

CIN : L02710CT1989PLC010052
GST - 22AAACN0407F1ZA



Village & Post-Dagori,
Tahsil-Belha, (Distt) Bilaspur 495 224 (C.G.)
Mob. 9109107310
Email : novaironsteel@gmail.com

ONLINE SUBMISSION

Ref: NISL/SE/2024-25

Dated: 27/08/2024

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, 25th Floor,
Dalal Street, Mumbai-400001

Subject: Annual Report as on 31.03.2024

Ref: Regulation 34(1) of the SEBI (LODR) Regulations 2015

Dear Sir/Madam,

Pursuant to regulations 34(1) of the SEBI (LODR) Regulations 2015, please find enclosed herewith Annual Report of the Company for the year ended 31/03/2024 along with notice of annual general meeting.

Thanking you

Yours faithfully,

For Nova Iron and Steel Limited

Dheeraj Kumar
(Company Secretary)

Encl: a/a



32nd Annual Report

2023-2024

NOVA IRON AND STEEL LIMITED
Regd. Office: Village-Dagori, Tehsil - Belha, District-Bilaspur
(Chhattisgarh)-495224

FOR THE ATTENTION OF SHAREHOLDERS

Since trading of shares on the Bombay Stock Exchange Ltd. is only in demat form, the shareholders holding shares in physical form are requested to get the shares dematerialized. For this you are required to open a demat account with any Depository Participant (DP) and send the shares to Registrar and Share Transfer Agent (RTA) through DP for dematerialization. In case your shares are not traceable, you may get in touch with the Registrar and Share Transfer Agent for the procedure to get the duplicate share certificates and/or any other help/clarification. The contact detail of RTA are: M/s Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020, Ph. Nos. 011-40450193 to 97, Email: rai_nisl2007@yahoo.com.

Year ended 31st March 2024

BOARD OF DIRECTORS

CHAIRMAN

Mr. Hardev Chand Verma

WHOLE TIME DIRECTOR

Mr. Dinesh Kumar Yadav

DIRECTORS

Ms. Kusum Naruka

Mr. Gaurav Sharma

CHIEF FINANCIAL OFFICER

Mr. Birender Bhardwaj

COMPANY SECRETARY

Mr. Dheeraj Kumar

AUDITORS

M/s MNRS & Associates

Chartered Accountants

I-35B, First Floor, Lajpat Nagar -2,

South Delhi – 110024

Phone: 011-46502975, 46102975

Email: neeraj@mnrindia.com

Website: www.mnrindia.com

BANKERS

Punjab National Bank

Axis Bank Ltd.

ICICI Bank Ltd.

HDFC Bank Ltd.

State Bank of India

REGISTERED OFFICE

Village Dagori,

Tehsil Belha, Distt-Bilaspur

(Chhattisgarh)- 495224

PLANT

Village Dagori, Tehsil-Belha

Distt-Bilaspur, (Chhattisgarh)-495224

Ph. No.: 07752-285206, 285217

Fax No.: 07752-285213

REGISTRAR AND SHARE TRANSFER AGENT

Skyline Financial Services Private Limited

D-153A, 1st Floor, Okhla Industrial Area,

Phase- 1, New Delhi – 110020

Tel: +91 011 40450193 to 97, Fax +91 11 30857562

Contact Person- Mr. Virender Rana

Email: viren@skylinerta.com

E-mail: rai_nisl2007@yahoo.com

Website: www.novaironsteel.com

CIN No.: L02710CT1989PLC010052

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BOARD REPORT

To Members,
Nova Iron and Steel Limited
Registered office: Village-Dagori,
Tehsil-Belha, Distt. -Bilaspur
Chhattisgarh

Your directors have pleasure in presenting the 32nd Annual Report together with Standalone Audited Accounts for the year ended 31st March, 2024.

FINANCIAL HIGHLIGHTS

Particulars	(Rs. in Lacs)	
	2023-24	2022-23
	(12 Months)	(12 Months)
Gross Revenue	56896.14	70308.87
Profit/Loss before Interest, Depreciation and Tax	764.44	3057.53
Interest & Financial Cost	2452.15	1725.80
Depreciation & Amortization	4513.33	991.15
Profit/(Loss) before Exceptional item & tax	(6201.04)	340.58
Exceptional item	6544.56	-
Profit/(Loss) after Exceptional item & before Tax	(12745.60)	340.58
Tax Expenses:		
Current Tax	194.50	-
Deferred Tax	(3500.03)	519.92
Earlier years	(60)	-
Net Profit/(Loss) after tax	(9380.07)	(179.34)

PERFORMANCE

During the year under review, the Company has Gross Sales of Rs.568.96 crores as against Rs.703.09 crores in the previous year reflecting decline of 19.07% over the previous year. The company has incurred losses of Rs. 93.80 crores as compared to previous year Rs. 1.79 crores due to change in accounting policy in relation to depreciation and increase in borrowing cost of the company.

FUTURE OUTLOOK

Company is in the process of increasing the sponge iron production capacity from 500 TPD to 700 TPD with Captive Power Plant of 26 MW in phased manner.

CAPITAL & RESERVES

During the year there is no change in the capital of the Company. Company has not transferred any amount to the General Reserve.

DIVIDEND

In view of Loss during the year, Board of Directors has not recommended Dividend for distribution.

CHANGE IN NATURE OF BUSINESS

There was no change in the nature of business of the Company during the financial year.

BOARD MEETINGS

During the financial year seven meetings of Board of Directors of the Company held including one Meeting of the Independent Directors.

AUDIT COMMITTEE

Composition of Audit Committee comprises of 3(three) members, Mrs. Palak Garg, Independent Director, Mr. Suraj Prakash Choudhary, Independent Director and Mr. Dinesh Kumar Yadav, Director. Mr. Suraj Prakash Choudhary is Chairperson of the Committee. Audit Committee have powers and authority as provided under the provisions of Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations 2015, in accordance with the terms of reference specified by the Board of Directors from time to time. Board has accepted all recommendations of the Committee made during the year. During the year 5 meetings of audit committee held and committee has reviewed related party transactions periodically.

During the year under review, Mrs. Sumiran Aggarwal, director and member of the Audit Committee has been resigned w.e.f 04.07.2023. Subsequently, Mrs. Palak Garg, was appointed as a member of Audit Committee in place of Mrs. Sumiran Aggarwal w.e.f. 14.08.2023.

EXTRACT OF ANNUAL RETURN

The draft Annual Return in form MGT-7 for the Financial Year 2023-24 as per the provisions of Companies Act, 2013 and Rules thereto, is available on the Company's website at <https://www.novaironsteel.com/>

AUDITORS AND AUDITORS' REPORTS

The Board of Directors have appointed M/s MNRS & Associates, Chartered Accountants, New Delhi (FRN: 018340N) as Statutory Auditors of the Company in Annual General Meeting held on 30/11/2022 for a term of five consecutive years to hold the office from the conclusion of 30th Annual General meeting until the conclusion of the 35th Annual General Meeting.

The Auditors in their Report to the members, have given qualified opinions and the explanations of Board with respect to it in pursuant to section 134(3)(f) of Companies Act, 2013 are as follows:

Explanations to note on Basis for Qualified opinion of Independent Auditor's Report.

(a) Company has sent confirmation letters to outstanding trade receivables, trade payables, pending security deposits and advances to suppliers during previous year. However, no response was received till date. Company shall obtain the confirmation during the current year for the outstanding balances. Additionally, Company will try to adhere with the opinion made by the auditor with respect to measuring the amortised cost of security deposits, the information related to this has already provided and any other information will provide the same in the near future.

(b) The company will try to adhere with the opinion made by the auditor with respect to unsecured borrowing of the company and will provide the confirmation in near future.

(c) The company's outstanding borrowings as at 31-March-2024 are under disputes.

(d) Since the financials of the investee companies are not available for the year ended 31.03.2024 for valuation. However, valuation for the year ended 31.03.2023 has been provided to auditor wherein there are not many changes in the financials of the investee company. The company will try to adhere with the opinion made by the auditor with respect to measuring the fair value of investments and will provide the information in near future.

SECRETARIAL AUDITOR

In terms of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s K.V. Bindra & Associates, Practicing Company Secretary, Chandigarh as the Secretarial Auditor of the Company, has conducted the Secretarial Audit for the financial year 31/03/2024 and submitted Secretarial Audit Report in Form No. MR-3. A copy of the Secretarial Audit Report is at **Annexure-1** attached to Board Report.

COST AUDIT

Pursuant to Section 148(1) of the Companies Act, 2013, Company is required to maintain cost records as specified by the Central Government and accordingly such accounts and records are made and maintained. Accordingly, the Board of Directors in its meeting held on 14/08/2024 has appointed M/s. J.K. Kabra & Company, Cost Accountant, Delhi, on the recommendation of the Audit Committee, for auditing the cost records of the Company for the Financial Year 2024-25. Appropriate resolution seeking your ratification of the remuneration of Cost Auditors, is included in the Notice convening the 32nd Annual General Meeting of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Company's Board is duly constituted which is in compliance with the requirements of the Companies Act, and SEBI (LODR) Regulation, 2015.

Since the last financial year, the following changes have taken place in the Directorship/KMPs of the Company.

1. Ms. Sumiran Aggarwal has been resigned from the position from Independent Director w.e.f. 04/07/2023.
2. Ms. Palak Garg has been appointed as an Independent Director w.e.f. 14/08/2023.

However, after the closure of Financial Year 31st March, 2024 the following changes have taken place in the Directorship/KMPs of the Company.

1. Ms. Palak Garg has been resigned as an Independent Director w.e.f. 24/04/2024.
2. Mr. Suraj Prakash Choudhary has been resigned as an Independent Director w.e.f. 24/04/2024.

3. Mr. Gaurav Sharma has been appointed as an Independent Director w.e.f. 02/05/2024.
4. Ms. Kusum Naruka was appointed as the Independent Director w.e.f. 29/06/2024.

None of the Directors has incurred disqualification under Section 164 of the Act or liable to cease director under section 167 of the Act.

Company has inter alia, received the following declarations from all the Independent Directors confirming that:

- a) they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations
- b) they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act.
- c) they are registered with the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs.

The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics. Based on the disclosure received, the Board is of opinion that, all the Independent Directors fulfil the conditions specified in the Act and Listing Regulations and are independent of the management.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Act, with regard to Directors' Responsibility Statement, your Directors hereby confirm that:

- (a) in the preparation of the annual accounts, for the year ended 31/03/2024 the applicable accounting standards have been followed to the extent of its applicability along with proper explanation relating to material departures and the annual accounts have been prepared in compliance with the provisions of the Companies Act, 2013;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year;
- (c) the Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis.
- (e) the internal financial controls to be followed by the company were laid down and such internal financial controls were adequate and were operating effectively.
- (f) proper systems to ensure compliance with the provisions of all applicable laws were devised.

DIRECTOR IDENTIFICATION NUMBER (DIN)

Present Directors have obtained Director Identification Number (DIN) under Director Identification Rules, 2006 which is valid DIN under Companies (Appointment and Qualification of Directors) Rules, 2014.

NOMINATION AND REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

Board of Directors of the Company has approved a policy for nomination and remuneration for directors, KMP and other employees containing interalia criteria for determining qualifications, positive attributes, independence of a director, payment of Managerial remuneration, and other related matters is at **Annexure-2** attached to the Board's Report which can be assessed at Company's weblink; <http://www.novaironsteel.com/pdfs/Remuneration%20Policy.pdf>.

PARTICULARS RELATING TO TECHNOLOGY ABSORPTION, CONSERVATION OF ENERGY & FOREIGN EXCHANGE EARNINGS AND OUTGO

Information pursuant to Section 134(3)(m) of the Act regarding conservation of Energy, Technology Absorption, foreign exchange earnings and outgo is enclosed at **Annexure – 3** attached to Board's Report.

INTERNAL AUDITORS AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Company has appointed M/s Ankit Singla & Co., Chartered Accountants as Internal Auditor of the Company. Internal control framework of the Company is adequate and commensurate with the nature of the business and size of the Company. The internal auditors monitor and evaluate the efficacy and adequacy of Internal Financial Control system in the company, its compliance with operating system, accounting procedures and policy. Internal Auditors submit his report to Audit committee yearly.

PARTICULARS OF LOAN, GUARANTEE, INVESTMENT OR PROVIDING SECURITY

During the financial year, Company has neither given loan nor given guarantee nor provided security or made investment u/s 186 of the Act. (Please refer notes attached to financial statements of the Company in respect of investments of the Company).

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, there is no contract and arrangement entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013. Hence no disclosure in Form AOC-2 is required to be attached with Board's Report.

EMPLOYEES STOCK OPTION

Company has not issued Sweat Equity Shares or ESOP (Employees Stock Option) to its employees.

LISTING

The Equity shares of the company are listed at Bombay Stock Exchange. The Company has paid

listing fees to the Stock Exchange for the FY 2024-25.

BUY BACK OF SHARES

During the year, Company has not made buy back of its shares nor it has given any loan for purchase of its own shares.

MATERIAL CHANGE(S)

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate and the date of this Report.

RISK MANAGEMENT POLICY

Board of Directors has adopted a Risk Management Policy/Plan for the Company, whereby, risks are broadly categorized. The Policy outlines the parameters of identification, assessment, monitoring and mitigation of various risks which are key to business objectives which is also available at Company's weblink:<https://www.novaironsteel.com/pdfs/Risk%20Management%20Policy.pdf> .

PERFORMANCE EVALUATION OF BOARD

During the year under report Board of Directors evaluated performance of Committees and all the individual Directors including Independent Directors and concluded by affirming that the Board summarizing as a whole as well as all of its directors, individually and the Committees of the Board continued to good governance and contribute its best in the overall growth of the organization. Independent Directors also held separate meeting to evaluate annual performance of Chairperson and executive directors and expressed satisfaction on their performance.

DEPOSITS

During the year under report, company has not accepted any deposits under Chapter V of the Act, from the public and as such no amount of principal or interest was outstanding on the date of Balance Sheet. Information under Rule 8(5)(v)(vi) of Companies (Accounts), Rules 2014 be treated as Nil.

SEGMENT REPORTING

The Company is primarily engaged in the business of manufacturing / trading of Iron & Steel, Metals, Securities & Natural Resources business. So accordingly, no segment report required to be disclosed.

SIGNIFICANT AND MATERIAL ORDERS

During the year there was no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

PARTICULARS RELATING TO REMUNERATION OF EMPLOYEES OF THE COMPANY

Details pursuant to section 197(12) of the Act read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is at **Annexure -4** attached to the Board Report. During the year no employee has remuneration equal to or more than prescribed limit under Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, hence information under these rules be treated as NIL. Pursuant to MCA Notification dated 30.06.2016 detail of top ten employees as attached to Board Report is at **Annexure-5**.

CODE OF CONDUCT

Declaration pursuant to Regulation 34(3) of SEBI (LODR) Regulations, 2015 in respect of compliance with code of conduct by Whole Time Director/CEO is at **Annexure-6** attach to the Board Report.

CORPORATE SOCIAL RESPONSIBILITY POLICY

Company has constituted Corporate Social Responsibility (CSR) Committee. Mr. Hardev Chand Verma, Director, Mr. Dinesh Kumar Yadav, Whole Time Director and Mr. Suraj Prakash Choudhary, Independent Director are members of the Committee. Mr. Suraj Prakash Choudhary is the Chairperson of the Committee. On the recommendation of CSR Committee, CSR Policy of the

Company has been approved by the Board which is uploaded at Company's weblink: <https://www.novaironsteel.com/pdfs/CSR%20Policy.pdf>.

The Annual Report on CSR activities as per Companies (Corporate Social Responsibility Policy) Rules, 2014 is at **Annexure -7** attached to the Board's Report.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

Company do not have Subsidiary or Associates or Joint Venture company. Therefore, consolidated financial statement in form AOC-1 annexed to the Board Report is not applicable.

VIGIL MECHANISM /WHISTLE BLOWER POLICY

Company has in place a composite 'Vigil Mechanism' Policy/Whistle Blower Policy available to the employees and directors to blow the whistle/ highlight any fraud, irregularity, wrongdoing etc. which is also available at weblink: <https://www.novaironsteel.com/pdfs/Vigil%20Mechanism.pdf>.

Board's Report in compliance of SEBI (LODR) Regulations, 2015.

CORPORATE GOVERNANCE

A report on Corporate Governance, a Certificate from the Company Secretary in Practice regarding compliance of conditions of Corporate Governance, a certificate from Company Secretary in Practice regarding Non – Disqualification of Directors and declaration by CEO/CFO affirming compliance with code of conduct in terms of Regulations 27 of SEBI (LODR) Regulations 2015 are appended at Annexure – 8, 9 and 11 to Board's report.

GENERAL

(i) ENVIRONMENT & OTHER APPLICABLE LAW

The Company is committed to the protection of environment and is not involved in any activity hazardous to environment. The Company adheres to the provisions of the applicable provisions of environment laws.

(ii) HEALTH & SAFETY

In order to build a sustainable work place environment, a common health and safety management system is being implemented. All efforts are being made to enhance safety standards and processes in order to minimize safety risks in all our operations.

(iii) SEXUAL HARASSMENT OF WOMEN

The Company has zero tolerance towards sexual harassment at the workplace. During the Financial Year 2023-24, the Company has received no complaints of sexual harassment.

(iv) INDUSTRIAL RELATIONS

Relations between the Management and its Employees/ Workmen have been cordial and management expressed their appreciation for the co-operation and dedication of the employees/workmen at all levels of the Company.

ACKNOWLEDGEMENTS

Your directors convey their sincere thanks to the Bankers, various departments in Central and State Governments and all others associated with the Company for their co-operation, continued support and confidence reposed by them in the Company.

For and on behalf of the Board

Place: New Delhi

Date: 14/08/2024

(H.C. Verma)
Chairperson
DIN:00007681

ANNEXURE - 1**Form No. MR-3
SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31.03.2024**

[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****Nova Iron and Steel Limited****Village Dagori, Tehsil Belha, Bilaspur****(CIN: L0271OCT1989PLC010052)**

*We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Nova Iron and Steel Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.*

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2024 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;*
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;*
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;*
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- There was no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as per the information provided to us.*
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-*
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; No such transaction during the period under review*
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; No such transaction during the period under review*
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- No such transaction during the period under review*
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- No such transaction during the period under review*
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16th August, 2021) - No such transaction during the period under review*
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act 2013 and dealing with client - No such transaction during the period under review*
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (with effect from 10th June 2021)- No such transaction during the period under review*
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - No such transaction during the period under review*

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

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

During the period under review, as per the explanations and clarifications given to us and the representations made by the management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that we have relied upon the representation made and other documents provided by the Company, its officers and on the examination of the same on test check basis, the Company has complied with the following applicable laws:

1. The Factories Act, 1948;
2. The Payment of Wages Act, 1936 and The Payment of Wages (Amendment) Act, 2017;
3. The Payment of Bonus Act, 1965 and The Payment of Bonus (Amendment) Act, 2015;
4. The Payment of Gratuity Act, 1972;
5. The Industrial Employment (Standing Orders) Act, 1946;
6. The Industrial Disputes Act, 1947;
7. The Employees' State Insurance Act, 1948;
8. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
9. The Environment (Protection) Act, 1986;
10. Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016;
11. The Water (Prevention and Control of Pollution) Act, 1974;
12. The Air (Prevention and Control of Pollution) Act, 1981;
13. The Boilers Act, 1923, The Indian Boilers (Amendment) Act, 2007 and The Indian Boiler (Amendment) Regulations, 2017

We further report that:

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

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

All the decisions of the Board of Directors were approved unanimously or by majority and were recorded as part of the minutes.

We 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.

FOR KV BINDRA & ASSOCIATES
COMPANY SECRETARIES
Karan Vir Bindra
Proprietor
M. NO. FCS 10074
CP No. 12962
UDIN -F010074F001015342
PEER REVIEW NUMBER- 2522

PLACE: MOHALI
DATE: 14.08.2024

**NOMINATION AND REMUNERATION POLICY
(FOR THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES)**

1. Regulatory Requirement

Pursuant Section 178 and other applicable provisions of Companies Act, 2013, (Act) and rules made thereunder and SEBI (LODR) Regulations 2015, the Nomination and Remuneration Committee ("Committee") shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

The Policy has been framed by the Nomination and Remuneration Committee of the Board of Directors and based on its recommendation, approved by the Board of Directors of the Company. The policy may be reviewed by the Nomination and Remuneration Committee of the Board of Directors.

2. Purpose

Remuneration Policy ("Policy") provides a framework for remuneration to be paid to the members of the Board of Directors ("Board") and Key Managerial Personnel ("KMP") of the Company (collectively referred to as "Executives"). The expression KMP shall have the same meaning as defined under the provisions of Act. The Policy also provides a framework for identification of persons who are qualified to become directors.

3. Objectives

3.1 The remuneration policy seeks to enable the company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry practices and relevant Indian corporate regulations.

3.2 The remuneration policy will ensure that the interests of Executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.

3.3 The remuneration policy will ensure that remuneration to Executives involves a balance between fixed pay and incentive (by way of increment/bonus/ promotion/any other form) reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

4. Principles of Remuneration and Criteria for determining Remuneration

4.1 The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and KMP of the quality required to run the company successfully;

4.2 Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

4.3 Remuneration to directors, key managerial personnel and senior management involves a balance between short and long term performance objectives appropriate to the working of the company and its goals

The criteria for determining the remuneration shall be broadly guided by:

4.4 Skills,

4.5 Requisite qualification, commensurate with the Job profile

- 4.6 characteristics and*
- 4.7 experience in business, government, academics, technology, human resources, social responsibilities, finance, law etc. and in such other areas as may be considered relevant or desirable to conduct the Company's business in a holistic manner and as may be decided by Committee.*
- 4.8 Director should possess high level of personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.*
- 4.9 Directors must be willing to devote time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management working.*
- 4.10 In case of other employees other than director, KMP, the criteria will be decided by the HR department.*
- 5. Remuneration to Executives**
- 5.1 Executives may be paid remuneration by way of fixed salary and allowances as per Company rules subject to the provisions of Companies Act, 2013*
- 5.2 **Personal benefits** Executives may have access to benefits/perquisites as per the rules and regulations of the Company. Executives may also be entitled to retirement benefits such as provident fund, gratuity and/or such other benefits as per the rules of the Company.*
- 5.3 The Remuneration of other employees other than Executives will be decided by the HR department of the Company in accordance with the skill, qualification and etc.*
- 6. Remuneration to non-executive Directors**
- 6.1 Non - Executive Directors may be paid remuneration by way of sitting fee and reimbursement of expenses for participation in the Board and other meetings and commission and/or such other payments as may be permitted by the law applicable to such payments. Such payments shall be subject to the provisions of Companies Act, 2013.*
- 7. Amendments to this Policy**
- The Nomination and Remuneration Committee is entitled to amend this policy including any amendment or discontinuation of one or more incentive programs introduced in accordance with this Policy.*

Place: New Delhi
Date: 14/08/2024

(H.C. Verma)
Chairperson
DIN 00007681

ANNEXURE -3

INFORMATION AS PER SECTION 134(3) (M) OF COMPANIES ACT, 2013 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2024

CONSERVATION OF ENERGY:

1	Steps taken or impact on conservation of energy	All business units are continuously putting in their efforts to improve energy usage efficiencies and increase contributions from renewable sources of energy. Energy saving initiatives throughout the plants helped the Company in reducing energy cost.
2	Steps taken by the company for utilizing alternate sources of energy	Use of natural light by placing transparent roof and side glass windows in day time for panel manufacturing unit to reach green building concepts
3	Capital investment on energy conservation equipment	Nil

TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION:

1.	Efforts in brief made towards technology absorption, adaptation and innovation.	In the past five years no new technology has been adopted
2.	Benefits derived as a result of above efforts e.g. product improvement, cost reduction, product development, import substitution etc.	NOT APPLICABLE
3.	In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished.	NIL
a.	Technology Imported	Not Applicable
b.	Year of Import	Not Applicable
c.	Has Technology been fully absorbed.	Not Applicable
d.	If not fully absorbed, areas where this has not taken place reason thereof and future plan of action.	Not Applicable

FOREIGN EXCHANGE EARNINGS AND OUTGO:

1	The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.	Presently Company is exporting its products in international market. Used: NIL Earned:60,00,000
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Place: New Delhi

Date: 14/08/2024

**(H.C. Verma)
Chairperson
DIN 00007681**

ANNEXURE – 4
DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Relevant clause u/r 5(1)	Prescribed Requirement	Particulars
(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Ratio of the remuneration of Shri Dinesh Kumar Yadav, Whole Time Director to the median remuneration of the employees – 1:4.125
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Director – NIL Chief Financial Officer – NIL Chief Executive Officer – NIL Company Secretary – 21.62%
(iii)	The percentage increase in the median remuneration of employees in the financial year	38.54%
(iv)	The number of permanent employees on the rolls of Company	297
(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	Median Remuneration of employees increased by 38.54% in FY 2023-24. There is no increase in managerial remuneration.
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company	Affirm that the remuneration is as per the remuneration policy of the company

Place: New Delhi
Date: 14/08/2024

(H.C. Verma)
Chairperson
DIN 00007681

ANNEXURE-5

**Pursuant to Rule 5(2) of Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014
Detail of top ten employees in terms of Remuneration drawn**

Sr. No	Name	Salary Per month In Rs.	Designation	Nature of employment whether contractual or otherwise	Qualification and experience of the employee	Date of commencement of employment	The age of such employee	The last employment held by such employee before joining the company	The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above and	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager.
1	Mr. Sankar Prasad Padhi	200000	V.P	Contractual	Diploma in Electrical, PGDM	01.09.2023	55	JSW Bhushan Power & Steel Ltd	NIL	N.A.
2	Mr. Birender Bhardwaj	180000	CFO	Contractual	B. Com	03.06.2023	60	Bhushan Power & Steel Ltd	NIL	N.A.
3	Mr. Dinesh Kumar Yadav	165000	Director	Contractual	Diploma	01.04.2021	52	Bhushan Power & Steel Limited	NIL	N.A.
4	Mr. Rajiv Kumar Jha	150000	V.P	Contractual	PGD (Material Management)	10.07.2023	53	MAL Metalliks Pvt Ltd.	NIL	N.A.
5	Mr. Ramesh Upadhyay	150000	V.P	Contractual	EMBA (Finance)	11.09.2023	56	Vandana Global Ltd.,	NIL	N.A.
6	Mr. Purushottam Kumar Dewangan	140000	G.M.	Contractual	BE (Metallurgical)	03.05.2023	44	Suvidhi Ispat Pvt Ltd.	NIL	N.A.
7	Mr. Yashpal Lamba	120000	D.G.M.	Contractual	Diploma in Electrical	01.07.2023	48	Shapoorji & Pallonji Ltd.	NIL	N.A.
8	Mr. Chandra Kumar Soni	120000	A.G.M.)	Contractual	Diploma in Mechanical	01.06.2023	43	Satyarth Sponge & Power Pvt Ltd.	NIL	N.A.

9	Mr. Satyendu Kr. Mohanty	114716	Sr. Manager	Contractual	BE (Computer Science)	09.10.2023	42	JSW Bhushan Power & Steel Ltd.	NIL	N.A.
10	Mr. Ranjeet Sahu	108050	Sr. Manager	Contractual	Diploma in Metallurgical	16-06-2023	39	Jindal Steel & Power Ltd.	NIL	N.A.

Place: New Delhi

Date: 14/08/2024

(H.C. Verma)
Chairperson
DIN 00007681

ANNEXURE- 6**Declaration Regarding Compliance by Board Members and
Senior Management Personnel with the Code of Conduct**

I hereby confirm that the Company has received declaration of Compliance of Code of Conduct as applicable to them from the senior management personnel of the Company and the Members of the Board in respect of the Financial Year ended 31st March, 2024.

Place: New Delhi
Dated: 14/08/2024

(Dinesh Kumar Yadav)
Whole Time Director
DIN 07051856

ANNEXURE – 7
**ANNUAL REPORT ON CSR PURSUANT TO RULES 8 & 9 OF COMPANIES
(CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014**

S N	Particulars		Remarks	
1	A brief outline of the company's CSR policy including overview of projects or programme proposed to be undertaken and a reference to web-link to CSR policy and projections or programme.		CSR policy, reflecting ethos of the company, broad areas of interest and overview of activities, purposes, rural focus and woman empowerment can be reached at http://www.novaironsteel.com/pdfs/csr%/20policy.pdf Policy states the list of activities/projects undertaken/to be undertaken in future.	
2	The composition of the CSR Committee:			
Sr. No.	Name of Director	Designation / Nature of Directorship	Number of Meetings of CSR committee held during the year	Number of meetings of CSR committee attended during the year
i)	Hardev Chand Verma	Member/Non-Executive, Non-Independent Director	1	0
ii)	Dinesh Kumar Yadav	Member/Whole Time Director	1	1
iii)	Suraj Prakash Choudhary	Chairperson/ Non-executive, Independent Director	1	1
3	Web link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.		https://www.novaironsteel.com/pdfs/CSR%20Policy.pdf	
4	Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable		Not Applicable	
5	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off		Not Applicable	

	for the financial year, if any:	
6	Average Net Profit of the company as per section 135(5)	Loss Rs. (949.58) lacs
7	(a) Two percent of average net profit of the company as per section 135(5): (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: (c) Amount required to be set off for the financial year, if any: (d) Total CSR obligation for the financial year (7a+7b-7c).	Nil NA Nil Nil

8. (a) CSR amount spent or unspent for the financial years:

Total amount to be spent for the financial year	Nil
amount un spent: -Total Amount transferred to Unspent CSR Account as per section 135(6)	NA
-Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)	NA

(b) Details of CSR amount spent against ongoing projects for the financial year : Not Applicable

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)		(5) Location of the project		(6) Project duration	(7) Amount allocated for the project (Rs.)	(8) Amount spent in the current financial Year (Rs.)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (Rs)	(10) Mode of Implementation - Direct (Yes/No)	(11) Mode of Implementation - Through Implementing Agency	
			Stat	Distri	ct	ct						Name	CSR Registrati on number
1	-	-	-	-	-	-	-	-	-	-	-	-	-

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

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Amount spent in The current Financial Year (Rs.)	(7) Mode of Implementation - Direct (Yes/No)	(8) Mode of Implementation- Through Implementing Agency	
				State	District			Name	CSR Registration number
1	-	-	-	-	-	-	-	-	-

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Not Applicable

(g) Excess amount for set off, if any: NIL

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

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (Rs.)	Amount spent in the reporting Financial Year (Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (Rs.)
				Name of the Fund	Amount (Rs.)	Date of transfer	
1	2019-20	NA	-	-	-	-	-
2	2020-21	NA	-	-	-	-	-
3	2021-22	NA	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1) Sl. No	(2) Project ID	(3) Name of the Project	(4) Financial Year in which	(5) Project Duration	(6) Total amount allocated	(7) Amount spent on the project in the	(8) Cumulative amount spent	(9) Status of the project -
.								

			the project was commenced		for the project (in Rs.)	reporting Financial Year (Rs.)	at the end of reporting Financial Year (Rs.)	Completed / Ongoing
NIL								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year

(Asset-wise details): Not Applicable

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

Place: New Delhi

Dated: 14/08/2024

(H.C. Verma)
Chairperson
DIN 00007681

ANNEXURE 8
REPORT ON CORPORATE GOVERNANCE
1. Company's Philosophy

Good Corporate Governance provides the effective and efficient management practices which leads to enhancement of stakeholder's value. The Company is committed to good Corporate Governance practices and your directors endeavour to adhere to the Standards set out by the Securities & Exchange Board of India (SEBI). Your Company is, therefore, complying in with and respects the material and mandatory requirements as explained hereunder.

2. Board of Directors
a) Composition

In Compliance with the SEBI (LODR) Regulations 2015, Board consists of four directors, one executive director, one non-executive non-Independent Director and two non-executive independent Director including one-woman Independent Director. The chairperson of the Company is Mr. Hardev Chand Verma, non-executive director.

b) c) d) Meetings and attendance records of each Director

During the year six meetings of Board of Directors were held on 24/04/2023, 30/06/2023, 14/08/2023, 10/11/2023, 01/12/2023, and 14/02/2024 and a separate meeting of Independent Director was held on 07/02/2024. The intervening period between the two Board Meetings was well within the maximum prescribed period.

Attendance record of Directors at Board/ Committee/ General Meetings and details of directorship/ committee membership/Chairpersonship during the year ended 31st March 2024 are given below: -

Sr. No.	Name of Director	Category	Attendance Particulars			No. of Other Directorship and Committee Member/ Chairpersonship			Remarks
			No. of Board Meetings held	No. of Board Meetings attended	Attendance at last AGM	Other Directorships	Committee Members (**)	Committee Chairpersonships (**)	
1.	Mr. Hardev Chand Verma	Director	6	2	No	0	1	0	
2.	Mr. Dinesh Kumar Yadav	Whole Time Director	6	5	Yes	0	2	0	
3.	Mr. Suraj Prakash Choudhary	Independent Director	6	5	Yes	0	3	2	
4.	Mrs. Palak Garg	Independent Director	3	3	Yes	1	3	1	
5.	Mrs. Sumiran Aggarwal*	Independent Director	2	0	-	0	3	1	

(*) Mrs. Sumiran Aggarwal, Independent Director has been resigned w.e.f 04.07.2023 and in place Mrs. Palak Garg was appointed as an Independent Director w.e.f 14.08.2023.

(**) Committee here means Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee.

e) Disclosure of relationships between directors inter-se:

The Non-Executive Directors had no pecuniary relationship or transactions with the Company in their personal capacity during the year under review.

f) Number of shares and convertible instruments held by non-executive directors:

There are Nil number of shares and convertible instruments held by non-executive directors.

g) Familiarisation Programme for Independent Directors

All Independent Directors are apprised/familiarized about the company, its business, industry etc. and roles, rights, responsibilities of independent Directors, nature of the industry in which the company operates, business model of the company, etc. from time to time. Detailed agenda is provided to all the Directors to take informed decisions and perform its functions and fulfill its role effectively. The details of such familiarization Programmes are disclosed at weblink <http://www.novaironsteel.com/pdfs/Familiarisation%20Programme%20for%20Independisent%20Directo r.pdf>.

h) Director skills, expertise, competencies and attributes desirable in Company's business and sector in which it functions:

The Members of the Board are committed to ensuring that the Board is in compliance with the highest standards of Corporate Governance. The table below summarises the key skills, expertise, competencies and attributes which are taken into consideration by the NRC while recommending appointment of Directors to the Board:

Name of the Director	Areas of Skills/Expertise/Competence						
	Leadership	Strategy	Operations	Technology	Finance	Marketing	Governance
Mr. H.C Verma	✓	✓	✓	✓	✓	✓	✓
Mr. Dinesh Kumar Yadav	✓	✓	✓	✓	✓	-	✓
Mr. Suraj Prakash Choudhary	-	✓	-	-	✓	-	✓
Mrs. Palak Garg	-	✓	-	-	✓	-	✓
Ms. Kusum Naruka	-	✓	-	-	✓	-	✓
Mr. Gaurav Sharma	-	✓	-	-	✓	-	✓

Committees of the Board

3. Audit Committee

(a) Brief description of terms of reference

The terms of reference of the Audit Committee as defined under the relevant provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015 are as under:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial' statements before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (5) of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Review and monitor the Auditor's independence, and effectiveness of audit process;
7. Approval or any subsequent modification of transactions of the company with related parties.
8. Scrutiny of inter-corporate loans and investments.
9. Valuation of undertakings or assets of the company, wherever it is necessary.
10. Evaluation of internal financial controls and risk management systems.
11. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
13. Discussion with internal auditors any significant findings and follow up thereon.
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the board.
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
17. Reviewing the functioning of Whistle Blower mechanism in the Company.
18. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
19. Considering such other matters the Board may specify.
20. Reviewing other areas that may be brought under the purview of role of Audit Committee as specified in SEBI (LODR) Regulations, 2015 and the Companies Act, as and when amended.

(b) Composition, name of members and chairperson

The Company has an Audit Committee comprises of 3 members namely Mr. Suraj Prakash Choudhary, Independent Director, Mr. Dinesh Kumar Yadav, Whole Time Director and Mrs. Palak Garg, Independent Director as its members. Mr. Suraj Prakash Choudhary is Chairperson of the Committee and he is independent Director. He is a practicing Company Secretary. During the year under review, Mrs. Sumiran Aggarwal, director and member of the Audit Committee has been resigned w.e.f 04.07.2023. Subsequently, Mrs. Palak Garg Independent Director was appointed as member of Audit Committee in place of Mrs. Sumiran Aggarwal w.e.f. 14.08.2023.

(c) Meeting and attendance during the year

The committee met five times during the year i.e. on 24/04/2023, 30/06/2023, 14/08/2023, 01/12/2023, and 14/02/2024 and attendance is as under:

Name	Designation	Meeting Attended (No. of Meeting(s) held: 5)
Mr. Suraj Prakash Choudhary	Chairperson	5
Mrs. Palak Garg	Member	2
Mr. Dinesh Kumar Yadav	Member	3
*Mrs. Sumiran Aggarwal	Member	2

(*) Mrs. Sumiran Aggarwal, Independent Director and member of Audit Committee has been resigned w.e.f 04.07.2023 Subsequently, Mrs. Palak Garg Independent Director was appointed as member of Audit Committee in place of Mrs. Sumiran Aggarwal w.e.f. 14.08.2023. During her tenure only 2 meetings of Audit Committee were held.

Representative(s) of the Statutory Auditors normally attends meetings of Audit Committee.

4. Nomination and Remuneration Committee

(a) Brief description of terms of reference

The terms of reference decided by the Board for the functioning of Nomination and Remuneration Committee, interalia, to determine Company's remuneration policy, parameters for appointment of directors, key managerial personnel and determine remuneration structure performance based as well as the nomination and also covers such functions and scope as prescribed under section 178 of the Companies Act, 2013 read with allied Rules framed thereunder and Regulation 19 of SEBI (LODR) Regulations, 2015.

(b) Composition, name of members and chairperson

The Nomination and Remuneration Committee consists of 3 members namely Mr. Suraj Prakash Choudhary, Independent Directors, Mr. Hardev Chand Verma, Non-executive Director and Mrs. Palak Garg Independent directors as members of the Committee. Mr. Suraj Prakash Choudhary is the Chairperson of the Committee. During the year under review, Mrs. Sumiran Aggarwal, director and member of the Nomination and Remuneration Committee has been resigned w.e.f 04.07.2023. Subsequently, Mrs. Palak Garg Independent Director was appointed as member of Nomination and Remuneration Committee in place of Mrs. Sumiran Aggarwal w.e.f. 14.08.2023.

(c) Meeting and attendance during the year

The committee has met two times during the year i.e. 30.06.2023, 14.08.2023 and attendance is as follows:

Name	Designation	Meeting Attended (No. of Meeting(s) held: 2)
Mr. Suraj Prakash Choudhary	Chairperson	2
Mrs. Palak Garg	Member	0
Mr. Hardev Chand Verma	Member	1
*Mrs. Sumiran Aggarwal	Member	1

(*) Mrs. Sumiran Aggarwal, director and member of the Nomination and Remuneration Committee has been resigned w.e.f 04.07.2023. Subsequently, Mrs. Palak Garg Independent Director was appointed as member of Nomination and Remuneration Committee in place of Mrs. Sumiran Aggarwal w.e.f. 14.08.2023. During her tenure only 1 meeting of Nomination and Remuneration Committee was held.

(d) Performance evaluation criteria for Independent Directors

The Nomination and Remuneration Committee of the Board has laid out the evaluation criteria for performance evaluation of the Board, its committees and all the independent directors, in adherence to SEBI (LODR), Regulations 2015. The performance evaluation criteria include attendance of directors, active participation in discussion, discussion of the item at length with import latest knowledge of industry and business etc.

5. Stakeholders Relationship Committee

(a) Name of non-executive director heading the committee:

Committee consists of 3 members namely Mrs. Palak Garg, Independent Director, Mr. Dinesh Kumar Yadav, Director and Mr. Suraj Prakash Choudhary, Independent Director as members of the committee. Mrs. Palak Garg, is Chairperson of the Committee. During the year under review four Meetings of Stakeholders Relationship Committee were held on 15.04.2023, 15.07.2023, 16.10.2023 and 15.01.2024. During the year under review, Mrs. Sumiran Aggarwal, director and chairperson of the Stakeholders Relationship Committee has been resigned w.e.f 04.07.2023. Subsequently, Mrs. Palak Garg was appointed as Chairperson of Stakeholders Relationship Committee in place of Mrs. Sumiran Aggarwal w.e.f. 14.08.2023.

(b) Name and designation of compliance officer:

Mr. Dheeraj Kumar, Company Secretary is the Compliance Officer.

(c), (d), (e) Number of shareholders complaints received so far, Number not solved to the satisfaction of shareholder and Number of pending complaints:

During the year 10 Nos. of complaints were received from various shareholders and all of them have been replied/resolved to the satisfaction of the complainants. As on date there is no pending complaint.

SHARE TRANSFER COMMITTEE

Mr. Suraj Prakash Choudhary, Independent Director and Mrs. Palak Garg, Independent Director are the Members of the Committee. During the year under review Mrs. Sumiran Aggarwal, director and Member of the Share Transfer Committee has been resigned w.e.f 04.07.2023. Subsequently, Mrs. Palak Garg was appointed as member of Share Transfer Committee in place of Mrs. Sumiran Aggarwal w.e.f. 14.08.2023. During the year under review Meetings of Share Transfer Committee were held every transaction/fortnight.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Corporate Social Responsibility Committee constituted pursuant to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and CSR Committee recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Act and amount of expenditure to be incurred on such activities/programs and to monitor the Corporate Social Responsibility Policy from time to time. Mr. Suraj Prakash Choudhary, Independent Director, Mr. H. C. Verma, Director and Mr. Dinesh Kumar Yadav, Whole Time Director are the Members of the Committee. Mr. Suraj Prakash Choudhary is the Chairperson of the Committee.

The Corporate Social Responsibility Policy of the Company is available on the weblink of the Company <http://www.novaironsteel.com/pdfs/CSR%20Policy.pdf>.

6. Remuneration of Directors
(a) All pecuniary relationship or transactions of the non-executive directors

The Non-Executive Directors had no pecuniary relationship or transactions with the Company in their personal capacity during the year under review.

(b) Criteria of making payments to non-executive directors

Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees; regulated by the Nomination and Remuneration Committee of the Board. The policy provides the criteria and qualification for appointment of Directors, KMP, remuneration to them. The Policy is also available on the website of the Company www.novaironsteel.com in the investor section. (Also refer Annexure – 2 of Board’s Report).

The remuneration to the Whole-time Director(s) is paid on the scale determined by the Nomination and Remuneration Committee within the limits approved by the Shareholders at the General Meeting. The Non-Executive, Independent Directors, are entitled to sitting fees for attending meetings of the Board, its committees.

(c) Disclosure with respect to remuneration:

SN	Name of Director	Element of Remuneration Package	Details of fixed component	Sitting fee Paid/Payable	Service Contract, Notice period, severance fee	Stock option details, if any	No of shares held by non - executive directors
1	Mr. H.C. Verma (Director)	-	-	-	-	-	-
3	Mr. Dinesh Kumar Yadav (Whole Time Director)	1980000	Fixed	-	Contract for five years. Notice period three months.	-	-

					Salary in lieu of notice short of agreed period.		
5	Mrs. Palak Garg (Woman Independent Director)	-	-	78000 (including conveyance)	-	-	-
6	Mr. Suraj Prakash Choudhary (Independent Director)	-	-	195000 (including conveyance)	-	-	-

7. General Body Meetings

Sr. No.	Last three AGM	2020-21	2021-22	2022-23
(a)	Location and time, where last three annual general meetings held;	31/12/2021 adjourned 07/01/2022 at 11:30 am through VC/OAVM	30/11/2022 at 11:30am through VC/OAVM	23/09/2023 at 01:00 pm through VC/OAVM
(b)	Whether any special resolution passed in the previous three annual general meeting	(i) Appointment of and Remuneration to be paid to Sh. Dinesh Kumar Yadav (DIN 07051856) as Director (Technical) of the Company	NIL	(i) Appointment of Mrs. Palak Garg (DIN: 10264720) as an Independent Director (ii) Raising of funds through secured/unsecured loan with an option to convertible into securities
(c)	Whether any special resolution passed last year through postal ballot-details of voting pattern	No		
(d)	Person who conducted the postal ballot exercise	NA		
(e)	Whether any special resolution is proposed to be conducted through postal ballot	NA		
(f)	Procedure for postal ballot	NA		

Extraordinary General Meetings

The detail of Extraordinary General Meetings held during the preceding three years and special resolutions passed as under:

Date and Time	Location	Special Resolution passed
05th Day of May 2022 AT 11:30	Through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")	Nil

8. Means of Communication

(a) Quarterly Results:

Prior intimation of Board Meeting where to consider and approve Unaudited/Audited Financial Results of the Company and approved quarterly results along with limited review report are given to the Stock Exchanges and also disseminated on the website of the Company at www.novaironsteel.com

(b) Newspapers wherein results normally published:

The Company normally publishes quarterly, half yearly and annual financial results in Financial Express, English daily, in Jansatta, a Hindi daily and SamvetShikhar, regional daily widely circulated.

(c) Any website, where displayed:

Company’s website www.novaironsteel.com

(d) Official news release:

Official new releases including news on financial results of the company are sent to the Stock Exchange and the same are simultaneously hosted on the website of the Company.

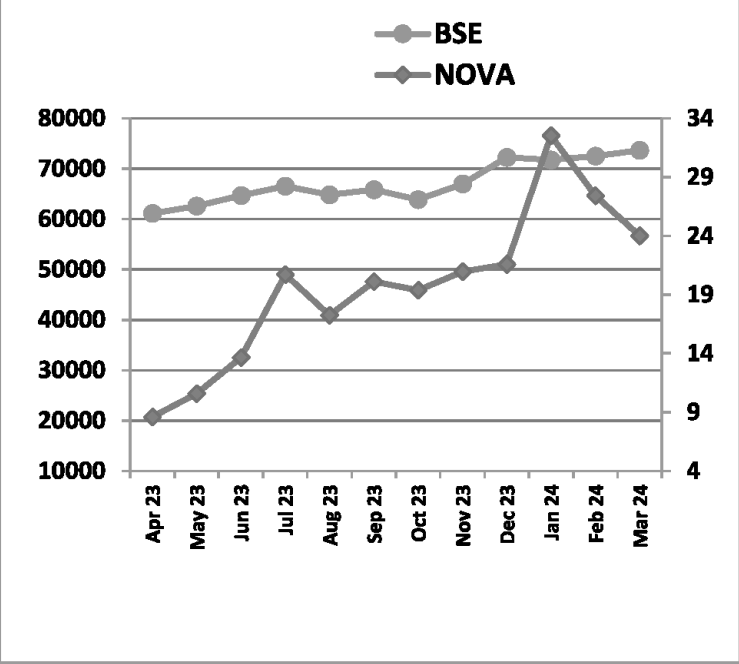
(e) Presentations made to institutional investors or to the analysts:

All price sensitive information is promptly intimated to the Stock Exchanges before releasing to the Media, other stakeholders and uploading on Company website.

9. General Shareholder Information

(a)	Annual General Meeting for the year ended 31st March 2024	:	23 rd September, 2024 at 1:00 PM through VC/OAVM		
(b)	Financial Year	:	1 st April to 31 st March		
(c)	Financial reporting for the quarter ending	:		Financial results for the period Ended	Dates
				30 th June 2023	August 2023
				30 th September 2023	December 2023
				31 st December 2023	February 2024
				31 st March 2024	August 2024

(d)	Dividend Payment date	:	No dividend is recommended for the financial year ended 31 st March 2024			
(e)	Dates of Book Closure	:	17/09/2024 to 23/09/2024			
(f)	The name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of stock exchange(s)	:	Bombay Stock Exchange Payment of Annual Listing fee upto 2023-24 has been paid			
(g)	Stock Code	:	513566			
(h)	ISIN	:	INE608C01026			
(i)	Market Price date- high, low during each month in last financial year	:	Month	High (Rs. Per share)	Low (Rs. Per share)	Volume No. of Shares
			Apr-23	13.67	7.91	98452
			May-23	10.58	8.18	64934
			Jun-23	13.67	9.83	154809
			Jul-23	23.33	14.35	207207
			Aug-23	20.29	14.3	87124
			Sep-23	23.08	16.6	117889
			Oct-23	20.13	18.24	91402
			Nov-23	21.65	17.77	114023
			Dec-23	22.34	18.9	185839
			Jan-24	39.69	21.8	311902
			Feb-24	39.5	26.6	376007
			Mar-24	31.5	23	144121
(j)	Performance in comparison to broad-bases BSE Sensex:	:				

		 <table border="1"> <caption>Share Price Comparison (Approximate Values)</caption> <thead> <tr> <th>Month</th> <th>BSE Price</th> <th>NOVA Price</th> </tr> </thead> <tbody> <tr><td>Apr 23</td><td>60,000</td><td>9</td></tr> <tr><td>May 23</td><td>62,000</td><td>12</td></tr> <tr><td>Jun 23</td><td>65,000</td><td>14</td></tr> <tr><td>Jul 23</td><td>68,000</td><td>19</td></tr> <tr><td>Aug 23</td><td>65,000</td><td>17</td></tr> <tr><td>Sep 23</td><td>66,000</td><td>18</td></tr> <tr><td>Oct 23</td><td>64,000</td><td>17</td></tr> <tr><td>Nov 23</td><td>68,000</td><td>18</td></tr> <tr><td>Dec 23</td><td>72,000</td><td>19</td></tr> <tr><td>Jan 24</td><td>75,000</td><td>33</td></tr> <tr><td>Feb 24</td><td>72,000</td><td>24</td></tr> <tr><td>Mar 24</td><td>74,000</td><td>22</td></tr> </tbody> </table>	Month	BSE Price	NOVA Price	Apr 23	60,000	9	May 23	62,000	12	Jun 23	65,000	14	Jul 23	68,000	19	Aug 23	65,000	17	Sep 23	66,000	18	Oct 23	64,000	17	Nov 23	68,000	18	Dec 23	72,000	19	Jan 24	75,000	33	Feb 24	72,000	24	Mar 24	74,000	22
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(k)	In case the securities are suspended from trading, the director report shall explain the reason thereof;	: NA																																							
(l)	Registrar and share transfer agents	: M/s Skyline Financial Services Private Limited D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi -110020. Ph: 011-40450193 to 97 Fax: 011-30857562																																							
(m)	Investor Grievances and Share transfer system	: <p>The Company has a Board-level Stakeholders’ Relationship Committee to examine and redress investors’ complaints. The status on complaints and share transfers are reported to the entire Board.</p> <p>As per Regulation 40 of SEBI Listing Regulations, as amended, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Provided that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.</p> <p>Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the cutoff date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.</p>																																							

		<p>SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated all listed companies to issue securities in dematerialized form only, while processing the service request of issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.</p> <p>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 dematerialised form.</p> <p>Also, share transactions in electronic form can be effected in a much simpler and faster manner. After a confirmation of a sale /purchase transaction from the broker, shareholders should approach the Depository Participant ('DP') with a request to debit or credit the account for the transaction. The DP will immediately arrange to complete the transaction by updating the account. Shareholders should communicate with Skyline Financial Services</p> <p>Private Limited the Company's Registrars and Transfer Agent ('RTA') quoting their folio number or Depository Participant ID ('DP ID') and Client ID number, for any queries to their securities.</p>																																								
(n)	Distribution of shareholding	<table border="1"> <thead> <tr> <th>Range</th> <th>Number of Shareholders</th> <th>No. of shares</th> <th>% age</th> </tr> </thead> <tbody> <tr> <td>1-500</td> <td>154794</td> <td>6424084.00</td> <td>17.78</td> </tr> <tr> <td>501-1000</td> <td>492</td> <td>354089.00</td> <td>0.98</td> </tr> <tr> <td>1001-2000</td> <td>253</td> <td>348104.00</td> <td>0.96</td> </tr> <tr> <td>2001-3000</td> <td>84</td> <td>205272.00</td> <td>0.57</td> </tr> <tr> <td>3001-4000</td> <td>30</td> <td>103851.00</td> <td>0.29</td> </tr> <tr> <td>4001-5000</td> <td>21</td> <td>100119.00</td> <td>0.28</td> </tr> <tr> <td>5001-10000</td> <td>42</td> <td>310431.00</td> <td>0.86</td> </tr> <tr> <td>10000 & above</td> <td>53</td> <td>28293538.00</td> <td>78.29</td> </tr> <tr> <td>Total</td> <td>155769</td> <td>36139488.00</td> <td>100.00</td> </tr> </tbody> </table>	Range	Number of Shareholders	No. of shares	% age	1-500	154794	6424084.00	17.78	501-1000	492	354089.00	0.98	1001-2000	253	348104.00	0.96	2001-3000	84	205272.00	0.57	3001-4000	30	103851.00	0.29	4001-5000	21	100119.00	0.28	5001-10000	42	310431.00	0.86	10000 & above	53	28293538.00	78.29	Total	155769	36139488.00	100.00
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(o)	Dematerialization of shares and liquidity	<p>Demat facility for demat of shares is available of both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).</p> <p>As at 31st March, 2024, 30008640 Equity shares out of 36139488 Equity Shares of the Company, forming 83.04% of the Company's paid-up capital are held in the dematerialized form. The Company's shares are liquid and actively traded on the BSE.</p>																																								

(p)	Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity	:	Nil
(q)	Commodity price risk or foreign exchange risk and hedging activities	:	Nil
(r)	Plant locations	:	Village Dagori, Tehsil Belha, Distt Bilaspur, Chhattisgarh - 495224
(s)	Address for correspondence	:	Village Dagori, Tehsil Belha, Distt Bilaspur, Chhattisgarh - 495224
(t)	list of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.	:	NA

10. General Disclosures

(a) Related party transactions

The particulars of transactions between the company and its related parties as per the Indian Accounting Standard “Related Party Disclosures” are disclosed in Notes to Financial Statements. However, these transactions are not likely to have any conflict with the Company’s interest. All related party transactions are on arms’ length price, and are in the ordinary course of business. The company has adopted the Related Party Transaction policy which is also available on the website of the Company at <https://www.novaironsteel.com/pdfs/Related%20Party%20Transaction%20policy.pdf>

(b) Compliances

The Company has complied with the material requirements of the Stock Exchanges, SEBI and other Statutory Authorities on matters related to capital markets.

(c) Vigil Mechanism, Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee.

Refer to details of establishment of Vigil/Whistle Blower Policy of Board’s Report. The Policy empower

any person associated with the organization to file a grievance if he/ she notices any irregularity. No person has been denied access to the Audit Committee for any grievance.

(d) Detail of compliance with mandatory and non-mandatory requirements:

The Company has fully complied with the mandatory requirements of SEBI (LODR) Regulations, 2015. Adoption of non-mandatory requirements under SEBI (LODR) Regulations, 2015 are reviewed by the Board from time to time.

(e) Web link where policy for determining material subsidiaries is disclosed:

Company does not have a Material Subsidiary as defined under Regulation 16(1)(c) of the SEBI (LODR) Regulations, 2015. Company shall formulate a policy to determine material subsidiary as and when considered appropriate in the future.

(f) Web link where policy on dealing with related party transaction:

weblink: <http://www.novaironsteel.com/pdfs/Related%20Party%20Transaction%20policy.pdf>

(g) Disclosure of commodity price risks and commodity hedging activities:

Not Applicable

(h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

Not Applicable

(i) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

Total fees for all services paid by the listed entity to the statutory auditor is Rs. 5 Lakhs per annum.

Certification on Corporate Governance

The Company has obtained a Certificate as stipulated in SEBI (LODR) Regulations, 2015 regarding compliance of conditions of Corporate Governance and a certificate from Company Secretary in Practice regarding Non – Disqualification of Directors are enclosed as Annexure at 9 and 11.

Whole Time Director and CFO Certification

As required under SEBI (LODR) Regulation, 2015, the Certificate of Whole Time Director/ Chief Financial Officer of the Company regarding Financial Statements for the year ended 31/03/2024 is at Annexure-10.

Disclosure with respect to demat suspense account/unclaimed suspense account: NIL**Company's Policy on Prohibition of Insider Trading**

The Company has formulated a Policy for Prohibition of Insider Trading to deter the insider trading in the securities of the Company based on the unpublished price sensitive information. The policy envisages procedures to be followed and disclosures to be made while dealing in the securities of the Company. The company has also implemented the Structured Digital Database software. The full text of the policy is available on the weblink <http://www.novaironsteel.com/pdfs/Insider%20Trading%20Policy.pdf>.

Other Useful Information for Shareholders**Updation of E-mails for receiving notice/documents in e-mode:**

The Ministry of Corporate Affairs (MCA) has through its circular issued in 2011, allowed service of documents by companies including Notice calling General Meeting(s), Annual Report etc., to their shareholders through electronic mode.

In accordance of the same, company has been sending notice calling General Meetings, Annual Report and other documents in electronic mode to the shareholders on their email addresses who has registered their email address with the Company/RTA and they may inform the company/RTA in case the shareholders wish to receive the above documents in physical form.

The shareholders who have not registered their email addresses with the Company are requested to kindly register their e-mail addresses with the Company.

Dematerialisation of Shares

Members are advised to consider dematerialization of their shareholding so as to avoid inconvenience involved in the physical shares such as mutilation, possibility of loss/misplacement, delay in transit etc. ISIN No. for dematerialisation of Equity Shares is INE608C01026 and Security Symbol in BSE is NOVIS. As per SEBI Circular SEBI/LAD-NRO/GN/2018/24 dated 08th June 2018, as amended to date, shareholders are advised to dematerialized their physical securities, since requests for transfer (except transmission or transposition) only be processed after dematerialized of physical securities.

Update your Correspondence Address/Bank Mandate/Email Id

To ensure all communication benefits received promptly, all shareholders holding shares in physical, demat form are requested to notify to the Company or their respective DPs, change in their address/bank details/email id instantly by written request under the signatures of sole/first joint holder.

Quote Folio No./DP ID No.

Shareholders/Beneficial Owners are requested to quote their Folio Nos./DP ID Nos., as the case may be, in all correspondence with the Company and their E-mail IDs, Contact/Fax numbers for prompt reply to their correspondence.

Place: New Delhi

Dated: 14/08/2024

(H.C. Verma)
Chairperson
DIN 00007681

CERTIFICATE
(Under Schedule V(E) of the SEBI (LODR) Regulations 2015

To
The Members of
Nova Iron & Steel Limited

We have examined the relevant record of Nova Iron & Steel Limited for the purpose of certifying the compliance of conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015 for the year ended 31st March 2024.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the conditions of Corporate Governance, as stipulated in SEBI (LODR) Regulations, 2015 for the year ended 31st March, 2024.

For KV Bindra & Associates
Company Secretaries
Membership No. 10074
C.P No.12962
Peer Reviewer No. 2522/2022
UDIN: F010074F0010I6024

Place: Mohali
Dated: 14.08.2024

Annexure-10**CERTIFICATION OF WHOLE TIME DIRECTOR AND CFO
(Under Regulation 17(8) of SEBI (LODR) Regulations, 2015)****To****The Board of Directors****Nova Iron & Steel Limited**

We hereby Certify that,

- a. we have reviewed the financial statements and the cash flow statement for the year 2023-24 and to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. to the best of our knowledge and belief, no transactions entered into by the Company during the year 2023-24 are fraudulent, illegal or violative of the Company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the auditors and the Audit Committee, deficiencies, if any, in the design or operation of the internal control, of which We are aware of and steps have taken or propose to take to rectify these deficiencies.
- d. We have also indicated to the Auditors and the Audit Committee -
 - There has not been any Significant changes in internal control over the financial reporting during the year
 - There has not been any Significant changes in accounting policies during the year except in respect of depreciation and the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which I 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 the financial reporting.

Place: New Delhi**Dated: 14/08/2024****Dinesh Kumar Yadav
Whole Time Director
DIN 07051856**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Nova Iron and Steel Limited
Village Dagori, Tehsil Belha, Distt. Bilaspur
Chhattisgarh

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Nova Iron and Steel Limited having CIN: L02710CT1989PLC010052 and having registered office at Village Dagori, Tehsil Belha, Distt. Bilaspur, Chhattisgarh 495224 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have 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 other Statutory Authority

Sr. No.	Name of Director	DIN	Date of Appointment
1.	Hardev Chand Verma	00007681	05/08/2013
2.	Palak Garg	10264720	14/08/2023
3.	Dinesh Kumar Yadav	07051856	14/08/2021
4.	Suraj Prakash Choudhary	09241286	14/08/2021

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For KV BINDRA AND ASSOCIATES
(Company Secretaries)

Karan Vir Bindra
(Proprietor)

Membership No. FCS 10074

Certificate of Practice No.: 1 2962

UDIN: F010074F001015199

Peer Review Certificate No. 2522/2022

Place: - Mohali

Date: - 14.08.2024

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This report is an integral part of the Board Report. The objective of this report is to convey the Management's perspective on the external environment and steel industry, as well as strategy, operating and financial performance, material developments in human resources and industrial relations, risks and opportunities, and internal control systems and their adequacy in the Company during the Financial Year 2023-24

Industry Structure and Development

In 2023, the world crude steel production reached 1,892 million tonnes (MT) as per data released by World Steel Association. World Steel Association in its Short-Range Outlook, April 2024 forecasts that steel demand will grow by 1.7% in 2024 and reach 1,793.1 MT after contracting by 1.1% in 2023. In 2025, steel demand will see a further increase of 1.2% to 1,815.2 MT. India's steel production is estimated to grow 4-7% to 123-127 MT in FY24.

Real GDP has been estimated to grow by 8.2% in FY 2023-24 as compared to the growth rate of 7.0% in FY 2022-23. Nominal GDP has witnessed a growth rate of 9.6% in FY 2023-24 over the growth rate of 14.2% in FY 2022-23 which was better than what was estimated earlier. Growth rate in consumption of steel is 13.6 in 2023-24 as compared to 13.6 in 2022-23.

Despite Russia's invasion of Ukraine and above-average energy prices, India remains a bright spot in the global steel industry and the steel demand in the country is expected to show a healthy growth of 8.6% and 7.7% in 2023 and 2024 compared to a global growth of 1.8% and 1.9%, respectively. EU steel-using sector's output continued to grow up to the second quarter of 2023, displaying unexpected resilience. The Steel Weighted Industrial Production index (SWIP) increased further (+0.8%, following +2.6% in the first quarter of 2023)

The Company has obtained various approvals from Ministry of Environment, Forest and Climate Change (MOEFCC) and CECB for expansion 1.0 MTPA Coal Washery with Coal Handling System towards self-dependence to meet our requirement and 100 TPD capacity of Kiln – 2 Nos. with WHRB based CPP. The Company is taking all necessary measures in terms of mitigating the impact of the challenges being faced in the business. The company is also working on structural cost reduction by strengthening the reduction of fixed costs, among others and closely monitoring the supply chain to ensure that the manufacturing facilities operate smoothly.

Opportunity and Threat

Ministry of Steel is providing financial assistance for pursuing Research & Development to address the technological challenges faced by the Iron & Steel sector. In this regard, in May 2023, Ministry of Steel has sought R&D Project proposals in joint collaborative mode from reputed Academic Institutions, Research Laboratories and Steel Companies for pursuing R&D projects on the identified thrust areas, for providing financial assistance under the R&D Scheme for the Financial Year 2023-24. The thrust areas for providing financial assistance under the R&D Scheme include development of new alternate processes & technologies to address the burning issues faced by the Iron & Steel Sector such as climate change (green steel production, H2 based steel production, CCUS etc.), waste utilization, resource efficiency, etc.

India has emerged as the strongest driver of steel demand growth since 2021. The growth is backed by a booming construction sector with private consumption as well as robust Government expenditure fueling

infrastructure and capital goods as well. Automotive also performed better than expected while consumer durables industry underperformed in the inflationary environment. Coking coal prices softened towards the end of the financial year and imports from China squeezed margins for domestic players while pulling down international steel prices. The growth projection for India's GDP in the FY2024-25 is expected to be 6.8% reflecting both global and domestic optimism in the Country's economy on the back of robust manufacturing activity and infrastructure spending. India is expected to retain its tag of the fastest growing large economy.

The developed world is also expected to show a strengthening recovery with 1.3% in 2024 and 2.7% in 2025, as it is expected to see steel demand finally show a meaningful uptick in the EU in 2025 and continued resilience in the US, Japan, and Korea.

China, being the largest producer of steel making process consumables, is a major determinant of the price trends of these consumables. Though the prices of these consumables have been on a gradual decline over the months, changes in market sentiment in China has the potential to affect the volatility of these materials. Changes in statutory and sustainability norms in importing/exporting countries pose a threat to the reliability of the supply chain.

Imports have displayed consistent volatility throughout 2023, mirroring the fluctuations seen in the three preceding years. After the outbreak of COVID-19, imports surged again for certain products and showed some volatility over the second half of 2020. However, the increase became much more pronounced during 2021, particularly over the second and third quarters, reaching high levels in historical terms. This development mirrored buoyant steel demand conditions up to end-2021, while volatility continued over the fourth quarter of 2021 and throughout 2022. Reflecting much weaker demand since the first quarter of 2022, imports have been declining in volumes over the second half of 2022 and until the second quarter of 2023, albeit continuing to show volatility. However, over the entire year 2022, imports remained at elevated historical levels, resulting in very high import shares out of apparent consumption (28%), as well as in a widening trade deficit vis-à-vis third countries.

Segment wise performance

The Company is engaged in the manufacturing/trading of Iron & Steel, business which is considered the only business segments. The turnover of the Company is Rs. 563.80 crore during the year.

Outlook

Company is in the process of increasing the sponge iron production capacity from 500 TPD to 700 TPD with Captive Power Plant of 26 MW in phased manner.

The Company is taking all necessary measures in terms of mitigating the impact of the challenges being faced in the business. The company is also working on structural cost reduction by strengthening the reduction of fixed costs, among others and closely monitoring the supply chain to ensure that the manufacturing facilities operate smoothly.

Others:

For Risk and Concern, Inter Control System and their Adequacy, Financial Performance with respect to operation performance, Material Development in Human Resources/Industrial Relations front, including number of people employed please refer to Board Report.

CAUTIONARY STATEMENT

The above Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be “forward looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include external economic conditions affecting demand/supply influencing price conditions in the market in which the Company operates, changes in Government regulations, tax laws, and other incidental factors.

INDEPENDENT AUDITOR'S REPORT**To the Members of Nova Iron and Steel Limited**

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the standalone financial statements of Nova Iron and Steel Limited ("the Company"), which comprise the balance sheet as at March 31, 2024, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis of Qualified Opinion section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its loss, changes in equity and its cash flows for the year ended on that date.

Basis of Qualified Opinion

- a) The Company has not facilitated us with direct confirmations from outstanding trade receivables of Rs. 2,060.84 lakhs, trade payables of Rs. 3,209.70 lakhs, security deposits of Rs. 177.02 lakhs and advances to suppliers of Rs. 3,768.53 lakhs including capital advances of Rs. 712.20 lakhs as a result of which reconciliation process and consequential adjustments (if any) has not been carried out. Accordingly, we are unable to comment on the carrying value of such items in the financial results and their possible effects on the financial position of the company. Further, with regards to the security deposits of the company, the company in the absence of sufficient information, were not able to comply with the requirements of Ind AS 109 in measuring such deposits at amortised cost. Accordingly, we cannot comment on the carrying amount of these balances and their consequential impact on financial position of the company.
- b) We draw your attention to Note No. 17 of the accompanying financial statements with regards to unsecured borrowings of the company from other parties amounting to Rs. 8,417.61 lakhs outstanding as at March 31, 2024 in respect of which confirmations from the respective lenders have not been facilitated. Further, due to non-availability of loan agreements and other audit evidence for the borrowings of Rs. 8,417.61 lakhs outstanding as at March 31, 2024, we cannot comment on the adjustments, if any, that may be required to carrying value of the aforesaid balances in the financial results along with impact on finance costs, classification into current and non-current borrowings, secured and unsecured borrowings and related disclosures as required under Schedule - III to the Companies Act, 2013 and applicable Ind AS.
- c) We draw your attention to Note No. 17 of the accompanying financial statements with regards to unsecured borrowings of the company from related party amounting to Rs. 15,158.79 lakhs as at March 31, 2024, the company has received the legal notice of Rs. 28,836.79 lakhs (including interest till June 30, 2023) dated August 02, 2023 asking to repay the amount. Further, the lender has approached NCLT against the company under Insolvency and Bankruptcy Code (IBC), 2016. The company has not adjusted the carrying amount in line with the aforesaid legal notice. Further, no disclosures have been made regarding the contingency of such claim. Had the adjustments been made by the company, the borrowings would have been increased by Rs. 13,678.00 lakhs and net worth would have been reduced by Rs. 13,678.00 lakhs.
- d) We draw your attention to Note No. 7 of the accompanying financial statements with regards to investments held by the Company amounting to Rs. 261.58 lakhs. The company has not determined fair value of investment as at March 31, 2024, in line with the requirement of Ind AS 109.

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

Emphasis of Matter

- a) We draw your attention to Note No 37B of the accompanying financial statements, the company has reviewed useful lives of plant & machinery w.e.f. April 01, 2023 and changed depreciation method from Straight Line Method (SLM) to Written Down Value (WDV) method w.e.f. same date. Corresponding to these changes in accounting estimates, depreciation on Property, Plant and Equipment (PPE) has been increased by Rs. 3,463.40 lakhs during the current financial year.

Our opinion is not modified in respect of these matters.

Material uncertainty relating to going concern

We draw attention to Note No 46 in the financial statements with regard to the assessment of going concern of the company. The Company's accumulated losses are Rs. 19,158.48 lakhs as at 31 March, 2024 and, as on that date, the Company's current liabilities exceeded its current assets by Rs. 5,056.73 lakhs giving rise to apprehension of the company's ability to maintain going concern. Nevertheless, the financial statements of the company have been prepared on going concern assumption for the reasons stated in the note supra. Our opinion is not modified in this respect.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, 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.

Key audit matter	How our audit addressed the key audit matter
<p>a) Assessment of litigations and related disclosure of contingent liabilities</p> <p>Refer to Note No 34 to the standalone financial statements which describes contingent liabilities.</p> <p>As at March 31, 2024, the company has exposure towards litigations relating to various matters set out in the aforesaid notes.</p> <p>Significant management judgement is required to assess such matters to determine probability of occurrence of material outflow of economic resources and whether a provision should be recognised, or a disclosure should be made.</p>	<p>Our audit procedure included the followings:</p> <p>(a) We understood, assessed the effectiveness of controls surrounding the assessment of litigations.</p> <p>(b) We discussed with management about the pending material litigations, their possible effects on the financial position of the company and their current status.</p> <p>(c) We performed an independent exercise to identify possible material litigation which may not have been disclosed to us.</p> <p>(d) We evaluated the management's assessment around those matters that are not disclosed or not considered as contingent liability.</p> <p>(e) We assessed the adequacy of the company's disclosure.</p>

<p>As the ultimate outcome of the matters are uncertain and the positions taken by the management are based on their best estimates and judgements, it is considered to be a key audit matter.</p>	
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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 Directors’ report but does not include the financial statements and our auditor’s report thereon.

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

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

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

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

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

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the

aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except that the company has not used accounting software which has a feature of recording audit trail of each and every transactions.
- c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended, except for the departure from certain Indian Accounting Standard as disclosed under the aforesaid financial statements and related qualification under *Basis of Qualified Opinion* section of our report.
- e) The observations or comments on the financial transactions or matters which may have adverse effect on the functioning of the company have been reported under *Basis of Qualified Opinion* and *Emphasis of Matter* section of our report.
- f) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- g) 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".
- h) In our opinion, the management remuneration for the year ended 31 March, 2024 has been paid / provided by the company to its director in accordance with the provisions of Section 197 read with Schedule V to the Act.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed pending litigation under contingent liabilities under note no 34 of the aforesaid financial statements.
- (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 (if any).
- (iv) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (i) and (iv) (ii) contain any material mis-statement.

(iv) The company has neither declared nor paid any dividend during the year.

(v) The company has not used accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility during the year. Further, in the absence of required accounting software, rest of the matters required under this rule has not been commented upon.

For and on behalf of
MNRS & ASSOCIATES
Chartered Accountants
FRN: 018340N

Neeraj Kumar Agarwal
Partner
M.No: 503441
UDIN: 24503441BKEZLB4268

Place: New Delhi
Date: 05-August-2024

Annexure A to the Independent Auditor's Report of Even Date on the Standalone Financial Statements of Nova Iron and Steel Limited

Based on audit procedures performed for the purpose of reporting a true and fair view on the financial statement of the company 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 and to the best of our knowledge and belief, we state that-

(i) (a) (A) The company is not maintaining proper records showing full particulars, including quantitative details and situation of property, plant, and equipment.

(B) The company does not have intangible assets. Accordingly, the provisions of clause 3(i) (a) (B) of the Order are not applicable.

(b) The property, plant and equipment have been physically verified by the management of the company at reasonable intervals.

(c) The title deeds of all the immovable properties (other than properties where the company is a lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note no. 5 to the standalone Ind AS financial statements are held in the name of the company, except those as indicated in the below mentioned cases as at 31st March, 2024 for which title deeds/ lease arrangement are not in the name of the Company:

Description of property	Gross carrying value (In Rs. Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held	Reason
Land	33.47	Mr Sunil Gupta	No	Since 2012 till date	Not available
Land	160.87	Mr R.K. Rastogi	No	Since 2012 till date	Not available

(d) The company has not revalued its property, plant and equipment (including right-of-use assets) during the year ended 31st March, 2024. Accordingly, the provisions of clause 3(i) (d) of the Order are not applicable.

(e) There are no proceedings that have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) (a) The inventories have been physically verified by the management of the company at reasonable intervals.

(b) The company has not been sanctioned any working capital limits during the year. Accordingly, the provisions of clause 3(ii) (b) of the Order are not applicable.

(iii) (a) During the year the company has provided loans to other parties and the details of which are given below:

Particulars	Amount (In Rs. Lakhs)
Aggregate amount granted/ provided during the year:	22.15
(i) Any other parties	

Balance outstanding as at balance sheet date in respect of above cases: (i) Any other parties	14.07
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(iii) (b) The terms and conditions of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.

(iii) (c) The schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular.

(iii) (d) No amount in respect of loans and advances is overdue. Hence, reporting under the said clause is not required.

(iii) (e) No loans or advances granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties. Hence, reporting under the said clause is not required.

(iii) (f) The company has granted loan repayable on demand to one of its director. The details of which are as hereunder:

Particulars	Amount (In Rs. Lakhs)
Aggregate amount of loan granted	1.40
Percentage to the total loans granted	6.32%
Aggregate amount of loan granted to promoters, related parties	1.40

(iv) In respect of loans, investments, guarantees, and security, the provisions of section 185 and 186 of the Companies Act have been complied with.

(v) The company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) Maintenance of cost records has been specified by the Central Government u/s 148(1) of the Companies Act, 2013. Further, based on the communication with the cost auditor of the Company, the specified accounts and records have been made and maintained.

(vii) (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax and any other statutory dues applicable to it.

(b) There are no statutory dues as referred to in sub-clause (a) pending on account of any dispute except those mentioned hereunder:

Name of the Statute	Nature of the Dues	Amount (In Rs. Lakhs)	Period	Forum where dispute is pending
Excise Duty*	MODVAT credit disallowed	72.62	AY 2004-05	CESTAT
Excise Duty*	Demand	2.90	AY 2007-08	Central Commissioner of Excise

Excise Duty*	Demand	57.58	Oct 1999 to Mar 2004	Central Commissioner of Excise
Excise Duty*	Demand	126.70	April 2007 to July 2011	Central Commissioner of Excise
VAT*	Demand	530.60	AY 2003-04	Additional Commissioner of Commercial Tax
VAT*	Demand	594.08	AY 2004-05	Additional Commissioner of Commercial Tax
Entry Tax*	Demand	5.05	AY 2006-07	Additional Commissioner of Commercial Tax
Income Tax	Demand	659.25	AY 2018-19	CIT(A)
Income Tax	Demand	299.05	AY 2017-18	CIT(A)
Income Tax	Demand	397.87	AY 2016-17	CIT(A)
Income Tax	Demand	0.33	AY 2014-15	CIT(A)
Income Tax (TDS)	Demand	349.60	AY 2019-20	CIT(A)

*We have not received sufficient information pertaining to these disputed dues. However, the reporting has been brought forward from previously reported figures in earlier period(s).

(viii) There are no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Order are not applicable.

(ix) (a) The Company has not provided us with sufficient audit evidences with respect to borrowings of the Company. Therefore, we cannot comment on the provisions of clause 3(ix) (a) of the Order except for defaults as below:

Nature of borrowings	Name of the lender	Amount not paid on due date (In Rs. Lakhs)	Whether principal and interest	No. of days delay or unpaid	Remarks
Loans from related parties	Bhushan Power and Steel Limited	15,158.79	Principal and interest	--	Refer note 17 of the accompanying financial statements
Loan from other parties	Evergrowing Iron & Finvest Ltd.	700.00	Principal	--	Based on the arbitrage award made on the Company by the sole arbitrator.
Loan from other parties	Flawless Holdings & Ind. Ltd.	880.00	Principal	--	Based on the arbitrage award made on the Company by the sole arbitrator.

(b) The company has not been declared wilful defaulter by any bank or financial institution or government or any government authority. Accordingly, the provisions of clause 3(ix) (b) of the Order are not applicable.

(c) The company has not availed any term loan during the year. Accordingly, the provisions of clause 3(ix) (c) of the Order are not applicable.

(d) The company has not raised funds on short term basis during the year. Accordingly, the provisions of clause 3(ix) (d) of the Order are not applicable.

(e) The company does not have any subsidiary, associates, or joint ventures. Accordingly, the provisions of clause 3(ix) (e) of the Order are not applicable.

(f) The company does not have any subsidiary, associates, or joint ventures. Accordingly, the provisions of clause 3(ix) (f) of the Order are not applicable.

(x) (a) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, the provisions of clause 3(x) (a) of the Order are not applicable.

(b) The company has not made any preferential allotment or private placement of shares or fully, partly or optionally convertible debentures in terms of section 42 and 62 of the Companies Act, 2013. Accordingly, the provisions of clause 3(x) (b) of the Order are not applicable.

(xi) (a) No fraud by the company or on the company by its officers or employees has been noticed or reported during the year. Accordingly, the provisions of clause 3(xi) (a) of the Order are not applicable.

(b) During the year, no report u/s 143(12) of the Companies Act, 2013 has been filed in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) The company does not have adequate whistle blower process to handle anonymous complaints. Consequently, we have not received any whistle-blower complaint. Accordingly, we are unable to comment on the provisions of clause 3(xi) (c) of the Order.

(xii) The Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable.

(xiii) All transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and details of such transactions have been disclosed in the accompanying financial statements of the company as required by the applicable Indian Accounting Standards (Ind AS).

(xiv) (a) Based on the communication with the Internal Auditor of the Company, the company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit report for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) The company has not entered into any non-cash transactions with the directors or person connected with him. Accordingly, the provisions of clause 3(xv) of the order are not applicable.

(xvi) (a) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) (a) of the Order are not applicable.

(b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Accordingly, the provisions of clause 3(xvi) (b) of the Order are not applicable.

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the provisions of clause 3(xvi) (c) of the Order are not applicable.

(d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016). Accordingly, the provisions of clause 3(xvi) (d) of the Order are not applicable.

(xvii) The company has incurred cash losses amounting to Rs. 1,671.07 lakhs during the year. However, the company has not incurred cash losses in immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, the provisions of clause 3(xviii) of the Order are not applicable.

(xix) The Company's accumulated losses are Rs. 19,158.48 lakhs as at March 31, 2024 and, as of that date, the Company's current liabilities exceeded its current assets by Rs. 5,056.73 lakhs giving rise to apprehension of the company's ability to maintain going concern. Nevertheless, the financial statements of the company have been prepared on going concern assumption for the reasons stated in the note no 46 of the accompanying financial statements.

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. The management has, however, prepared the financial statements on going concern basis.

(xx) (a) The company is not covered under the provisions of the Section 135 of the Companies Act, 2013. Accordingly, the provisions of clause 3(xx) (a) of the Order are not applicable.

(b) The company is not covered under the provisions of the Section 135 of the Companies Act, 2013. Accordingly, the provisions of clause 3(xx) (b) of the Order are not applicable.

(xxi) The provisions of the clause 3(xxi) of the Order are applicable to the consolidated financial statements of the holding (parent) company. The accompanying financial statements not being the financial statements of holding (parent) company, the provisions of the said clause of the Order are not applicable.

For and on behalf of
MNRS & ASSOCIATES
Chartered Accountants
FRN: 018340N

Neeraj Kumar Agarwal
Partner
M. No: 503441
UDIN: 24503441BKEZLB4268

Place: New Delhi
Date: 05 August 2024

Annexure B to the Independent Auditor's Report of Even Date on the Standalone Financial Statements of Nova Iron and Steel Limited**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Nova Iron and Steel Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Qualified Opinion

We draw your attention to the 'Basis of Qualified Opinion' and "Emphasis of Matter" paragraph of our report of even date on standalone financial statements of the company. Further attention is invited to the qualified / adverse comments on the reports under Companies (Auditor's Report) Order, 2020.

Subject to aforesaid qualification / adverse comments which have arisen out of material weakness in the financial control over financial reporting over the years, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of 31 March 2024.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of 31 March 2024.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the 31 March 2024 and the effects of these material weaknesses on our opinion on the standalone financial statements of the Company has been disclosed under Basis of Qualified Opinion section of our report.

For and on behalf of
MNRS & ASSOCIATES
Chartered Accountants
FRN: 018340N

Neeraj Kumar Agarwal
Partner
M.No: 503441
UDIN: 24503441BKEZLB4268

Place: New Delhi
Date: 05-August-2024

NOVA IRON AND STEEL LIMITED
CIN : L02710CT1989PLC010052
Standalone Balance Sheet as at 31 March, 2024
(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

Particulars	Note	As at	
		31-March-2024	31-March-2023
ASSETS			
NON-CURRENT ASSETS			
(a) Property, Plant & Equipment	5	17,160.43	35,702.27
(b) Capital Work In Progress	5A	2,540.09	-
(c) Right-of-use Assets	6	391.83	397.28
(d) Intangible Assets under development	5B	21.61	-
(e) Financial Assets:			
(i) Investments	7	261.57	274.44
(ii) Loans	8	4.26	491.16
(iii) Other	9	561.82	53.06
(f) Other Non Current Assets	10	954.85	752.53
Total		21,896.44	37,670.74
CURRENT ASSETS			
(a) Inventories	11	2,001.21	7,857.22
(b) Financial Assets:			
(i) Loans	8	9.81	-
(ii) Trade Receivables	12	2,060.84	80.68
(iii) Cash and Cash Equivalents	13	274.13	95.42
(iv) Bank Balances other than the (ii) above	14	-	-
(v) Other	9	77.93	82.43
(c) Other Current Assets	10	3,096.17	4,044.39
(d) Income tax assets (net)	-	130.62	60.87
Total		7,650.71	12,221.02
Total Assets		29,547.15	49,891.76
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	15	3,613.95	3,613.95
(b) Other Equity	16	-19,158.50	-8,882.02
Total		-15,544.55	-5,268.07
LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial liabilities			
(i) Borrowings	17	31,877.07	31,270.88
(ii) Lease liabilities	18	80.23	80.24
(iii) Other financial liabilities	19	164.88	100.99
(b) Provisions	20	181.77	189.09
(c) Other non-current liabilities	21	34.15	-
(d) Deferred Tax Liabilities (net)	22	46.16	3,543.82
Total		32,384.26	35,185.01
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	17	7,826.93	1,800.00
(ii) Lease liabilities	18	0.01	0.01
(iii) Trade Payables			
- total outstanding dues of micro and small enterprises	23	234.82	2.55
- total outstanding dues of creditors other than micro and small enterprises	23	2,974.89	8,931.77
(iv) Other Financial Liabilities	19	413.54	923.56
(b) Provisions	20	83.56	58.38
(c) Other Current Liabilities	21	1,173.69	8,258.54
Total		12,707.44	19,974.81
Total Liabilities		45,091.70	55,159.83
Total Equity and Liabilities		29,547.15	49,891.76

Summary of Material Accounting Policies

4

The accompanying notes are integral part of the standalone financial statements
This is the Standalone Balance Sheet referred to in our report of even date.

For MNKS and Associates
Chartered Accountants
Firm Regn. No.: 018340N

For and on behalf of Board of Directors

Neeraj Kumar Agarwal, FCA
Partner
Membership No.: 503441

Dinesh Kumar Yadav
Whole Time Director
DIN: 07051856

Hardev Chand Verma
Director
DIN: 0007681

Place: New Delhi, India
Date: 05.08.2024

Birender Bhardwaj
Chief Financial Officer

Dheeraj Kumar
Company Secretary
M. No.: A33119

NOVA IRON AND STEEL LIMITED
CIN : L02710CT1989PLC010052
Standalone Statement of Profit and Loss for the year ended on 31 March, 2024
(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

Particulars	Note	31-March-2024	31-March-2023
INCOME			
I Revenue from Operations	24	56,379.57	69,808.52
II Other Income	25	516.56	413.18
III Total Income		56,896.13	70,221.70
EXPENSES			
Cost of Material Consumed	26	43,299.66	57,470.71
Purchase of stock-in-trade	-	282.85	-
Changes in Inventories of Finished Goods, Stock-in-Trade and WIP	27	213.75	96.88
Direct expenses	27.1	9,595.99	8,432.30
Employee benefit expense	28	1,200.75	834.96
Finance Costs	29	2,452.15	1,725.80
Depreciation and amortization expenses	30	4,513.33	991.15
Other Expenses	31	1,538.70	416.49
IV Total Expenses		63,097.17	69,968.30
V Profit / (Loss) before Exceptional Items and Tax (III-IV)		(6,201.04)	253.40
VI Exceptional Items	31A	6,544.56	(87.17)
VII Profit / (Loss) After Exceptional Items before Tax (V-VI)		(12,745.60)	340.57
VIII Tax Expenses:			
Tax For Earlier Years		(60.00)	-
Current Tax		194.50	-
Deferred Tax	22.1	(3,500.03)	519.92
IX Profit / (Loss) for the period from continuing operations (VII-VIII)		(9,380.07)	(179.35)
Other Comprehensive Income			
Items that will not be reclassified to the Statement of Profit and Loss	32	(3.78)	(23.04)
Income Tax relating to items that will not be reclassified to Profit & Loss	-	(2.36)	(4.79)
VIII Total Other Comprehensive income		(6.14)	(27.82)
IX Total Comprehensive income for the period (VII+VIII)		(9,386.22)	(207.17)
Earning Per Equity Share			
Before exceptional items:			
(1) Basic (₹)	33	(7.85)	(0.74)
(2) Diluted (₹)	33	(7.85)	(0.74)
After exceptional items:			
(1) Basic (₹)	33	(25.96)	(0.50)
(2) Diluted (₹)	33	(25.96)	(0.50)

Summary of Material Accounting Policies

4

The accompanying notes are integral part of the standalone financial statements
This is the Standalone Statement of Profit and Loss referred to in our report of even date.

For MNRS and Associates
Chartered Accountants
Firm Regn. No.: 018340N

For and on behalf of Board of Directors

Neeraj Kumar Agarwal, FCA
Partner
Membership No.: 503441

Dinesh Kumar Yadav
Whole Time Director
DIN: 07051856

Hardev Chand Verma
Director
DIN: 0007681

Place: New Delhi, India
Date: 05.08.2024

Birender Bhardwaj
Chief Financial Officer

Dheeraj Kumar
Company Secretary
M. No.: A33119

NOVA IRON AND STEEL LIMITED
 CIN : L02710CT1989PLC010052
 Standalone Cash Flow Statement for the year ended 31st March, 2024
 (All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

Particulars	Note	31-March-2024	31-March-2023
Cash Flow from Operating Activities			
Profit / (Loss) before Tax		(12,745.60)	340.57
Adjustments for:			
Prior period errors		(890.27)	-
Depreciation and amortisation expenses		4,513.33	991.15
Impairment Loss		14,672.28	-
Liabilities written back		(8,127.72)	(87.17)
Finance Costs		2,452.14	1,725.81
Profit on sale of land		-	(48.92)
Unwinding interest income		(11.45)	-
Interest Income		(28.88)	(73.43)
Operating Profit / Loss (-) before Working Capital Changes and other adjustments		(166.18)	2,848.01
Working Capital changes and other adjustments:			
Inventories		5,856.01	4,067.25
Trade receivables		(1,980.16)	(18.05)
Financial assets		-	0.32
Other Financial assets		(57.74)	-
Other current assets		948.22	(965.66)
Other non current assets		(202.31)	(192.08)
Trade payables		2,245.80	(3,662.27)
Other financial liabilities		(459.19)	(1.20)
Other liabilities		(7,039.27)	(274.58)
Provisions		14.08	13.17
Cash Flow from operating activities post working capital changes		(840.74)	1,814.91
Income Taxes paid (net of refund)		(204.21)	9.63
Net Cash Flow from operating activities (A)		(1,044.95)	1,824.54
Cash Flow from Investing Activities			
Acquisitions of property, plant and equipment, capital work-in-progress and intangible assets		(3,632.67)	(965.07)
Investments realised / (made)		12.88	-
Proceeds from sale of land		-	69.83
Proceeds from repayment of loans		496.16	1,180.81
Loan given		(19.07)	(418.00)
Net Cash Flow used in investing activities (B)		(3,142.70)	(132.43)
Cash Flow from Financing Activities			
Repayment of borrowings		(2,561.78)	(1,741.44)
Proceeds from borrowings		6,985.85	45.20
Payments of lease liabilities		(7.63)	(7.63)
Interest Paid		(50.08)	-
Net Cash Flow used in financing activities (C)		4,366.36	(1,703.87)
Increase / (decrease) in cash and cash equivalents (A+B+C)		178.71	(11.77)
Cash and Cash equivalents at the beginning		95.42	107.19
Cash and Cash equivalents at the end		274.13	95.42
Note:			
Cash and cash equivalent:			
Balances with banks in current accounts		28.15	35.97
Cheques, drafts on hand		226.64	58.67
Cash on hand		19.34	0.78
Cash and cash equivalents as per Cash Flow Statement		274.13	95.42

Summary of Material Accounting Policies

4

The accompanying notes are integral part of the standalone financial statements
 This is the Standalone Cash Flow Statement referred to in our report of even date.

For MNRS and Associates
 Chartered Accountants
 Firm Regn. No.: 018340N

For and on behalf of Board of Directors

Neeraj Kumar Agarwal, FCA
 Partner
 Membership No.: 503441

Dinesh Kumar Yadav
 Whole Time Director
 DIN: 07051856

Hardev Chand Verma
 Director
 DIN: 0007681

Place: New Delhi, India
 Date: 05.08.2024

Birender Bhardwaj
 Chief Financial Officer

Dheeraj Kumar
 Company Secretary
 M. No.: A33119

NOVA IRON AND STEEL LIMITED
CIN : L02710CT1989PLC010052
Statement of changes in equity for the year ended 31 March, 2024

(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

(I) Equity Share Capital*

Particulars	Number of Shares	Amounts
Balance as at April 01, 2022	3,61,39,488	3,613.95
Issued during the year	-	-
Balance as at March 31, 2023	3,61,39,488	3,613.95
Balance as at April 01, 2023	3,61,39,488	3,613.95
Issued during the year	-	-
Balance as at March 31, 2024	3,61,39,488	3,613.95

*refer note 15

(II) Other Equity**

Particulars	Retained Earnings	Total
Balance as at April 01, 2022	(8,674.84)	(8,674.84)
Profit / (loss) for the year	(179.35)	(179.35)
Other Comprehensive Income for the year	(27.82)	(27.82)
Balance as at March 31, 2023	(8,882.02)	(8,882.02)
Balance as at April 01, 2023	(8,882.02)	(8,882.02)
Changes due to prior period errors	(890.27)	(890.27)
Restated balance as at 01 April, 2023	(9,772.29)	(9,772.29)
Profit / (loss) for the year	(9,380.07)	(9,380.07)
Other Comprehensive Income for the year	(6.14)	(6.14)
Balance as at March 31, 2024	(19,158.50)	(19,158.50)

** refer note 16

Summary of Material Accounting Policies

4

The accompanying notes are integral part of the standalone financial statements

This is the Standalone Statement of Changes in Equity referred to in our report of even date.

For MNRS and Associates
 Chartered Accountants
 Firm Regn. No.: 018340N

For and on behalf of Board of Directors
Neeraj Kumar Agarwal, FCA
 Partner
 Membership No.: 503441

Dinesh Kumar Yadav
 Whole Time Director
 DIN: 07051856

Hardev Chand Verma
 Director
 DIN: 0007681

Place: New Delhi, India
Date: 05.08.2024
Birender Bhardwaj
 Chief Financial Officer

Dheeraj Kumar
 Company Secretary
 M. No.: A33119

NOTES FORMING PARTS OF IND AS STANDALONE FINANCIAL STATEMENTS**1. Corporate Information**

Nova Iron & Steels Limited ("the Company") is engaged in the manufacturing / trading of Iron & Steel, Metals & Natural Resources items. The registered office of the company is Village - Dagori Tehsil - Belha, Bilaspur Chhattisgarh, 495224. The company is listed on the Bombay Stock Exchange Limited (BSE).

The company entered into operation and management consultancy agreement with M/s R.K. Sponge Private Limited (the "operator") for running, managing and operating the plant of the company such operation agreement was effective till June, 2023. From July 2023, Company's management have started running, managing and operating the plant.

2. General Information and Statement of Compliance with Ind AS

These standalone financial statements ("financial statements") of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") specified under Section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented and other relevant provisions of the Act.

The financial statements have been prepared in Indian rupees (Rs.) which is also the functional currency of the company and rounded off to nearest Rs. Lakhs up to two decimal points, except for no. of shares and earnings per share, or stated otherwise.

3. Basis of preparation

The Ind AS financial statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies detailed in para 4 below. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

4. Summary of Material Accounting Policies

The financial statements have been prepared using the material accounting policies and measurement bases summarized below:

a) Current/ non-current classification

All assets and liabilities have been classified as current or non-current according to the Company's operating cycle and other criteria set out in the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

b) Property, Plant and Equipment (PPE)

Property, Plant and Equipment (PPE) are stated at cost of acquisition or construction, net of accumulated depreciation and accumulated impairment losses, if any. The cost of tangible asset includes purchase cost (net of rebates and discounts) including any import duties and non-refundable taxes, and any directly attributable costs on making the asset ready for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. The other repairs and maintenance of revenue nature are charged to Statement of Profit & Loss during the reporting period in which they have incurred.

Depreciation methods, depreciation rate and residual value

Depreciation on Property Plant and Equipment is provided using written down value method at the following rates :-

Sr. No.	Class of asset	Depreciation Rate
1	Buildings	4.80% - 16.50%
2	Plant and machinery	3.96% - 19.06%
3	Railway siding	25.75%
4	Office equipment	45% - 80%
5	Furniture and fixtures	25.88% - 40%
6	Vehicles	25.78% - 33.38%

Residual value is considered as 5% of the cost of the assets.

The assets' residual values and depreciation rates are reviewed at the end of each reporting period, with the effect of any changes as change in accounting estimate.

Disposal of property, plant and equipment

During disposal, any profit or loss sustained towards excess/ shortfall of sale value vis a vis carrying value is accounted for in standalone statement of profit & loss.

c) Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amount of its non-financial assets to determine whether there is any indication (Internal/ external) that those assets have suffered any impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

d) Revenue Recognition
Sale of Products

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the company expects to receive in exchange for those products or services. Revenue is measured based on the consideration to which the company expects to be entitled from a customer, net of returns and allowances, discounts, volume rebates, and cash discounts and excludes applicable taxes recovered from customers and remitted to the respective taxing authorities.

Interest income

- Interest income is recognized using effective interest method.
- Interest on income for refund is recognized as and when it is received.

e) Foreign currencies transactions and translations

- Foreign currency transactions are recorded in the functional currency, by applying the exchange rate between the functional currency and the foreign currency at the date of the transaction.
- Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.
- Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the Standalone Statement of Profit and Loss in the year in which they arise.

f) Borrowing Costs

Borrowing costs consist of interest, which is computed as per effective interest method, and other costs that an entity incurs in connection with the borrowing of funds also include exchange differences to the extent regarded as an adjustment to the same.

Borrowing costs directly attributable to the acquisition, construction, or production of qualifying assets are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Investment income earned on the temporary investment of specific borrowings pending their utilisation on qualifying assets are deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognised in statement of profit or loss in the period in which they are incurred.

g) Employee benefits

Liabilities in respect of employee benefits to employees are provided for as follows:

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 recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be incurred when the liabilities are settled. The liabilities are presented as current employee dues payable in the Standalone Balance Sheet.
- Employees' State Insurance ('ESI') is provided on the basis of actual liability accrued and paid to authorities.
- The Company has adopted a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid /availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.
- Expense in respect of other short-term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

Other long-term employee benefit obligations

Liabilities for leave encashment and compensated absences which are not expected to be settled wholly within the operating cycle after the end of the period in which the employees render the related service are measured at the present value of the estimated future cash outflows which is expected to be paid using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period on Government

bonds that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the Statement of profit or loss.

Post-employment obligations

Defined benefit plans

The Company has defined benefit plans namely gratuity for employees. The liability or asset recognised in the Financial Statement of the Company in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in employee benefit expense in the Statement of profit or loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the Financial Statement of the Company.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the Statement of profit or loss as past service cost.

Defined contribution plans

The Company has defined contribution plans for post-employment benefit namely Employee Provident Fund Scheme administered through Provident Fund Commissioner and the Company's contribution thereto is charged to the statement of profit or loss every year. The Company has no further payment obligations once the contributions have been paid. The Company's contribution to State Plans namely Employees' State Insurance Fund and Employees' Pension Scheme are charged to the Statement of Profit and Loss every year.

Termination benefits

A liability for the termination benefit is recognised when the Company can no longer withdraw the offer of the termination benefit.

h) Taxation

Income tax expense represents the sum of the Current Tax, Deferred Tax and Minimum Alternative Tax (MAT).

Current tax

Current Tax is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Minimum Alternative Tax (MAT)

MAT credit is recognised as an asset, whenever there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss as shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

Deferred tax

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

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

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the income taxes are also recognised in other comprehensive income or directly in equity respectively.

i) Inventories

Inventories are valued at the lower of cost or net realizable value, less any provisions for obsolescence. Cost is determined on the following basis:

Raw Material is recorded at cost on a first-in, first-out (FIFO) basis.

Stores & spares are recorded at cost on a weighted average cost formula.

Finished goods and work-in-process are valued at raw material cost + cost of conversion and attributable proportion of manufacturing overhead incurred in bringing inventories to its present location and condition.

By products and scrap are valued at net realizable value.

Machinery spares (other than those qualify to be capitalized as PPE and depreciated accordingly) are charged to the Statement of profit and loss on consumption.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

j) Provisions and contingencies**Provisions**

Provisions are recognized when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are determined based on best management estimate required to settle the obligation at balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent Assets

Contingent asset being a possible asset that arises from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, is not recognized but disclosed in the financial statements.

k) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the statement of profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost using the effective interest method or fair value, depending on the classification of the financial assets.

Classification of financial assets

Classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

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

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- Those measured at amortized cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

A financial asset that meets the following two conditions is measured at **amortised cost** unless the asset is designated at fair value through profit or loss under the fair value option:

- **Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows.
- **Cash flow characteristic test:** The contractual term 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.

A financial asset that meets the following two conditions is measured at **fair value through other comprehensive income** unless the asset is designated at fair value through profit or loss under the fair value option:

- **Business model test:** The financial asset is held within a business model whose objective is achieved by both collecting cash flows and selling financial assets.

- **Cash flow characteristic test:** The contractual term of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are measured at fair value through profit or loss.

Investment in other equity instruments

Investments in equity instruments which are held for trading are classified as at fair value through profit or loss ('FVTPL'). For all other equity instruments, the Company makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL'). Amounts presented in other comprehensive income are not subsequently transferred to the statement of profit or loss. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognized in the statement of profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

l) Cash and cash equivalents

In the cash flow statement, cash and cash equivalents includes cash in hand, cheques and balances with bank. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet and forms part of financing activities in the cash flow statement. Book overdraft is shown within other financial liabilities in the balance sheet and forms part of operating activities in the cash flow statement.

m) Impairment of Financial Assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- Financial assets measured at amortized cost.
- Financial assets measured at fair value through other comprehensive income.

ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. Expected credit losses are measured through a loss allowance at an amount equal to:

- The twelve month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within twelve months after the reporting date); or
- Full life-time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

Trade receivables

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109 'Financial Instruments', which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or

effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Derecognition of financial assets

A financial asset is derecognized only when :

- The Company has transferred the rights to receive cash flows from the financial asset; or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Financial liabilities and equity instruments

Classification of debt or equity

Debt or equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Financial liabilities

All financial liabilities are subsequently measured at amortized cost using the effective interest rate method or at fair value through statement of profit & loss.

Trade and other payables

Trade and other payables represent liabilities for goods or services provided to the Company prior to the end of financial year which are unpaid.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of Profit and Loss over the period of the borrowings using the effective interest rate method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in Statement of Profit & Loss.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

n) Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing:
the profit attributable to owners of the Company

by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, wherever applicable, and

the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

o) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker ("CODM"). CODM monitors the operating results of all strategic business units separately for making decisions about resource allocation and performance assessment.

p) Leases

Company as a lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The company has entered into long term leasing arrangement with lessors where lease period is significant higher (upto 99 years). The company has worked upon such leases and accounted for in terms of Ind AS 116 as operating lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs and any restoration cost less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payment that depends on index or a rate, amount to be paid under residual value guarantees, and the exercise price of a purchase option if the Company is reasonable certain to exercise the option. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, the Company uses incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

q) Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires the management to make judgement, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities:

• **Evaluation of indicators for impairment of assets**

The evaluation of applicability of indicators of impairment of assets requires, the management to make an assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

• **Inventories**

The Company estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future demand or other market-driven changes that may reduce future selling prices.

• **Provisions**

At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

• **Depreciation rates / Method**

Management reviews its depreciation rates / method at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

For MNRS and Associates
Chartered Accountants
Firm Regn. No: 018340N

For and on behalf of Board

(Neeraj Kumar Agarwal, FCA)
Partner
Membership No. 503441

(Hardev Chand Verma)
Director
DIN : 007681

(Dinesh Kumar Yadav)
Whole Time Director
DIN : 07051856

Place: New Delhi
Date: 05/08/2024

Birender Bhardwaj
(Chief Financial Officer)

(Dheeraj Kumar)
Company Secretary
M.No : A33119

NOVA IRON AND STEEL LIMITED
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5 Property, Plant and Equipment

Particulars	Gross Block			Accumulated Depreciation		Net Block As at 31 March, 2024
	As at 01 April, 2023	Additions	Deletions	As at 31 March, 2024	As at 01 April, 2023	
Freehold Land	4,617.38	-	-	4,617.38	-	4,617.38
Leasehold Land	37.86	-	-	37.86	37.86	-
Buildings	13,789.27	-	-	13,789.27	6,561.98	1,482.30
Plant and Equipment	41,608.36	233.69	-	41,842.05	3,423.31	10,686.68
Railway Siding	236.67	-	-	236.67	4.10	20.30
Office equipment	186.30	156.81	-	343.11	48.44	125.08
Furniture and fixtures	279.18	38.78	-	317.96	10.98	57.82
Vehicles	100.06	209.04	-	309.10	95.55	170.87
Total	60,855.08	638.32	-	61,493.40	4,507.89	17,160.43

Particulars	Gross Block			Accumulated Depreciation		Net Block As at 31 March, 2023
	As at 01 April, 2022	Additions	Deletions	As at 31 March, 2023	As at 01 April, 2022	
Freehold Land	4,638.29	-	20.91	4,617.38	-	4,617.38
Leasehold Land	37.86	-	-	37.86	37.86	-
Buildings	13,789.27	-	-	13,789.27	4,412.76	9,022.65
Plant and Equipment	40,594.13	1,014.23	-	41,608.36	18,997.62	21,986.60
Railway Siding	236.67	-	-	236.67	210.60	24.41
Office equipment	181.18	5.12	-	186.30	166.77	16.71
Furniture and fixtures	279.18	-	-	279.18	245.99	30.00
Vehicles	100.06	-	-	100.06	95.50	4.51
Total	59,856.64	1,019.35	20.91	60,855.08	24,167.10	35,702.27

Notes:

- Property, plant and equipment has been pledged as security against borrowings availed from lenders (refer note 17).
- Contractual obligations : Refer note 34 for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- The Company has identified certain items from 'stores and spares' amounting to Rs. Nil (PY- Rs. 158.82 Lakhs) from opening inventories for capitalisation during the year. Such items have been reclassified from inventories to property, plant and equipment.

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5A Capital Work in Progress (CWIP)

Description	March 31, 2024	March 31, 2023
Balance at the beginning	-	-
Additions	2,540.09	-
Capitalised during the year	-	-
Balance at the end	2,540.09	-

CWIP ageing schedule as at March 31, 2024

Capital work in progress	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Project in progress	2,540.09	-	-	-	2,540.09
Total	2,540.09	-	-	-	2,540.09

CWIP ageing schedule as at March 31, 2023

Capital work in progress	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Project in progress	-	-	-	-	-
Total	-	-	-	-	-

5B Intangible assets under development (IAUD)

Description	March 31, 2024	March 31, 2023
Balance at the beginning	-	-
Additions	21.61	-
Capitalised during the year	-	-
Balance at the end	21.61	-

IAUD ageing schedule as at March 31, 2024

Intangible assets under development	Amount in IAUD for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Project in progress	21.61	-	-	-	21.61
Total	21.61	-	-	-	21.61

IAUD ageing schedule as at March 31, 2023

Intangible assets under development	Amount in IAUD for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Project in progress	-	-	-	-	-
Total	-	-	-	-	-

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Notes forming part of the financial statements

(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

6 Right-of-use assets

Particulars	Gross Block			Accumulated Depreciation			Net Block	
	As at 01 April, 2023	Additions	Deletions	As at 31 March, 2024	Additions	Deletions	As at 31 March, 2024	As at 31 March, 2024
Land	80.27	-	-	80.27	1.07	-	3.21	77.06
Security Deposit	22.88	-	-	22.88	0.31	-	0.93	21.95
Premium on Land	305.03	-	-	305.03	4.07	-	12.21	292.82
Total	408.18	-	-	408.18	5.45	-	16.35	391.83

Particulars	Gross Block			Accumulated Depreciation			Net Block	
	As at 01 April, 2022	Additions	Deletions	As at 31 March, 2023	Additions	Deletions	As at 31 March, 2023	As at 31 March, 2023
Land	80.27	-	-	80.27	1.07	-	2.14	78.13
Security Deposit	22.88	-	-	22.88	0.31	-	0.62	22.26
Premium on Land	305.03	-	-	305.03	4.07	-	8.14	296.89
Total	408.18	-	-	408.18	5.45	-	10.90	397.28

Notes:

a) The company has taken a piece of land in the village Ameri Akbari & Dagori Tehsil Belha, District Bilaspur, Chhattisgarh comprising of an area measuring approximately 60 acres on lease via lease deed dated 03 June, 2015 for a lease term of 80 years commencing from 03 June, 2015 to 20 August, 2095 for the purpose of construction and establishing thereon a factory. The company has paid premium and service charge of Rs. 305.38 Lakhs and security deposits of Rs. 22.90 Lakhs refundable in accordance with the said lease deed.

Details of title deeds of immovable properties not held in the name of the Company:

Relevant line items in the balance sheet		As at 31 March, 2024				Reason for not being held in the name of the company
Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is promoter, director or relative	Property held since	Property held since	Reason for not being held in the name of the company
Property, plant and equipment	33.47	Mr. Sunil Gupta	No	2012	2012	The company is in the process of executing sales deed
Property, plant and equipment	160.87	Mr. R.K. Rastogi	No	2012	2012	The company is in the process of executing sales deed

Relevant line items in the balance sheet		As at 31 March, 2023				Reason for not being held in the name of the company
Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is promoter, director or relative	Property held since	Property held since	Reason for not being held in the name of the company
Property, plant and equipment	33.47	Mr. Sunil Gupta	No	2012	2012	The company is in the process of executing sales deed
Property, plant and equipment	160.87	Mr. R.K. Rastogi	No	2012	2012	The company is in the process of executing sales deed

NOVA IRON AND STEEL LIMITED
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(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

7 Investments

	As at 31 March, 2024		As at 31 March, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Non current				
Investment in equity instruments				
Other entities (unquoted, fully paid)#				
(i) Adarsh Info Tech Private Limited (Face value Rs. 10 each)	2,23,800	66.96	2,23,800	78.06
(ii) Prudent Transport Company Limited (Face value Rs. 10 each)	18,000	194.61	18,000	196.38
Total	2,41,800	261.57	2,41,800	274.44

Notes:

Particulars	31 March 2024	31 March 2023
a. Aggregate amount of quoted investments - at cost	-	-
b. Aggregate amount of quoted investments - at market value	-	-
c. Aggregate amount of unquoted investments - at cost	30.78	30.78
d. Aggregate amount of impairment in value of investments	-	-

The Company has designated its investments in equity shares (as above) at fair value through other comprehensive income in terms of Ind AS 109. Both the investee companies had conducted valuation of their equity shares dated 05-Feb-2024 (PY- 29-Mar-2023) under the provisions of Rule 11UA of the Income Tax Rules, 1962. The Company has used such valuation reports to arrive at the fair value as at 31-Mar-2024 and 31-Mar-2023 respectively. The management believes that valuation techniques under such statute are appropriate in the circumstances. Refer note 41(e) for disclosure about departure from the compliance of Indian Accounting Standard - 109 (Ind AS - 109).

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(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

8 Loans

	As at 31 March, 2024	As at 31 March, 2023
Non current		
Unsecured and considered good		
(i) Loans to related parties [^] (refer note 39)	-	491.16
(ii) Loans to employees	4.26	-
Total	4.26	491.16
Current		
Unsecured and considered good		
(i) Loans to related parties (refer note 39)	1.40	-
(ii) Loans to employees (including current maturities of non-current loans)	8.41	-
Total	9.81	-

Notes:

Particulars	As at 31 March, 2024	As at 31 March, 2023
a) Amount due by company in which director is a director	-	491.16
b) Loans due by director	1.40	-

[^]The Company provided loan to a private limited company (which is also shareholder of the company) with a common director. Such common director has resigned from borrowing company w.e.f. 01 March 2023. During the year, the borrower has repaid the loan.

9 Other financial assets

	As at 31 March, 2024	As at 31 March, 2023
Non current		
Security deposits (including premium on land)	0.50	0.46
Bank deposits with more than 12 months maturity*	561.32	52.60
Total	561.82	53.06

*Includes interest accrued but not due and held as margin money or security against other commitments.

Particulars	As at 31 March, 2024	As at 31 March, 2023
Current		
Interest Recoverable	-	4.50
Duty Drawback Receivable	77.93	77.93
Total	77.93	82.43

10 Other assets (unsecured and considered good, unless otherwise stated)

	As at 31 March, 2024	As at 31 March, 2023
Non current		
Capital advances	712.20	294.61
Security deposits	177.02	389.74
Money deposited against pending disputes *	65.63	68.18
Total	954.85	752.53

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(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

Notes:

* Chief Electrical Inspector and Safety, Government of Chhattisgarh raised demand of Rs. 226.88 Lakhs (principal sum) and interest of Rs. 89.03 Lakhs (computed till 30-Jun-2021). The Company has filed writ petition in the Hon'ble High Court of Chhattisgarh against the demand. Pursuant to direction of Hon'ble High Court of Chhattisgarh dated 09-Sep-2021, the company has deposited 25% of principal sum and 10% of interest amount to avoid any coercive action. The matter is still sub-judice.

	As at 31 March, 2024	As at 31 March, 2023
Current		
Advances other than capital advances:		
Advances to Suppliers	3,056.32	3,246.85
Advances to Employees (recoverable in kind)	13.22	1.79
Prepaid Expenses	26.63	19.01
Balance of Statutory / Government Authorities	-	776.74
Total	3,096.17	4,044.39

11 Inventories (valued at cost or net realisable value, whichever is lower)

	As at 31 March, 2024	As at 31 March, 2023
Raw Materials	556.92	6,373.11
Finished Goods	330.20	590.46
Scrap & Waste	167.61	121.10
Stores and Spares	743.61	554.34
Packing Material	2.06	11.00
Stock In Transit (raw material)	200.81	207.21
Total	2,001.21	7,857.22

Notes:

a) Inventories pledged as security for liabilities - Rs. 2001.21 Lakhs (PY - Nil)

b) Write-downs of inventories to net realisable value amounted by Rs. 5.37 Lakhs (PY- Rs. 54.90 Lakhs) .

NOVA IRON AND STEEL LIMITED

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Notes forming part of the financial statements

(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

12 Trade receivables

	As at 31 March, 2024	As at 31 March, 2023
Considered Good - Secured	-	-
Considered Good - Unsecured	2,060.84	80.68
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - Credit impaired	-	-
Sub-Total	2,060.84	80.68
Less: Allowance for expected credit loss	-	-
Total	2,060.84	80.68

Ageing Schedule of Trade Receivables

	Outstanding from due date / transaction date					Total
	As at 31 March, 2024	Not due	Less than 6 months	1-2 years	2-3 years	
Undisputed trade receivables - considered good	-	-	-	-	-	-
Undisputed trade receivables-which have significant increase in credit risk	-	1,868.15	177.76	-	-	14.93
Undisputed trade receivables - credit impaired	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-

	Outstanding from due date / transaction date					Total
	As at 31 March, 2023	Not due	Less than 6 months	1-2 years	2-3 years	
Undisputed trade receivables - considered good	-	-	-	-	-	-
Undisputed trade receivables-which have significant increase in credit risk	-	44.14	-	-	-	36.54
Undisputed trade receivables - credit impaired	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-

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(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

13 Cash and cash equivalents

	As at 31 March, 2024	As at 31 March, 2023
Balances with banks in current accounts	28.15	35.97
Cheques, drafts on hand	226.64	58.67
Cash on hand	19.34	0.78
Total	274.13	95.42

14 Bank Balances other than cash and cash equivalents

	As at 31 March, 2024	As at 31 March, 2023
Term deposits with maturity for more than 3 months but less than 12 months	-	-
Total	-	-

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(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

15 Equity share capital

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Authorised equity share capital		
16,00,00,000 (PY - 16,00,00,000) Equity Shares of Rs. 10/- each	16,000.00	16,000.00
Total	16,000.00	16,000.00
Issued, subscribed and fully paid up equity shares		
3,61,39,488 (PY - 3,61,39,488) Equity Shares of Rs. 10/- each fully paid up	3,613.95	3,613.95
Total	3,613.95	3,613.95

(a) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting year

	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	Amount	Number of Shares	Amount
Equity shares				
Balance at the beginning of the year	3,61,39,488	3,613.95	3,61,39,488	3,613.95
Add: shares issued	-	-	-	-
Less: shares bought back	-	-	-	-
Balance at the end of the year	3,61,39,488	3,613.95	3,61,39,488	3,613.95

(b) Terms/rights attached to equity shares

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

(c) Details of shares held by holding company or ultimate holding company- Nil
(d) Details of shareholders holding more than 5% equity shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	% of shareholding	Number of Shares	% of shareholding
Bhushan Power & Steel Ltd.	92,69,146	25.65%	92,69,146	25.65%
Sh. Aniket Singal	43,45,000	12.02%	43,45,000	12.02%
Aromatic Steel Pvt. Ltd.	34,18,000	9.46%	34,18,000	9.46%
RGF Holiday Resorts Pvt. Ltd.	33,32,000	9.22%	33,32,000	9.22%
RGF Real Estate Pvt. Ltd.	33,31,000	9.22%	33,31,000	9.22%
Total	2,36,95,146	65.57%	2,36,95,146	65.57%

(e) Aggregate number of shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the year end:

(i) Shares allotted as fully paid pursuant to contract(s) without payment being received in cash - Nil

(ii) Shares issued in aggregate number and class of shares allotted by way of bonus shares - Nil

(iii) Shares bought back - Nil

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(f) Details of promoter shareholding

Name of the promoters	As at 31 March, 2024				
	No. of Shares (at beginning)	Change during the year	No. of Shares (at the end)	% of total shares	% Change during the year
Aniket Singal	43,45,000	-	43,45,000	12.02%	0.00%
Priyanka Ankit Miglani	5,000	-	5,000	0.01%	0.00%
Radhika Saurabh Dhoot	5,000	-	5,000	0.01%	0.00%
Ambey Steel and Power Pvt. Ltd.	9,59,675	-	9,59,675	2.66%	0.00%
*Bhushan Power & Steel Ltd. (refer note below)	92,69,146	(92,69,146)	-	0.00%	-25.65%
Shivalikview Steel Trading P. Ltd.	94,000	-	94,000	0.26%	0.00%
Vintage Steel P. Ltd.	94,000	-	94,000	0.26%	0.00%
Olympian Steel Industries Ltd.	94,000	-	94,000	0.26%	0.00%
Titanic Steel Industries Ltd.	94,000	-	94,000	0.26%	0.00%
Aromatic Steel Pvt. Ltd.	34,18,000	-	34,18,000	9.46%	0.00%
Aarti Iron & Power Ltd.	94,000	-	94,000	0.26%	0.00%
Rockland Steel Trading P. Ltd.	94,000	-	94,000	0.26%	0.00%
RGF Holiday Resorts Pvt Ltd.	33,32,000	-	33,32,000	9.22%	0.00%
RGF Real Estates P. Ltd.	33,31,000	-	33,31,000	9.22%	0.00%
Total	2,52,28,821	(92,69,146)	1,59,59,675	44.16%	-25.65%

Name of the promoters	As at 31 March, 2023				
	No. of Shares (at beginning)	Change during the year	No. of Shares (at the end)	% of total shares	% Change during the year
Aniket Singal	43,45,000	-	43,45,000	12.02%	0.00%
Priyanka Ankit Miglani	5,000	-	5,000	0.01%	0.00%
Radhika Saurabh Dhoot	5,000	-	5,000	0.01%	0.00%
Ambey Steel and Power Pvt. Ltd.	9,59,675	-	9,59,675	2.66%	0.00%
*Bhushan Power & Steel Ltd. (refer note below)	92,69,146	-	92,69,146	25.65%	0.00%
Shivalikview Steel Trading P. Ltd.	94,000	-	94,000	0.26%	0.00%
Vintage Steel P. Ltd.	94,000	-	94,000	0.26%	0.00%
Olympian Steel Industries Ltd.	94,000	-	94,000	0.26%	0.00%
Titanic Steel Industries Ltd.	94,000	-	94,000	0.26%	0.00%
Aromatic Steel Pvt. Ltd.	34,18,000	-	34,18,000	9.46%	0.00%
Aarti Iron & Power Ltd.	94,000	-	94,000	0.26%	0.00%
Rockland Steel Trading P. Ltd.	94,000	-	94,000	0.26%	0.00%
RGF Holiday Resorts Pvt Ltd.	33,32,000	-	33,32,000	9.22%	0.00%
RGF Real Estates P. Ltd.	33,31,000	-	33,31,000	9.22%	0.00%
Total	2,52,28,821	-	2,52,28,821	69.81%	0.00%

16 Other equity

	As at March 31, 2024	As at March 31, 2023
Retained earnings		
Opening balance	(8,882.02)	(8,674.84)
Adjustments for prior period	(890.27)	-
Restated balance	(9,772.29)	(8,674.84)
Profit / Loss for the year	(9,380.07)	(179.35)
Other comprehensive income	(6.14)	(27.82)
Closing balance	(19,158.50)	(8,882.02)

Notes:

a) Retained earnings represents undistributed accumulated earnings of the company as on the balance sheet date.

b) Bhushan Power and Steel Limited ("BPSL") has been acquired by JSW Steel Ltd. on 26 March 2021 by implementing the resolution plan approved by NCLT. As per resolution plan, BPSL is to be reclassified from promoter / promoter group to public shareholder. The Company filed an application for reclassification under SEBI (LODR) Regulation 31A with BSE, which has been approved by BSE vide its order dated 19.10.2023.

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(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

17 Borrowings

	As at March 31, 2024		As at March 31, 2023	
	Secured	Unsecured	Secured	Unsecured
Non current				
a) Term Loans:				
(i) Loans from other parties	8,209.21	8,417.61	7,777.18	8,334.91
(ii) Loans from related parties (refer note 38)	-	15,158.79	-	15,158.79
b) Vehicle Loans:				
(i) Loans from other parties	91.46	-	-	-
Total	8,300.67	23,576.40	7,777.18	23,493.70
Current				
1. Loans repayable on demand:				
(i) Loans from other parties	3,966.01	-	-	-
(ii) Loans from related parties (refer note 38)	-	498.46	-	-
2. Current maturities of long term borrowings				
a) Term Loans:				
(i) Loans from other parties	3,300.00	-	1,800.00	-
(ii) Loans from related parties (refer note 38)	-	-	-	-
b) Vehicle Loans:				
(i) Loans from other parties	62.46	-	-	-
Total	7,328.47	498.46	1,800.00	-
Total borrowings	15,629.14	24,074.86	9,577.18	23,493.70
^Loans guaranteed:				
(a) By directors	-	-	-	-
(b) By others	-	-	-	-

Notes:

a) Outstanding loan amounting to Rs. 6162.02 Lakhs and Rs. 5339.95 Lakhs as on 28-03-2024, taken from Flawless Holding and Industries Limited and Evergrowing Iron and Finvest Private Limited respectively has been, Vide agreement dated 29 March 2024, irrevocably assigned, transferred and released unto M/s Shree Balaji Steel and Metal Private Limited. Consequently, entire outstanding of Rs. 11501.98 Lakhs has been assigned to M/s Shree Balaji Steel and Metal Private Limited. The loan is secured by exclusive charge and sole absolute right on the fixed assets vis-a-vis land, building and plant & machinery of the company. The loan is repayable on one time payment of Rs. 300.00 Lakhs in May 2024 and thereafter monthly installments of Rs. 300.00 Lakhs each, starting from June 2024. The interest rate is 8.50% per annum.

b) The Company has outstanding borrowings of Rs. 15158.79 Lakhs (PY - Rs. 15158.79 Lakhs). The Company has received demand notice from the lender dated 02 August 2023 asking to repay Rs. 28836.78 Lakhs including interest upto 30 June 2023. The management disputes the demand made by the lender and believes that the same is not due and payable.

c) Detail of securities provided and terms of repayment:
Secured Borrowings:

1) **Loan from Evergrowing Iron and Finvest Limited and Flawless Holding and Industries Private Limited:** These loans have been assigned to M/s SHree Balaji Steel and Metals Private Limited as referred above. Previously, these borrowings, as per award by the arbitrator, were repayable in monthly instalments of Rs. 70.00 Lakhs and Rs. 80.00 Lakhs respectively. The loan was secured by way of security on plant and machineries and land & building of the Company.

2) **Loan from Decor Investment and Finance Private Limited:** The company has been sanctioned loan of Rs. 1000.00 Lakhs (PY- Rs. Nil) vide loan agreement dated 05 July 2023. The loan is secured by first charge on pari passu basis on entire current assets and other receivables both present and future of the company. The loan is repayable on demand and carries an interest of 9% per annum. Outstanding balance Rs. 1,033.09 lakhs (PY - Nil)

3) **Loan from Kishorilal Constructions Private Limited:** The company has been sanctioned loan of Rs. 1000.00 Lakhs (PY- Rs. Nil) vide loan agreement dated 05 July 2023. The loan is secured by first charge on pari passu basis on entire current assets and other receivables both present and future of the company. The loan is repayable on demand and carries an interest of 9% per annum. Outstanding balance Rs. 1,055.60 lakhs (PY - Nil)

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4) **Loan from Essenn Investments Private Limited:** The company has been sanctioned loan of Rs. 1000.00 Lakhs and Rs. 2000.00 Lakhs (PY- Rs. Nil) vide loan agreement dated 29 September 2023 and 10 November 2023 respectively. The loans are secured by first charge on pari passu basis on entire current assets and other receivables both present and future of the company. The loans are repayable on demand and carries an interest of 9% per annum. Outstanding balance Rs. 1,877.33 lakhs (PY - Nil)

5) Vehicle loans are secured by hypothecation of specific vehicles.

Unsecured Borrowings:

6) **Loan from Shivalikview Steel Trading Private Limited:** Outstanding Rs. 498.46 Lacs (P.Y Nil) The company has been sanctioned loan of Rs. 2000.00 Lakhs (PY- Rs. Nil) vide loan agreement dated 01 April 2023. The loan is repayable on demand and carries an interest of 8.50% per annum.

d) Default in repayment of loans

Particulars	Period of default	Amount of default
(i) Loan from Evergrowing Iron and Finvest Private Limited*	2023-24	700.00
(ii) Loan from Flawless Holding and Industries Limited*	2023-24	880.00
*based on default in compliance with arbitration award		

Particulars	Period of default	Amount of default
(i) Loan from Evergrowing Iron and Finvest Private Limited*	2022-23	205.24
(ii) Loan from Flawless Holding and Industries Limited*	2022-23	20.00
*based on default in compliance with arbitration award		

e) With respect to unsecured borrowings from other parties amounting to Rs. 8417.60 Lakhs (PY- Rs. 8334.90 Lakhs), in the absence of confirmation / statements and loan agreements, the company has not provided for interest (including penal interest, if any). The management believes that the amount payable will not exceed the liability provided in respect of these borrowings. The Company is disputing the liabilities.

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(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

18 Lease liabilities

	As at 31 March, 2024	As at 31 March, 2023
Non current		
Lease liabilities	80.23	80.24
Total	80.23	80.24
Current		
Lease liabilities	0.01	0.01
Total	0.01	0.01

Notes:
a) Maturity analysis of lease liabilities

Particulars	31-March-2024	31-March-2023
(i) less than one year	0.01	0.01
(ii) one to five years	0.06	0.05
(iii) more than five years	80.17	80.19

19 Other financial liability

	As at 31 March, 2024	As at 31 March, 2023
Non current		
Business deposits	164.88	100.99
Total	164.88	100.99
Current		
Interest accrued	1.18	-
Security deposits	-	582.36
Water charges payable	136.14	117.39
Director remuneration payable	1.65	1.39
Employee dues payables	95.17	58.06
Creditors for capital goods	179.40	164.36
Total	413.54	923.56

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(All amounts are in Indian rupee (₹), unless otherwise stated)

20 Provisions

	As at 31 March, 2024	As at 31 March, 2023
Non current		
Provision for employee benefits:		
- Gratuity	137.50	149.46
- Leave encashment	44.27	39.63
Total	181.77	189.09
Current		
Provision for employee benefits:		
- Gratuity	46.65	46.95
- Leave encashment	12.73	11.43
Others		
Bonus and other benefits	24.18	-
Total	83.56	58.38

21 Other liabilities

	As at 31 March, 2024	As at 31 March, 2023
Non current		
Advance deposits against rental income	34.15	-
Total	34.15	-
Current		
Advance from customers	754.60	7,751.63
Provision for Income Tax (net of advance income tax)	102.44	-
Statutory dues payables	316.65	506.91
Total	1,173.69	8,258.54

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(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

22 Deferred tax liability (net)

	As at 31 March, 2024	As at 31 March, 2023
Deferred tax liability arising on account of :		
Property, plant and equipment	(430.13)	(3,609.34)
Fair valuation of investments in equity instruments	(46.16)	(74.92)
Right-of-use assets (net of lease liabilities)	(81.02)	(82.43)
Sub-Total	(557.30)	(3,766.69)
Deferred tax asset arising on account of :		
Defined benefit obligations	66.13	64.34
Unused unabsorbed depreciation	445.01	-
Sub-Total	511.14	64.34
Mat Credit Adjustment of Earlier Years	-	158.53
Total	(46.16)	(3,543.82)

22.1 Changes in deferred tax (assets) / liabilities (net)

Descriptions	As at April 01, 2023	Recognised in the statement of profit and loss	Recognised in other comprehensive income	As at March 31, 2024
Defined benefit obligations	(64.34)	(4.15)	2.36	(66.13)
Property, plant and equipment	3,609.34	(3,179.22)	-	430.12
Fair valuation of investments in equity instruments	74.92	(28.76)	-	46.16
MAT recoverable	(158.53)	158.53	-	-
Right-of-use assets (net of lease liabilities)	82.43	(1.41)	-	81.02
Unused unabsorbed depreciation	-	(445.01)	-	(445.01)
Total	3,543.82	(3,500.03)	2.36	46.15

Descriptions	As at April 01, 2022	Recognised in the statement of profit and loss	Recognised in other comprehensive income	As at March 31, 2023
Defined benefit obligations	(65.71)	(3.42)	4.79	(64.34)
Property, plant and equipment	3,084.59	524.75	-	3,609.34
Fair valuation of investments in equity instruments	74.92	-	-	74.92
MAT recoverable	(158.53)	-	-	(158.53)
Right-of-use assets (net of lease liabilities)	83.84	(1.41)	-	82.43
Total	3,019.11	519.92	4.79	3,543.82

22.2 The company has not recognised deferred tax assets on unabsorbed carry forward depreciation loss and carry forward business losses available under the Income Tax Act, 1961. On a conservative basis the Company has created Deferred tax assets to the extend of Deferred tax liability during the year.

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Notes forming part of the financial statements
(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)
23 Trade payables

	As at 31 March, 2024	As at 31 March, 2023
Current		
Total outstanding dues of micro and small enterprises	234.82	2.55
Total outstanding dues of enterprises other than above	2,974.89	8,931.77
Total	3,209.71	8,934.32

Notes:
a) Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006) ["MSMED Act, 2006"]

(i) the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	234.82	2.55
(ii) the amount of interest paid by the buyer in terms of Section 16 of MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
(iv) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED Act, 2006.	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. The entire closing balance represents the principal amount payable to these enterprises. There are no interests due or outstanding on the same.

b) Ageing Schedule of Trade Payables

As at 31 March, 2024	Outstanding from due date / transaction date					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	234.82	-	-	-	234.82
(ii) Others	199.07	2,730.41	23.42	-	21.99	2,974.89
(iii) MSME - Disputed	-	-	-	-	-	-
(iv) MSME - Others	-	-	-	-	-	-

As at 31 March, 2023	Outstanding from due date / transaction date					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	2.55	-	-	-	2.55
(ii) Others	304.00	880.65	-	-	7,747.12	8,931.77
(iii) MSME - Disputed	-	-	-	-	-	-
(iv) MSME - Others	-	-	-	-	-	-

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24 Revenue from operations

	31-March-2024	31-March-2023
Operating revenue		
Sale of Products	53,737.43	68,618.56
Other operating revenue		
Sale of Power	908.97	922.26
Scrap Sales	1,733.17	267.70
Total	56,379.57	69,808.52

Notes:
a) Product-wise turnover

Particulars	31-March-2024	31-March-2023
Steel billets	52,099.70	55,362.10
Lumps	1,577.73	13,256.46
Others	60.00	-
Total	53,737.43	68,618.56

b) Ind AS 115 Revenue from contract with customers

The Company recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company has assessed and determined the following categories for disaggregation of revenue:

Particulars	31-March-2024	31-March-2023
Revenue from contract with customers -sale of products	53,737.43	68,618.56
Other operating revenue	2,642.14	1,189.96
Total revenue from operations	56,379.57	69,808.52
India	56,319.57	69,808.52
Outside India	60.00	-
Total revenue from operations	56,379.57	69,808.52
Timing of revenue recognition		
At a point of time	56,379.57	69,808.52
Total revenue from operations	56,379.57	69,808.52
Particulars	31-March-2024	31-March-2023
Contract balances		
Trade receivables (refer note 12)	2,060.84	80.68
Contract liabilities		
Advances from customers (refer note 21)	754.60	7,751.63

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25 Other income

	31-March-2024	31-March-2023
Interest income:		
On bank deposits	28.88	3.29
On loans	-	66.35
On income tax refund	1.33	3.75
Other interest income	3.58	2.25
On financial assets carried at amortised cost	0.04	0.04
Duty drawback	-	33.61
Other income	4.31	39.26
Profit on Sale of Land	-	48.92
Other non-operating income (net of expenses)		
Deferred Revenue Realised during the year	-	55.93
Rental income on railway sidings	452.95	105.61
Miscellaneous Income	25.47	54.17
Total	516.56	413.18

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26	Cost of material consumed	31-March-2024	31-March-2023
	Raw material		
	Opening stock	6,373.11	10,145.94
	Add: Purchases	37,464.58	53,697.49
	Less: Closing stock	556.92	6,373.11
	Sub-total	43,280.77	57,470.32
	Packing material		
	Opening stock	11.00	11.39
	Add: Purchases	9.95	-
	Less: Closing stock	2.06	11.00
	Sub-total	18.89	0.39
	Total cost of material consumed	43,299.66	57,470.71
27	Changes in inventories of finished goods, stock-in-trade and work-in-progress	31-March-2024	31-March-2023
	Opening inventories		
	(i) Finished goods	590.46	564.18
	(ii) Stock In Process	-	-
	(iii) Scrap	121.10	244.26
	Sub-total	711.56	808.44
	Closing inventories		
	(i) Finished goods	330.20	590.46
	(ii) Stock In Process	-	-
	(iii) Scrap	167.61	121.10
	Sub-total	497.81	711.56
	Total changes in inventories	213.75	96.88
27.1	Direct expenses	31-March-2024	31-March-2023
	Stores Consumed	2,164.04	1,367.17
	Packing & Forwarding Charges	318.52	28.44
	Power & Fuel	3,763.05	5,083.55
	Contractor Labour Charges	1,953.68	1,524.68
	Water Charges	225.00	225.19
	Repairs and Maintenance - Machinery	1,171.70	203.27
	Total	9,595.99	8,432.30
28	Employee benefits expenses	31-March-2024	31-March-2023
	Salary and Wages	1,066.93	664.19
	Contribution to provident and other funds	55.25	53.06
	Staff Welfare expenses	78.57	117.71
	Total	1,200.75	834.96

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29 Finance Costs

	31-March-2024	31-March-2023
Interest expenses		
Interest on borrowings	2,375.53	1,666.75
Interest on lease liabilities	7.62	7.62
Other	40.92	0.04
Unwinding interest on financial liabilities recognised at amortised cost	28.08	51.39
Total	2,452.15	1,725.80

30 Depreciation and amortization expenses

	31-March-2024	31-March-2023
Depreciation on property, plant and equipment	4,507.89	985.71
Depreciation on right-of-use assets	5.44	5.44
Total	4,513.33	991.15

31 Other expenses

	31-March-2024	31-March-2023
Payment to Auditors		
Statutory audit and limited reviews	4.50	4.50
Tax audit	0.50	0.50
Vehicles Repair and Maintenance	89.83	22.68
Legal and Professional Charges	166.24	80.69
Rates and Taxes *	47.24	147.21
Penalties	60.60	13.56
Travelling and Conveyance Expenses	259.53	34.54
Advertisement Expenses	2.51	1.99
Printing & Stationery	5.93	4.56
Postage ,Telegram & Telephone Exp	15.66	9.89
Bank Charges	8.50	3.82
Director's Sitting Fee	-	2.10
Commission & Brokerage	314.46	4.35
Miscellaneous expenses	541.58	43.82
Insurance	10.55	27.78
Rent and license fee	11.07	14.50
Total	1,538.70	416.49

* Includes Rs. Nil (P.Y Rs. 8.00 Lakhs) paid against demand of damages from Employees' Provident Fund Organisation, Raipur Chhattisgarh for belated remittances made during the period from 01-Oct-2015 to 31-Mar-2021.

31A Exceptional Items

	31-March-2024	31-March-2023
Liabilities no longer required to pay written back	8,127.72	87.17
Impairment loss on non-financial assets	-14,672.28	-
Total	-6,544.56	87.17

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32 Other comprehensive income (OCI)

	31-March-2024	31-March-2023
(i) Items that will not be reclassified to profit or loss		
Remeasurement of Defined Benefit Obligation	9.09	18.44
Fair value loss on investments in equity instruments measured through OCI	(12.87)	(41.48)
Sub-total	(3.78)	(23.04)
(ii) Income tax relating to items that will not be reclassified to profit or loss		
Remeasurement of Defined Benefit Obligation	(2.36)	(4.79)
Sub-total	(2.36)	(4.79)
Total	(6.14)	(27.83)

33 Earnings per equity share (EPS)

	31-March-2024	31-March-2023
Net profit attributable to equity shareholders (before exceptional items)		
Net profit / (loss) for the year	-6,201.04	253.40
Nominal value per equity share (₹)	10	10
Total number of equity shares outstanding at the beginning of the year	3,61,39,488	3,61,39,488
Total number of equity shares outstanding at the end of the year	3,61,39,488	3,61,39,488
Weighted average number of equity shares for calculating basic earning per share	3,61,39,488	3,61,39,488
Basic Earning per share (₹)	(17.16)	0.70
Weighted average number of equity shares for calculating basic earning per share	3,61,39,488	3,61,39,488
Add: Weighted average number of potential equity shares on account of employee stock options	-	-
Weighted average number of equity shares for calculating diluted earning per share	3,61,39,488	3,61,39,488
Diluted Earning per share (₹)	(17.16)	0.70
Net profit attributable to equity shareholders (after exceptional items)		
Net profit / (loss) for the year	-12,745.60	340.57
Nominal value per equity share (₹)	10	10
Total number of equity shares outstanding at the beginning of the year	3,61,39,488	3,61,39,488
Total number of equity shares outstanding at the end of the year	3,61,39,488	3,61,39,488
Weighted average number of equity shares for calculating basic earning per share	3,61,39,488	3,61,39,488
Basic Earning per share (₹)	(35.27)	0.94
Weighted average number of equity shares for calculating basic earning per share	3,61,39,488	3,61,39,488
Add: Weighted average number of potential equity shares on account of employee stock options	-	-
Weighted average number of equity shares for calculating diluted earning per share	3,61,39,488	3,61,39,488
Diluted Earning per share (₹)	(35.27)	0.94

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34 Contingent liabilities and commitments

	As at March 31, 2024	As at March 31, 2023
a) Contingent liabilities		
Claims against company not acknowledged as debt		
Income tax matters*^	1,706.10	2,120.97
Excise duty matters	259.80	259.80
Value added tax (VAT) / Sales tax matters	1,124.68	1,124.68
Provident funds	-	15.37
Others	466.48	463.93
Total	3,557.07	3,984.75
b) Commitments		
Estimated amount of contracts remaining to be executed on capital account (refer note 5)	712.20	294.61
Total	712.20	294.61

Notes:

a) Chief Electrical Inspector and Safety, Government of Chhattisgarh raised demand of Rs. 226.88 Lakhs (P.Y Rs. 226.88 Lakhs) (principal sum) and interest of Rs. 89.03 Lakhs (P.Y Rs 89.03 Lakhs) (computed till 30-Jun-2021). The Company has filed writ petition (WPC 3611/2021) in the Hon'ble High Court of Chhattisgarh against the demand. Pursuant to direction of Hon'ble High Court of Chhattisgarh dated 09-Sep-2021, the company has deposited 25% of principal sum and 10% of interest amounting to Rs. 65.63 Lakhs (P.Y Rs. 65.63 Lakhs) to avoid any coercive action. The matter is still sub-judice. Amount deposited has been carried under "amount deposited against pending disputed" under Note 10 of the financial statements. The probability and timing of outflow with regard to the matter depends on the final outcome of the writ petition.

b) All contingent liabilities are net of sum paid, if any, against such demands.

* for matters u/s 68 of the Income Tax Act, 1961.

^includes Rs. 349.30 lakhs (PY - 444.77 lakhs) demand by assessing officer (TDS) u/s 201 / 201A of the Income Tax Act, 1961

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35 Information on lease transactions pursuant to Ind AS 116 - Leases

The company has taken a piece of land in the village Ameri Akbari & Dagori Tehsil Belha, District Bilaspur, Chhattisgarh comprising of an area measuring approximately 60 acres on lease via lease deed dated 03 June, 2015 for a lease term of 80 years commencing from 03 June 2015 to 20 August, 2095 for its expansion project. The company has paid premium and service charge of Rs. 305.38 Lakhs and security deposits of Rs. 22.90 Lakhs, which is refundable in accordance with the said lease deed.

The company has recognised such lease as an operating lease during the current period.

Particulars	31 March 2024	31 March 2023
(i) Interest expense on lease liability	7.62	7.62
(ii) Total cash outflow of the leases	(7.63)	(7.63)
(iii) Expenses relating to short term leases	10.58	14.01
(iv) Expenses relating to low value assets with long term lease period not considered as right-of-use assets but directly charged to the statement of profit and loss	0.49	0.50

There are no sub-lease transactions. Refer note 18 for maturity analysis of lease liabilities.

36 Information on segment reporting pursuant to Ind AS 108

The Company is in the business of manufacturing steel products having similar economic characteristics, primarily with operations in India and regularly reviewed by the Chief Operating Decision Maker ('CODM') for assessment of Company's performance and resource. The information relating to revenue from external customers and location of non-current assets of its single reportable segment has been disclosed as below:

a) Revenue from operations

Particulars	31 March 2024	31 March 2023
Domestic	56,319.57	69,808.52
Exports	60.00	-
Total	56,379.57	69,808.52

Revenue from operations have been allocated on the basis of location of customers.

b) Non current assets

All non-current assets of the Company are located in India.

c) Customers contributing more than 10% of Revenue

Particulars	31 March 2024	31 March 2023
Real Ispat & Power Ltd.	14,087.64	37,621.69
API Ispat and Powertech Private Limited	5,707.09	28,646.29
Total	19,794.73	66,267.98

37A Disclosure pertaining to Ind AS 10
Event - 1:

Non-adjusting event after the reporting period	31 March 2024	31 March 2023
The nature of event	Application filed under Insolvency and Bankruptcy Code (IBC) 2016 by lender.	Nil
Estimate of financial effect	Refer Note 17 (b)	Nil

Event - 2:

Non-adjusting event after the reporting period	31 March 2024	31 March 2023
The nature of event	The loan from Décor Investment and Finance Pvt. Ltd. And Kishorilal Constructions Pvt. Ltd. has been assigned to M/s Essenn Investments Pvt. Ltd. vide agreement dated 18-05-2024. Further, the company has entered into Loan cum Investment agreement dated 25-05-2024 vide which Essenn Investments Pvt. Ltd. has agreed to invest further sum of Rs. 4000.00 Lakhs. The loan stands secured by creating charge on the complete expansion project including plant & machinery consisting of 2 DRI Kiln of 100 TPD each and coal washery, power plant connected therewith and 220KV power line and current assets of the company consisting of present and future inventories, trade and other receivables and all other	Nil
Estimate of financial effect	Nil	Nil

37B Disclosure pertaining to Ind AS 8

Change in accounting estimates	31 March 2024	31 March 2023
Nature	(i) Changing depreciation method from Straight line method (SLM) to written down value method (WDV). (ii) Change in remaining useful lives of Plant & Machineries	Nil Nil

Note:

(i) The remaining useful lives of Plant & Machineries has been decided to be 17-20 years instead of previously determined useful life of 35-40 years.

(ii) The effect of change in accounting estimates in future period is impracticable to determine as at balance sheet date.

37C Disclosure pertaining to Ind AS 36

Impairment of Non financial assets	31 March 2024	31 March 2023
(i) Amount of impairment losses recognised in the profit and loss	14,672.28	Nil
(ii) Line item of statement of profit and loss in which impairment losses are included	Note 31A - Exceptional Items	Nil
(iii) Main classes of assets affected by impairment losses	Building and Plant & Machineries	Nil

Note:
Events and circumstances that led to recognition of impairment losses-

The company had entered into an operational agreement with R. K. Sponge Private Limited whereby the operations of the company was handled by such party. Such operational agreement was terminated during the current financial year. Further, the company had not physically verified its major assets in past years which may indicate obsolesces or physical damage to those assets. These events led to impairment test by the company.

37D Disclosure pertaining to Ind AS 8

Prior period errors	Amount
(i) Nature of prior period error	Omissions from the financial statements
(ii) Amount of correction for each financial statement line item affected	
a) Balance of Statutory / Government Authorities (Note 10 - Other current Assets)	(708.67)
b) Stock In Transit (raw material) (Note 11 - Inventories)	(214.91)
c) Power & Fuel (Note 27.1 - Direct Expenses)	25.53
d) Power & Fuel (Note 27.1 - Direct Expenses)	7.79
(iii) Effect on basic earnings per share	
Original	(0.50)
Restated	(1.52)
(iv) Effect on diluted earnings per share	
Original	(0.50)
Restated	(1.52)

38 Disclosure under section 186(4) of the Companies Act, 2013

Description	As at March 31, 2024	As at March 31, 2023
Investments made	261.57	274.44
Loans given (For general purpose)	12.67	491.16

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39 Related party disclosures:

Name of related party and related party relationship:

Nature of relationship	Name of the related parties
1. Holding Company	a) Nil
2. Subsidiary Company	a) Nil
3. Key Managerial Personnel (KMP) / Directors	a) Sh. H.C. Verma - Director b) Sh. Suraj Prakash Choudhary - Director (Resigned w.e.f. 24-04-2024) c) Sh. Dinesh Kumar Yadav - Whole Time Director d) Smt. Sumiran Aggarwal - Director (Resigned w.e.f. 04-07-2023) e) Sh. Dheeraj Kumar - Company Secretary f) Sh. Birender Bhardwaj - Chief Financial Officer g) Smt. Palak Garg - Director (Resigned w.e.f. 24-04-2024)
4. Entities in which a KMP / Director or his/her relative is a member or Director / Other related parties with whom transactions have taken place during the year.	a) Bhushan Power and Steel Limited b) Shivalikview Steel Trading Pvt. Ltd.

Transactions with related parties:

Particulars	KMP/Directors		Others	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
i) Director sitting fee	-	2.10	-	-
ii) Remunerations	48.32	45.11	-	-
iii) Interest income	-	-	4.48	66.35
iv) Interest expense	-	-	27.57	-
v) Loan received from	-	-	1071.71	-
vi) Loan repaid to	-	-	598.51	-
vii) Loan given to	1.40	-	5.00	418.00
viii) Loan repaid by	-	-	500.64	1174.17
ix) Liabilities written back	-	-	6822.01	-

Balance outstanding (receivables) / payables:

i) Receivables (trade and others)	-	-	-	-
ii) Payables (trade and others)	4.09	2.61	-	6,822.00
iii) Receivables (loan)	1.40	-	-	491.16
iv) Payables (loan)	-	-	16,155.71	15,158.79

Outstanding material related party balances:

i) Receivables (loan)	-	-	-	491.16
ii) Payables (loan)	-	-	15,657.25	15,158.79
iii) Payables (trade and others)	-	-	-	6,822.00

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40 Employee Benefits

(a) Defined contribution plan and amounts recognised in the statement of profit and loss:

Particulars	March 31, 2024	March 31, 2023
Contribution to EPF	46.34	44.23
Contribution to ESIC	8.90	8.83
Contribution to LWF	0.19	0.05
Total	55.43	53.11

(b) Defined benefit plan:

i) Leave obligations expected to be settled within next 12 months	12.73	11.43
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ii) Gratuity expense (Long term obligation) - unfunded

The gratuity plan is covered by The Payment of Gratuity Act, 1972. The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

Details of changes and obligation under the defined benefit plan is given as below:

(I) Expense recognized in the statement of profit and loss	Gratuity		Leave Encashment	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Current service cost	19.58	15.78	14.78	7.26
Past service cost	-	-	-	-
Interest cost	14.49	13.70	3.76	4.39
Net expense recognized in the statement of profit and loss	34.07	29.48	18.54	11.65
(II) Remeasurement of (Gain)/loss recognised in other comprehensive income	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Actuarial changes arising from changes in demographic assumptions	-	-	-	-
Actuarial changes arising from changes in financial assumptions	1.18	-1.83	0.48	-0.57
Actuarial changes arising from changes in experience adjustments	-10.27	-16.61	-3.57	-17.63
Net gain recognised in other comprehensive income	-9.09	-18.44	-3.09	-18.20
(III) Changes in obligation during the year	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Opening balance	196.41	191.37	51.06	61.38
Current service cost	19.58	15.78	14.79	7.26
Past service cost	-	-	-	-
Interest cost	14.50	13.70	3.77	4.39
Actuarial (gain) / loss	(9.09)	(18.44)	(3.09)	(18.21)
Benefits paid	(37.25)	(6.00)	(9.53)	(3.76)
Present value of obligation as at year end	184.15	196.41	57.00	51.06
(IV) Net assets / liabilities recognised as at reporting dates	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Present value of obligation at the end of the year	184.15	196.41	57.00	51.06
Fair value of plan assets at the end of the year	-	-	-	-
Net liabilities / (assets) recognised in the balance sheet	184.15	196.41	57.00	51.06
- Current	46.65	46.95	12.73	11.43
- Non current	137.50	149.46	44.27	39.63

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(V) Experience adjustment	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Experience adjustment (Gain) / Loss on plan liabilities	-	-	-	-
Experience adjustment (Loss) / Gain on plan assets	-	-	-	-
(VI) Principle actuarial assumptions	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Discount rate (per annum)	7.21%	7.38%	7.21%	7.38%
Expected return on plan assets (per annum)	-	-	-	-
Expected increase in salary costs (per annum)	5.00%	5.00%	5.00%	5.00%
Attrition rate	-	-	-	-
Up to 30 Years	10	10	10	10
From 31 to 44 years	10	10	10	10
Above 44 years	10	10	10	10
Mortality	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
Retirement age	58	58	58	58

(VII) Quantitative sensitivity analysis for significant assumptions is as below:

Increase / (decrease) on present value of defined benefits obligations at the end of the year	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Discount Rate				
Increase by 50 basis points	(3.59)	(4.04)	(1.39)	(1.28)
Decrease by 50 basis points	3.76	4.24	1.45	1.33
Salary Increase				
Increase by 50 basis points	3.82	4.31	1.48	1.36
Decrease by 50 basis points	(3.68)	(4.15)	(1.42)	(1.31)
Attrition Rate				
Increase by 50 basis points	-	-	-	-
Decrease by 50 basis points	-	-	-	-

(VIII) Maturity profile of defined benefit obligation (undiscounted)	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Within the next 12 months from reporting date	46.65	46.95	12.73	11.43
Between 2 and 5 years	71.09	73.46	21.66	18.50
Between 5 and 10 years	66.41	76.00	22.61	21.13
Total expected payments	184.15	196.41	57.00	51.06

(IX) The average duration of the defined benefit plan obligation at the end of the reporting period is 6.02 years (March 31, 2023: 5.85 years).

(X) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the Actuary.

(XI) The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

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41 Category wise classification of financial instruments

a) The carrying values and fair values of financial instruments by categories as at 31 March 2024 are as follows:

Particulars	Carrying Value	Fair Value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost				
Non current				
(i) Loans	4.26	-	-	-
(ii) Others	561.82	-	-	-
Sub-total	566.08	-	-	-
Current				
(i) Loans	9.81	-	-	-
(ii) Trade receivables	2,060.84	-	-	-
(iii) Cash and cash equivalents	274.13	-	-	-
(iv) Others	77.93	-	-	-
Sub-total	2,422.71	-	-	-
Total	2,988.79	-	-	-
Financial assets at fair value through other comprehensive income (FVTOCI)				
Non current				
(i) Investments	261.57	-	-	261.57
Total	261.57	-	-	261.57
Financial liabilities at amortised cost				
Non current				
(i) Borrowings	31,877.07	-	-	-
(ii) Lease liabilities	80.23	-	-	-
(iii) Others	164.88	-	-	-
Sub-total	32,122.18	-	-	-
Current				
(i) Borrowings	7,826.93	-	-	-
(ii) Lease liabilities	0.01	-	-	-
(iii) Trade payables	3,209.71	-	-	-
(iv) Others	413.54	-	-	-
Sub-total	11,450.19	-	-	-
Total	43,572.37	-	-	-

b) The carrying values and fair values of financial instruments by categories as at 31 March 2023 are as follows:

Particulars	Carrying Value	Fair Value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost				
Non current				
(i) Loans	491.16	-	-	-
(ii) Others	53.06	-	-	-
Sub-total	544.22	-	-	-
Current				
(i) Trade receivables	80.68	-	-	-
(ii) Cash and cash equivalents	95.42	-	-	-
(iii) Others	82.43	-	-	-
Sub-total	258.53	-	-	-
Total	802.75	-	-	-
Financial assets at fair value through other comprehensive income (FVTOCI)				
Non current				
(i) Investments	274.44	-	-	274.44
Total	274.44	-	-	274.44

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Financial liabilities at amortised cost
Non current

(i) Borrowings	31,270.88	-	-	-
(ii) Lease liabilities	80.24	-	-	-
(iii) Others	100.99	-	-	-

Sub-total	31,452.11	-	-	-
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Current

(i) Borrowings	1,800.00	-	-	-
(ii) Lease liabilities	0.01	-	-	-
(iii) Trade payables	8,934.32	-	-	-
(iv) Others	923.56	-	-	-

Sub-total	11,657.90	-	-	-
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Total	43,110.01	-	-	-
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c) The carrying amount of financial assets and financial liabilities measured at amortised cost in these standalone financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

d) Financial assets that are measured at fair value in these financial statements and are grouped into three levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, are as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; or

Level 3: unobservable inputs for the asset or liability.

e) Valuation technique used to determine fair value:

The Company has designated its investments in equity shares at fair value through other comprehensive income in terms of Ind AS 109. Both the investee companies had conducted valuation of their equity shares dated 05 February 2024 (FY- 29 March 2023) under the provisions of Rule 11UA of the Income Tax Rules, 1962. The Company has used such valuation reports to arrive at the fair value as at 31 March 2024 (FY- 31 March 2023). The management believes that valuation techniques under such statute are appropriate in the circumstances.

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42 Financial risk management

The Company's principal financial liabilities comprise borrowings, lease liabilities, trade and other payables. The financial liabilities, inter-alia, provides finance to the Company to support its operations. The Company's principal financial assets include investments, trade and other receivables, and cash and cash equivalents derive directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

a) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from loans and trade receivables. Trade receivables are typically unsecured and are derived from revenue earned through customers. The Company has used the expected credit loss model to assess the impairment loss or gain on trade receivables on case to case basis in terms of perception of management.

Reconciliation of loss allowance:

Particulars	31 March 2024	31 March 2023
At the beginning of year	-	-
Movement during the year	-	-
Bad debts written off during the year	-	-
Balance at the end of the year	-	-

b) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and liquidity requirements. The Company closely monitors its liquidity position and maintains adequate source of financing through the use of short term bank deposits, demand loans, and credit facility. Processes and policies related to such risks are overseen by senior management.

(i) Maturities profile of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities:

Particulars	Less than 1 year	1 to 5 years	More than 5 years	Total
31 March 2024				
Borrowings	7,826.93	8,209.21	23,667.86	39,704.00
Lease liabilities	0.01	0.06	80.17	80.24
Trade payables	3,209.70	0.00	0.00	3,209.70
Other financial liabilities	420.19	164.88	0.00	585.07
Total	11,456.83	8,374.15	23,748.03	43,579.01
31 March 2023				
Borrowings	1,800.00	22,358.79	8,912.09	33,070.88
Lease liabilities	0.01	0.05	80.19	80.25
Trade payables	8,934.32	-	-	8,934.32
Other financial liabilities	923.56	100.99	-	1,024.55
Total	11,657.89	22,459.83	8,992.28	43,110.00

c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include borrowings. The sensitivity analysis in the following sections relate to the position as at March 31, 2023. The analyses exclude the impact of movements in market variables on: the carrying values of gratuity, pension obligation and other post-retirement obligations; provisions; and the nonfinancial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31 2023.

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(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. There Company is exposed to risk of changes in borrowing rates. The Board continuously monitors the prevailing interest rates in the market.

Interest rate risk exposure

The exposure of the group's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	31 March 2024	31 March 2023
Variable rate borrowings	-	-
Total borrowings	-	-

Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	Profit after tax	
	31 March 2024	31 March 2023
Increase by 50 basis points	-	-
Decrease by 50 basis points	-	-

(ii) Price risk

The Company's exposure to price risk arises from investments held and classified as FVTOCI.

Sensitivity

Profit or loss and equity is sensitive to higher/lower prices of instruments:

Particulars	Profit after tax	
	31 March 2024	31 March 2023
Price sensitivity		
Price increased by (5%) - FVTOCI	13.08	13.72
Price decreased by (5%) - FVTOCI	(13.08)	(13.72)

43 Capital management
(a) Risk management

For the purposes of the Company's capital management, Capital includes equity attributable to the equity holders of the Company and all other equity reserves. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2023 and March 31, 2022.

The Company monitors capital using net debt to equity ratio, which is net debt (as reduced by Cash and Cash Equivalent) divided by total equity.

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Borrowings (excluding lease liabilities)	39,704.00	33,070.88
Cash and Bank Balances	274.13	95.42
Net debt	39,429.87	32,975.46
Equity	(15,544.55)	(5,268.07)
Net debt to equity ratio	(253.66)%	(625.95)%

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44 Disclosure with respect to ratios

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance
Current ratio (in times)	Total current assets	Total current liabilities	0.60	0.61	(1.59)%	—
Debt-equity ratio (in times)	Debt consists of borrowings and lease liabilities	Total equity	(2.56)	(6.29)	(59.33)%	Due to increase in Borrowing and reduction in Total Equity.
Debt service coverage ratio (in times)	Earning for debt service = Net profit after taxes + non-cash operating expenses + interest	Debt service = Interest and lease payments + principal repayments	(0.06)	0.08	(179.29)%	The ratios has reduced due to increase in loss during the year.
Return on equity ratio (in %)	Profit for the year less preference dividend (if any)	Total equity	—	—	—	The company has negative return on equity as both factors are negative.
Inventory turnover ratio (in times)	Cost of goods sold	Closing inventories	26.68	8.40	217.62%	The ratio has improved as compared to past period due to improvements in operations of the company
Trade receivables turnover ratio (in times)	Revenue from operations	Closing trade receivables	27.36	865.25	(96.84)%	—
Trade payables turnover ratio (in times)	Purchases	Closing trade payables	11.68	6.01	94.26%	The ratio has improved as compared to past period due to improvements in operations of the company
Net capital turnover ratio (in times)	Revenue from operations	Average working capital = Total current assets - total current liabilities	(11.15)	(9.00)	23.84%	—
Net profit ratio (in %)	Profit for the year	Revenue from operations	(16.64)%	(0.26)%	6376.50%	The ratio has reduced as compared to past period due to loss during the year.
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + lease liabilities	Not applicable	Not applicable	Not applicable	as the company has negative capital employed.
Return on investment (in %)	Closing investments - Opening investments	Opening investments	(4.69)%	0.00%	100.00%	Due to change in values on account of recognition at FVTOCI

NOVA IRON AND STEEL LIMITED
CIN : L02710CT1989PLC010052
Notes forming part of the financial statements

(All amounts are in Indian rupee (₹) lakhs, unless otherwise stated)

45 Other statutory information
(a) Details of revaluation of property, plant and equipment including right-of-use assets and intangible assets

The company has not revalued its property, plant and equipment including right-of-use assets and intangible assets.

(b) Relationship with struck-off companies

The company has no transactions with companies struck-off under section 248 and section 560 of the Companies Act, 2013 and Companies Act, 1956 respectively.

(c) Details of benami property held

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(d) Wilful defaulter

The company has not been declared as wilful defaulter by any bank or financial institution or other lender.

(e) Undisclosed income

The company has not surrendered or disclosed any transaction as income during the year in the tax assessments under the Income Tax Act, 1961.

(f) Utilisation of borrowed funds
(A) The company has not advanced, loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediary) with the understanding that the intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(B) The company has not received from any fund from any person(s) or entity(ies) including foreign entities (Funding Party) with the understanding that the company shall:

(a) directly or indirectly lend or invest in other person(s) or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(g) Details of charges yet to be registered:

Descriptions	As at March 31, 2024	As at March 31, 2023
(i) Tata Motors Finance Solutions Limited (Contract No. 5004548113)	41.27	-
(ii) Tata Motors Finance Solutions Limited (Contract No. 5004548111)	41.27	-
(iii) Tata Motors Finance Solutions Limited (Contract No. 5004525649)	32.50	-
(iv) Tata Motors Finance Solutions Limited (Contract No. 5004525705)	39.15	-
(v) Essenn Investments Private Limited	20.00	-
(vi) Kishorilal Constructions Private Limited	10.00	-
(vii) Décor Investments and Finance Private Limited	10.00	-
Total	194.19	-

46 Although the Company's net worth is negative as at balance sheet date, the management is of the view that the loss making scenario is unlikely to continue in days ahead. Further, the management has approached various lenders to provide loan facilities to the company in near future. Consequently, the company has prepared its financial statements on going concern basis.

47.01 The statutory returns under Income Tax Act, 1961 or other laws and regulations may be subject to revision so as to reconcile them with the particulars of the books of account.

47.02 The previous year figures have been regrouped, reclassified as and where required.

47.03 The figures related to trade receivables, trade payables, borrowings, advances to suppliers and advances from customers are subject to confirmation and reconciliation, if any .

NOTICE

NOTICE is hereby given that the **32nd Annual General Meeting** of the Members of Nova Iron and Steel Limited will be held on **Monday, September 23, 2024 at 1:00 p.m.** through Video Conferencing and Other Audio-Visual Means, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements, Board Report and Auditor Report

To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March 2024 i.e. Audited Balance Sheet as at 31st March, 2024 and the Statement of Profit & Loss and Cash Flow Statement for the year as on that date, together with the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Mr. Hardev Chand Verma (DIN:00007681) as Director, liable to retire by rotation

“Resolved that Mr. Hardev Chand Verma (DIN: 00007681), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment be and is hereby reappointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

3. Approval of appointment of Ms. Kusum Naruka (DIN: 10679553) as an Independent Director (woman) and in this regard to consider and, if thought fit, to pass with or without modification the following Resolution as Special resolution:

“Resolved that Ms. Kusum Naruka (DIN: 10679553), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding Rules framed thereunder, as an Independent Director (woman) to hold office for a term of 5 (Five) years and shall not be liable for retirement by rotation.”

4. Approval of appointment of Mr. Gaurav Sharma (DIN: 10611094) as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification the following Resolution as Special resolution:

“Resolved that Mr. Gaurav Sharma (DIN: 10611094), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding Rules framed thereunder, as an Independent Director to hold office for a term of 5 (Five) years and shall not be liable for retirement by rotation.”

5. **Ratification and Approval of the remuneration of the Cost Auditors for the financial year ending March 31, 2025 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“Resolved that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for payment of Remuneration of Rs. 25000/- to M/s J. K. Kabra & Company, New Delhi, Cost Auditors (Firm Registration No. 2890) appointed by the Board of Directors of the Company, to conduct cost audit of the Company for the financial year ending March 31, 2025.”

6. **Revision in remuneration of Mr. Dinesh Kumar Yadav, Whole Time Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“Resolved that pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with section 196, 197 of the Companies Act, 2013 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), read with Schedule V of the said act and with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to the provisions of Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to the revision in the managerial remuneration of Mr. Dinesh Kumar Yadav, whole time Director with effect from April 1, 2024 to an amount is Rs. 2,00,000/- p.m. (Rupees Two Lakhs only).”

7. **Approval of Related Party Transaction with Mr. Aniket Singal and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“Resolved that pursuant to provision of Section 188 of Companies Act, 2013 read with rule 15 of Companies (meetings of board) Rules 2014, Regulation 2(1)(zb), 2(1)(zc) and 23 of SEBI (LODR) 2015, in addition to the existing approvals in this regard and the Policy on Related Party Transactions of the Company and subject to such approval(s), consent(s), permission(s), if and when necessary, desirable and expedient in law and pursuant to the consent of the Audit Committee and the Board of Directors of the Company, the approval of the members of the company be and is hereby accorded to the Board to enter/Continue to enter into Related Party Transaction, contract(s)/arrangement(s)/ (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with Mr. Aniket Singal, who are promoters and Promoter group of the company on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between Mr. Aniket Singal with the Company for a period commencing from the date of this Annual General Meeting (‘AGM’) upto the date of 33rd AGM to be held in calendar year 2025 for an amount not exceeding aggregate of Rs. 20 Lakhs per month provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out in the ordinary course of the business of the Company.”

“Resolved further that the Board of Directors of the Company (or any other persons authorized in this regard by the Board of Directors), be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions.”

By order of the Board
For Nova Iron and Steel Limited

Place: New Delhi

Dated: 14/08/2024

Dheeraj Kumar
Company Secretary

NOTES FOR MEMBERS ATTENTION:

1. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH, ACCORDINGLY, THE FACILITY TO APPOINT PROXY TO ATTEND AND CAST VOTE FOR THE MEMBERS IS NOT AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ROUTE MAP AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO. HOWEVER, THE BODY CORPORATES ARE ENTITLED TO APPOINT AUTHORIZED REPRESENTATIVES TO ATTEND THE AGM THROUGH VC/OAVM AND PARTICIPATE THEREAT AND CAST THEIR VOTES THROUGH E-VOTING THROUGH BOARD RESOLUTION/ POWER OF ATTORNEY/ AUTHORITY LETTER, ETC.
2. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Listing Regulations'), setting out the material facts and reasons for the proposed resolutions, in respect of Item Nos. 3 to 9 of this Notice of AGM ('Notice'), is annexed herewith.
3. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (Pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address to cskaranvirbindra@gmail.com with a copy marked to rai_nisl2007@gmail.com.
4. M/s Skyline Financial Services Pvt. Ltd. is Registrar & Share Transfer Agents (RTA) of the Company. Any correspondence relating to shares can be made to the company's registrar at their following address:

M/s Skyline Financial Services Private Limited, D-153A,

1st Floor, Okhla Industrial Area,

Phase-I, New Delhi-110020,

Ph. Nos. 011-40450193 to 97,

Email: rta.nova.rg@gmail.com, info@skyline.com

Website: www.skylinerta.com

Members are requested to notify the change of Address if any.

5. In continuation of the Ministry's General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated 25th September, 2023 ("the MCA Circulars") read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (the SEBI Circular), the Annual General Meeting ("AGM") will be held without the physical presence of the Members at a common venue and Members can attend and participate in the AGM through VC/OAVM.
6. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12th May 2020, SEBI Circular No. No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, Notice of 32nd e-AGM along with the Annual Report for FY 2024 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 for FY2024 will also be available on the Company's website at <https://www.novaironsteel.com> and website of the stock exchange i.e., BSE Limited at www.bseindia.com.

Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to RTA. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

7. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners whose name will appear in the register of the members/list of beneficiaries received from the depositories as on 16/08/2024.
8. The deemed venue for 32nd AGM shall be the Registered Office of the Company at Chhattisgarh.
9. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e., from 12:45 pm to 01:15 pm and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
10. The Register of Members and the Share Transfer Books shall remain closed from 17/09/2024 to 23/09/2024 (both days inclusive).
11. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

12. Members seeking information about the accounts are requested to write at least 10 days before the date of the meeting to the Company so that it may be convenient to keep the information ready for the meeting.
13. All the documents referred to accompanying Notice are open for inspection at the registered office of the Company on all working days except Sunday and National Holiday between 11.00 AM to 1.00 PM upto the date of Annual General Meeting.
14. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance during the period starting from 20/09/2024 (10.00 A.M.) upto 21/09/2024 (5.00 P.M.) mentioning their name, demat account no. /Folio no., e-mail Id, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
15. Non Resident members are requested to inform immediately to RTA
 - (a) Change in residential status on relating to India for permanent settlement
 - (b) Particulars of bank account maintained in India with complete name of bank, branch address, account type, account number, if not furnished earlier.
16. SEBI vide its circular dated January 25, 2022 read with Regulation 40 of SEBI (LODR) Regulations, 2015, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Provided that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
18. The detail of Directors proposed to be appointed/re-appointed, under the provisions of Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the Annual General Meeting are given below.

1.	Name	Mr. Gaurav Sharma	Ms. Kusum Naruka	Mr. H.C. Verma
2.	DIN	10611094	10679553	00007681
3.	Date of Birth	08.12.1983	02.06.1995	15.11.1952
4.	Expertise/ Experience in Area	Legal and Secretarial	Compliance and Law	Steel Sector, Project Implementation, Domestic and international Marketing
5.	Qualification	Professional	Professional	Graduation
6.	Relationships between directors inter-se	Not directly or indirectly related inter-se	Not directly or indirectly related inter-se	Not directly or indirectly related inter-se
7.	names of listed entities in which the person also holds the directorship and the	Nil	Marble Finvest	Nil

	membership of Committees of the board along with listed entities from which the person has resigned in the past three years		Limited	
8.	shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil	Nil	Nil
9.	Skills and capabilities	Legal and Secretarial	Compliance and Law	Steel Sector, Project Implementation, Domestic and international Marketing

19. Voting through electronic means

For Remote e-voting and e-voting during AGM

- 1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 2) The scrutinizer for voting is M/s K.V. Bindra & Associates, Company Secretaries, Kothi No.9577, Sector 125, Sunny Enclave, Kharar, Punjab, Email cskaranvirbindra@gmail.com, Contact No. 9646497043.
- 3) The voting period begins on 20/09/2024 at 10:00 AM and ends on 22/09/2024 at 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17/09/2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 4) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 5) A member can opt for only one mode of voting i.e. either through remote e-voting or at the meeting. If a member casts votes by both modes, then voting done through remote e-voting shall prevail.

- 6) The member who has cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 7) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ul style="list-style-type: none"> (i) 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/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select & select Myeasi Tab. (ii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. (iii) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration (iv) Alternatively, the user can directly access e-Voting page by providing Demat

	<p>Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>(i) 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.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>(ii) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>(i) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free 1800225533.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990

Login method for e-Voting and joining virtual meeting for non-individual shareholders & shareholders holding shares in physical form

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

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank A/c Details OR Date of Birth (DOB)	Enter your Dividend Bank A/c 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 A/c details field as mentioned in instruction (v).

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Members holding shares in physical form will be taken directly to the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant Nova Iron & Steel Limited on which you choose to vote.
11. 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.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. 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.
17. For further queries, shareholders can get more detailed information about e-voting from the website of CDSL, i.e., <https://www.evotingindia.com>.

Facility for Non – Individual Shareholders and Custodians –Remote Voting

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- (iii) 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.
- (iv) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (v) 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.
- (vi) 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; rai_nisl2007@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

- (i) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

- (iii) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (iv) Shareholders are encouraged to join the Meeting through Laptops /IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

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

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Note for Non – Individual Shareholders and Custodians

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
 - (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (iii) 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.
 - (iv) 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.
 - (v) 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.
 - (vi) 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; rai_nisl2007@yahoo.com (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.
 - (vii) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800225533.
- 9) 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.
- 10) Any person, who acquires shares of the Company and become Member of the Company after despatch of the Notice and holding shares as on the cut-off date i.e.15/09/2024 may follow the same instructions as mentioned above for e-Voting.

STATEMENT ANNEXED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS**ITEM NO.3**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, and consequence upon resignation of Ms. Palak Garg (Woman) Independent Director on 24.04.2024 appointed Ms. Kusum Naruka (woman) as an Additional Director on 29/06/2024 under section 161(1) of the Companies Act, 2013. She is an Independent Director in terms of Section 149 of the Companies Act, 2013 and has given declaration of independence under section 149(6) of the Act. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Ms. Kusum Naruka will hold office till the date of ensuing Annual General Meeting. Ms. Kusum Naruka fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Ms. Kusum Naruka, being eligible has offered herself for appointment as a director.

Board recommends appointment of Ms. Kusum Naruka as an Independent Director for a term of 5 (Five) years. Copy of the draft letter for appointment of Ms. Kusum Naruka as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Except Ms. Kusum Naruka, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

ITEM NO.4

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, and consequence upon resignation of Mr. Suraj Parkash Choudhary, Independent Director on 24.04.2024, appointed Mr. Gaurav Sharma as an Additional Director on 02/05/2024 under section 161(1) of the Companies Act, 2013. He is an Independent Director in terms of Section 149 of the Companies Act, 2013 and has given declaration of independence under section 149(6) of the Act. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Gaurav Sharma will hold office till the date of ensuing Annual General Meeting. Mr. Gaurav Sharma fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Mr. Gaurav Sharma, being eligible has offered himself for appointment as a director.

Board recommends appointment of Mr. Gaurav Sharma as an Independent Director for a term of 5 (Five) years. Copy of the draft letter for appointment of Mr. Gaurav Sharma as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Except Mr. Gaurav Sharma, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s J. K. Kabra & Company, for financial year ending March 31, 2025, subject to the approval of the Central Government, if any, the remuneration of the Cost Auditors has been approved and recommended at Rs. 25000/-. The relevant Form regarding appointment and remuneration of the Cost Auditors approved by the Board has been filed with the Central Government as required under the Companies Act, 2013.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought as set out in the Resolution at item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditor, subject to the approval of the Central Government for the financial year ending March 31, 2025 for conducting cost audit and giving their report thereon.

ITEM NO. 6

Mr. Dinesh Kumar Yadav was appointed as Director of the Company by the Board of Directors as recommended by the Nomination and Remuneration Committee in their meetings held on August 14, 2021 for a period of 5 years and the same was subsequently approved by the members at the AGM held on December 31, 2021. In the Board Meeting dated 07/02/2023, the designation of Mr. Dinesh Kumar Yadav was changed to Whole-Time Director on the terms and conditions set out in the shareholders' resolution passed on December 31, 2021.

Further considering his growth, performance and the targets achieved by him in his tenure and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 14, 2024 approved the revision of remuneration of Mr. Dinesh Kumar Yadav with effect from April 1, 2024. The revised monthly remuneration is Rs. 2,00,000/- p.m. (Rupees Two Lakhs only) together with other benefits, perquisites, allowances, amenities and facilities as set out in shareholders' resolution passed on December 31, 2021.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revision in remuneration of Mr. Dinesh Kumar Yadav, Whole Time Director as decided by the Board of Directors is required to be approved by the Members at their meeting due to no/ inadequacy of profits. The remuneration is in line with the Industrial Standards for managerial personnel falling under the same cadre.

Thus, the Members are requested to consider revision in remuneration of Mr. Dinesh Kumar Yadav, Whole Time Director.

Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, consent of the members is being sought by way of Special Resolution.

Except Mr. Dinesh Kumar Yadav, none of the promoters, directors, key managerial personnel and their relatives are concerned or interested financially or otherwise, in the Resolution.

The Board of Directors recommend passing of the Special Resolution at item no. 6 of the notice.

ITEM NO. 7

Pursuant to Section 188(1)(f) of Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), companies are allowed to pay remuneration of Rs. 2.5 Lakhs per month to the related parties during a year, out of the specified limit the company has already utilized the limit of Rs. 1.5 Lakh per month to one of its relative parties. Now, the company proposed to enter into new contract(s)/Arrangement(s)/Transaction(s) for an amount exceeding Rs. 2.5 lakhs per month to related party.

The Company is in the process to enhance marketing area at international level to capture the global

market. For that purpose, the company has approached Mr. Aniket Singal, having expertise in international marketing, to look after the international marketing aspects of the company in consideration of remuneration of Rs. 20 Lakhs per month (including all allowances and benefits) commencing from October 1, 2024.

Since the aggregate amount payable to the related parties exceeds the limit under section 188(1)(f) of Companies Act, 2013, which require approval of the members of the Company through the ordinary resolutions.

The management has provided with the Audit Committee with the details of various proposed Related Party Transactions (RPTs) including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has recommended entering into RPTs with Mr. Aniket Singal for an aggregate value not exceeding Rs. 20 Lakhs (including all allowances and benefits) per month. The Audit Committee has noted that the said transactions in the ordinary course of business of the Company.

Details of the proposed transactions of the Company with Mr. Aniket Singal, being a related party of the Company, are as follows:

(a) Name of the related party	Mr. Aniket Singal
(b) Name of the director or key managerial personnel who is related, if any	None of the Directors or other key managerial personnel of the Company and their relatives are, in any way, concerned or interested
(c) Nature of relationship	Promoter and Promoter Group of the company
(d) Nature, material terms, monetary value and particulars of the contract or arrangements	a) Nature: Handling the Domestic and International market and other marketing activities of the company b) Material Terms: 1 year c) Monetary value: Rs.20 Lakhs per month d) Particulars of contract: As per Agreement
(e) Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs

None of the Directors or other key managerial personnel of the Company and their relatives are, in any way, concerned or interested in the Resolution mentioned in Item No. 7.

By order of the Board
For Nova Iron and Steel Limited

Place: New Delhi
Dated:14/08/2024

Dheeraj Kumar
Company Secretary