247.07	0.02	-	100	Variance is on account of Dividend received in current year and dividend not received in previous year.

NOTE NO. 12 OF NOTES ON ACCOUNTS

1. NATURE OF OPERATION

SAB Industries Ltd ('the company') a public limited Company registered in India under the Companies Act 2013 (erstwhile Companies Act 1956). The Company is a leading construction company. Its Shares are listed in Bombay Stock Exchange.

2. SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF PREPARATION

The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015.

For all the periods up to and including the year ended 31st March, 2022, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014

The Standalone financial statements have been prepared under the historical convention, on the accrual basis of accounting. The accounting policies have been applied consistently over all the periods presented in the Standalone financial statements.

The accounting policies have been consistently applied by the Company and except for the changes in accounting policy discussed more fully below, are consistent with those used in the previous year.

b) REVENUE RECOGNITION: -

Work Done

Work done is accounted for on the basis of certified bills. Arbitration Claims/Escalation are accounted for as specified in Ind AS 7 Para 13.

Interest Income

Interest in respect of fixed deposits, margin money and Security deposits have been accounted for on accrual basis.

Other Income

Construction scrap is accounted for on receipt basis. Other income is accounted for as and when received.

Export Incentives, if any, are accounted for on receipt basis.

3. LEASING

The company have leased facilities for rent payable under cancellable and non-cancellable operating leases arrangements with a lease term ranging from one to nine years, which are subject to renewal at mutual consent thereafter. The cancellable arrangements can be terminated by either party after giving due notice. The lease rent expenses recognized during the year amounts to ₹ 3.00 lakhs (previous year ₹24.76 lakhs). The future minimum lease payments in respect of the non-cancellable operating leases as at 31st March 2022 are:

		(₹ in lakhs)	
S.No. Particulars	As at 31.03.2022	As at 31.03.2021	
a) not later than one year	-	12.00	
b) later than one year but not later than five year	-	8.50	
c) later than five year	-	-	

Presently the company don't have any non-cancellable/cancellable lease rent receivable agreements. As such, no income has been recognized for future nor any income received during the year.

4. ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents balances include cash in hand, fixed deposits, margin money deposits, earmarked balances with banks, other bank balances such as dividend accounts, which have restrictions on repatriation, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

6. INVENTORIES

Stocks of building materials and stores and shuttering material are valued at cost. Inventory of Networking Equipments lying in the offices & godowns is valued at cost price. Work-in-progress is valued on proportionate basis where certified bills have been raised in the next year, and on the best estimate basis by the management where certified bills are not available.

Stocks of Buildings & Buildings under construction have been valued at cost.

7. FINANCIAL INSTRUMENT

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement

On initial recognition, all the financial assets and liabilities are recognized at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability except trade receivables which are recognized at transaction price.

Subsequent measurement

Non-derivative financial instruments

(i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit or loss.

(iv) Financial liabilities

The financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Equity Share Capital

(i) Equity shares

Equity shares issued by the Company are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are recognized as a deduction from equity, net of any tax effects.

8. INVESTMENTS

The company has elected to measure its investments at fair value from the date of transition to Ind AS.

9. PROPERTY, PLANT AND EQUIPMENT (PPE)

Fixed assets are stated at original cost net of tax/duty credit availed, if any, less accumulated depreciation and cumulative impairment and those which have been revalued are stated at the values determined by the valuers less accumulated depreciation and cumulative impairment. Cost of acquisition is inclusive of freight and other incidental expenses and interest on loan taken for the acquisition of qualifying assets up to the date of commissioning of assets.

Subsequent expenditure related to PPE is capitalized only when it is probable that future economic benefits associated with these will flow to the company and cost of the item can be measured reliably. All other expenses on existing fixed assets, including day to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gain or losses arising from de-recognition of fixed assets are measured as the difference between the net disposable proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The exchange differences arising on reporting of long term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, in so far as they relate to the acquisition of a depreciable capital asset, have been added to or deducted from the cost of the asset and shall be depreciated over the balance useful life of the asset.

Tangible Assets not ready for the intended use on the date of the balance Sheet are disclosed as "capital work in progress".

10. DEPRECIATION :

The depreciation is calculated based on the useful life of the assets as specified in Schedule II of the Company's Act 2013 and is charged under SLM method.

11. BORROWING COST

Borrowing costs that are directly attributable to acquisition, construction or production of a qualifying asset are capitalized/inventorised as part of cost of such assets till such time the asset is ready for its intended use/or sale. Qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are expensed in the period in which they are incurred.

12. PROVISION

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that the company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

13. CONTINGENT LIABILITIES

Contingent liabilities are disclosed when there is a possible obligation arising from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

CONTINGENT LIABILITIES

(₹ in Lakhs)

	As on 31.03.2022	As on 31.03.2021
Counter Guarantees issued by the company against Bank Guarantees	497.21	497.21

14. EMPLOYEE BENEFITS

Short-Term Obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Provident Fund & Employee State Insurance

Contribution towards provident fund and employee state insurance for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Gratuity

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The gratuity plan in Company is funded through annual contributions to Life Insurance Corporation of India (LIC) under its Company's Gratuity Scheme. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Past-service costs are recognised immediately in profit or loss.

15. SEGMENT REPORT

Segment wise revenue, results and capital employed for the year ended 31.03.2022 is as under: (₹ in lakhs)

Sr.No.	Particulars	31.03.2022	31.03.2021
1.	<u>SEGMENT REVENUES</u>		
	a) Construction Division	153.39	327.22
	b) Real Estates Division	--	--
	c) Investments (in shares)	26.48	--
	d) Agriculture (Including land profit)	62.57	96.48
	e) Infotech Division	0.83	0.97
	f) Unallocated	-	-
	TOTAL	243.27	424.67
2.	<u>SEGMENT RESULTS</u>		
	Profit/(Loss) (Before tax and interest from each segment)		
	a) Construction Division	(109.76)	59.36
	b) Real Estates Division	-	-
	c) Investments (in shares)	26.48	-
	d) Agriculture	32.09	66.59
	e) Infotech Division	(0.33)	(5.50)
	f) Unallocated	-	-
	TOTAL :	(51.52)	120.45
	Less: Interest & financial charges	235.09	418.68
	TOTAL PROFIT/ (LOSS) BEFORE TAX	(286.61)	(298.23)
	<u>SEGMENT ASSETS</u>		
	a) Construction Division	2,188.09	3,807.42
	b) Real Estates Division	7,745.05	5419.71
	c) Investments (in shares)	23,422.85	11,052.93
	d) Agriculture	2,069.76	1,969.76
	e) Infotech Division	19.01	19.05
	f) BIO Gas Project	421.42	343.75
	g) Unallocable assets	-	-
	TOTAL	35,866.18	22,612.62
	<u>SEGMENT LIABILITIES</u>		
	a) Construction Division	16,914.32	8,892.28
	b) Real Estates Division	2,036.60	786.45
	c) Investments (in shares)	16,326.60	12,422.22
	d) Agriculture	228.99	151.83
	e) Infotech Division	(681.77)	(681.45)
	f) BIO Gas Project	1.85	1.70
	g) Unallocable assets less liabilities	1,039.59	1,039.59
	TOTAL	35,866.18	22,612.62

The company has identified its business segments as its primary reporting format which comprises of Construction Division, Real Estate business, Infotech Division Investment business, Agriculture and Trading Division. The main business is Construction activities. Infotech Division, which has come into existence after merger of SAB Infotech Ltd into our company, deals basically in ISP business besides other allied activity related to this business. Real Estate business is linked to construction activities but has been identified as a separate activity in view of its different nature. Long term Investment in shares have also been treated as a separate activity. Agriculture activities have also been identified as separate activities of the company. Under Trading Division, cement from Pakistan is imported and is sold off in India. Fractionally, the imported cement is consumed in our own projects of construction activities / in Real Estate Business. The Construction Division Segment operates through a single geographical segment. Secondary/other segment disclosures have been made accordingly.

EARNINGS PER SHARE (EPS)

Basic/Diluted Earnings per share

(₹ in lacs)

	Current Year	Previous Year
Profit/(Loss) after tax as per Profit & Loss A/C	(287.89)	(338.64)
No of equity shares	15210078	15210078
Earnings per share (Face value of ₹10/- each) (basic & diluted)	(1.89)	(2.23)

Note: Diluted Earnings per share is not applicable as the same is non-dilutive.

16. RELATED PARTY DISCLOSURES:

Detail of transactions entered into with Related Parties during the year as required by Accounting Standard-18 on "Related Party Disclosures" issued by Institute of Chartered Accountants of India are as under:-

Particulars	Subsidiaries Company	Key Management Personnel (KMP)	Enterprises/ Relatives over which KMP is able to exercise significant influence	Total for this year	Total for previous year
Lease Rent paid(Incl GST)	---	---	--	--	3.54
Vehicle Hire charges Received (Incl gst)	---	---	--	--	18.30
Dividend received	---	---	26.48	26.48	--
Interest received(IAL)	---	---	18.80	18.80	52.10
Management contract (salaries)					
Ms.Priya Garg	--	27.83	--	27.83	61.88
Sh Sanjay Garg	---	5.73	--	5.73	--
Bhagan Singh Negi	---	9.55	--	9.55	8.37
Gurpreet Kaur	---	12.02	--	12.02	9.73

Finanace

Particulars	Subsidiaries Company	Key Management Personnel (KMP)	Enterprise over which KMP is able to exercise significant influence	Total for this year	Total for previous year
1. Advances received	---	---	---	--	--
Advances Re-paid	---	--	--	--	--
Outstanding at the end of the year	---	---	--	--	--
2. Loan /Advance paid	---	---	--	--	--
Loan Received back	---	---	56.20	56.20	365.76
Outstanding at the end of the year	---	---	181.04	181.04	237.24

Note:

- Key Management Personnel: Sh. R. K. Garg Chairman Sh. Sanjay Garg Additional Managing Director
- Enterprises over which Key Management Personnel (KMP) are able to exercise significant influence and with whom transactions have taken place during the year:
 - Indian Acrylics Limited
 - Steel Strips Wheels Limited
- Relatives of the Key Management Personnel (with whom transactions have taken place) Ms Priya Garg is daughter of Sh.R.K.Garg, Chairman of the company.

17. The company has taken the Group Gratuity and Group Leave encashment policies from LIC and entire premiums demanded by them for for the year 2021-22 have paid / provided for as per the requirements of Ind AS- 19.

a) Expenses recognised in Profit and Loss Account

(Amount in ₹)

Particulars	Gratuity	Gratuity
	2021-22	2020-21
Current service cost	600563	513766
Interest cost on benefit obligation	159245	124705
Past service cost	-	-
Expected Returns on plan assets		
Net benefit expenses recognised in the Profit and Loss a/c	759808	638471

b) Details of Amount to be recognised in the Balance Sheet

Particulars	Gratuity	Gratuity
	2021-22	2020-21
Present value of obligations at the end of period	(5533116)	(3390600)
Fair value of plan assets at the end of period	1107625	1072625
Funded status	(4425491)	(2317975)
Unrecognised actuarial (gain)/losses	-	-
Defined benefit obligation	-	-
Less: Unrecognised past service cost	-	-
Net asset/ (liability) recognised in the balance sheet	(4425491)	(2317975)

Note: The above plans are Funded.

c) Change in the present value of Projected Benefit Obligation

Particulars	Gratuity	Gratuity
	2021-22	2020-21
Opening defined benefit obligation	3390600	2869120
Interest cost	232934	197682
Past service cost	-	-
Current service cost	600563	513766
Liability transferred in Acquisition	1331014	-
Benefit paid	-	(49615)
Actuarial (gains)/ losses on obligation due to demographic assumptions	(3859)	-
Actuarial (gains)/ losses on obligation due to change in financial assumptions	(175793)	5720
Actuarial (gains)/ losses on obligation-due to experience	157657	(146073)
Closing defined benefit obligation	5533116	3390600

d) Changes in the Fair Value of plan Assets

Particulars	Gratuity	Gratuity
	2021-22	2020-21
Fair Value of plan assets as at 1st April 2021	10,72,625	10,59,174
Interest Income	73,689	72,977
Expected returns on plan assets	(48,689)	(19,911)
Contributions	10,000	10,000
Benefit paid	-	(49,615)
Actuarial (gains)/ losses on plan assets	-	-
Fair Value of plan assets as at 31st March 2022	11,07,625	10,72,625

FORM OF PROXY

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

SAB INDUSTRIES LIMITED

(CIN:L00000CH1983PLC031318)

Regd. Office: at S.C.O.49-50, Sector- 26, Madhya Marg, Chandigarh. Phone: +91-172-2793112.,

Fax: +91-172-2794834 Email: ssl_ssg@glide.net.in, Website: www.sabindustries.in

NAME OF THE MEMBER(S)	
REGISTERED ADDRESS	
E-MAIL ID	
FOLIO NO /CLIENT ID	
DP ID	
NO. OF SHARES HELD	

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

Name :	Signatures:	
Address:		
E-mail Id:		
Or failing him/ her		
Name :	Signatures:	
Address:		
E-mail Id:		
Or failing him/ her		
Name :	Signatures:	
Address:		
E-mail Id:		

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the Annual General meeting of the Company, to be held on **Friday, the 30th day of September, 2022, at 3.30 P.M. at S.C.O.49-50, Sector- 26, Madhya Marg, Chandigarh** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No. Resolution

Ordinary Business

- Adoption of Audited Financial Statements for the year ended March 31, 2022
- Re-appointment of Sh. Rajinder Kumar Garg (DIN 00034827) as a Director.
- To appoint M/s. S.C. Dewan & Co., Chartered Accountants (FRN: 000934N) as Statutory Auditors.

Special Business

- To designate/appoint Sh. Sanjay Garg (DIN 00030956) as Additional Managing Director w.e.f. 14.02.2022.

Affix
Revenue
Stamp

Signed this day of September 2022

Signature of shareholder..... Signature of Proxy holder(s)

Note: 1. 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.

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(CIN:L00000CH1983PLC031318)

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Email: ssl_ssg@glide.net.in, Website: www.sabindustries.in

ATTENDANCE SLIP

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
FOLIO NO	
DP ID:	
CLIENT ID NO.	
NO. OF SHARES HELD	
NAME OF PROXY (IN BLOCK LETTERS)	

I, hereby record my presence at the Annual General Meeting of the Company held on **Friday, the 30th day of September 2022, at 3.30 P.M., at S.C.O.49-50, Sector-26, Madhya Marg, Chandigarh**

Member's/ Proxy's Signatures

.....



SAB Industries Limited

SCO. 49-50, Sector 26, Madhya Marg,
Chandigarh-160019, India
Tel: +91-172-2793112, 2792385
Fax: +91-172-2794834, 2790887

