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# BIHAR SPONGE IRON LIMITED

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REGISTERED OFFICE & PLANT : UMESH NAGAR, CHANDIL-832401, DISTT. SARAIKELA- KHARSAWAN, JHARKHAND  
Ph. +91 9955542302, E-mail: companysecretary@bsil.org.in / bsilchandil@gmail.com Website : www.bsil.org.in  
CIN: L27106JH1982PLC001633

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To,  
The Manager Listing  
BSE Limited  
25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street, Mumbai-400001

**5<sup>th</sup> September, 2024**

**Scrip Code: 500058**

**Sub: Notice of 42<sup>nd</sup> Annual General Meeting (“AGM”) and Annual Report for the Financial Year 2023-24 of Bihar Sponge Iron Limited (the “Company”)**

Dear Sir/Ma’am,

This is to inform you that the 42<sup>nd</sup> AGM of the Members of the Company is scheduled to be held on Saturday, 28<sup>th</sup> September, 2024 at 03:30 P.M. (IST) through video conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”).

Notice convening the 42<sup>nd</sup> AGM Notice and the Annual Report of the Company, for the Financial Year 2023-24, are being sent through electronic mode to all the members whose email address is registered with the Company/Company’s RTA/Depository Participant(s). The requirement of sending physical copy of the Notice of AGM to the Members have been dispensed with vide MCA Circulars and SEBI Circulars.

Notice and Annual Report of the 42<sup>nd</sup> AGM are attached and the same are also available on the Company’s website at <https://www.bsil.org.in>.

This is for your Information and records.

Thanking you,

Your faithfully,

**For Bihar Sponge Iron Limited**

Vimal Prasad Gupta  
Company Secretary &  
Compliance Officer  
FCS 6380

Encl.: As Above

**BIHAR SPONGE IRON LIMITED**

CIN: L27106JH1982PLC001633

Registered Office: Umesh Nagar, Chandil, Dist. Saraikela-Kharsawan, Jharkhand-832401

Ph.: +91 9955542302, E-mail: [companysecretary@bsil.org.in](mailto:companysecretary@bsil.org.in),Website: [www.bsil.org.in](http://www.bsil.org.in)**NOTICE**

Notice is hereby given that the 42<sup>nd</sup> Annual General Meeting of the members of Bihar Sponge Iron Limited will be held on Saturday, 28th September, 2024 at 3:30 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with the Report of the Board of Directors and the Auditors thereon.

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

**"RESOLVED THAT** Audited Financial Statement of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Mrs. Kumkum Modi (DIN: 00522904), who retires by rotation as a Director and being eligible, offers herself for re-appointment.

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Kumkum Modi (DIN: 00522904), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

3. To re-appoint M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. - 000561N) as the Statutory Auditors of the Company and fix their remuneration.

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

**"RESOLVED THAT** in accordance with the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. - 000561N) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a 1st term of five (5) consecutive years from the conclusion of the 42<sup>nd</sup> Annual General Meeting (AGM) until the conclusion of the 47<sup>th</sup> AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors, plus applicable taxes and re-imbusement of out of pocket expenses."

**SPECIAL BUSINESS:**

4. To re-appoint Mr. Umesh Kumar Modi (DIN: 00002757) as a Non-Executive Non-Independent Director of the Company, for a further term of five years.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 (1D) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], Mr. Umesh

Kumar Modi (DIN: 00002757), who being eligible for re-appointment and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be appointed as a Non-Executive Non-Independent Director of the Company for a further term of five years, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, appointment of Mr. Umesh Kumar Modi (DIN: 00002757) be continued as a Non-Executive Non-Independent Director of the Company, notwithstanding that on 5th March, 2026 Mr. Umesh Kumar Modi attains the age of 75 years.

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

5. To re-appoint Mr. Aditya Kumar Modi (DIN: 09303804) as Whole Time Director of the Company.

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee of the Company and other necessary approval, if any, pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule – V of the Companies Act, 2013, as amended from time to time and relevant provisions of the Articles of Association of the Company, and Regulations 17 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Mr. Aditya Kumar Modi (DIN: 09303804), who was appointed as Whole Time Director on the Board of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as a Whole Time Director of the Company, designated as Director – Operations for a period of three years from 16th November, 2024 up to 15th November, 2027, on the remuneration and terms and conditions as given below:

S. No.	Particulars	Amount in Rs. (Per Month)
<b>I</b>	<b>Salary and Allowances (PM)</b>	
	Basic Salary	<b>1,55,015</b>
	HRA/VDA	93,009
	Children Education Allowance	200
	Medical Allowance	12,913
	Special Allowance	37,337
	Reimb. – Books & Periodical	1,000
<b>II</b>	<b>Annual</b>	
	L.T.A.	12,913
	Bonus/Ex. Gratia	12,913
<b>III</b>	<b>Retiral Benefits</b>	
	Company Contribution to Provident Fund as per policy/rules of the Company.	18,602
<b>IV</b>	<b>Total Per Month</b>	<b>3,43,902</b>
	<b>Additional Benefits</b>	
	Reimbursement - CAR/Petrol Exp.	Actual
	Allowance in lieu of CAR	27,000
	Reimbursement of Driver Salary	17,900
	Reimbursement of Telephone	Actual
	<b>Total Per Month</b>	<b>3,88,802</b>
	<b>Gross Per Annum</b>	<b>46,65,624</b>

In addition to the above, he shall also be entitled to following facilities necessary for the purposes of business, which will not be considered as perquisites:

- i. Company maintained car;
- ii. Telephone facility.

However, for the personal use of a car, the amount equivalent to the perquisite value of the car as per Income Tax Act shall be calculated.

The annual increase in total remuneration (as stated in table given above) of Mr. Aditya Kumar Modi, Whole Time Director of the Company designated as Director – Operations, shall be as may be decided by the Chairman of the Company on the recommendations of Nomination and Remuneration Committee, from time to time.

**Other Terms and Conditions:**

- a) For the discharge of duties, Mr. Aditya Kumar Modi shall report to and derive his authorities and functional responsibilities from the Chairman and President or as may be decided by the Board of Directors of the Company, from time to time.
- b) Subject to overall superintendence, direction and control of the Board of Directors, Mr. Aditya Kumar Modi shall be responsible for the day-to-day affairs of the factory situated at Umesh Nagar Chandil Distt. Saraikela-832401.
- c) Either party may terminate the appointment by giving to the other 3 calendar months' notice in writing.
- d) In the event of termination of appointment by the Company, he shall not be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013, as amended from time to time.
- e) Encashment of leave at the end of tenure will be as per rule.
- f) Remuneration for a part of the year shall be computed on a pro-rata basis.
- g) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.
- h) He shall not be entitled to any sitting fees for attending the meeting(s) of the Board of Directors of the Company or Committee(s) thereof.
- i) For the purposes of retirement benefits like Gratuity, Provident Fund etc., the service of Mr. Aditya Kumar Modi, Whole Time Director designated as Director – Operations, will be considered as continuation of service from the date of his joining with the Company.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules issued there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, wherein in any financial year during his tenure as Whole Time Director, designated as Director - Operations, the Company has no profits or its profits are inadequate under Section 198 of the Companies Act, 2013, as amended from time to time the Company may, subject to necessary approvals, pay to him, remuneration by way of salary, perquisites and other terms as specified supra, as minimum remuneration.

**RESOLVED FURTHER THAT** all the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things which are necessary to give effect to the appointment of aforesaid person”.

6. To appoint Mr. Rohit Chawdhary (DIN: 10751087) as an Independent Director of the Company.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rohit Chawdhary (DIN:

10751087), who was appointed as an Additional Non-Executive Independent Director of the Company, with effect from 16<sup>th</sup> September, 2024 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years w.e.f. 16<sup>th</sup> September, 2024 till 15<sup>th</sup> September, 2029.

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

7. To appoint Ms. Mohi Kumari (DIN: 09696682) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Mohi Kumari (DIN: 09696682), who was appointed as an Additional Non-Executive Independent Director of the Company, with effect from 16<sup>th</sup> September, 2024 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided under the Act and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years w.e.f. 16<sup>th</sup> September, 2024 till 15<sup>th</sup> September, 2029.

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

8. To appoint Mr. Adhish Sharma (DIN: 10751609) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Adhish Sharma (DIN: 10751609), who was appointed as an Additional Non-Executive Independent Director of the Company, with effect from 16<sup>th</sup> September, 2024 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years w.e.f. 16<sup>th</sup> September, 2024 till 15<sup>th</sup> September, 2029.

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

9. To approve Material Related Party Transactions with Related Parties of the Company.

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), Company’s Policy on related party transactions and subject to such other approval(s), consent(s), permission(s) and sanctions of any authorities as may be necessary and on the basis of recommendation of Audit Committee and Board of Directors of the Company, consent of the members be and is hereby accorded to enter/ continue to enter into the contracts/ arrangements/ agreements, material related party transactions (whether by way of individual transaction or transaction taken together or series of transactions or otherwise) with the Related Parties as defined under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever name/nature, giving and taking of ICD’s and creation of Charge in favour of Related Parties on such terms and conditions as may be mutually agreed upon between the Board of Directors of the company and the related parties (Moderate Leasing & Capital Services Limited and G S Pharmbutor Pvt. Ltd.), such that the maximum value of the related party transactions with such parties, in aggregate does not exceed the value specified under each category as mentioned in the explanatory statement, provided that the related party transaction shall be carried out at in ordinary course of business and at arm’s length basis.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things; to finalize or vary the terms and conditions of the transactions with the aforesaid parties; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and / or expedient for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors in connection with any matter referred to or contemplated in the resolution, be and are hereby approved, ratified and confirmed in all respects.”

10. To ratify the remuneration of Cost Auditors for the Financial Year ending 31st March 2025.

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactments(s) thereof for the time being in force), the remuneration payable to M/s. M.K. Singhal & Co., Cost Accountants (Firm Registration No. 00074), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company for the Financial Year ended 31st March, 2025, amounting to Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.”

**For & on behalf of the Board of  
Bihar Sponge Iron Limited**

**Sd/-**

**Umesh Kumar Modi  
Chairman & President**

**DIN: 00002757**

**Place : New Delhi**

**Date: 26<sup>th</sup> August, 2024**

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular no. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 2/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) permitted the convening the AGM through VC/OAVM, without the physical presence of the Members of the Company at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the registered office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the Special Businesses to be transacted at the AGM, is annexed hereto and forms part of this Notice. The relevant details pursuant to requirements of SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
3. **AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Route Map and Attendance Slip are not annexed to this Notice.**
4. 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. Institutional/ Corporate Members are entitled to appoint authorised representatives to attend, participate at the AGM through VC/ OAVM and cast their votes. Institutional/ Corporate Members are requested to send a scanned copy (in PDF/ JPG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at [soniyacs@gmail.com](mailto:soniyacs@gmail.com) with a copy marked at [companysecretary@bsil.org.in](mailto:companysecretary@bsil.org.in).
6. In accordance with the circulars issued by MCA and SEBI, the Notice of this AGM along with the Annual Report 2024 is being sent only through electronic mode to those Members whose Email address is registered with the Company or with the Depositories. The Members can also download a copy of this Notice from the Website of the Company ([www.bsil.org.in](http://www.bsil.org.in)).
7. Members who have not registered their Email address with the Company or with the Depositories and wish to receive the aforesaid documents are required to register their Email address with the Company’s Registrar and Transfer Agent (RTA) by sending an e-mail at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) or the Company at [companysecretary@bsil.org.in](mailto:companysecretary@bsil.org.in).
8. The Members can join the AGM through VC/OAVM 15 minutes before and/or at the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, the 22<sup>nd</sup> September, 2024 to Saturday, the 28<sup>th</sup> September, 2024 (both days inclusive).
10. Members will be provided with a facility of electronic voting (e-voting) and for attending the AGM through VC/ OAVM by the Central Depository Services Limited (CDSL) E-voting system i.e. [www.evotingindia.com](http://www.evotingindia.com).

11. To enable the Company to comply with MCA Circulars and to participate in the 'Green Initiative', members who have not yet registered their Email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and in case of shares held in physical form by sending a duly filled and signed form ISR-1 available on the Company's website with RTA.
12. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding under Section 170 of the Act and the Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Act will be available for inspection during the AGM.
13. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at [companysecretary@bsil.org.in](mailto:companysecretary@bsil.org.in).
14. Members desiring any information as regards to accounts are requested to address their questions to the Secretary of the Company at least 7 clear days before the date of the Meeting so that the required information is made available at the Meeting.
15. Members may please note that SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the Listed companies to issue securities in dematerialized form only while processing service requests viz. 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. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of the same is available on the Company's website at [www.bsil.org.in](http://www.bsil.org.in) and on the website of its RTA at [www.beetalfinancial.com](http://www.beetalfinancial.com). It may be noted that that any service request can be processed only after the folio is KYC compliant.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details. For shares held in electronic form shall contact their Depository Participants ("DP") and for shares held in physical form, Members shall intimate to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated 12th October, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
17. As per the provisions of the Act and applicable SEBI Circulars, Members holding shares in physical form may file nomination in the prescribed form SH-13 with RTA or make changes to their nomination details through form SH-14 and form ISR-3. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DPs. The relevant forms are available on the company's website at [www.bsil.org.in](http://www.bsil.org.in) and its RTA at [www.beetalfinancial.com](http://www.beetalfinancial.com). Members holding shares in physical form are advised to make a nomination in Form SH-13 in respect of their shareholding in the Company. The nomination form will be made available by the Company on request.
18. Members who wish to inspect the relevant documents referred to in the Notice can send Email at [companysecretary@bsil.org.in](mailto:companysecretary@bsil.org.in) up to the date of the AGM.
19. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of E-voting agency CDSL at [www.evotingindia.com](http://www.evotingindia.com).
20. A physical copy of the Annual Report for the Financial Year 2023-24 (including the Notice) shall be sent only to those Members who specifically request the same. Accordingly, Members who wish to obtain physical copy of the Annual Report for the FY 2023-24, may write to the Company at [companysecretary@bsil.org.in](mailto:companysecretary@bsil.org.in) mentioning Folio No./DP ID and Client ID. For receiving Annual Report (including the Notice) from the Company electronically, Members are requested to write to the Company with details of folio number/ DPID/ Client ID and attaching a self-attested copy of PAN at [companysecretary@bsil.org.in](mailto:companysecretary@bsil.org.in) or [beetalrta@gmail.com](mailto:beetalrta@gmail.com).



21. Pursuant to SEBI Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31st July 2023, SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 4th August, 2023, and Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/191 dated 20th December, 2023, has established a common Online Dispute Redressal Portal ("ODR Portal") for resolution of disputes. Pursuant to above mentioned circulars, the aggrieved party can initiate the mechanism, after exhausting the primary options to resolve the issue, directly with the RTA/ Company and through the SEBI Complaint Redressal System (SCORES) platform, through the ODR portal (SMARTODR).

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

1. The Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/ video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/ folio number, Email id, mobile number at [companysecretary@bsil.org.in](mailto:companysecretary@bsil.org.in). The Members who do not wish to speak during the AGM but have queries may send their queries in advance 7 clear days prior to meeting mentioning their name, demat account number/ folio number, Email id, mobile number at [companysecretary@bsil.org.in](mailto:companysecretary@bsil.org.in). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views or ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
7. In the case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
8. Members attending the AGM through VC/ OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

**VOTING THROUGH ELECTRONIC MEANS:**

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment, Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020, the Company is pleased to provide its Members facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL). Remote e-voting is optional. The facility of e-voting shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by Remote e-voting shall be eligible to exercise their right to cast vote during the AGM.
2. The Board of Directors has appointed M/s. Soniya Gupta & Associates, Practicing Company Secretaries (COP No. 8136), as a Scrutinizer to process the e-voting and submit a report to the Chairman. The results of voting shall be declared within two (2) days of the 42nd AGM. The results of voting so declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.bsil.org.in](http://www.bsil.org.in), CDSL website at [www.evotingindia.com](http://www.evotingindia.com) and shall also be communicated to the Stock Exchanges (BSE). The results of the voting will also be displayed at the Notice Board at the Registered Office of the Company.

3. All the grievances in relation to the 42nd AGM including e-voting shall be addressed by Mr. Vimal Prasad Gupta, Company Secretary and Compliance Officer of the Company having e-mail id [companysecretary@bsil.org.in](mailto:companysecretary@bsil.org.in).

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

1. The voting period begins on Wednesday, 25<sup>th</sup> September, 2024 at 9:00 A.M. and ends on Friday, 27<sup>th</sup> September, 2024 at 5:00 P.M. 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 Saturday, 21<sup>st</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
4. 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.
5. 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.
6. 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 in their demat accounts to access e-voting facility.
7. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. By 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.</li> </ol>

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and 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>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 held 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 &amp; voting during the meeting.</p>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 4886 7000 and 022 2499 7000.

**LOGIN METHOD FOR REMOTE E-VOTING FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM:**

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

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "**SUBMIT**" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant '**Bihar Sponge Iron Limited**' on which you choose to vote.
- (xi) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xviii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-voting only:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the registration form bearing the stamp and sign of the entity should be sent by an email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required 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 at [soniyacs@gmail.com](mailto:soniyacs@gmail.com) and to the Company at [companysecretary@bsil.org.in](mailto:companysecretary@bsil.org.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL /MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by Email at [investor@beetalfinancial.com](mailto:investor@beetalfinancial.com) or [beetalrta@gmail.com](mailto:beetalrta@gmail.com).
2. For Demat shareholders - Please update your Email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your Email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you may refer the Frequently Asked Questions ('FAQs') and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an Email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an Email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date and a person who is not a Member as on the cut-off date should treat the Notice for information purpose only.

**INSTRUCTIONS FOR MEMBERS 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 Members, 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 Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
- (iv) Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:****Item No. 3: Re-appointment of Statutory Auditors of the Company**

The members of the Company at its 40th AGM held on 30th September, 2022 had appointed M/s. K. K. Jain & Co., Chartered Accountants, (Firm Registration No. – 002465N) as the Statutory Auditors of the Company to hold office from the conclusion of that AGM till the conclusion of 45th AGM of the Company. However, M/s. K. K. Jain & Co., Chartered Accountants, (Firm Registration No. – 002465N) resigned with immediate effect on 3rd November, 2023, thereby resulting in a casual vacancy in the office of Statutory Auditors.

In order to fill the vacancy, the Board of Directors at its meeting held on 6th November, 2023, upon the recommendations of the Audit Committee and pursuant to the provisions of Section 139 of the Act have appointed M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. – 000561N) as the Statutory Auditors of the Company. The approval of the members of the Company was taken via Postal Ballot Notice dated 6th November, 2023, the results of which were declared on 29th December, 2023 approving the appointment of the Statutory Auditors, till the conclusion of this AGM.

The Audit Committee and the Board of Meeting in their meeting held on 14th August, 2024 respectively, had proposed the re-appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. – 000561N) as the Statutory Auditors of the Company for the first term of five (5) years from the conclusion of this AGM till the conclusion of the 47th AGM of the Company. M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. – 000561N) have given their consent to act as the Statutory Auditors of the Company and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139, 141 and 142 of the Act and the Rules framed thereunder.

M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. – 000561N) is a Chartered Accountants Firm based in Delhi and established in the year 1976. They have the experience of more than 47 years in Audit field.

Their Firm is a Peer Reviewed Firm having a valid peer review certificate (Peer Review Certificate No. - 014161) issued by the Peer Review Board of the Institute of Chartered Accountants of India.

M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. – 000561N) was paid a statutory fee of Rs. 2.00 Lacs (excluding GST) plus out of pocket expenses and applicable taxes for the Financial Year 2023-24. In addition to the above, they were also paid remuneration for other services provided by them as mutually agreed upon between the Company and the Statutory Auditors.

The remuneration payable to M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. – 000561N), for the audit of financial statements of the Company for the Financial Year 2024-25 and so on, will be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors. For Financial Year 2024-25 remuneration shall not exceed of Rs. 2,00,000/- plus taxes and reimbursement of out-of-pocket expenses. In addition to above, they will be paid remuneration for other services provided by them as mutually agreed upon between the Board and the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth in Item No. 3 of the Notice for approval by the Members.

**Item No. 4: Re-appointment of Mr. Umesh Kumar Modi (DIN: 00002757) as a Non-Executive Non-Independent Director of the Company**

Mr. Umesh Kumar Modi has been a Director on the Board of the Company since Incorporation of the Company i.e. April 16, 1982, and as per the Article 60 of the Articles of Association of the Company, his office is not liable to retire by rotation.

The SEBI had made changes through 'SEBI (LODR) (Amendment) Regulations, 2023', amending Regulation 17 which deals with the Board of Directors and same has already come into effect. The amended regulation is as follows-

*"Pursuant to the Regulation 17(1)(1D) of the SEBI (LODR) (Amendment) Regulations, 2023 – with effect from April 01, 2024 the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be:*

*Provided that the continuation of the director serving on the board of directors of a listed entity as on March 31, 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after March 31, 2024."*

The Board of Directors of the Company pursuant to the provisions of Sections 152, at its meeting held on 14th August, 2024, pursuant to the recommendations of Nomination and Remuneration Committee has approved the recommendation for the re-appointment of Mr. Umesh Kumar Modi (DIN: 00002757) as a Non-Executive Non-Independent Director of the Company pursuant to the Regulation 17 (1D) of SEBI Listing Regulations.

Also Mr. Umesh Kumar Modi will be attaining the age of 75 years on 5th March, 2026, accordingly, to comply with the provisions of Regulations 17(1A) of the SEBI LODR Regulations, Company is also seeking approval of the Members through Special Resolution.

A brief justification for his continuation as Non-executive Non-Independent Director on the Board of the Company is as under: -

The Board is of the opinion that Mr. Umesh Kumar Modi has rich and diverse experience and is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He has very vast experience in various fields like Pharmaceuticals, Cosmetics, Sugar, Iron, Power etc. He is also a person of integrity who possesses the required expertise and his association as Non-Executive Non-Independent Director will be beneficial to the Company.

The Company has received notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

Mr. Modi is not disqualified from being appointed as the Director in terms of Section 164 of the Act and have given his consent to act as a Director.

Brief resume of Mr. Modi, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships/chairmanships of Board Committees shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein elsewhere in the notice and are also provided in the Corporate Governance Report forming part of the Annual Report.

Mr. Modi along with his relative(s) is interested in the resolution set out in Item No. 4 of this Notice with regard to his re-appointment.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the Special Resolution set forth at Item No. 4 of the Notice for approval by the Members.

#### **Item No. 5: Re-appointment of Mr. Aditya Kumar Modi (DIN: 09303804) as Whole Time Director of the Company**

Mr. Aditya Kumar Modi (DIN: 09303804), aged 58 years, is a Commerce Graduate from Punjab University. He has rich experience in the area of finance, accounts, management, administration and operations of the business for more than 33 Years.

The Board of Directors of the Company in their meeting held on 14th August, 2024, has, subject to the approval of the shareholders at ensuing General Meeting, re-appointed Mr. Aditya Kumar Modi as Whole Time Director on the Board of the Company, designated as Director – Operations, for a period of three years from 16th November, 2024 up to 15th November, 2027.

The Nomination and Remuneration Committee of the Company in its meeting held on 14th August, 2024 has also approved the appointment terms and remuneration of Mr. Aditya Kumar Modi Whole Time Director on the Board of the Company, designated as Director – Operations for a period of three years.

Further, in terms of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, remuneration payable to him also require approval of shareholders of the Company as well as approval from lender Banks and/or financial institutions and/ or secured creditors.

The information as required under Schedule V of the Companies Act, 2013 is given herein under:

#### **I. General Information:**

Nature of Industry - Sponge Iron.

The Company commenced commercial production on 1st July, 1989.

Financial performance based on given indicators:

	<b>(Rs. Lacs)</b>	
<b>Financial Parameters</b>	<b>2023-24</b>	<b>2022-23</b>
Total Income	29,216.67	46,562.41
Profit / (Loss) before Interest, Depreciation & Exceptional Items	1,167.68	1,636.47
Interest & Finance Charges	-	14.57
Depreciation	423.20	424.63
Profit/ (Loss) for the year before Exceptional Items	744.48	1,197.27
Exceptional Items- income / (expenditure)	-	16.28
Provision for Tax	-	-
Net Profit / (Loss)	744.48	1,213.55

#### **II. Information about the Appointee:**

Background details: Mr. Aditya Kumar Modi, aged 58 years, is a Commerce Graduate from Punjab University. He has rich experience in the area of finance, accounts, management, administration and operations of the business for more than 33 Years. His vast and rich experience will enable the company to survive and go ahead in future.



Past remuneration: He is getting the same remuneration as mentioned in the resolution.

Job profile and his suitability: Mr. Aditya Kumar Modi is a Commerce Graduate from Punjab University. He has rich experience in the area of finance, accounts, management, administration and operations of the business for more than 33 Years which will help the company to achieve good performance in future.

Remuneration proposed: Details of proposed remuneration are given in Item No. 5 of the Notice convening the 42nd Annual General Meeting.

Comparative remuneration profile with respect to industry size of the company, profile of the position and person: The remuneration paid to Mr. Aditya Kumar Modi is in line with the similar sized sponge iron units and is even on lower side when compared with similar profiles in the industry.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: NIL.

### **III. Other Information:**

#### **Reason for loss or inadequate profits & Steps taken or proposed to be taken for improvement and expected increase in productivity and profit in measurable terms:**

Due to non-availability of Coal from Central Coalfields Limited the plant had been shut and operations were suspended from 9th August, 2013. Due to suspension of the operations, the Company incurred loss up to FY 2019-20.

As reported earlier, with a view to earning revenue, the Company had entered into a Facility User Agreement dated 30.12.2020 with Vanraj Steels Private Limited, Mr. Manoj Kumar Agarwal and Parasnath Advisory Private Limited.

After complete overhauling and renovation work of the plant as well as the railway siding, the possession of the same has been handed over to M/s. Vanraj Steels Private Limited on 12th January, 2022. With the handing over of the plant, the Company has started receiving the operating income.

During FY 2023-24, the Company has earned a profit of Rs. 744.48 Lacs (last year Rs. 1213.55 Lacs).

The financial statements, as such, have been prepared on a going concern basis on the strength of management's plan of revival including restructuring of liabilities, operation of the plant through a third-party ensuring generation of revenue.

The above measures being taken by the Company will definitely improve the performance of the Company in terms of profitability.

Pursuant to section 197 and Section 203 of the Companies Act, 2013 and rules made there under the present proposal is to seek the member's approval for appointment of Mr. Aditya Kumar Modi as a Whole Time Director on the Board of the Company, designated as Director – Operations for a period of three years from 16th November, 2024 up to 15th November, 2027 and payment of remuneration to the Whole Time Director requires approval of the shareholders by way of ordinary resolution. Therefore, on the recommendation of Nomination & Remuneration Committee, the Board recommends this resolution to be passed as an ordinary resolution.

There is no financial interest of any of the director interest is only to the extent of their shareholding in the Company as some of the directors are also the shareholders in the Company. No Key Managerial persons (KMP) or their relatives are concerned or interested in the resolution except to the extent of being KMP. No relatives of the directors are concerned or interested in the resolution except to the extent of their shareholding in the Company. The related registers, records and documents are available for inspection during business hours on any working day at the Registered Office of the Company.

None of the Directors except Mr. Aditya Kumar Modi is interested or concerned in the Resolution at Item No. 5 of the accompanying Notice.

**Item No. 6: Appointment of Mr. Rohit Chawdhary (DIN: 10751087) as an Independent Director of the Company**

The Board of Directors of the Company at its meeting held on 26th August, 2024, upon the recommendations of the Nomination and Remuneration Committee, has approved the appointment of Mr. Rohit Chawdhary (DIN: 10751087) as an Additional Non-Executive Independent Director of the Company to hold office up to the date of next Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 ("the Act") and subject to approval of the Members at the said Annual General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a first term of 5 (five) consecutive years commencing from 16th September, 2024 till 15th September, 2029 (both days inclusive). Mr. Rohit Chawdhary is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He has also submitted a declaration of independence under Section 149(6) of the Act and under Regulation 16 of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Chawdhary fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Chawdhary is independent of the management. A brief profile of Mr. Chawdhary is given in Annexure A.

The Company has received requisite notice in writing from a member proposing the appointment of Mr. Chawdhary as a candidate for the office of Directors of the Company.

Your Board recommends the resolution set out in Item No. 6 for approval of the members as a Special Resolution. Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of the Notice.

**Item No. 7: Appointment of Ms. Mohi Kumari (DIN: 09696682) as an Independent Director of the Company**

The Board of Directors of the Company at its meeting held on 26th August, 2024, upon the recommendations of the Nomination and Remuneration Committee, has approved the appointment of Ms. Mohi Kumari (DIN: 09696682) as an Additional Non-Executive Independent Director of the Company to hold office up to the date of next Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 ("the Act") and subject to approval of the Members at the said Annual General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a first term of 5 (five) consecutive years commencing from 16th September, 2024 till 15th September, 2029 (both days inclusive). Ms. Mohi Kumari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She has also submitted a declaration of independence under Section 149(6) of the Act and under Regulation 16 of the SEBI Listing Regulations.

In the opinion of the Board, Ms. Kumari fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Ms. Kumari is independent of the management. A brief profile of Ms. Kumari is given in Annexure A.

The Company has received requisite notice in writing from a member proposing the appointment of Ms. Kumari as a candidate for the office of Directors of the Company.

Your Board recommends the resolution set out in Item No. 7 for approval of the members as a Special Resolution. Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 7 of the Notice.

**Item No. 8: Appointment of Mr. Adhish Sharma (DIN: 10751609) as an Independent Director of the Company**

The Board of Directors of the Company at its meeting held on 26th August, 2024, upon the recommendations of the Nomination and Remuneration Committee, has approved the appointment of Mr. Adhish Sharma (DIN:10751609) as an Additional Non-Executive Independent Director of the Company to hold office up to the date of next Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 ("the Act") and subject to approval of the Members at the said Annual General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 16th September, 2024 till 15th September, 2029 (both days inclusive). Mr. Adhish Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has

given his consent to act as a Director. He has also submitted a declaration of independence under Section 149(6) of the Act and under Regulation 16 of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Sharma fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Sharma is independent of the management. A brief profile of Mr. Sharma is given in Annexure A.

The Company has received requisite notice in writing from a member proposing the appointment of Mr. Sharma as a candidate for the office of Directors of the Company.

Your Board recommends the resolution set out in Item No. 8 for approval of the members as a Special Resolution. Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 8 of the Notice.

#### Item No. 9:

Pursuant to the provisions of Regulation 23(4) of the SEBI Listing Regulations, Section 188 to the extent applicable and all other applicable provisions, if any, of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 and Company's Policy on Related Party Transactions, the material related party transactions (MRPT) with related parties, which either individually or taken together with previous transaction(s) during a financial year, exceed Rs. 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company by way of an ordinary resolution. The Audit Committee and the Board of Directors of the Company in their respective meetings held on 14th August, 2024 have approved the transactions given in Item No. 9 of the Notice. In view of the threshold for determining related party transactions that require prior approval of the Shareholders and in order to facilitate the operations of the Company, the Company seeks the approval of Shareholders by passing an ordinary resolution.

The Company, in order to further its business interests enters into various transactions with the related parties, the estimated value of transactions with the related parties as defined under section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, are expected to exceed the materiality threshold as stated above.

Details of transactions with related parties pursuant to SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are given hereunder:

#### 1. Moderate Leasing & Capital Services Limited

Sr. No.	Particulars	Details of Transactions	
	Name of Related Party	Moderate Leasing & Capital Services Limited	
(i)	Nature of Relationship	Promoter Group Company	Promoter Group Company
(ii)	Nature & material terms of the transaction	Inter Corporate Loan All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed/to be executed between the Company & related party.	Consultancy Services All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.
(iii)	Tenure of the Transaction (Approval Period for MRPT)	From 01-10-2024 to 30-09-2025	From 01-10-2024 to 30-09-2025
(iv)	Value of Transaction	Rs. 28 Crores	Rs. 30 Lakh per month
(v)	Details of Loan :		
	Source of fund	Arrangement of Loan by Related party from its internal sources.	NA

Sr. No.	Particulars	Details of Transactions	
	Nature of Indebtedness	Unsecured	NA
	*Cost of funds & tenure	The company shall pay interest and loan as per the agreement/ understanding with the lender.	NA
	*Interest Rate, Repayment & secured or unsecured	Interest Rate as per the agreement/understanding, unsecured loan & repayment on demand.	NA
	Purpose of loan	Working Capital etc.	NA
(vi)	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	9.58 % of the turnover of the FY 2023-24	1.23 % of the turnover of the FY 2023-24
(vii)	Justification as to why the related party transaction is in the interest of the Company	The loan is unsecured and easily available on demand.	The related party is registered NBFC with the Reserve Bank of India and having vast experience in providing the consultancy services & financial assistance, which will be beneficial for the Company.
(viii)	Details of valuation or other external party report, if such report has been relied upon	NA	NA
(ix)	Any other	All the material terms & conditions are/ to be finalized with the mutual consent of both the parties.	All the material terms & conditions are finalized with the mutual consent of both the parties.

## 2. G S Pharambutor Pvt. Ltd.

Sr. No.	Particulars	Details of Transactions	
	Name of Related Party	G S Pharambutor Pvt. Ltd.	
(i)	Nature of Relationship	It holds more than 20% shares in Moderate Leasing Capital Services Limited, which is a promoter group company of the Listed entity.	It holds more than 20% shares in Moderate Leasing Capital Services Limited, which is a promoter group company of the Listed entity.
(ii)	Nature & material terms of the transaction	Inter Corporate Loan All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed/to be executed between the Company & related party.	Leasing of any property of any kind or any other material related party transactions. (Value given in point (iv) below indicates per year transaction amount for the agreement period). All the material terms & conditions are / to be finalized with the mutual consent of both the parties and as per the agreement executed/to be executed between the Company & related party.

Sr. No.	Particulars	Details of Transactions	
(iii)	Tenure of the Transaction (Approval Period for MRPT)	From 01-10-2024 to 30-09-2025	From 01-10-2024 to 30-09-2025
(iv)	Value of Transaction	Rs. 70 Crores	Rs. 25 Crores
(v)	Details of Loan :		
	Source of fund	Arrangement of Loan by Related party from its internal sources.	NA
	Nature of Indebtedness	Unsecured	NA
	*Cost of funds & tenure	The company shall pay interest and loan as per the agreement with the lender.	NA
	*Interest Rate, Repayment & secured or unsecured	Interest Rate as per the agreement, unsecured loan & repayment on demand.	NA
	Purpose of loan	Working Capital and Other Business Purposes Etc.	NA
(vi)	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	23.96 % of the turnover of the FY 2023-24.	8.56 % of the turnover of the FY 2023-24.
(vii)	Justification as to why the related party transaction is in the interest of the Company	The loan is unsecured and easily available on demand.	Transactions between both the parties will help the Company to carry on its business more efficiently and the agreement between both the parties will help to improve the financial health of the company.
(viii)	Details of valuation or other external party report, if such report has been relied upon	NA	NA
(ix)	Any other	All the material terms & conditions are/ to be finalized with the mutual consent of both the parties.	All the material terms & conditions are finalized/to be finalized with the mutual consent of both the parties.

\*(for item no. 9, point no. 1 to 2 above) Interest/Cost of loans of related party will be decided subsequent to and on the line as per settlement arrived at with Government of Jharkhand for their soft loans or as decided by the Board of the Company.

All the above transactions are in the ordinary course of business and on arm's length basis and the parties shall consider all the relevant factors before executing the transactions/agreements.

Except Independent Directors & their relatives all the other Non-Executive & Whole Time Directors & their relatives are interested in this resolution.

The said related party transactions have been recommended by the Audit Committee and Board of Directors of the Company for consideration & approval by the members.

It is pertinent to note that no related party shall vote to approve this resolution whether the entity is a related party to the particular transaction or not.

The Board recommends the Ordinary Resolution at Item No. 9 for approval of the Members.

**Item No. 10:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. M.K. Singhal & Co., Cost Accountants (Firm Registration No. 00074) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025.

In terms of the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025 as set out in Item No. 10 of this Notice.

None of the Directors/ or Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of this Notice.

**INFORMATION PROVIDED PURSUANT TO REQUIREMENTS GIVEN UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON THE GENERAL MEETINGS IN RESPECT OF INDIVIDUALS PROPOSED TO BE APPOINTED/ RE-APPOINTED AS DIRECTOR(S):**

S. No.	Name of the Directors	Mr. Umesh Kumar Modi	Mrs. Kumkum Modi	Mr. Aditya Kumar Modi
1.	Director Identification Number (DIN)	00002757	00522904	09303804
2.	Date of Birth	05-03-1951	19-01-1951	26-09-1966
3.	Age	73 years	73 years	58 years
4.	Date of appointment	16-04-1982	04-06-2011	16-11-2021
5.	Expertise in specific field	He has very vast experience in various fields like Pharmaceuticals, Cosmetics, Sugar, Iron, Power etc. He has been instrumental in bringing the largest number of internationally renowned collaborators to India.	She is an accomplished, dedicated and focused person who always shares her insights on policy planning, vision and strategy of the Company, besides corporate governance and Board coordination.	Experience in the area of finance, accounts, management, administration and operations of the business.
6.	No. of equity shares held in the Company. (as on 31st March, 2024)	3975534 shares	5500 shares	NIL
7.	Qualifications	Chemical Engineering Graduate with Gold Medal from Banaras Hindu University.	M.A. from University of Delhi.	Commerce Graduate from Punjab University

S. No.	Name of the Directors	Mr. Umesh Kumar Modi	Mrs. Kumkum Modi	Mr. Aditya Kumar Modi
8.	List of directorships in other companies	1. A to Z holdings Pvt. Limited 2. Bihar Sponge Iron Limited 3. Jai Abhishek Investments Pvt. Ltd. 4. Longwell Investment Pvt. Ltd. 5. Modi Goods and Retail Services Pvt. Ltd. 6. Modi Hitech India Limited 7. Modi Illva India Pvt. Ltd. 8. Modi Illva UK Private Limited 9. Modi Industries Limited 10. Modi – Mundipharma Healthcare Pvt. Ltd. 11. Modi-Mundipharma Beauty Products Private Limited (formerly known as Modi-Revlon Pvt. Ltd.) 12. Modi-Mundipharma Pvt. Ltd. 13. Mundipharma Trading Bangladesh Pvt. Ltd. 14. Beauty Products Lanka (Private) Limited (formerly known as Revlon Lanka (Private) Limited) 15. Bangladesh Beauty Products Private Limited (formerly known as Revlon Trading Bangladesh Private Limited) 16. SBEC Bioenergy Ltd 17. SBEC Sugar Ltd 18. SBEC Stockholding & Investment Limited	1. A to Z Holdings Private Limited 2. Modi Industries Limited 3. Jayesh Tradex Pvt. Ltd. 4. Bihar Sponge Iron Limited 5. Modiline Travel Services Pvt. Ltd 6. Win-Medicare Private Limited 7. Jai Abhishek Investments Pvt. Ltd. 8. Longwell Investment Pvt. Ltd. 9. Modi Hitech India Limited 10. Modi-Mundipharma Pvt. Ltd. 11. Umesh Modi Corp Pvt. Ltd 12. SBEC Sugar Limited 13. Beauty Products Lanka (Private) Limited (formerly known as Revlon Lanka (Private) Limited)	1. T. C. Healthcare Private Limited 2. Bihar Sponge Iron Limited 3. Chandil Power Limited

S. No.	Name of the Directors	Mr. Umesh Kumar Modi	Mrs. Kumkum Modi	Mr. Aditya Kumar Modi
		19. Umesh Modi Corp Pvt. Ltd 20. Win-Medicare Private Limited 21. Appogge Pte. Ltd 22. Signutra Inc. 23. Modi-Ecoweld Pvt. Ltd. 24. Modi-Beaphar Pvt. Ltd.		
9.	Membership/ Chairman of Committees of the other Companies including BSIL. (includes only Audit Committee and Stakeholders Relationship Committee)	1/0	NIL	2/0
10.	Number of meetings of the Board attended during the year.	4 out of 4	3 out of 4	4 out of 4
11.	Terms and Conditions of appointment/ reappointment	Mr. Umesh Kumar Modi, Mrs. Kumkum Modi and Mr. Aditya Kumar Modi have been appointed in terms of the provisions of Act and are responsible to undertake their respective roles and responsibilities prescribed under the provisions of the Act and other laws for the time being in force. In addition, they are also responsible to undertake the roles and responsibilities assigned by the Board from time to time.		
12.	Details of proposed remuneration and the remuneration last drawn, if any.	The non- executive director(s) will be entitled to sitting fee, approved by the Board from time to time. Details of last remuneration is mentioned in the Annual Report for the Financial Year 2023-24.	The non- executive director(s) will be entitled to sitting fee, approved by the Board from time to time. Details of last remuneration is mentioned in the Annual Report for the Financial Year 2023-24.	Remuneration details of Mr. Aditya Kumar Modi (as recommended by NRC and approved by Board of Directors) are provided in Resolution No. 5 to the Notice of AGM. Details of last remuneration is mentioned in the Annual Report for the financial year 2023-24.
13.	Relationship, if any between Directors inter se	There is no inter-se relationship between Mr. Umesh Kumar Modi and other directors or KMP except Mrs. Kumkum Modi, being Wife and Mr. Abhishek Modi and Mr. Jayesh Modi are the Sons of Mr. Umesh Kumar Modi.	There is no inter-se relationship between Mrs. Kumkum Modi and other directors or KMP except Mr. Umesh Kumar Modi, being Husband Mr. Abhishek Modi and Mr. Jayesh Modi are the Sons of Mrs. Kumkum Modi.	There is no inter-se relationship between Mr. Aditya Kumar Modi and other directors.



S. No.	Name of the Directors	Mr. Rohit Chawdhary	Ms. Mohi Kumari	Mr. Adhish Sharma
1.	Director Identification Number (DIN)	10751087	09696682	10751609
2.	Date of Birth	12-12-1981	07-08-1986	02-11-1990
3.	Age	43 years	38 years	34 years
4.	Date of appointment	16-09-2024	16-09-2024	16-09-2024
5.	Expertise in specific field	Mr. Rohit Chawdhary is a Lawyer practicing in Allahabad High Court. He has also served as a Senior Manager in Reliance Retail Limited.	Ms. Mohi Kumari is a Lawyer and have a rich experience in the matter of Corporate Laws.	Mr. Adhish Sharma is serving as a Principal Associate in Khaitan & Khaitan (Solicitors & Advocates) and have a rich experience in the matter of Corporate Laws.
6.	No. of equity shares held in the Company. (as on 31st March, 2024)	Nil	Nil	Nil
7.	Qualifications	B.Com., LL.B. Master of Business Administration (MBA) from University of Lucknow.	LLM	B.A. LLB. (Hons.) from Amity University
8.	List of directorships in other companies	Nil	1.SBEC Sugar Limited	Nil
9.	Membership/ Chairman of Committees of the other Companies including BSIL. (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil	Nil
10.	Number of meetings of the Board attended during the year.	NA	NA	NA
11.	Terms and Conditions of appointment/ reappointment	Mr. Rohit Chawdhary, Ms. Mohi Kumari and Mr. Adhish Sharma have been appointed in terms of the provisions of Act and are responsible to undertake their respective roles and responsibilities prescribed under the provisions of the Act and other laws for the time being in force. In addition, they are also responsible to undertake the roles and responsibilities assigned by the Board from time to time.		
12.	Details of proposed remuneration and the remuneration last drawn, if any.	The non- executive director(s) will be entitled to sitting fee, approved by the Board from time to time. Details of last remuneration is mentioned in the Annual Report for the Financial Year 2023-24.		

<b>S. No.</b>	<b>Name of the Directors</b>	<b>Mr. Rohit Chawdhary</b>	<b>Ms. Mohi Kumari</b>	<b>Mr. Adhish Sharma</b>
13.	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Being an Independent Director of the Company, ethical and high standards of conduct is the utmost importance which enables director to provide the challenge and rigor required to help the Board achieve a comprehensive understanding of information and options, as well as high standards of decision-making. Keeping in view the above requirement, Board is in the view that Mr. Rohit Chawdhary, Ms. Mohi Kumari and Mr. Adhish Sharma will contribute to the Company which will ultimately benefit the Company at a large.		
14.	Relationship, if any between Directors inter se	There is no inter-se relationship between Mr. Rohit Chawdhary and other directors.	There is no inter-se relationship between Ms. Mohi Kumari and other directors.	There is no inter-se relationship between Mr. Adhish Sharma and other directors.

**For & on behalf of the Board of  
Bihar Sponge Iron Limited**

**Sd/-  
Umesh Kumar Modi  
Chairman & President  
DIN: 00002757**

**Place: New Delhi  
Date: 26th August, 2024**

# **42<sup>ND</sup> ANNUAL REPORT 2023-2024**

**BSIL  
BIHAR SPONGE IRON LIMITED**

**Board of Directors**

Mr. Umesh Kumar Modi Chairman & President  
Mrs. Kumkum Modi  
Mr. Abhishek Modi  
Mr. Jayesh Modi  
Mr. Vijay Kumar Modi  
Mr. Aditya Kumar Modi  
Mr. Anirudh Kumar Modi  
Mrs. Asha Agarwal  
Mr. Pramod Kumar Gupta  
Mr. Ajay Kumar Aggarwal  
Mr. Salil Seth

**Chief Financial Officer**

CA Sachin

**Company Secretary**

CS Vimal Prasad Gupta

**Statutory Auditors**

M/s Doogar & Associates  
Chartered Accountants

**Secretarial Auditors**

M/s Soniya Gupta & Associates  
Company Secretaries

**Registered Office & Plant site**

Umesh Nagar, Chandil, Dist. Saraikela-  
Kharsawan-832401, Jharkhand.  
e-mail: [companysecretary@bsil.org.in](mailto:companysecretary@bsil.org.in) / Web: [www.bsil.org.in](http://www.bsil.org.in)  
CIN - L27106JH1982PLC001633

**Bankers**

UBI, SBI, HDFC Bank, ICICI Bank

**Registrars and Share Transfer Agent**

M/s Beetal Financial & Computer Services Pvt. Ltd.  
Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local  
Shopping Complex,  
Near Dada Harsukh Das Mandir,  
New Delhi – 110062. Email - [beetalrta@gmail.com](mailto:beetalrta@gmail.com)  
Website: [www.beetalfinancial.com](http://www.beetalfinancial.com)

**Internal Auditors**

M/s Sarat Jain & Associates  
Chartered Accountants

**Cost Auditors**

M/s M.K. Singhal & Co.  
Cost Accountants

**CONTENT**

DIRECTORS' REPORT.....	1
AUDITORS' REPORT.....	36
BALANCE SHEET.....	45
PROFIT AND LOSS ACCOUNT.....	46
CASH FLOW STATEMENT.....	47
NOTES TO FINANCIAL STATEMENTS.....	49



## SHRI UMESH KUMAR MODI

### CHAIRMAN AND PRESIDENT

BIHAR SPONGE IRON LIMITED (BSIL)

## DIRECTORS' REPORT

Dear Members,

Your directors take pleasure in presenting the 42nd Annual Report along with the Audited Financial Statements of the Company along with audited accounts for the Financial Year ended 31st March, 2024.

### Financial Performance

(Rs. Lakhs)

Financial Parameters	2023-24	2022-23
Sales (Net of GST)	26,665.10	46,337.47
Other Income	2,551.57	224.94
Profit / (Loss) before Interest, Depreciation & Exceptional Items	1,167.68	1,636.47
Interest & Finance Charges	-	14.57
Depreciation	423.20	424.63
Profit/(Loss) for the year before Exceptional Items	744.48	1,197.27
Exceptional Items -Net income / (Expenditure)	-	16.28
Provision for Tax	-	-
Profit/(Loss) for the year carried to Balance Sheet	744.48	1213.55

### Outlook

India is the world's second-largest producer of crude steel. The government has taken various steps to boost the sector including the introduction of National Steel Policy 2017 and allowing 100% Foreign Direct Investment (FDI) in the steel sector under the automatic route. The Government's

National Steel Policy 2017 aims to increase the per capita steel consumption to 160 kgs by 2030-31.

In FY 2024-25, demand for steel is expected to increase by 9-10%. Demand for steel in India will reach 221-275 million tonnes by 2033-34, driven by rising construction activities. Steel companies are looking to restart expansion projects on the back of burgeoning steel processes.

Sponge Iron is the basic raw material for Steel manufacturers, so it is growing up parallel with steel demand. According to National Steel Policy, 2017, the aim is to increase the DRI production from 37.14 million tons to 80 million tons by 2030-31. India has huge untapped potential for the growth in the sponge iron industry, as it has still one of the lowest steel consumptions per capita (74.3 Kg.). The industry's prospects are looking bright.

### Operations

The Company was constrained to shut its Plant and Operations since 9th August, 2013 on account of sudden stoppage of coal supply by Central Coalfields Limited, a Unit of Coal India Limited against long term Fuel Supply Agreement. The Coal available through online auction from various Coal Companies was of lower grades and was also available at high price, therefore, it was not economically viable for the company to operate with the costlier coal.

As reported last year, with a view to earning some revenue, the Company had entered into a Facility User Agreement dated 30.12.2020 with M/s. Vanraj Steels Private Limited, Mr. Manoj Kumar Agarwal and M/s. Parasnath Advisory Private Limited.

After complete overhauling and renovation work of the plant as well as the railway siding, the possession of the same had been handed over to M/s. Vanraj Steels Private Limited on 12th January, 2022. With the handing over of the plant, the Company has started receiving the operating income.

Now the plant is in operation, and with the restart of the plant, Company has started earning revenue and there is net profit before tax amounting to Rs. 744.48 Lacs during FY 2023-24. Management is hopeful of earning good profit in future and losses suffered in past will get wiped out in due course.

The financial statements, as such, have been prepared on a going concern basis on the strength of management's plan of revival including restructuring of liabilities, operation of the plant through a third-party ensuring generation of revenue.

### **5 MW Power Plants/ Steel Plant**

The Company from the existing power plant generates 5 MW of power based on 80% Dolo Char + 20% Coal Fine, being produced in the manufacturing of sponge iron. Due to the high price of coal, power generation cost is very high. To control the overhead cost, the company has taken 3 MW power connection from Jharkhand State Electricity Board.

### **Corporate Social Responsibility**

The Board of Directors of the Company in its meeting held on 26th May, 2023 had approved the dissolution of the Corporate Social Responsibility Committee pursuant to the provision of Section 135(9) of the Companies Act, 2013 ("the Act") and the functions of the said Committee shall now be discharged by the Board. The Company has a Corporate Social Responsibility (CSR) Policy in accordance with the provisions of the Act and rules made thereunder. The CSR Policy along with the CSR projects approved by the Board, the composition of the Committee and other relevant details are disclosed on the website of the Company at [www.bsil.org.in](http://www.bsil.org.in).

The Annual Report on the CSR activities undertaken by the Company during the Financial Year under review, in the prescribed format, is annexed to this Report as "Annexure –F".

### **Dividend**

In view of the losses suffered by the Company in the past, no dividend has been proposed for the financial year ended 31st March, 2024.

### **Share Capital**

The Paid-up Equity Share Capital as on 31st March, 2024 is Rs. 9020.54 lakhs. During the year under review, the

Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

### **Fixed Deposits**

During the year under review, your Company has not accepted any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies, of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

### **Subsidiary, Associate and Joint Ventures**

The Company does not have any Subsidiary, Associate or Joint Venture Company as on 31st March, 2024.

### **Material Changes and Commitments**

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of financial year and the date of report.

### **Directors**

#### **Changes in Directors and Key Managerial Personnel**

Since last reported, the following changes have taken place in the Board of Directors and Key Managerial Personnel:

In accordance with Regulation 17 (1)(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") which requires that any director serving on the Board of Directors of a listed company as on 31st March, 2024 without the approval of the shareholders for the last 5 years or more shall be subject to the approval of the shareholders in the ensuing Annual General Meeting to be held after 31st March, 2024. The Board of Directors of the Company pursuant to the provisions of Sections 152, at its meeting held on 14th August, 2024 pursuant to the recommendations of Nomination and Remuneration Committee has approved the re-appointment of Mr. Umesh Kumar Modi (DIN: 00002757) as a Non-Executive Non-Independent Director of the Company pursuant to the Regulation 17 (1)(1D) of SEBI Listing Regulations.

In accordance with the provisions of Section 152 of the Act 2013 and Article 128 of the Articles of Association of the Company, Mrs. Kumkum Modi (DIN: 00522904) retires by rotation at ensuing Annual General Meeting and being eligible offers herself for re-appointment. Your directors recommend her re-appointment.

Mr. Shiv Shankar Agarwal, Independent Director of the Company, has completed his 1st term of 5 years as an Independent Director on 10th May, 2023. Accordingly, he has ceased to be a Director of the Company, w.e.f. 11th May, 2023.

Mr. Jagdish Chander Chawla, Independent Director of the Company, ceased to be a Director of the Company w.e.f. 16th February, 2024, due to his resignation due to other preoccupation with other professional activities.

Mr. Ajay Kumar Aggarwal was appointed as a Non-Executive Independent Director of the Company w.e.f. 1st September, 2023.

Mr. Pramod Kumar Gupta was appointed as a Non-Executive Independent Director of the Company w.e.f. 27th November, 2023.

Mr. Vijay Kumar Modi (DIN: 00004606), Mr. Anirudh Kumar Modi (DIN: 01751260) and Mrs. Asha Agarwal (DIN: 09026835), Non-Executive Independent Directors of the Company have resigned from the Board w.e.f. 27th August, 2024.

Board has appointed and recommend the regularization of Mr. Rohit Chawdhary (DIN: 10751087), Ms. Mohi Kumari (DIN: 09696682) and Mr. Adhish Sharma (DIN: 10751609) as Non-Executive Independent Directors, not liable to retire by rotation, of the Company for the first term of consecutive 5 (five) years w.e.f. 16th September 2024 till 15th September, 2029.

None of the Directors of the Company is disqualified under Section 164 (2) of the Act. Your directors have made necessary disclosures as required under various provisions of the Companies Act, 2013.

**Composition of Key Managerial Personnel**

Pursuant to the relevant provisions of Section 203 of the Act, the Company has the following KMPs:

S. No.	Name	Designation
1.	Mr. Aditya Kumar Modi	Whole Time Director (Designated as Director – Operations)
2.	Mr. Sachin	Chief Financial Officer
3.	Mr. Vimal Prasad Gupta	Company Secretary & Compliance Officer

**Declaration by Independent Directors**

All the Independent Director(s) have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

**Formal Evaluation of Board, Committees and Directors**

Pursuant to the provisions of Section 134 of the Act and Regulation 17 of the SEBI Listing Regulations, Independent Directors at their meeting (without participation of the Non-Independent Directors and Management) have considered/

evaluated the Boards’ performance, Performance of the Chairman and other Non-Independent Directors.

The Board subsequently evaluated the performance of the Independent Directors as per the criteria laid down and has recommended their continuation on the Board of the Company. The working of its Committees (Audit, Nomination and Remuneration and Stakeholders Relationship) and Independent Directors (without participation of the Director being evaluated) were also evaluated. The criteria for performance evaluation have been detailed in the Corporate Governance Report.

**Number of Board Meetings**

During the year 2023-24, Four (4) Board Meetings were convened and held. Details of the same are given in the Corporate Governance Report which forms part of this report. The intervening gap between either two meetings was within the period prescribed under the Act, and the SEBI Listing Regulations.

**Directors’ Responsibility Statement**

Pursuant to Section 134 (5) of the Act, the Directors of your Company declare as under that:

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

**Statement regarding opinion of the Board with regard to Integrity, Expertise and Experience of the Independent Director appointed during the year**

During the Year, Mr. Ajay Kumar Aggarwal and Mr. Pramod Kumar Gupta were appointed as Non-Executive Independent Director(s) of the Company w.e.f. 1st September, 2023 and 27th November, 2023 respectively. In the opinion of Board Mr. Aggarwal and Mr. Gupta are persons with high moral values, having rich experience in the matter of Corporate Laws and good corporate governance.

**Significant and Material orders passed by the Regulators or Courts or Tribunals**

During the year under review, there were no significant material orders passed by the Regulators or Courts or Tribunals that could impact the going concern status of the Company and its future operations.

**Auditors and Auditors Report****Statutory Auditor**

M/s. K. K. Jain and Co., Chartered Accountants (FRN: 002465N), were re-appointed as the Statutory Auditors of the Company in the 40th AGM of the Company till the conclusion of 45th AGM.

M/s. K.K. Jain & Co., Chartered Accountants, (FRN: 002465N) vide their letter dated 3rd November, 2023 have resigned as Statutory Auditors of the Company with immediate effect, thereby resulting into a casual vacancy in the office of Statutory Auditors of the Company.

In order to fill the casual vacancy caused by resignation of the Auditor, the Board of Directors at its meeting held on 6th November, 2023, upon the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. Doogar & Associates, Chartered Accountants (FRN: 000561N), as Statutory Auditors of the Company, till the conclusion of ensuing AGM in the Financial Year 2024. The approval of the shareholders was accorded via Postal Ballot Notice dated 6th November, 2023.

**Auditor's Qualification**

Notes to accounts referred to in the Auditor's Report are self-explanatory and therefore do not call for any further explanation. However, the following has not been recognized as explained below:

- a. Rs. 4,352.70 Lakhs against currency fluctuation of foreign currency loan has not been recognized as the Company has filed Letters Patent Appellate Jurisdiction

(LPA) before the Divisional Bench of High Court of Jharkhand, Ranchi and it is hopeful that the decision will be in favour of the Company.

- b. Rs. 215.28 Lakhs recovered by South Eastern Coal Fields Ltd as penalty on account of short lifting of coal quantity in terms of Fuel Supply Agreement as the matter has been disputed by the Company under writ petition filed before the Hon'ble High Court of Chhattisgarh. The Company is hopeful that it would get an order in its favour in the said proceedings.
- c. Interest on unsecured loan taken from Promoters and other parties from 10.08.2013 to 31.03.2024 has not been taken into account as the Company will approach the lenders for the waiver of the interest on unsecured loan.
- d. Interest on Soft Loan taken from the Government of Jharkhand under the Industrial Rehabilitation Scheme 2003 amounting to Rs. 7448.22 Lakhs from 10.08.2013 to 31.03.2024 has not been provided and is subject to representation for waiver.

**Internal Auditors**

M/s. Sarat Jain & Associates, Chartered Accountants (FRN: 014793C), Noida, conducted Internal Audit periodically and submitted their reports to Audit Committee. Their Repots have been reviewed by the Audit Committee.

**Cost Auditors**

The Board of Directors, on the recommendation of the Audit Committee, have appointed M/s. M.K. Singhal & Co., Cost Accountants (FRN: 00074), as the Cost Auditors to audit the cost accounting records maintained by the Company for the financial year 2024-25 at a remuneration of Rs.1,00,000/- plus taxes as applicable and reimbursement of out-of-pocket expenses. As required under the Companies Act, 2013, a resolution seeking member's approval of the remuneration payable to the Cost Auditor forms part of the notice convening the Annual General Meeting.

**Secretarial Auditor**

M/s. Soniya Gupta & Associates, Company Secretaries (PCS COP No. 8136) were appointed as the Secretarial Auditor of the Company in relation to the financial year 2023-24, in terms of Section 204 of the Companies Act, 2013.

The Secretarial Audit Report for financial year 2023-24 is attached as "Annexure – A" with this report.

The observations in the secretarial audit report is self-explanatory and therefore do not call for any further explanation.



**Particulars of Loans, Guarantees or Investments under Section 186**

The Company has not given any loans, guarantees or made any investments under Section 186 of Companies Act, 2013 during the financial year 2023-24.

**Internal Financial Control and their Adequacy**

The Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

**Risk Management Policy**

As per Section 134(3) (n) of the Companies Act, 2013, the Company has adopted a Risk Management Policy which is reviewed on a periodic basis to recognize and reduce exposure to risks wherever possible. The Company's Risk management policies are based on the philosophy of achieving substantial growth and managing risks involved.

**Nomination and Remuneration Policy**

In accordance with the requirements under Section 178 of the Companies Act, 2013 and Listing Regulations, the Committee formulated a Nomination and Remuneration policy to govern the nomination/appointment, criteria for determining qualifications, positive attributes, independence of a Director and remuneration of Directors, Key Managerial Personnel, other employees and senior Management of the Company. Details of Composition of Committee are given in the Corporate Governance Report.

The aforesaid policy can be accessed on the Company's website at [www.bsil.org.in](http://www.bsil.org.in).

**Vigil Mechanism/ Whistle Blower Policy**

In compliance of Section 177 (9) & (10) of the Companies Act, 2013 and in terms of Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has set up a whistle blower policy which can be viewed on the Company's website at [www.bsil.org.in](http://www.bsil.org.in). In terms of the said policy, the Directors and employees are given direct access to the Chairman of the Audit Committee to report on alleged wrong doings.

Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

**Particulars of Contracts or Arrangements with Related Parties**

All the Related party Transactions entered by the Company during the financial year were done in the ordinary course of business and at Arm's Length. The Audit Committee granted omnibus approval for the said related party transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and the Board of Directors.

During the year, your Company had entered materially significant transactions i.e. transactions exceeding ten percent of the annual consolidated turnover with Related Parties and the same are within the limits approved by the Shareholders of the Company. Furthermore, suitable disclosures as are required under IND AS - 24 have been made in the Notes to the Financial Statements.

The details of these transactions, as required to be provided under section 134(3) (h) of the Companies Act, 2013 are disclosed in Form AOC-2 as "Annexure-B" and forms part of this report.

The policy on materiality to regulate transactions between the Company and its related parties, in compliance with the applicable provisions of the Act, and regulation 23 of the Listing Regulations, as amended, is uploaded and can be viewed on the Company's website at [www.bsil.org.in](http://www.bsil.org.in).

**Extract of the Annual Return**

The extract of the Annual Return as per the provisions of Section 92 of Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014 will be made available on the website of the Company at [www.bsil.org.in](http://www.bsil.org.in).

**Particulars of Employees and Related Disclosures**

Disclosure with respect to remuneration of Directors and employees as required under section 197 (12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Board report for the year ended 31st March, 2024 are given in "Annexure-C" to this Report.

**Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo**

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134 of the Companies Act, 2013 read with rule (8)(3) of the Companies Account Rules, 2014 is enclosed in "Annexure-D" and forms part of this report.

**Corporate Governance**

A report on Corporate Governance along with an Auditors' Certificate confirming compliance of conditions of Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual report.

**Management Discussion Analysis Report**

In terms of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report is annexed as "Annexure-E" and form part of this report.

**Listing of Securities**

The equity shares of your Company continue to be listed on BSE Ltd. and the listing fee for the Financial Year 2024-25 has been paid.

**Compliance with Secretarial Standards**

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India as approved by Central Government as required under Section 118(10) of the Companies Act, 2013.

**Disclosures in relation to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

During the Financial Year 2023-24, no complaint was received from any employee and hence no complaint is outstanding as on 31st March, 2024 for redressal.

**Details of application made or any proceeding pending under The Insolvency and Bankruptcy Code**

During the year under review, no application is made, nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.

**Details of difference between amount of the Valuation done at the time of One Time Settlement and the Valuation done while taking Loan from the Banks or Financial Institutions along with the reasons thereof**

During the year under review, no one time settlement was made by the Company with any Banks or Financial Institutions.

**Acknowledgement**

Your directors take this opportunity to place on record their sincere thanks to all stakeholders, various departments of Central Government, the Government of Bihar and Jharkhand, Financial Institutions and Banks for their valuable assistance. Your directors equally acknowledge the trust reposed by you in the Company. The Directors also wish to place on record their appreciation for the all-round support and co-operation received from the employees at all levels.

**For & on behalf of the Board of Directors  
For Bihar Sponge Iron Limited**

**Sd/-  
Umesh Kumar Modi  
Chairman & President  
DIN: 00002757**

**Place: New Delhi  
Date: 26th August, 2024**

## Annexure-A

**Form MR-3**  
**Secretarial Audit Report**  
of  
**BIHAR SPONGE IRON LIMITED**  
**(For the year ended on 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  
**Bihar Sponge Iron Ltd.**  
Umesh Nagar, Chandil,  
Distt. Saraikela – Kharsawan, Jharkhand.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BIHAR SPONGE IRON LTD. (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 information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby re-report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024, 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 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 and Exchange Board of India (**Listing Obligations and Disclosure Requirements Regulations, 2015**) thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

The Management has identified and confirmed the following laws as specifically applicable to the Company:

- (a) The Factories Act, 1948;
- (b) The Industrial Relations Act, 1969;
- (c) The Payment of Bonus Act, 1965, and rules made thereunder;
- (d) The Industrial Dispute Act, 1947;
- (e) The Water (Prevention & Control of Pollution) Act, 1974, read with Water (Prevention & Control of Pollution) Rules, 1975.;
- (f) The Air (Prevention & Control of Pollution) Act, 1981 read with the Air (Prevention & Control of Pollution) Rules, 1982;
- (g) The Contract Labour (Regulation and Abolition) Act, 1970;

- (h) The Industrial Employment (Standing Orders) Act, 1946;
- (i) Indian Boilers Act, 1923;
- (j) The Electricity Act, 2003 and other acts related to power generation.;
- (k) The Insolvency and Bankruptcy Code, 2016;
- (l) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

Except, the outcome of board meeting dated 26th May 2023 was intimated to the stock exchange after 30 minutes.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above except to the extent as mentioned below:

1. ***The shareholding of promoters and group of promoters which needs to be 100% in demat form is dematerialized only to the extent of 47.95% share as on 31.03.2024. The Company has intimated the promoters to get the shares dematerialised, the same is in process. 32500300 shares held in the name of Moderate Leasing and Capital Services Limited are pledged.***
2. ***The Company had taken secured soft loan under Jharkhand Industries Rehabilitation Scheme, 2003 from the State Government of Jharkhand. The details of which are provided in Note 13 (c) of the Audited Financial Statements for the year ending 31.03.2024. We have been informed that charge on above loan has been registered manually by the company. However, the same are not appearing in the index of charge on MCA. As informed by the management the company is in the process of getting the same updated on the MCA site.***

***Further, full Interest on above said soft loan has not been provided and is subject to representations for waiver.***

***The company has approached its promoters for one time settlement of their loans. The settlement will be subsequent to and on the line as per settlement arrived at with Government of Jharkhand for soft loans.***

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.

Further, M/s. K.K. Jain & Co., Chartered Accountants, (ICAI FRN: 002465N) vide their letter dated 3rd November, 2023 have resigned as Statutory Auditors of the Company, thereby resulting into a casual vacancy in the office of Statutory Auditors of the Company. The company has appointed M/s Doogar & Associates, Chartered Accountants (ICAI FRN: 000561N) as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s K. K. Jain & Co., Chartered Accountants by passing shareholder's Ordinary resolution through postal ballot.

Adequate notices are 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 exist for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.

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

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 Soniya Gupta & Associates**  
**Company Secretaries**  
 Sd/-  
 (Soniya Gupta)  
 Proprietor  
 M. No. 7493  
 COP No. 8136  
 PRFCN: 1548/2021  
 UDIN: F007493F000954219

Place : New Delhi  
 Date : 26.08.2024

***{This report is to be read with our letter of even date which is annexed as Annexure "I" and forms an integral part of this report.}***

**Annexure "I"**

To,  
The Members  
Bihar Sponge Iron Ltd.  
Umesh Nagar, Chandil,  
Distt. Saraikela – Kharsawan, Jharkhand.

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

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

**For Soniya Gupta & Associates  
Company Secretaries**

**Sd/-  
(Soniya Gupta)  
Proprietor  
M. No. 7493  
COP No. 8136  
PRFCN: 1548/2021**

**Place : New Delhi  
Date : 26.08.2024**

**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  
M/s. Bihar Sponge Iron Limited  
Umesh Nagar, Chandil,  
Distt. Saraikela- Kharsawan, Jharkhand- 832401.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Bihar Sponge Iron Limited** having **CIN: L27106JH1982PLC001633** and having registered office at Umesh Nagar, Chandil, Distt. Saraikela-Kharsawan, Jharkhand- 832401 (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 my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I 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.

Ensuring the eligibility 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 Soniya Gupta & Associates  
Company Secretaries**

Sd/-  
(Soniya Gupta)  
Proprietor  
M. No. 7493  
COP No. 8136  
PRFCN: 1548/2021  
UDIN: F007493F000954901

Date: 26/08/2024  
Place: New Delhi

**Annexure-B**
**FORM NO. AOC - 2**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with the related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

S. No.	Name of Related Party	Nature of Relationship	Nature and Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts/ arrangements/ transaction including the value, if any	Justification for entering into such contracts/ arrangements/ transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the OR was passed in GM
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Not Applicable

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

S. No.	Name of Related Party	Nature of Relationship	Nature and Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts/arrangements/ transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1	Modi Hitech India Ltd.	Mr. U. K. Modi, Mrs. Kumkum Modi, Mr. Abhishek Modi, Mr. Jayesh Modi and Mr. Anirudh Kumar Modi are common directors.	01-04-2023 to 31-03-2024	Rent received at arm's length basis of Rs. 18.08 Lakhs. Consultancy Charges Paid - Rs. 150 Lakhs.	Transactions for each of the four quarters were approved by the Board in their meeting held on 26th May, 2023, 11th August, 2023, 6th November, 2023 and 10th February, 2024.	NIL
2	G S Pharmbutor Pvt. Ltd.	G S Pharmbutors Pvt. Ltd. holds more than 20 % of shares in Moderate Leasing and Capital Services Limited which is a promoter group company and holds 49.10 % shares of the Company.	01-04-2023 to 31-03-2024	Sales of trading goods is Rs.2058.97 lakhs. Rent Received Rs. 21.66 lakhs. Machinery Lease Rent Paid Rs. 180 lakhs. Net Loan paid 92.66 lakhs.		NIL
3	Modiline Travel Service Pvt. Ltd.	Mrs. Kumkum Modi and Mr. Abhishek Modi as common directors and Mr. U. K. Modi and Mr. Jayesh Modi as relatives of directors.	01-04-2023 to 31-03-2024	Support Services at arm's length basis of Rs. 2.05 Lakhs		NIL
4	Jayesh Tradex Pvt. Ltd.	Mrs. Kumkum Modi and Mr. Jayesh Modi as common directors and Mr. U.K. Modi, Mr. Abhishek Modi and Mrs. Shreepriya Modi as relative of directors.	01-04-2023 to 31-03-2024	Purchase of trading goods of Rs. 1509.88 Lakhs. Stationery etc. of Rs. 0.46 Lakhs.		NIL
5	Win Medicare Pvt. Ltd.	Mr. U. K. Modi, Mrs. Kumkum Modi, Mr. Abhishek Modi, Mr. Jayesh Modi are common directors. Ms. Himani Modi Agarwal is relative of directors.	01-04-2023 to 31-03-2024	Telephone Expenses Rs.0.03 Lakhs. Business Support Services paid- Rs. 118.14 Lakhs		NIL
6	Daya Charitable Trust	Mr. U. K. Modi, Mrs. Kumkum Modi, Mr. Abhishek Modi and Mr. Jayesh Modi are common trustees/directors.	01-04-2023 to 31-03-2024	CSR Expenses Paid - Rs. 16.25 Lakhs.		NIL
7	Moderate Leasing & Capital Services Pvt. Ltd.	Moderate Leasing and Capital Services Ltd. which is a promoter group Company and which holds 49.10% Shares of the Company.	01-04-2023 to 31-03-2024	Consultancy Charges Paid - Rs.440 Lakhs. Loan Rapaid Rs. 100 Lakhs.		NIL

**For & on behalf of the Board of Directors  
For Bihar Sponge Iron Limited**

Sd/-

**Umesh Kumar Modi  
Chairman & President  
DIN: 00002757**

Place : New Delhi  
Date: 26th August, 2024

## Annexure-C

## STATEMENT OF PARTICULARS OF EMPLOYEES AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT &amp; REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

## 1. Information as per Section 197(12) read with Rule 5(1) of the Companies (Appointment &amp; Remuneration of Managerial Personnel) Rules, 2014:

- (a) The median remuneration of employees of the Company during the financial year 2023-24 was Rs. 2,25,743 (12 months). The Ratio of the Remuneration of each Director to the Median Remuneration of the Employees of the Company for the financial year 2023-24 are as under:

Directors	Designation	Remuneration of Directors in Financial Period 2023-24 (Rs.)	Ratio of Remuneration to Median Remuneration of Employees
Mr. Umesh Kumar Modi*	Non-Executive Director	N.A.	N.A.
Mrs. Kumkum Modi*	Non-Executive Director	N.A.	N.A.
Mr. Abhishek Modi*	Non-Executive Director	N.A.	N.A.
Mr. Jayesh Modi*	Non-Executive Director	N.A.	N.A.
Mr. Vijay Kumar Modi*	Non- Executive & Independent Director	N.A.	N.A.
Mr. Aditya Kumar Modi#	Whole Time Director	39,39,112	17:1
Mr. Anirudh Kumar Modi*	Non- Executive & Independent Director	N.A.	N.A.
Mr. Jagdish Chander Chawla* (Ceased to be a Director w.e.f. 16-02-2024)	Non- Executive & Independent Director	N.A.	N.A.
Mr. Shiv Shankar Agarwal* (Ceased to be a Director w.e.f. 11-05- 2023)	Non- Executive & Independent Director	N.A.	N.A.
Mrs. Asha Agarwal*	Non- Executive & Independent Director	N.A.	N.A.
Mr. Salil Seth*	Non- Executive & Independent Director	N.A.	N.A.
Mr. Ajay Kumar Aggarwal (Appointed as a Director w.e.f. 01-09-2023)	Non- Executive & Independent Director	N.A.	N.A.
Mr. Pramod Kumar Gupta (Appointed as a Director w.e.f. 27-11-2023)	Non- Executive & Independent Director	N.A.	N.A.

\*All the Non-Executive Directors of the Company were not paid any remuneration and were paid only sitting fee for attending the meetings of the Board/Committee of Directors Rs. 1000/- per meeting. Mr. Umesh Kumar Modi, Mrs. Kumkum Modi, Mr. Abhishek Modi & Mr. Jayesh Modi, Non-executive Directors of the Company, have waived their sitting fees and hence not paid to them. Therefore, the said ratio of remuneration of each Non-Executive Directors to median remuneration of the employees of the Company is not applicable.

# Mr. Aditya Kumar Modi was appointed as Whole Time Director and drawing the remuneration from the Company.

- (b) The percentage increase in Remuneration of each Director, Whole Time Director, Chief Financial Officer and Company Secretary in the financial year 2023-24:

**Directors**

Directors	Designation	Remuneration of Directors in Financial Period 2023-24 (Rs.)	% Increase in Remuneration
Mr. Umesh Kumar Modi*	Non-Executive Director	N.A.	N.A.
Mrs. Kumkum Modi*	Non-Executive Director	N.A.	N.A.



Directors	Designation	Remuneration of Directors in Financial Period 2023-24 (Rs.)	% Increase in Remuneration
Mr. Abhishek Modi*	Non-Executive Director	N.A.	N.A.
Mr. Jayesh Modi*	Non-Executive Director	N.A.	N.A.
Mr. Vijay Kumar Modi*	Non- Executive & Independent Director	N.A.	N.A.
Mr. Aditya Kumar Modi#	Whole Time Director	39,39,112	3%
Mr. Anirudh Kumar Modi*	Non- Executive & Independent Director	N.A.	N.A.
Mr. Jagdish Chander Chawla* (Ceased to be a Director w.e.f. 16-02-2024)	Non- Executive & Independent Director	N.A.	N.A.
Mr. Shiv Shankar Agarwal* (Ceased to be a Director w.e.f. 11-05- 2023)	Non- Executive & Independent Director	N.A.	N.A.
Mrs. Asha Agarwal*	Non- Executive & Independent Director	N.A.	N.A.
Mr. Salil Seth*	Non- Executive & Independent Director	N.A.	N.A.
Mr. Ajay Kumar Aggarwal (Appointed as a Director w.e.f. 01-09-2023)	Non- Executive & Independent Director	N.A.	N.A.
Mr. Pramod Kumar Gupta (Appointed as a Director w.e.f. 27-11-2023)	Non- Executive & Independent Director	N.A.	N.A.

\*All the Non-Executive Directors of the Company were not paid any remuneration and were paid only sitting fee for attending the meetings of the Board/Committee of Directors Rs. 1000/- per meeting. Mr. Umesh Kumar Modi, Mrs. Kumkum Modi, Mr. Abhishek Modi & Mr. Jayesh Modi, Non-executive Directors of the Company, have waived their sitting fees and hence not paid to them. Therefore, the said % increase in remuneration of each Non-Executive Directors of the Company is not applicable.

# Mr. Aditya Kumar Modi was appointed as Whole Time Director and drawing the remuneration from the Company.

#### **Key Managerial Personnel's (KMPs)**

Key Managerial Personnel (KMP)	Designation	Remuneration of KMP in Financial Year 2023-24	% increase in remuneration*
Mr. Aditya Kumar Modi	Whole Time Director	39.39 Lacs	3%
Mr. Sachin	Chief Financial Officer	29.14 Lacs	16%
Mr. Vimal Prasad Gupta	Company Secretary	19.84 Lacs	3%

\* As per pro-rata basis.

- (c) The percentage increase in the median remuneration of employees in the financial year: (-) 31%.
- (d) The number of Permanent Employees on the Roll of the Company as on 31st March, 2024: 23 Employees.
- (e) Average percentage increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: There are no exceptional circumstances for increase in managerial remuneration. Increase in Managerial remuneration is as per recommendation of Nomination and Remuneration Committee and approved by the Board of the Company which is based on many factors such as company's performance, remuneration policy and market demand and supply.

(f) Affirmation that the Remuneration is as per the Remuneration Policy of the Company: The Company affirms that the Remuneration is as per the Remuneration Policy for the Directors, Key Managerial Personnel, Senior Management and other Employees adopted by the Company.

**2. Information as per Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

(a) Name of employee employed throughout the financial year and was in receipt of remuneration Rs.1,02,00,000/- or more: NIL

(b) Name of employee employed for a part of the financial year and was in receipt of remuneration not less than Rs.8,50,000/- per month: NIL

(c) Details of Top Ten Employees in terms of remuneration drawn:

S. No.	Employee Name	Designation	Nature of Employment whether contractual or otherwise	Qualification	Experience (in Years)	Date of Commencement of Employment	Total Remuneration	Age (Years)	Last employment before joining the Company	% of equity shares of the Company held by the employee	whether employee is a relative of any director or manager of the Company
1	Mr. Aditya Kumar Modi	Whole Time Director	Permanent	Graduate	32	01.06.2021	39,39,112	58	C.M.Trades	NIL	NO
2	Mr. Sachin	Chief Financial Officer	Permanent	CA	20	01.02.2022	29,14,296	46	G. S. Pharmbutor Pvt. Ltd.	NIL	NO
3	Mr. Vimal Prasad Gupta	Company Secretary	Permanent	CS	19	15.06.2021	19,84,140	48	DCM Limited	NIL	NO
4	Mr. Raj Kumar Sharma	Senior General- Manager	Permanent	MSW	41	26.08.2019	19,73,236	63	SBEC SUGAR - MALAKPUR	NIL	NO
5	Mr. Arun Kumar	Asst. Officer	Permanent	Graduate	35	01.12.2020	6,75,336	59	Modi Steel Modi Nagar	NIL	NO
6	Mr. Tapas Sarkar	Sr. Accounts Officer	Permanent	Graduate	27	01.01.2022	5,74,992	44	ASL Enterprises Ltd.	NIL	NO
7	Mr. Gopi Nath Sen	Sr. Accounts Officer	Permanent	Graduate	27	19.10.2022	4,80,814	46	Saurat Auto Pvt. Ltd.	NIL	NO
8	Mr. Ashis Mitra	Store Officer	Permanent	Graduate	35	Prior to 01.04.2020	4,52,196	59	Bihar Sponge Iron Ltd.	NIL	NO
9	Mr. Sonu Kumar	Executive Officer	Permanent	Graduate	10	01.12.2020	4,46,061	31	Modi Steel Modi Nagar	NIL	NO
10	Mr. Ravi Ranjan Kumar	Officer HR	Permanent	Post Graduate	15	01.01.2022	3,76,350	42	Lsonic Industries Pvt. Ltd.	NIL	NO

**Notes:**

- The nature of employment of all employees above is whole time in nature and generally terminable with 1 months' notice on either side except Whole Time Director.
- The above-mentioned employees are not relatives (in terms of the Companies Act, 2013) of any Director of the Company.

**For & on behalf of the Board of Directors  
For Bihar Sponge Iron Limited**

**Sd/-  
Umesh Kumar Modi  
Chairman & President  
DIN: 00002757**

**Place : New Delhi  
Date : 26th August, 2024**

**Annexure -D**
**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information as required under Section 134(3)(m) of the Act read with rule 8(3) of the Companies (Accounts) Rules, 2014 are set out as under:

**(A) CONSERVATION OF ENERGY**

- (i) The steps taken or impact on conservation of energy:
- Energy saving through replacing the HPSV lights with LED lights in Plant.
- (ii) Steps taken by the Company for utilizing alternate sources of energy:
- Proposed to install WHRB to utilise the waste heat.
- (iii) Capital investment on energy conservation equipment:
- Nil

**(B) TECHNOLOGY ABSORPTION**

- (i) The efforts made towards technology absorption:
- Technology transfer is complete as described below at point no. (iii).
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution:
- The Company achieves metallization acceptable to the user industry. Sponge Iron produced by the Company has helped the country in saving outgo of scarce foreign exchange resources by way of import substitution.
- (iii) Imported Technology
- a) Details of technology imported: Lurgi SL/RN process for the direct reduction of Iron Ore in a rotary kiln.
  - b) Year of import: 1986-89 (plant construction period)
  - c) Has technology been fully absorbed? Yes
  - d) If not fully absorbed, areas where this has not been taken place, reasons thereof, and future plans of action: N.A.
- (iv) The expenditure incurred on R & D: Nil

**(C) FOREIGN EXCHANGE EARNINGS & OUTGO**

	(Rs. Lakhs)	
	<b>2023-2024</b>	2022-2023
1. Earning	-	-
2. Expenditure	-	3.02
Import on CIF Basis Stores & Spares	-	-

**For & on behalf of the Board of Directors  
For Bihar Sponge Iron Limited**

Sd/-  
**Umesh Kumar Modi**  
Chairman & President  
DIN: 00002757

Place : New Delhi  
Date : 26th August, 2024

## Annexure -E

## MANAGEMENT DISCUSSION &amp; ANALYSIS

**1 Industry Structure and Developments**

The Company produces sponge iron from three kilns with an installed capacity of 2,10,000 MT per annum. The Company's primary product, sponge iron, is a high quality pre-reduced ferrous material and, therefore, is preferred to most other materials in place of steel scrap by secondary steel producers operating induction and electric arc furnaces for producing long products for meeting the demand of the construction and infrastructure sectors.

Since the price of sponge iron is purely market driven in the present economy, the Company continuously makes efforts to reduce the cost of production to sustain its margins. The principal cost components of sponge iron consist of coal, iron ore and capital service charges. In addition to the above, the Company is also carrying activities of trading of plastic packaging materials.

As reported last year, with a view to earning some revenue, the Company had entered into a Facility User Agreement dated 30.12.2020 with Vanraj Steels Private Limited, Mr. Manoj Kumar Agarwal and Parasnath Advisory Private Limited.

After complete overhauling and renovation work of the plant as well as the railway siding, the possession of the same had been handed over to M/s. Vanraj Steels Private Limited on 12th January, 2022. With the handing over of the plant, the Company has started receiving the operating income.

Now the plant is in operation, and with the restart of the plant, Company has started earning revenue and there is net profit before tax amounting to Rs. 744 Lacs during the Financial Year 2023-24. Management is hopeful of earning good profit in future and losses suffered in past will get wiped out in due course.

The financial statements, as such, have been prepared on a going concern basis on the strength of management's plan of revival including restructuring of liabilities, operation of the plant through a third-party ensuring generation of revenue.

**2 Opportunities and Threats**

Coal and iron ore are the two major raw materials for producing sponge iron. The price of both iron ore and coal are quite volatile and most of the times increased by the suppliers, which adversely affects Company's margin. Therefore, the Company has been exploring various avenues for procuring good quality iron ore and sufficient coal.

**3 Segment Wise/ Product Wise Performance**

The Company is mainly engaged only in the segment of manufacturing and selling of sponge iron; in addition to the above, the Company is also carrying out activities of trading of plastic packaging materials:

(Rs. in Lacs)			
S. No.	Particulars	FY 2023-24	FY 2022-23
1.	Sponge Iron Sale / Income	27157.70	43953.86
2.	Trading Sale / Income	2058.97	2608.55
3.	Total Sales / Income	29216.67	46562.41
4.	Sponge Iron Profit/(Loss)	254.53	420.07
5.	Trading Profit/(Loss)	489.95	793.48
6.	Total Profit/(Loss)	744.48	1213.55

**4 Outlook**

The Government is going ahead with the economic reforms process albeit at a slower pace. The main thrust is on developing rural economy and agriculture, flowing of funds through budget and plan towards the vast rural area will increase the income levels of the country's huge rural population and spurt demand. The increase in disposable income of the rural economy will be utilized in housing construction which is the biggest user of mild steel. Sponge Iron is a basic raw material used by induction furnaces to produce mild steel. Thus, there will be a huge demand for Sponge Iron.

## 5 Risks and Concerns

Management periodically carries out risk assessment exercises. Risk factors are also discussed in Audit Committee Meetings. Wherever possible and necessary, insurance cover is taken for risk mitigation. However, an economic slowdown can adversely affect the demand-supply equation in the sponge iron industry. The price of sponge iron is sensitive to the demand-supply position of steel scrap in the country and to the selling prices of long products. On the financial front, the Company's debt had been restructured pursuant to the rehabilitation scheme sanctioned by the Ld. BIFR, however, before the scheme could be fully implemented, the Sick Industrial Companies (Special Provisions) Act, 1985 as well as the proceedings pending before the Ld. BIFR/AAIFR stood abated with effect from 01.12.2016. As a result, thereof, the net worth of the Company has not turned positive. All the installments of principal and interest thereon has already been paid under the scheme, except for the exchange fluctuation on foreign currency loan and interest thereon in respect of which LPA has been filed with the High Court of Jharkhand, Ranchi.

The High Court of Jharkhand at Ranchi, in Civil Writ Petition No. 2212 of 2010 has passed an order dated 9th June, 2022, for payment of rehabilitation loan of Rs. 32.50 Crores (principal amount) through monthly instalment of Rs. 1.25 Crores to Adityapur Industrial Area Development Authority (AIADA) from July, 2022 till its completion. As per the Hon'ble High Court Order, the Company has paid its last monthly instalment of principal amount as on 5th August, 2024. As far as the payment of interest on the said loan is concerned, the same shall be mutually settled between the Company and Government of Jharkhand.

## 6 Internal Control Systems and their Adequacy

The Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. In line with the international trend, planning and conducting the business is oriented towards a review of controls in the management of risks and opportunities in the Company's activities. The annual audit programme is developed by the Internal Auditors and approved by the Audit Committee of the Board. The Internal Auditors' Report is placed before the Audit Committee which meets at least four times during a year to review the audit observations and to follow up implementation of corrective actions.

The Committee also consults the company's statutory auditors to ascertain their views on the adequacy of the internal control systems in the Company. The Audit Committee has a majority of independent directors to maintain the objectivity.

## 7 Financial Performance

The Plant had been shut since 9th August, 2013 as a result of non-supply of coal by Central Coalfields Limited. The past losses have been due to the non-operation of the plant as a result of non-availability of coal. During the period under review as reported above, the Company has earned a profit of Rs. 744 Lacs (last year Rs. 1,213.55 Lacs).

### Details of Significant Changes

Details of significant changes as required under SEBI (LODR) Regulations, 2015 are as under:

S. No.	Particulars	As on 31.03.2024	As on 31.03.2023
1	Debtors Turnover	1,57,186 times	2,02,861 times
2	Inventory Turnover	2.99 times	6.88 times
3	Interest Coverage Ratio	N/A	N/A
4	Current Ratio	0.71 times	0.55 times
5	Debt Equity Ratio	N/A	N/A
6	Operating Profit Margin (%)	4.00%	3.52%
7	Net Profit Margin (%)	2.55%	2.61%
8	Return on net worth	N/A	N/A

**8 Human Resources and Industrial Relations**

The Company, in the year ended 31st March, 2024 had 23 employees on roll. In addition, there are 196 (Approximately) ex-workmen who were working with the Company, whose full and final dues could not be paid as they did not come forward to collect their terminal dues.

**9 Cautionary Statement**

The above Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations are forward-looking statements within the meaning of applicable securities laws and regulations. The actual results could differ materially from those expressed or implied. Further various 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 the Government regulations, statutes, tax laws and other incidental factors.

**For & on behalf of the Board of Directors  
For Bihar Sponge Iron Limited**

**Sd/-  
Umesh Kumar Modi  
Chairman & President  
DIN: 00002757**

Place: New Delhi

Date: 26th August, 2024

## Annexure – F

## Annual Report on Corporate Social Responsibility (“CSR”) Activities

(Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended)

**1. Brief outline on CSR Policy of the Company:**

The Company believes that in the strategic context of business, enterprises possess, beyond mere financial resources, the transformational capacity to create game-changing development models by unleashing their power of entrepreneurial vitality, innovation and creativity. The Company endeavors to make CSR a key business process for sustainable development. CSR Policy is inspired to establish various institutions in the fields of education, science, medicine and women’s welfare to uplift the country’s downtrodden and encourage competence-development in the youth.

**2. Composition of CSR Committee:**

The Board in its meeting held on 26th May, 2023 had approved the dissolution of the CSR Committee in accordance with Section 135 of the Companies Act, 2013. Now the functions of the CSR Committee shall be discharged by the Board of the Company.

As per Section 135(9) of the Companies Act, 2013, the amount to be spent by a company under sub-section (5) of Section 135 does not exceed fifty lakh rupees, the requirement under sub-section (1) for constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of such company.

**3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://www.bsil.org.in/files/Corporate%20Social%20Responsibility%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. (a) Average net profit of the company as per sub-section (5) section 135 : Rs. 8,12,25,905**  
**(b) Two percent of average net profit of the company as per sub-section (5) of section 135: Rs. 16,24,518**  
**(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil**  
**(d) Amount required to be set off for the financial year, if any : Nil**  
**(e) Total CSR obligation for the financial year (b+c-d) : Rs. 16,24,518**
- 6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Projects) : Rs. 16,24,518**  
**(b) Amount spent in Administrative Overheads : Nil**  
**(c) Amount spent on Impact Assessment, if applicable : N/A**  
**(d) Total amount spent for the Financial Year [(a)+(b)+(c)] : Rs. 16,24,518**  
**(e) CSR amount spent or unspent for the financial year :**

Total Amount Spent for the Financial Year (in Rs. / Lakh)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 16,24,518	NIL	N/A	N/A	NIL	N/A

**(f) Excess amount for set off, if any**

Sl. No.	Particular	Amount (in Rs./ Lacs)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 16,24,518
(ii)	Total amount spent for the Financial Year	Rs. 16,24,518
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

**7. (a) Details of Unspent CSR amount for the preceding three financial years:**

(1) Sl. No.	(2) Preceding Financial Year(s)	(3) Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	(4) Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	(5) Amount Spent in the Financial Year (in Rs.)	(6) Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		(7) Amount remaining to be spent in succeeding Financial Years (in Rs)	(8) Deficiency, if any
					Amount (in Rs.)	Date of Transfer		
(1)								
(2)								
(3)								

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

YES

 NO

If Yes, enter the number of Capital assets created/ acquired: N/A

**Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
N/A							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/ Municipal Corporation/Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

**9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per sub-section (5) of section 135: N/A**

Sd/-  
Vijay Kumar Modi  
(Director)

Sd/-  
Umesh Kumar Modi  
(Chairman CSR Committee)



## CORPORATE GOVERNANCE REPORT

### Our Philosophy on Corporate Governance

In Bihar Sponge Iron Limited, Corporate Governance is an integral part of the Company's values, ethics, business practices and norms. Towards this, the Company consistently evaluates and defines its management practices aimed at enhancing its commitment and delivery of the basic tenets of Corporate Governance.

### Board of Directors

As on 31st March, 2024 the Board of Directors of the Company comprised of 11 Directors, consisting of a Non-Executive Non-Independent Chairman, a Whole Time Director and 6 Independent Directors. The Composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As required under Section 149(1) of the Companies Act, 2013 ("the Act"), Mrs. Kumkum Modi, is a Woman Director on the Board of Directors of the Company.

Certificates have also been obtained from the Independent Directors confirming their position as Independent Directors on the Board of the Company in accordance with Section 149 of the Act read with Regulation 16(1)(b) of SEBI Listing Regulations.

The names and categories of the Directors on the Board, their attendance at the Board Meetings held during the year and at the last Annual General Meeting and also the number of directorships and committee memberships held by them in other companies (excluding directorships in Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships) as on 31st March, 2024 are given below. Chairmanship/membership in committees includes only Audit Committee and Stakeholder Relationship Committee of Indian Public Limited Companies.

Name of the Directors	Category	No. of Board Meetings During the year 2023-24		Whether attended the last AGM held on 29th September, 2023	No. of outside directorships held Excluding BSIL	No. of Committee positions held in Public Company including BSIL (Audit & Stakeholder)		Directorship held in other listed Companies and Category of Directorship
		Held	Attended			Chairmanship	Membership	
Mr. Umesh Kumar Modi	NENID	4	4	No	5	Nil	1	SBEC Sugar Limited (Non-Executive Director)
Mrs. Kumkum Modi	NENID	4	3	No	3	Nil	Nil	SBEC Sugar Limited (Non-Executive Director)
Mr. Abhishek Modi	NENID	4	3	No	4	Nil	Nil	SBEC Sugar Limited (Non-Executive Director)
Mr. Jayesh Modi	NENID	4	3	No	4	Nil	Nil	SBEC Sugar Limited (Non-Executive Director)
Mr. Vijay Kumar Modi	NEID	4	4	Yes	6	4	6	SBEC Sugar Limited (Non-Executive Director) SBEC Systems (India) Ltd. (Non-Executive Director)

Name of the Directors	Category	No. of Board Meetings During the year 2023-24		Whether attended the last AGM held on 29th September, 2023	No. of outside directorships held Excluding BSIL	No. of Committee positions held in Public Company including BSIL (Audit & Stakeholder)		Directorship held in other listed Companies and Category of Directorship
		Held	Attended			Chairmanship	Membership	
Mr. Aditya Kumar Modi	WTD	4	4	Yes	1	NIL	2	-
Mr. Anirudh Kumar Modi	NEID	4	4	Yes	5	1	6	SBEC Sugar Limited (Independent Director)
Mr. J. C. Chawla*	NEID	4	4	Yes	4	2	5	SBEC Systems (India) Ltd. (Independent Director)
Mr. S.S. Agarwal**	NEID	4	0	NA	NA	NA	NA	-
Mrs. Asha Agarwal	NEID	4	2	No	1	NIL	2	SBEC Systems (India) Ltd. (Independent Director)
Mr. Salil Seth	NEID	4	1	No	1	Nil	Nil	SBEC Systems (India) Ltd. (Independent Director)
Mr. Ajay Kumar Aggarwal #	NEID	4	2	NA	1	Nil	Nil	SBEC Sugar Limited (Independent Director)
Mr. Pramod Kumar Gupta ##	NEID	4	1	NA	1	Nil	4	SBEC Sugar Limited (Independent Director)

**Note:**

a) WTD: Whole Time Director (b) NENID: Non- Executive Non-Independent Director (c) NEID: Non - Executive Independent Director.

(\*\*) Mr. Shiv Shankar Agarwal, Independent Director of the Company, ceased to be a Director of the Company w.e.f. 11th May, 2023. Hence, he was not eligible to attend the Board Meetings.

(\*) Mr. Jagdish Chander Chawla, Independent Director of the Company, ceased to be a Director of the Company w.e.f. 16th February, 2024.

(#) Mr. Ajay Kumar Aggarwal was appointed as a Non-Executive Independent Director of the Company w.e.f. 1st September, 2023. He was eligible for 2 Board Meetings and attended the same.

(##) Mr. Pramod Kumar Gupta was appointed as a Non-Executive Independent Director of the Company w.e.f. 27th November, 2023. He was eligible for 1 Board Meeting and attended the same.

Mrs. Kumkum Modi is related to Mr. Umesh Kumar Modi as wife, Mr. Abhishek Modi and Mr. Jayesh Modi are related to Mrs. Kumkum Modi & Mr. Umesh Kumar Modi as sons and mother & father respectively.

**Information Regarding Re-Appointment of Directors**

Mr. Umesh Kumar Modi has been a Director on the Board of the Company since Incorporation of the Company i.e. 16th April, 1982, and as per the Article 60 of the Articles of Association of the Company, his office is not liable to retire by rotation. The Board of Directors of the Company pursuant to the provisions of Sections 152, at its meeting held on 14th August, 2024, pursuant to the recommendations of Nomination and Remuneration Committee has approved the recommendation for the

re-appointment of Mr. Umesh Kumar Modi (DIN: 00002757) as a Non-Executive Non-Independent Director of the Company pursuant to the Regulation 17 (1D) of SEBI Listing Regulations.

Mrs. Kumkum Modi (DIN: 00522904), Director of the Company retires by rotation and being eligible, offers herself for re-appointment. She has done Post Graduation from University of Delhi and has a vast experience in the area of administration, business planning & corporate social activities. She is also Director in certain other manufacturing, public listed companies etc.

The term of Mr. Aditya Kumar Modi as a Whole Time Director is coming to an end on 15th November, 2024. The Board of Directors of the Company in their meeting held on 14th August, 2024, has, subject to the approval of the shareholders at ensuing General Meeting, recommended the re-appointment of Mr. Aditya Kumar Modi as Whole Time Director on the Board of the Company, designated as Director – Operations, for a period of three years from 16th November, 2024 up to 15th November, 2027. Mr. Aditya Kumar Modi is a Commerce Graduate from Punjab University. He has rich experience in the area of finance, accounts, management, administration and operations of the business for more than 33 Years.

### **Board Meetings**

The Board meets at least once in a quarter to review the financial results and other items on the Agenda. The agenda of the Board Meeting is circulated to all the Directors well in advance and contains all the relevant information.

During the year ended 31st March, 2024, Four (4) Board Meetings were held on 26th May, 2023, 11th August, 2023, 6th November, 2023 and 10th February, 2024. The gap between two consecutive Meetings did not exceed one hundred and twenty days.

### **Details of Shareholding of Non-Executive Directors**

Mr. Umesh Kumar Modi holds 39,75,534 Equity Shares, Mrs. Kumkum Modi holds 5,500 Equity Shares, Mr. Abhishek Modi holds 1,100 Equity Shares, Mr. Vijay Kumar Modi holds 88,805 Equity Shares of the Company as on 31st March, 2024.

### **Familiarisation Programme**

Your Company follows a structured orientation and familiarisation programme which aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company. The details of the same are available on the Company's website at [www.bsil.org.in](http://www.bsil.org.in).

### **Code of Conduct for Board Members and Senior Management**

The Company has adopted the Code of Conduct for the Directors and Senior Management Personnel of the Company. The Company has received confirmations from both the Directors as well as Senior Management regarding compliance of the Code of Conduct for the year ended 31st March, 2024. The Code is posted on the website of the Company at [www.bsil.org.in](http://www.bsil.org.in).

### **Skills/ expertise/ competence requirements for Board of Directors**

The following is the list of core skills/ expertise/ competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

1. Knowledge on Company's businesses policies and culture (including the Mission, Vision and Values) major risks/ threats and potential opportunities and knowledge of the industry in which the Company operates.
2. Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
3. Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision Making.
4. Financial and Management skills.
5. Technical / Professional skills and specialized knowledge in relation to Company's business.

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted:

Areas of Skills, Expertise and Competencies					
Name of Director	Knowledge on Company's business, policies & Culture	Behavioral Skills	Business Strategy, Sales & Marketing etc.,	Financial and Management Skills	Technical/ Professional skills
Mr. Umesh Kumar Modi	Y	Y	Y	Y	Y
Mrs. Kumkum Modi	Y	Y	Y	Y	Y
Mr. Abhishek Modi	Y	Y	Y	Y	Y
Mr. Jayesh Modi	Y	Y	Y	Y	Y
Mr. Vijay Kumar Modi	Y	Y	Y	Y	Y
Mr. Aditya Kumar Modi	Y	Y	Y	Y	Y
Mr. Anirudh Kumar Modi	Y	Y	Y	Y	Y
Mrs. Asha Agarwal	Y	Y	Y	Y	Y
Mr. Salil Seth	Y	Y	Y	Y	Y
Mr. Ajay Kumar Aggarwal	Y	Y	Y	Y	Y
Mr. Pramod Kumar Gupta	Y	Y	Y	Y	Y

#### **Information provided to the Board**

The Board has unrestricted access to all Company-related information including that of our employees. Presentations are also made to the Board by different functional heads on important matters from time to time. Directors have separate and independent access to the officers of the Company. The Board was presented with the information broadly on all suggested matters in terms of Regulation 17 of the SEBI Listing Regulations.

#### **Board Committees**

The Board Committees play a crucial role in the governance structure of the Company and have been constituted as per the requirement of the Act and SEBI Listing Regulations. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles. The minutes of the meetings of all Committees are placed before the Board for review and noting. The Board Committees request special invitees to attend the meeting, as and when considered appropriate.

#### **Audit Committee**

The Audit Committee acts in accordance with the role and terms of reference which are in conformity with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations.

Composition of Audit Committee is in accordance with the requirements prescribed under Section 177 of the Act read with rules made thereunder and Regulation 18 of the SEBI Listing Regulations. Except Mr. Aditya Kumar Modi – Whole Time Director, all other members of the Audit Committee are Non-executive Independent Directors, and all are financially literate. The Company Secretary of the Company acts as Secretary to the Committee. A representative of the Statutory Auditors and a representative of the Internal Auditors are permanent invitees to the Audit Committee meetings. The Chairman of the Audit Committee attended the last Annual General Meeting.

During the year ended 31st March, 2024 Four (4) meetings of Audit Committee were held on 26th May, 2023, 11th August, 2023, 6th November, 2023 and 10th February, 2024.

Composition and attendance at meetings during the year are given below:

S. No.	Name of Member	Designation	Category	No. of meetings held during the year 2023-24	
				Held	Attended
1.	Mr. Vijay Kumar Modi	Chairman	Independent Director	4	4
2.	Mr. Jagdish Chander Chawla*	Member	Independent Director	4	4
3.	Mr. Aditya Kumar Modi	Member	Whole time Director	4	4
4.	Mr. Anirudh Kumar Modi	Member	Independent Director	4	4
5.	Mr. Pramod Kumar Gupta#	Member	Independent Director	4	NA

\* Mr. Jagdish Chander Chawla, Independent Director of the Company, ceased to be a Director of the Company w.e.f. 16th February, 2024. He was eligible for 4 meetings and attended the same.

# Mr. Pramod Kumar Gupta was appointed as a Non-Executive Independent Director of the Company w.e.f. 27th November, 2023. The Committee was reconstituted on 16th February, 2024 by inducting Mr. Pramod Kumar Gupta.

### **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee has been duly constituted pursuant to Section 178 (1) of the Act and Regulation 19 of SEBI Listing Regulations.

The role and terms of reference of the Nomination & Remuneration Committee are in conformity with the provisions of Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations.

The Chairman of the Nomination and Remuneration Committee (NRC) attended the last Annual General Meeting. During the year ended 31st March, 2024 Three (3) meetings of NRC were held on 26th May, 2023, 11th August, 2023 and 6th November, 2023.

The Company Secretary acts as Secretary to the Committee. The Chairman of the Stakeholders' Relationship Committee (SRC) attended the last Annual General Meeting.

Composition and attendance at meetings during the year are given below:

S. No.	Name of Member	Designation	Category	No. of meetings held during the year 2023-24	
				Held	Attended
1.	Mr. Vijay Kumar Modi	Chairman	Independent Director	3	3
2.	Mr. Jagdish Chander Chawla*	Member	Independent Director	3	3
3.	Mr. Anirudh Kumar Modi	Member	Independent Director	3	3
4.	Mr. Pramod Kumar Gupta#	Member	Independent Director	3	NA

\* Mr. Jagdish Chander Chawla, Independent Director of the Company, ceased to be a Director of the Company w.e.f. 16th February, 2024. He was eligible for 3 meetings and attended the same.

# Mr. Pramod Kumar Gupta was appointed as a Non-Executive Independent Director of the Company w.e.f. 27th November, 2023. The Committee was reconstituted on 16th February, 2024 by inducting Mr. Pramod Kumar Gupta.

### **Performance Evaluation of Directors**

The Nomination and Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

- **Role & Accountability**
  - Understanding the nature and role of Directors' position.
  - Understanding of risks associated with the business.
  - Application of knowledge for rendering advice to management for resolution of business issues.
  - Active engagement with the management and attentiveness to progress of decisions taken.
- **Objectivity**
  - Own recommendations given professionally without tending to majority or popular views.
- **Leadership & Initiative**
  - Heading Board's Sub-committees.
  - Driving any function or identified initiative based on domain knowledge and experience.

- **Personal Attributes**

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

- **Meeting of Independent Directors**

During the year ended 31st March, 2024, Independent Directors met once on 10th February, 2024 to review the performance of the Board as a whole and Chairman on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

#### **Stakeholders' Relationship Committee**

The Stakeholders' Relationship Committee (SRC) has been duly constituted pursuant to Section 178 (5) of the Act and relevant provisions of Regulation 20 of the SEBI Listing Regulations to look into various issues relating to shareholders including the complaints of shareholders, share transfers/ transmission/issue of duplicate shares etc.

During the year ended 31st March, 2024 one meeting was held on 10th February, 2024.

S. No.	Name of Member	Designation	Category	No. of meetings held during the year 2023-24	
				Held	Attended
1.	Mr. Vijay Kumar Modi	Chairman	Independent Director	1	1
2.	Mr. Jagdish Chander Chawla*	Member	Independent Director	1	1
3.	Mr. Aditya Kumar Modi	Member	Whole Time Director	1	1
4.	Mr. Anirudh Kumar Modi	Member	Independent Director	1	1
5.	Mr. Pramod Kumar Gupta#	Member	Independent Director	1	NA

\* Mr. Jagdish Chander Chawla, Independent Director of the Company, ceased to be a Director of the Company w.e.f. 16th February, 2024. He was eligible for 1 meeting and attended the same.

# Mr. Pramod Kumar Gupta was appointed as a Non-Executive Independent Director of the Company w.e.f. 27th November, 2023. The Committee was reconstituted on 16th February, 2024 by inducting Mr. Pramod Kumar Gupta.

The Company Secretary acts as Secretary to the Committee. The Chairman of the Stakeholders' Relationship Committee (SRC) attended the last Annual General Meeting.

Details of complaints received and resolved during the year under review are given below:

Particulars	Complaints received by Company/ RTA	Number of complaints received in the year 2023-24				Total Number of Complaints
		Stock Exchanges	SCORES	SEBI	MCA	
Received	Nil	Nil	2	Nil	Nil	2
Replied	Nil	Nil	2	Nil	Nil	2
Pending	Nil	Nil	Nil	Nil	Nil	Nil

#### **Corporate Social Responsibility Committee**

The Board of Directors in their meeting held on 26th May, 2023 has approved the dissolution of the Corporate Social Responsibility Committee in accordance with Section 135 of the Act. As per subsection 9 of Section 135 "Where the amount to be spent by a company under sub-section (5) does not exceed fifty lakh rupees, the requirement under sub-section (1) for constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of such company."

Pursuant to Section 135 of the Act the functions of such committee are being discharged by the Board of Directors of the Company.

**Internal Complaints Committee**

Pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, every Company having 10 or more workers employed, are required to constitute the Internal Complaints Committee.

The Board in its meeting held on 27th May, 2024, constituted the Internal Complaints Committee of the Company.

The Composition of the Internal Complaints Committee is given below:

S. No.	Name of the Directors	Designation
1.	Mrs. Kumkum Modi	Chairperson
2.	Mr. Raj Kumar Sharma	Member
3.	Mr. Sachin	Member
4.	Ms. Pallavi Mishra	External NGO Member

**Senior Management**

S. No.	Name	Designation
1.	Mr. Raj Kumar Sharma	Senior General Manager
2.	Mr. Sachin	Chief Financial Officer
3.	Mr. Vimal Prasad Gupta	Company Secretary

There have been no changes in the Senior Management since the close of the previous financial year.

**Remuneration of Directors****A) Pecuniary Relationship of Non-Executive Directors**

The Company has no pecuniary relationship or transaction with its Non-Executive & Independent Directors other than payment of sitting fees to them for attending Board & Committee meetings for their invaluable services to the Company.

**B) Remuneration Policy**

The Company has adopted a Remuneration Policy for its Directors, Key Managerial Personnel and other employees. The Remuneration Policy has laid down the criteria for determining qualifications, positive attributes, independence of Director and Board diversity. The Policy lays down the factors for determining remuneration of Whole-time Directors, Non-Executive Directors, Key Managerial Personnel and other employees. The policy also lays down the evaluation criteria of the Independent Directors and the Board. The Nomination and Remuneration Committee decides the remuneration for the Whole-time Directors and Key Managerial Personnel. The remuneration policy is also placed on the website at [www.bsil.org.in](http://www.bsil.org.in).

**C) Details of Remuneration paid to Directors**

The Independent Directors who are Non-Executive Directors (NEDs) are paid remuneration by way of Sitting Fee of Rs. 1,000/- per meeting for attending the meetings of the Board and/or Committees thereof.

The details of Remuneration/Sitting fees paid/payable to the Executive/Non-Executive Directors during the year ended 31st March, 2024 are as under: -

S. No.	Name	Total Salary (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
<b>Non-Executive Directors:</b>				
1	Mr. Vijay Kumar Modi	-	34,000	34,000
2	Mr. Jagdish Chander Chawla*	-	36,000	36,000
3	Mr. Shiv Shankar Agarwal**	-	-	-
4	Mr. Anirudh Kumar Modi	-	38,000	38,000
5	Mrs. Asha Agarwal	-	3,000	3,000

S. No.	Name	Total Salary (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
6	Mr. Salil Seth	-	2,000	2,000
7	Mr. Ajay Kumar Aggarwal#	-	3,000	3,000
8	Mr. Pramod Kumar Gupta##	-	4,000	4,000
<b>Executive Director:</b>				
7	Mr. Aditya Kumar Modi	39,39,112	--	39,39,112

\*Mr. Jagdish Chander Chawla ceased to be a Director of the Company w.e.f. 16-02-2024.

\*\*Mr. Shiv Shankar Agarwal ceased to be a Director of the Company w.e.f. 11-05-2023.

# Mr. Ajay Kumar Aggarwal was appointed as a Director of the Company w.e.f. 01-09-2023.

## Mr. Pramod Kumar Gupta was appointed as a Director of the Company w.e.f. 27-11-2023.

Note : Mr. Umesh Kumar Modi, Mrs. Kumkum Modi, Mr. Abhishek Modi and Mr. Jayesh Modi, Non-executive Directors of the Company, have waived their right for sitting fees. Accordingly, they have not been paid any sitting fee for FY 2023-24.

### **Annual General Meeting**

#### **Date, Place & Time for the last three Annual General Meetings (AGM):**

Year	Date& time	Venue	Special Resolution Passed
2023	29-09-2023 At At 04:00 P.M.	Through Video Conference (VC)/ Other Audio-Visual Means (OAVM)	<ul style="list-style-type: none"> <li>Appointment of Mr. Ajay Kumar Aggarwal (DIN: 00632288) as an Independent Director of the Company.</li> <li>Alteration of Object Clause and Liability Clause of Memorandum of Association.</li> <li>Adoption of new set of Articles of Association.</li> </ul>
2022	30-09-2022 At 04:00 P.M.	Through Video Conference (VC)/ Other Audio-Visual Means (OAVM)	<ul style="list-style-type: none"> <li>Appointment of Shri Anirudh Kumar Modi (DIN: 01751260), as an independent director of the company.</li> <li>Appointment of Ms. Asha Agarwal (DIN: 09026835), as an independent director of the company.</li> <li>Appointment of Mr. Salil Seth (DIN: 09697511), as an independent director of the company.</li> </ul>
2021	15-09-2021 At 04:00 P.M.	Through Video Conference (VC)/ Other Audio-Visual Means (OAVM)	<ul style="list-style-type: none"> <li>Appointment of Shri Vijay Kumar Modi (DIN: 00004606) as an Independent Director of the Company.</li> <li>Re-appointment of Shri Rohit Garg (DIN: 03296571) as an Independent Director for a Second term of five consecutive years.</li> </ul>

### **Postal Ballot**

During the year from 1st April, 2023 to 31st March, 2024 the Company passed two (2) resolutions through the exercise of postal ballot.

S. No.	Date of Postal Ballot Notice	Particulars of Resolution Passed (Special/ Ordinary)	Details of Voting*	
			Votes casted in favor	Votes casted against
1.	06-11-2023	Special Resolution - Appointment of Dr. Pramod Kumar Gupta (DIN: 10337571) as an Independent Director of the Company	99.9984%	0.0016%
2.	06-11-2023	Ordinary Resolution - Appointment of M/s. Doogar & Associates, Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. K. K. Jain & Co., Chartered Accountants	99.9992%	0.0008%

\*Voting results of Postal Ballot declared on 29th December, 2023.



**Means of Communications****Quarterly Results**

In compliance to the provisions the SEBI Listing Regulations, the Company regularly intimate the Un-audited/ Audited Financial Results to the stock exchange, immediately after the same is approved by the Board and are published in widely circulated newspapers viz. "The Financial Express" (English daily) and "Naya India" (Hindi daily), as is required under the said regulations. The same are also displayed on the website at [www.bsil.org.in](http://www.bsil.org.in) of the Company.

**Website**

Your Company has maintained a functioning website as per the requirements of Regulation 46 of the SEBI Listing Regulations. Any person can access the corporate policies, Board committee composition, Annual Reports, financial results, shareholding details, official news releases, if any, etc. on its website at [www.bsil.org.in](http://www.bsil.org.in). The Company has dedicated "Investors" section on its official website for all the information as timely filed with the Stock Exchange i.e. BSE Limited.

**Annual Report**

Annual Report containing, inter alia, Audited Annual Accounts, Financial Statements, Board's Report, Auditor's Report, Management Discussion and Analysis Report and Corporate Governance Report and other important information is being circulated to the shareholders through e-mail only. In terms of MCA Circulars, the Notice and Annual Report for the year 2023-24 are also being sent through e-mail only. The Notice and Annual Report shall also be available on the website of the Company at [www.bsil.org.in](http://www.bsil.org.in).

**General Shareholder Informations****a. Annual General Meeting Date, Time and Venue:**

42nd AGM is scheduled to be held on Saturday, 28th, September, 2024 at 03:30 P.M. through VC/ OAVM

**b. Financial Calendar**

Particulars	Schedule/Tentative Date
Financial Results for Quarter ended 30th June, 2024	By 14th August, 2024
Financial Results for Quarter ended 30th September, 2024	By 14th November, 2024
Financial Results for Quarter ended 31st December, 2024	By 14th February, 2025
Financial Results for Quarter ended 31st March, 2024	By 30th May, 2025
Annual General Meeting for the Financial Year ending 31st March, 2025	By 30th September, 2025

**c. Book Closure**

Start from Sunday, 22nd September, 2024 to Saturday, 28th September, 2024 (both days inclusive).

**d. Dividend payment date**

In view of losses incurred by the Company in the past, no dividend has been recommended by the Board of Directors for the year ended 31st March, 2024.

**e. Listing of Stock Exchanges**

The Company's Equity Shares are listed on the following Stock Exchange:

Stock Exchange	Stock Code
BSE Limited, Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai-400001	500058

On 21st March, 1998, the Company after complying with the conditions of Circular No. 6/9/SE/78 dated 28th June, 1979 issued by Ministry of Finance, Department of Economic Affairs, Stock Exchange Division, applied to Ahmedabad, Calcutta, Delhi and Madras Stock Exchanges for de-listing of Equity Shares. The Company has received the letter of confirmation of de-listing from Madras Stock Exchange Association Limited only, matter is pending with others stock exchanges. The Company vide its letter dated 25th September, 2007 applied for voluntary de-listing of Shares from Magadh Stock Exchange, the matter is pending with the Exchange.

The Company has paid the annual listing fee for the financial year 2024-25 to BSE Limited.

**f. Market Price Data**

High/Low of market price of the Company's shares traded on BSE during the financial year 2023-24 is furnished below:

BSE Limited			
Month	High Price	Low Price	No. of Shares
April, 2023	9.45	8.16	238534
May, 2023	9.43	8.5	397331
June, 2023	9.97	8.7	1087671
July, 2023	9.45	8.72	611404
August, 2023	9.45	8.01	1595326
September, 2023	11.6	8.53	2246023
October, 2023	11.6	8.87	1491568
November, 2023	11.24	9.3	1088907
December, 2023	10.8	9.5	1230293
January, 2024	21.29	10.21	5437833
February, 2024	22.44	15.35	4195664
March, 2024	17.5	13.13	1103750

**Performance in comparison to broad based indices:**

Month	Share Price-BSE Limited		BSE Sensex	
	High	Low	High	Low
April, 2023	9.45	8.16	61,209.46	58,793.08
May, 2023	9.43	8.5	63,036.12	61,002.17
June, 2023	9.97	8.7	64,768.58	62,359.14
July, 2023	9.45	8.72	67,619.17	64,836.16
August, 2023	9.45	8.01	66,658.12	64,723.63
September, 2023	11.6	8.53	67,927.23	64,818.37
October, 2023	11.6	8.87	66,592.16	63,092.98
November, 2023	11.24	9.3	67,069.89	63,550.46
December, 2023	10.8	9.5	72,484.34	67,149.07
January, 2024	21.29	10.21	73,427.59	70,001.6
February, 2024	22.44	15.35	73,413.93	70,809.84
March, 2024	17.5	13.13	74,245.17	71,674.42

**g. Registrar and Transfer Agents**

Beetal Financial & Computer Services Private Limited  
 Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre,  
 Near Dada Harsukhdas Mandir, New Delhi – 110062  
 Telephone no(s) 011-29961281, 282, 283, Fax: 011-29961284  
 E-mail: [beetalrta@gmail.com](mailto:beetalrta@gmail.com), [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)

The physical transmission of Equity Shares and electronic connectivity for the depository mode for both NSDL and CDSL is being provided by the RTA.

**h. Share Transfer System**

The Company, in compliance with the Securities & Exchange Board of India (SEBI) circular no. 15/2002 dated 27th December, 2002, has appointed M/s. Beetal Financial & Computer Services Pvt. Ltd., (Category-I SEBI registered Registrar & Share Transfer Agent) as Share Transfer Agent who follows the Share Transfer System as prescribed by SEBI. The share transmission requests in physical form sent by shareholders are manually checked. If the required documents for processing transmission are valid, the shares are transmitted within prescribed time limit, otherwise objection memo is sent to the claimant/legal heirs with necessary advice to take the required steps. The Share Transfer Committee generally approves once in a fortnight the applications received from members. Further, SEBI vide its

Circular dated 25th January 2022, mandated that all service requests for issuance of duplicate certificate, renewal/ exchange securities certificate, endorsement, subdivision/ splitting/ consolidation of certificate, transmission and transposition can be also processed in dematerialised form only. The necessary forms for the above requests are available on the website of the Company at [www.bsil.org.in](http://www.bsil.org.in).

**i. i. Distribution of Shareholding as on 31st March, 2024**

No. of Shares	No. of Shareholders	No. of Shares	Shareholders % age to total shares
Up to 5000	54393	7521866	90.672
5001 to 10000	2933	2376325	4.889
10001 to 20000	1268	1953692	2.114
20001 to 30000	402	1029332	0.670
30001 to 40000	207	744471	0.345
40001 to 50000	222	1073406	0.370
50001 to 100000	323	2499146	0.538
100001 and 200000	117	1734771	0.195
200001 and above	124	71272394	0.207
<b>Total</b>	<b>59989</b>	<b>90205403</b>	<b>100.000</b>

**j. Shareholding pattern as on 31st March, 2024**

Particulars	No. of Shares Held	%age of Shares Held
1. Promoters	6,24,46,452	69.23
2. Mutual Funds & UTI	64,550	00.07
3. Banks, Financial Institution & Insurance Companies & Central Government/ State Government	3,320	00.00
4. Bodies Corporate	25,09,798	02.78
5. Indian Public	2,40,05,570	26.61
6. NRI	5,16,361	00.57
7. Any Other (Clearing Members, Foreign Bodies, Trusts, Individual HUF & Escrow Account)	6,59,352	00.73
Total	9,02,05,403	100.00

**k. Dematerialization of shares**

The equity shares of the Company are available for dematerialization. The International Securities Identification Number (ISIN) of the Company is INE819C01011. The equity shares are now tradable only in dematerialized mode.

**l. Share held in physical and dematerialized form**

As on 31st March, 2024, 56.547 % of Equity Shares were held in dematerialized form and the rest were in physical form.

**m. Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity**

There are no outstanding GDRs/ADRs/ Warrants/ Convertible instruments for conversion into equity shares.

**n. Commodity Price Risk or foreign exchange risk and hedging activities**

The Company envisage no liability for commodity price risk or foreign exchange risk and hedging activities.

**o. Plant location of the Company**

Umesh Nagar, Chandil, District Saraikela Kharsawan - 832401 (Jharkhand).

**p. Address for correspondence**

All the queries of investors regarding the Company's shares may be sent at the following address:

Registrar and Share Transfer Agent (RTA)

M/s. Beetal Financial & Computer Services Pvt. Limited  
Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre,  
Near Dada Harsukhdas Mandir, New Delhi - 110062  
Telephone no(s): 011-29961281, 282, 283, Fax: 011-29961284  
E-mail: [beetalrta@gmail.com](mailto:beetalrta@gmail.com), [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)

Company

Bihar Sponge Iron Limited  
Umesh Nagar, Chandil, District Saraikela Kharsawan-832401 (Jharkhand)  
Email: [companysecretary@bsil.org.in](mailto:companysecretary@bsil.org.in)

**q. Nomination Facility**

Shareholders desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit a duly filed Form SH-13/ 14 to the RTA/ Company.

**r. Credit Rating**

No credit rating is mandatorily required to be obtained.

**Other Disclosures**

**a. Materially Significant Related Party Transactions & Policy for Related party Transactions**

The particulars of contract and arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Act read with Regulation 23 of the SEBI Listing Regulations is disclosed separately in Form No. AOC -2 as **Annexure – B** and forms part of this report. The related party transactions during the year are also mentioned in Note no. 3 under "Notes Related to Accounting Standards" under Annexure-1 of Accounting Policies & General Notes.

The Company has formulated a policy on Related Party Transactions in terms of Regulation 23 (1) of the SEBI Listing Regulations. The said policy has been uploaded in the Company's website at [www.bsil.org.in](http://www.bsil.org.in). The transactions with the related parties are placed before the Audit Committee and the Board on a quarterly basis, to review the same in terms of Regulation 23 (3) (d) of the said Regulations.

**b. Details of Non-compliance**

There were no cases of non-compliance with any matter by the Company during this Financial Year. The Company has complied with the requirements of Stock Exchange, Securities and Exchange Board of India or other authorities on any matter related to Capital Market during the last three years.

**c. Vigil Mechanism**

In compliance of Section 177 (9) & (10) of the Act and in terms of Regulation 22 of the SEBI Listing Regulations, the Company has set up a whistle blower policy which can be viewed on the Company's website at [www.bsil.org.in](http://www.bsil.org.in). In terms of the said policy the Directors and Employees are given direct access to the Chairman of the Audit Committee to report on alleged wrong doings. Your Company hereby affirms that no Director/ Employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

**d. Compliance with the Mandatory and Non-Mandatory Requirements**

The Company has complied with all the Mandatory requirements stipulated under the SEBI Listing Regulations. The Company has also adopted the non-mandatory requirements to the extent and in the manner stated hereinabove.

**e. The Company does not have any subsidiary company during the Financial Year ended 31st March, 2024****f. Details of utilization of funds through preferential allotment**

During the Financial Year ended 31st March, 2024, the Company did not raise any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI Listing Regulations.

**g. Compliance Certificate from Practicing Company Secretary**

Certificate from M/s. Soniya Gupta & Associates, Practicing Company Secretaries, has been received, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities Exchange Board of India/ Ministry of Corporate Affairs or any such Statutory Authority.

**h. Recommendation of any Committee**

There was no instance during the financial year 2023-24, where the Board of Directors had not accepted the recommendation of any Committee of the Board which it was mandatorily required to accept.

**i. Fee paid by Company to its Statutory Auditor**

Total fees of Rs. 3.5 Lakhs for the financial year 2023-24, for all services, was paid by the Company, on a consolidated basis, to the statutory auditor (which includes payment of Rs. 2.5 Lakhs for Audit Fee and Tax Audit to M/s. Doogar & Associates, Chartered Accountants and Rs. 93,750/- to M/s. K. K. Jain & Co., Chartered Accountants, erstwhile Statutory Auditors) and Rs. 4.63 Lakhs by other entities in the network firm/ network entity of which the statutory auditor is a part.

**j. Directors with materially pecuniary or business relationship with Company**

There has been no materially relevant pecuniary transaction or relationship between the Company and its non-executive and/or independent Directors for the period under report.

**k. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

a. number of complaints filed during the financial year 2023-24:	Nil
b. number of complaints disposed of during the financial year 2023-24:	Nil
c. number of complaints pending as on end of the financial year 2023-24:	Nil

**l. Loans and advances in the nature of loans to firms/companies in which directors are interested: Nil****m. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries**

The Company does not have any subsidiary company during the financial year ended 31st March, 2024.

**Corporate Governance**

This Corporate Governance Report of the Company for the Financial Year ended 31st March 2024 is in compliance with the requirements of Corporate Governance under SEBI Listing Regulations, as applicable.

**Adoption of discretionary requirements specified in Part E of Schedule II of SEBI Listing Regulations-**

- The Board: The Chairman of the Company is Non-Executive Director, and he is not maintaining any separate office for the purpose of the Company.
- Shareholder Rights: Quarterly and yearly financial results are published in newspapers and uploaded on the Company's website at [www.bsil.org.in](http://www.bsil.org.in). At present, the half yearly financial performance and the summary of the significant events in last six months are not sent to each household of shareholders.
- Modified opinion(s) in audit report: The Company is moving towards a regime of financial statements with unmodified audit opinion.

- (d) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer: Separate post in the Company is held by the Chairman and Whole Time Director of the Company.
- (e) Reporting of Internal Auditor: The Internal Auditor of the Company submits his Internal Audit report to the Audit Committee generally on a quarterly basis.

The Company has complied with all the applicable requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations.

**CEO/ CFO Certification**

Mr. Aditya Kumar Modi, Whole Time Director and Mr. Sachin, Chief financial Officer of the Company have furnished a certificate relating to Financial Statement and Internal Control Systems as per the formats prescribed under SEBI Listing Regulations and the Board has taken the same on record.

**Disclosure of certain types of Agreements Binding Listed Entities**

No such agreements were entered into by the Company during the Financial Year 2023-24.

**Disclosures with respect to Suspense Escrow Demat Account**

Pursuant to the SEBI Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022, RTA / Issuer Companies shall credit the securities to the Suspense Escrow Demat Account of the Company in case the securities holder/claimant fails to submit the demat request within 120 days from the date of issuance of Letter of Confirmation. At the beginning of the Financial Year there were 3,250 Shares lying in the suspense escrow demat account of the Company. During the year 900 shares were transferred to the suspense escrow demat account of the Company. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

**For & on behalf of the Board of Directors  
For Bihar Sponge Iron Limited**

**Sd/-  
Umesh Kumar Modi  
Chairman & President  
DIN: 00002757**

**Place: New Delhi  
Date: 26th August, 2024**

**Declaration under Para D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
**The Members of  
Bihar Sponge Iron Limited**

I, Aditya Kumar Modi, Whole Time Director of the Company, to the best of my knowledge and belief, declare that all the members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended 31st March, 2024.

**Sd/-  
Aditya Kumar Modi  
Whole Time Director**

Place: New Delhi  
Dated: 26th August, 2024

**INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,  
**The Members of  
Bihar Sponge Iron Limited**

We, Doogar & Associates, Chartered Accountants, have examined the compliance of conditions of Corporate Governance by **Bihar Sponge Iron Limited** ("the Company"), for the year ended on 31st March, 2024, as stipulated in Regulations 17 to 27, and 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

In our opinion and to the best of our information and according to explanations given to us, we certify that the Company has complied with the Conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations for the year ended 31st March, 2024.

We further state that such compliance is neither an assurance as to the future viability of the Company nor efficiency and effectiveness with which the management has conducted the affairs of the Company.

**For Doogar & Associates**  
Chartered Accountants  
FRN: 000561N

**Sd/-  
Mukesh Goyal**  
Partner  
M. No.: 081810  
UDIN: 24081810BKFM5F7439

Place: New Delhi  
Date: 26-08-2024

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF BIHAR SPONGE IRON LIMITED

#### Report on the Financial Statements

#### Qualified Opinion

We have audited the accompanying financial statements of M/s **Bihar Sponge Iron Limited (“the Company”)** which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including other comprehensive Income), the statement of changes in equity and the Statement of Cash Flows for the year ended, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Ind AS Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the **Basis for Qualified Opinion** Section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the Profit/loss and total comprehensive income (loss), changes in equity and its cash flows for the year ended on that date.

#### Basis for Qualified Opinion

As explained in the Notes to the financial statement, the company has not provided under noted liabilities:

- I. *Non recognition of liability on account of currency fluctuations on foreign currency loan and interest thereon (as required under Indian Accounting Standard – 21) amounting to Rs. 4352.70 Lakhs as provided in the BIFR Scheme dt. 29.07.2004 and also confirmed by AAIFR/ Single Bench of Jharkhand High Court, Ranchi. The company has filed Letters Patent Appellate Jurisdiction (LPA) before the Divisional Bench of High Court of Jharkhand, Ranchi It is pertinent to note that IFC (Washington) had filed application for withdrawal in C.A. No. 4075 of 2016 on 27.07.2018. In view of the same interest has not been provided in the books of accounts. (refer other note no. 3(III) appearing in Annexure I).*
- II. *Non recognition of penalty of Rs. 215.28 Lakhs recovered by South Eastern Coal Fields Ltd. on account of short lifting of coal in terms of Fuel Supply Agreement since the matter has been disputed by the Company under writ petition filed before the Hon’ble High Court of Chhattisgarh, Bilaspur. The amount has been included in long term loans and advances. (refer other note no 5 of Annexure I (iii)).*
- III. *The company has approached it’s promoters for one time settlement of their loans. The settlement will be subsequent to and on the line as per settlement arrived at with Government of Jharkhand for soft loans. Interest on soft loan from Government of Jharkhand under Jharkhand Industrial Rehabilitation Scheme 2003 amount to Rs. 7448.22 Lakhs not been provided and is subject to representations for waiver. The Hon’ble High Court of Jharkhand, Ranchi vide its order dated 09.06.2022 has directed the company to pay Rs. 1.25 Crores per month to be adjusted in the principal amounts. The company has started payment from July 2022. Taking into consideration non provision of likely liabilities mentioned in paragraph i, ii & iii above a. The net results for the year would have been a loss of Rs. 11,271.72 Lakhs as compared to the disclosed profit of Rs. 744.48 Lakhs. b. Accumulated Losses would have been Rs. 33,107.96 Lakhs as compared to disclosed losses of Rs. 21,091.76 Lakhs. c. The above losses is however subject to ascertainment of liabilities as mentioned in Para iii.*

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. 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 (ICAI) together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules made 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 audit opinion on the financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.



**Information other than the Financial Statements and Auditors' Report thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be material 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 Financial Statements**

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

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

The 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, 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.

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

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit, we report, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) Except for the possible effect so the matter described in the basis of qualified opinion paragraph, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) Except for the possible effects of the matter described in the basis of qualified opinion paragraph, in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015.
  - e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect of 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting of those companies, for reasons stated therein.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and to the best of our information and according to the explanations given to us:
- i. The company has disclosed the impact of pending litigations on its financial position in its financial statements. *(Refer other note no.1(contingent liabilities). appearing in Annexure 1).*
  - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - v. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entity(ies). Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstance, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - vi. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
  - vii. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

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

**For DOOGAR & ASSOCIATES**

Chartered Accountants

FRNo. 000561N

Sd/-

(Mukesh Goyal)

Partner

M.No.081810

UDIN: 24081810BKFMJRJ2747

Place: New Delhi

Date : 27<sup>th</sup> May 2024

**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**

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

In terms of the information and explanations sought by us and given by the Company and the books of account and 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 has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  
(B) The company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a programme of physical verification to ensure that all the assets are verified at reasonable intervals which, in our opinion, is reasonable having regard to the size of the Company and nature of assets. Management has physically verified major fixed assets during the year and no major discrepancy has been noticed on such verification as compared to book records.
- (c) With respect to immovable properties disclosed in the financial statements included in property, plant and equipment, according to the information and explanations given to us, we report that, the title deeds of such immovable properties are held in the name of the company as at the balance sheet date (except in respect of the freehold land having value of Rs 5.93 Lakhs (Previous year Rs 5.93 Lakhs ) for which registration in favour of the company is pending for want of mutation with the competent authorities. Also refer foot note to note no-1.
- (d) The company has not revalued any of its property, plant and equipment and intangible assets during the year.
- (e) As per the details and information shared with us, no proceedings have been initiated during the year or are pending against the company as at March 31, 2024 for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) Inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between physical stocks and the book records that were more than 10% in the aggregate of each class of Inventory.  
(b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause (ii) (b) of the Order is not applicable.
- (iii) The company has not granted unsecured loans to its subsidiaries and employees and has not made any investment in, provided any guarantee or security or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties during the year.
- (iv) According to information and explanation given to us, the company has not granted any loans, made investments or provided guarantees or securities that are covered under the provisions of section 185 or 186 of the Companies Act, 2013, and hence reporting under clause (iv) of the order is not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the order is not applicable.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine, whether they are accurate or complete.

- (vii) (a) According to information and explanations given to us and the records of the company examined by us, in our opinion, the company is regular in depositing the undisputed statutory dues in respect of income tax, Goods and Service Tax, and other material statutory dues as applicable with the appropriate authorities. Further, there were no undisputed amounts outstanding at the year end for a period of more than six months from the date they became payable as at 31st March 2024.
- (b) According to the information and explanation given to us and on the basis of our examination of the records of the company, statutory dues relating to Goods and Service Tax, Provident fund, Employees State Insurance, Income-tax, duty of Customs or cess or other statutory dues which have not been deposited on account of any dispute are as follows :

Name of the statute	Forum where Dispute pending	Nature of dues	Period of dispute	Amount (Rs. Lakhs)
1. JVAT Act, 2005	Dy. Commissioner of Commercial Taxes Jharkhand, Ranchi.	Tax on JVAT.	2010-11	81.40
2. JVAT Act, 2005	Commissioner of Commercial Taxes, Jharkhand Ranchi.	Central Sales Tax	2010-11	30.96
3. JVAT Act, 2005	Joint Commissioner of Commercial Taxes Jharkhand, Ranchi.	Tax on CST	2013-14	34.91
4. Income Tax Act, 1961	ITAT, Patna	Short deduction of tax at source and collection of Tax at Source with interest and penalty raised by DCIT, JSR and confirmed by the commissioner of Income Tax (Appeals), JSR on 28-03-2016.	A.Y.2004-05 A.Y.2005-06	27.15 28.80

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) The Company has not raised any funds on short term basis and hence, reporting under clause 3(ix)(d) of the Order is not applicable.
- (e) The company has not taken any term loan during the year and hence, reporting under clause 3(ix)(e) of the Order is not applicable.
- (f) The Company has not raised any loans during the year and hence, reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The company has not raised moneys by way of initial public offer or further public offer or further public offer (including debts instruments) during the year and hence, reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year the company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.

- (xi) (a) To the best of our knowledge, no fraud by the Company and on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and upto the date of this report.
- (xii) The company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion, the company is in compliance with Sections 177 and 188 of Companies Act, where applicable, for all transactions with the related parties and the details of the related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports issued to the Company during the year.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) The group does not have any Core Investment Company (CIC) as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been resignation of the statutory auditors during the year due to health issues of their managing partner and we have considered the modified opinion/adverse comments included by the outgoing auditor in their last issued audit report.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For DOOGAR & ASSOCIATES**

Chartered Accountants

FRNo. 000561N

Sd/-

(Mukesh Goyal)

Partner

M.No.081810

Place: New Delhi

Date : 27<sup>th</sup> May 2024

UDIN: 24081810BKFMJRJ2747

**Annexure 'B' to the Independent Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2 of 'Report on other legal and regulatory Requirements' section**

We have audited the internal financial control with reference to financial statement of **BIHAR SPONGE IRON LIMITED** ("the Company") as of March, 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

- 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 prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
- Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
- We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

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

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

**Opinion**

- In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal financial control over financial reporting criteria, established by the Company considering the essential components of internal control stated in the Guidance Note of Audit of Internal Financial control over financial reporting issued by the Institute of Chartered Accountants of India.

**For DOOGAR & ASSOCIATES**

Chartered Accountants

FRNo. 000561N

Sd/-

(Mukesh Goyal)

Partner

M.No.081810

UDIN: 24081810BKFMJRJ2747

Place: New Delhi

Date : 27<sup>th</sup> May 2024



**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2024**
**Rs. In Lakhs**

Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	1	5329.52	5729.86
(b) Capital Work in Progress	1A	311.04	161.04
(c) Other Intangible Assets	1B	0.26	0.35
(d) Deferred Tax Assets	2	-	-
(e) Other non Current Assets	3	582.73	545.70
		<u>6223.55</u>	<u>6436.95</u>
<b>(2) Current Assets</b>			
(a) Inventories	4	8802.05	6416.43
(b) Financial Assets			
(i) Trade Receivables	5	0.17	0.17
(ii) Cash and Cash Equivalents	6	137.43	74.32
(iii) Bank balances other than (ii) above	7	213.21	213.21
(iv) Others Financial Assets	8	33.56	23.90
(c) Others Current assets	9	821.77	352.97
(d) Income Tax assets	10	161.08	123.36
		<u>10169.28</u>	<u>7204.36</u>
<b>(3) Miscellaneous Expenditure</b> (To the extent not written off or adjusted)		<u>1816.10</u>	<u>2786.52</u>
	<b>Total</b>	<u>18208.92</u>	<u>16427.83</u>
<b>EQUITY AND LIABILITIES</b>			
<b>(4) EQUITY</b>			
(a) Equity Share Capital	11	9020.54	9020.54
(b) Other Equity	12	(14595.45)	(15339.93)
		<u>(5574.91)</u>	<u>(6319.39)</u>
<b>(5) LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
i) Borrowings	13	8516.89	8709.55
(b) Provisions	14	176.71	179.85
(c) Deferred Tax Liabilities	2	-	-
(d) Other non-Current Liabilities	15	843.35	843.35
		<u>9536.95</u>	<u>9732.75</u>
<b>(6) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	13	3371.19	4871.19
(ii) Trade Payables	17	10010.23	7110.24
(iii) Other Financial Liabilities	15	50.19	52.93
		<u>13431.61</u>	<u>12034.36</u>
(b) Other Current Liabilities	16	775.02	939.40
(c) Provisions	14	40.25	40.71
		<u>14246.88</u>	<u>13014.47</u>
	<b>Total</b>	<u>18208.92</u>	<u>16427.83</u>

**Notes No. 1 to 28 and Annexure I containing Accounting Policies and General Notes forming part of the Financial Statements**
**As per our report of even date attached.**
**For Doogar & Associates**

Chartered Accountants  
Firm Reg.No. 000561N

Sd/-  
**(Mukesh Goyal)**  
Partner  
Membership No. 081810

Sd/-  
**Umesh Kumar Modi**  
(Chairman & President)  
DIN 00002757

Sd/-  
**Anirudh Kumar Modi**  
(Director)  
DIN 01751260

Sd/-  
**Aditya Kumar Modi**  
(Whole Time Director)  
DIN 09303804

Sd/-  
**Sachin**  
(Chief Financial Officer)  
M.N. 504288

Sd/-  
**Vijay Kumar Modi**  
(Director)  
DIN 00004606

Sd/-  
**Vimal Prasad Gupta**  
(Company Secretary)  
M.N. F6380

Place : NEW DELHI  
Date : 27th May, 2024

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31<sup>st</sup> MARCH, 2024

		Rs. In Lakhs		
S. No.	Particulars	Note No.	Year ended 31.03.2024	Year ended 31.03.2023
I	Revenue from operations	18	26,665.10	46,337.47
II	Other Income	19	2,551.57	224.94
III	<b>Total Income (I +II)</b>		<b>29,216.67</b>	<b>46,562.41</b>
IV	<b>Expenses:</b>			
	Cost of materials consumed	20	22,788.53	36,656.94
	Purchases	21	1,509.88	1,815.06
	Changes in inventories of finished goods, work-in-progress	22	(555.97)	1,881.73
	Employee benefits expense	23	224.23	220.40
	Finance costs	24	-	14.57
	Depreciation	25	423.20	424.63
	Other expenses	26	3,111.92	3,410.87
	Deferred Expenditure Written off		970.41	940.94
	<b>Total Expenses (IV)</b>		<b>28,472.19</b>	<b>45,365.14</b>
V	Profit / (Loss) before OCI and tax (III - IV)		744.48	1,197.27
VI	Other Comprehensive Income/(Expenses)	27	-	16.28
VII	Profit / (Loss) after OCI and before tax (V - VI)		744.48	1,213.55
VIII	Profit / (Loss) before tax (VII)		744.48	1,213.55
IX	<b>Tax expense:</b>			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
	<b>Total</b>		-	-
X	Profit/(Loss) for the year after tax		744.48	1,213.55
XI	Earning per equity share (In Rs.)	28		
	(1) Basic		0.83	1.35
	(2) Diluted		0.83	1.35

**Notes No. 1 to 28 and Annexure I containing Accounting Policies and General Notes forming part of the Financial Statements As per our report of even date attached.**

**For Doogar & Associates**

Chartered Accountants  
Firm Reg.No. 000561N

Sd/-

**Umesh Kumar Modi**  
(Chairman & President)  
DIN 00002757

Sd/-

**Aditya Kumar Modi**  
(Whole Time Director)  
DIN 09303804

Sd/-

**Vijay Kumar Modi**  
(Director)  
DIN 00004606

Sd/-

**(Mukesh Goyal)**  
Partner  
Membership No. 081810

Sd/-

**Anirudh Kumar Modi**  
(Director)  
DIN 01751260

Sd/-

**Sachin**  
(Chief Financial Officer)  
M.N. 504288

Sd/-

**Vimal Prasad Gupta**  
(Company Secretary)  
M.N. F6380

Place : NEW DELHI

Date : 27th May, 2024

**CASH FLOW STATEMENT FOR THE PERIOD ENDED March 31, 2024**

Rs. In Lakhs

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit/(Loss) before tax and extraordinary items	744.48	1,213.55
Adjustments for :		
Depreciation	423.20	424.63
Interest Expense	-	14.57
Interest Income	(10.74)	(9.16)
Debit /Credit balances written off	(0.09)	(2.16)
Raw Material/Stores & Spares Written Off	-	-
Deferred Expenditure Written off	970.41	940.94
Remeasurements recognised in OCI (Gain)/Loss in Gratuity and Leave encashments	-	(16.28)
(Profit)/Loss on Sales of Fixed Assets	-	-
	<b>1,382.78</b>	<b>1,352.54</b>
<b>Operating profit/(Loss) before working capital changes</b>	<b>2,127.27</b>	<b>2,566.09</b>
Change in working Capital :		
(Increase) /Decrease in Trade Receivables /Long /Short Term Loans and Advances excluding TDS	(515.41)	(1,128.08)
(Increase)/Decrease in Inventories	(2,385.61)	(2,169.25)
Increase /(Decrease) in Trade Payable and Provisions	2,729.27	(769.24)
	<b>(171.74)</b>	<b>(4,066.57)</b>
<b>Cash (used in) / Generated from operations</b>	<b>1,955.53</b>	<b>(1,500.48)</b>
Income Tax/ TDS Paid/Refund	(37.73)	(53.35)
<b>Net Cash (used) in / generation from operating activities</b>	<b>1,917.80</b>	<b>(1,553.83)</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Interest received	10.74	1.02
Purchase of fixed assets (including CWIP)	(172.77)	(178.85)
Proceeds from Sales of fixed assets	-	-
<b>Net Cash (used) in/flow from investing activities</b>	<b>(162.03)</b>	<b>(177.83)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long/Short term borrowings	-	4,018.14
Interest paid	-	(308.09)
Repayment of long /Short term borrowings	(1,692.66)	(2,037.84)
<b>NET CASH FLOWS FROM /(USED) IN FINANCING ACTIVITIES</b>	<b>(1,692.66)</b>	<b>1,672.21</b>
<b>Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>63.11</b>	<b>(59.45)</b>
Cash and Cash equivalents at beginning of period	<b>287.53</b>	<b>346.98</b>
<b>Cash and Cash equivalents at end of the period (Note No 6 &amp;7)</b>	<b>350.64</b>	<b>287.53</b>

\*Figures in bracket indicate cash outflow.

**Notes No. 1 to 28 and Annexure I containing Accounting Policies and General Notes forming part of the Financial Statements**

As per our report of even date attached.

**For Doogar & Associates**  
Chartered Accountants  
Firm Reg.No. 000561N

Sd/-  
**(Mukesh Goyal)**  
Partner  
Membership No. 081810

Sd/-  
**Umesh Kumar Modi**  
(Chairman & President)  
DIN 00002757

Sd/-  
**Anirudh Kumar Modi**  
(Director)  
DIN 01751260

Sd/-  
**Aditya Kumar Modi**  
(Whole Time Director)  
DIN 09303804

Sd/-  
**Sachin**  
(Chief Financial Officer)  
M.N. 504288

Sd/-  
**Vijay Kumar Modi**  
(Director)  
DIN 00004606

Sd/-  
**Vimal Prasad Gupta**  
(Company Secretary)  
M.N. F6380

Place : NEW DELHI  
Date : 27th May, 2024

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31,2024

### EQUITY SHARE CAPITAL

Rs.In Lakhs

Opening Balance as at April 1,2022	Changes in equity Share Capital due to prior period errors	Restated balance as at April 1,2022	Changes in equity Share Capital during the year	Balance as at March 31,2023
9,020.54	-	9,020.54	-	9,020.54
Opening Balance as at April 1,2023	Changes in equity Share Capital due to prior period errors	Restated balance as at April 1,2023	Changes in equity Share Capital during the year	Balance as at March 31,2024
9,020.54	-	9,020.54	-	9,020.54

### OTHER EQUITY

Rs.In Lakhs

	Share Premium Reserve	Capital reserve	Revaluation Reserve	Retained Earning	Forfeited Shares	
					(Amount originally paid up)	Total
As at April 1,2022	2,363.38	15.00	4,113.17	(23,049.80)	4.77	(16,553.48)
Add:Addition during the year	-	-	-	-	-	-
Profit/(Loss) During the Year	-	-	-	1,213.55	-	1,213.55
As at March 31, 2023	2,363.38	15.00	4,113.17	(21,836.25)	4.77	(15,339.93)
Add:Addition during the year	-	-	-	-	-	-
Profit/(Loss) During the Year	-	-	-	744.48	-	744.48
As at March 31, 2024	2,363.38	15.00	4,113.17	(21,091.76)	4.77	(14,595.45)

The accompanying notes are intergal part of the financial Statements.

Notes No. 1 to 28 and Annexure I containing Accounting Policies and General Notes forming part of the Financial Statements As per our report of even date attached.

For Doogar & Associates  
Chartered Accountants  
Firm Reg.No. 000561N

Sd/-  
**Umesh Kumar Modi**  
(Chairman & President)  
DIN 00002757

Sd/-  
**Aditya Kumar Modi**  
(Whole Time Director)  
DIN 09303804

Sd/-  
**Vijay Kumar Modi**  
(Director)  
DIN 00004606

Sd/-  
**(Mukesh Goyal)**  
Partner  
Membership No. 081810

Sd/-  
**Anirudh Kumar Modi**  
(Director)  
DIN 01751260

Sd/-  
**Sachin**  
(Chief Financial Officer)  
M.N. 504288

Sd/-  
**Vimal Prasad Gupta**  
(Company Secretary)  
M.N. F6380

Place : NEW DELHI  
Date : 27th May, 2024

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024**
**NOTE : 1 PROPERTY, PLANT AND EQUIPMENT**

Rs.In Lakhs

Description of assets	Freehold land*	Leasehold land	Building	Plant and Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Railway siding	Total
<b>I .Gross carrying amount</b>									
Balance as at April 1, 2023	31.00	388.83	3,937.36	25,478.76	60.65	45.87	49.85	2,060.86	32,053.18
Additions	-	-	-	19.07	1.42	0.05	2.22	-	22.76
Less: Disposals/Deletions	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2024</b>	<b>31.00</b>	<b>388.83</b>	<b>3,937.36</b>	<b>25,497.83</b>	<b>62.07</b>	<b>45.92</b>	<b>52.07</b>	<b>2,060.86</b>	<b>32,075.94</b>
<b>II. Accumulated Depreciation</b>									
Balance as at April 1, 2023	-	103.46	2,751.83	23,185.96	52.44	43.13	45.10	141.40	26,323.32
Depreciation expenses for the year	-	4.43	40.08	245.68	0.77	0.06	1.56	130.52	423.10
Less: Disposals/Deletions	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2024</b>	<b>-</b>	<b>107.89</b>	<b>2,791.91</b>	<b>23,431.64</b>	<b>53.21</b>	<b>43.19</b>	<b>46.66</b>	<b>271.92</b>	<b>26,746.42</b>
<b>Net Carrying amount(I-II)</b>	<b>31.00</b>	<b>280.95</b>	<b>1,145.45</b>	<b>2,066.20</b>	<b>8.85</b>	<b>2.73</b>	<b>5.42</b>	<b>1,788.94</b>	<b>5,329.52</b>

Description of assets	Freehold land*	Leasehold land	Building	Plant and Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Railway siding	Total
<b>I .Gross carrying amount</b>									
Balance as at April 1, 2022	31.00	388.83	3,937.36	25,463.76	58.97	45.87	48.72	2,060.86	32,035.37
Additions	-	-	-	15.00	1.68	-	1.13	-	17.81
Less: Disposals/Deletions	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2023</b>	<b>31.00</b>	<b>388.83</b>	<b>3,937.36</b>	<b>25,478.76</b>	<b>60.65</b>	<b>45.87</b>	<b>49.85</b>	<b>2,060.86</b>	<b>32,053.18</b>
<b>II. Accumulated Depreciation</b>									
Balance as at April 1, 2022	-	99.03	2,711.69	22,938.50	51.84	43.07	43.77	10.88	25,898.78
Depreciation expenses for the year	-	4.43	40.14	247.46	0.60	0.06	1.33	130.52	424.54
Less: Disposals/Deletions	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2023</b>	<b>-</b>	<b>103.46</b>	<b>2,751.83</b>	<b>23,185.96</b>	<b>52.44</b>	<b>43.13</b>	<b>45.10</b>	<b>141.40</b>	<b>26,323.32</b>
<b>Net Carrying amount(I-II)</b>	<b>31.00</b>	<b>285.37</b>	<b>1,185.53</b>	<b>2,292.80</b>	<b>8.21</b>	<b>2.74</b>	<b>4.75</b>	<b>1,919.46</b>	<b>5,729.86</b>

\*Free hold land includes at Rs.5.93 Lakhs (Previous year Rs.5.93 Lakhs) for which registration in favour of the company is pending for want of mutation from competent authorities.

Balances as at	Relevant line item in Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Remark
31 March, 2024	Property, Plant and Equipment	Free Hold Land	5.93		Registration in favour of the company is pending for want of mutation from competent authorities.

**NOTE : 1A CAPITAL WORK IN PROGRESS**

Rs.In Lakhs

Particulars	Capital work-in -progress
As at April 1,2022	-
Add: Additions	161.04
Less: Capitalisations	-
As at March 31,2023	161.04
<b>As at April 1,2023</b>	<b>161.04</b>
<b>Add: Additions</b>	<b>150.00</b>
<b>Less: Capitalisations</b>	<b>-</b>
<b>As at March 31,2024</b>	<b>311.04</b>

**Capital work-in-progress ageing**

Ageing of capital work-in -progress as at March 31,2024 is as follows:

Rs.In Lakhs

CWIP	Amount in CWIP as at March 31, 2024				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Plant and Machinery	150.00	161.04	-	-	311.04
<b>Total</b>	<b>150.00</b>	<b>161.04</b>	<b>-</b>	<b>-</b>	<b>311.04</b>

Ageing of capital work-in -progress as at March 31, 2023 is as follows:

CWIP	Amount in CWIP as at March 31, 2023				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Building	-	-	-	-	-
Plant and Machinery	161.04	-	-	-	161.04
	<b>161.04</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>161.04</b>

**NOTE : 1B INTANGIBLE ASSETS**

Rs.In Lakhs

Particulars	Computer Software
<b>I.Gross carrying amount</b>	
As at April 1,2022	15.81
Add:Additions	-
Less:Disposals/Deletions	-
<b>As at March 31,2023</b>	<b>15.81</b>
As at April 1,2023	15.81
Add:Additions	-
Less:Disposals/Deletions	-
<b>As at March 31,2024</b>	<b>15.81</b>
<b>II.Accumulated Amortisation</b>	
As at April 1,2022	15.37
Add Amortisation Expenses for the year	0.09
Less: Eliminated Disposals of assets	-
<b>As at March 31,2023</b>	<b>15.46</b>
As at April 1,2023	15.46
Add: Amortisation Expenses for the year	0.09
Less: Eliminated Disposals of assets	-
<b>As at March 31,2024</b>	<b>15.55</b>
<b>III.Net carrying amount(I-II)As at March 31,2023</b>	<b>0.35</b>
<b>III.Net carrying amount(I-II)As at March 31,2024</b>	<b>0.26</b>

**NOTE : 2 DEFERRED TAX ASSETS /LIABILITIES**

Rs.In Lakhs

Particulars	As at 01.04.2023	For the Year	As at 31.03.2024
<u>Deffered Tax Assets</u>			
Unabsorbed tax depreciation	3,988.43	(668.89)	<b>3,319.54</b>
Unabsorbed Assessed Business Loss	-	-	-
Provision disallowed under Income Tax	53.33	1.27	<b>54.60</b>
Disallowed u/s 43B of Income Tax Act	17.48	(12.53)	<b>4.95</b>
<b>Total</b>	<b>4,059.24</b>	<b>(680.15)</b>	<b>3,379.09</b>
<u>Deffered Tax Liabilities</u>			
Difference between book & tax depreciation	427.97	277.49	<b>705.46</b>
Net Deffered Tax Assets	3,631.27	(957.64)	<b>2,673.63</b>

Deferred Tax Liability has been calculated in accordance with the Return of Income filed / assessment made. As required by the IND AS 12, on conservative basis the Deferred Tax Assets and Deferred Tax Liabilities have not been recognised in absence of virtual certainty supported by convincing evidence that future taxable income against deferred tax liabilities / assets will be available/realised.

**NOTE : 3 OTHERS NON -CURRENT ASSETS**

Particulars	As at 31.03.2024	As at 31.03.2023
Unsecured, Considered Good unless otherwise stated		
Capital Advances	<b>82.92</b>	8.63
<i>Advances Recoverable (refer note 5 of Ann. I (III))</i> (Other than related parties)	<b>215.28</b>	215.28
<i>Security Deposit with Govt &amp; Other Parties</i>	<b>179.22</b>	179.22
<i>Sales Tax / VAT recoverable/GST</i>	<b>105.31</b>	142.57
<b>Total</b>	<b>582.73</b>	545.70

**NOTE : 4 INVENTORIES**

Particulars	As at 31.03.2024	As at 31.03.2023
Raw Materials	<b>7,116.44</b>	5,285.63
Stores & Spares	<b>124.14</b>	125.29
Finished Goods	<b>1,547.58</b>	936.85
Work -in- Progress	<b>13.89</b>	68.66
<b>Total</b>	<b>8,802.05</b>	6,416.43

**NOTE : 5 TRADE RECEIVABLES**

Particulars	As at 31.03.2024	As at 31.03.2023
Undisputed Trade receivables Considered Good	<b>0.17</b>	0.17
<u>Undisputed Trade receivables which have significant increase in credit Risk</u>	-	-
<u>Disputed Trade receivables Considered Good</u>	-	-
<u>Disputed Trade receivables which have significant increase in credit Risk</u>	-	-
Trade receivables-credit impaired	<b>45.85</b>	45.85
<b>Total</b>	<b>46.02</b>	46.02
Less:Provision for Doubtful receivables	<b>45.85</b>	45.85
<b>Total</b>	<b>0.17</b>	0.17

**TRADE RECEIVABLES AGEING SCHEDULE:**

AS AT MARCH 31, 2024

Rs.In Lakhs

Particulars	Outsanding for following periods from due date of payment					Total
	Less than 6 Months	6 months 1 year	1-2years	2-3years	More than 3year	
Undisputed Trade receivables-Considered Good	-	-	-	-	0.17	<b>0.17</b>
Undisputed Trade receivables which have significant increase in credit Risk	-	-	-	-	-	-
Disputed Trade receivables Considered Good	-	-	-	-	-	-
Disputed Trade receivables which have significant increase in credit Risk	-	-	-	-	45.85	<b>45.85</b>
Trade receivables-credit impaired	-	-	-	-	-	-
Sub Total	-	-	-	-	46.02	<b>46.02</b>
Less: Provision for doubtful trade receivables	-	-	-	-	45.85	<b>45.85</b>
<b>Total</b>	-	-	-	-	<b>0.17</b>	<b>0.17</b>
As at March 31,2023						
Undisputed Trade receivables-Considered Good	-	-	-	0.17	-	<b>0.17</b>
Undisputed Trade receivables which have significant increase in credit Risk	-	-	-	-	-	-
Disputed Trade receivables Considered Good	-	-	-	-	-	-
Disputed Trade receivables which have significant increase in credit Risk	-	-	-	-	-	-
Trade receivables-credit impaired	-	-	-	-	45.85	<b>45.85</b>
Sub Total	-	-	-	0.17	45.85	<b>46.02</b>
Less: Provision for doubtful trade receivables	-	-	-	-	45.85	<b>45.85</b>
<b>Total</b>	-	-	-	<b>0.17</b>	-	<b>0.17</b>

**NOTE : 6 CASH & CASH EQUIVALENTS**

Particulars	As at 31.03.2024	As at 31.03.2023
<i>Cash and Bank Balances</i>		
<i>Bank Balances</i>		
Balance with Scheduled Bank		
- in Current Account	<b>137.34</b>	72.05
Cash in hand	<b>0.09</b>	2.27
<b>Total</b>	<b>137.43</b>	74.32

**NOTE : 7 OTHER BANK BALANCES**

Particulars	As at 31.03.2024	As at 31.03.2023
<i>Other Bank Balances</i>		
Fixed Deposits with maturity of more than 12 months*	<b>213.21</b>	213.21
<b>Total</b>	<b>213.21</b>	213.21

\* South Eastern Railway Rs.31.39 Lakhs (P.Y. Rs.31.39 Lakhs), Rs.20.01 Lakhs (P.Y.Rs. 20.01 Lakhs pledged with Sales Tax Authorities and Rs.161.81 Lakhs (P.Y.Rs.161.81 Lakhs) pledged with JBVNL



**NOTE : 8 OTHER FINANCIAL ASSETS**

Rs.In Lakhs

Particulars	As at 31.03.2024	As at 31.03.2023
Interest accrued on fixed deposit	33.56	23.90
<b>Total</b>	<b>33.56</b>	<b>23.90</b>

**NOTE : 9 OTHER CURRENT ASSETS**

Particulars	As at 31.03.2024	As at 31.03.2023
Unsecured, Considered Good unless otherwise stated :		
<b>Others:</b>		
Advance recoverable in cash or in kind or for value to be received	382.72	257.94
-Others	-	-
Advance to Related Parties	-	-
Balance with Revenue Authorities :		
-Excise Duty /Sales Tax deposited under protest	10.27	10.27
-GST Recoverable	344.02	-
- Sales Tax recoverable	84.76	84.76
<b>Total `</b>	<b>821.77</b>	<b>352.97</b>

**NOTE : 10 INCOME TAX ASSETS**

Particulars	As at 31.03.2024	As at 31.03.2023
Tax deducted at source	161.08	123.36
<b>Total</b>	<b>161.08</b>	<b>123.36</b>

**NOTE : 11 EQUITY SHARE CAPITAL**

Particulars	As at 31.03.2024	As at 31.03.2023
<b>AUTHORIZED CAPITAL</b>		
100,000,000 Equity share of Rs.10/- each (P.Y. 100,000,000)	10,000.00	10,000.00
	10,000.00	10,000.00
<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b>		
90,205,403 Equity share of Rs.10/- each fully paid in cash (P.Y. 90,205,403)	9,020.54	9,020.54
<b>Total</b>	<b>9,020.54</b>	<b>9,020.54</b>

**11.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Equity Shares of Rs 10 Each, Fully paid up	As at 31.03.2024		As at 31.03.2023	
	No.of shares	Rs. Lakhs	No.of shares	Rs. Lakhs
At the beginning of the year	9,02,05,403	9,020.54	9,02,05,403	9,020.54
At the end of the year	9,02,05,403	9,020.54	9,02,05,403	9,020.54

**11.2 Terms / Rights attached to equity shares.**

The company has only one class of equity share having a par value of Rs.10/- per share Each share holder of equity share is entitled to dividends approved by the shareholders. In the event of liquidation of the company, the holders of equity share will be entitled to receive remaining assets of the company after distribution to creditors and all preferential amount. The distribution will be in proportion to the number of equity share held by each shareholder.

**11.3 Details of shareholders holding more than 5% Equity Shares in company.**

Equity Shares	As at 31.03.2024		As at 31.03.2023	
	No. of shares	% of holding	No. of shares	% of holding
Moderate Leasing and Capital Services LTD	4,42,93,633	49.10	4,42,93,633	49.10
Bihar State Industrial Development Corpn.Ltd.	64,17,463	7.11%	65,15,743	7.22%

As per record of the company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**11.4 Promoter Holding**

Name of Shareholder	As at 31.03.2024		As at 31.03.2023	
	No. of shares	% of holding	No. of shares	% of holding
Abhishek Modi	1100	0.00%	1100	0.00%
Himani Modi	1100	0.00%	1100	0.00%
Kumkum Modi	5500	0.01%	5500	0.01%
Meghna Modi	15400	0.02%	15400	0.02%
Umesh Kumar Modi-HUF	2750	0.00%	2750	0.00%
A to Z Holdings private limited	1700500	1.89%	1700500	1.89%
Abhikum Leasing and Investments Private Limited	500	0.00%	500	0.00%
Bihar State Industrial Development Corpn. Ltd.	6417463	7.11%	6417463	7.11%
Longwell Investment Pvt Ltd	4033012	4.47%	4033012	4.47%
Moderate Leasing and Capital Services Ltd	44293633	49.10%	44293633	49.10%
Modi Industries Limited	1999960	2.22%	1999960	2.22%
UMESH KUMAR MODI	3975534	4.41%	3975534	4.41%
TOTAL	62446452	69.23%	62446452	69.23%

11.5 None of shares have been reserved for issue under options and contracts/commitments for sale of shares/disinvestment as at the balance sheet date.

11.6 None of the securities are convertible into shares at the end of the reporting period.

11.7 No calls are unpaid by any director or officer of the company during the year.

**NOTE : 12 OTHER EQUITY**

Rs.In Lakhs

Particulars	As at 31.03.2024	As at 31.03.2023
<u>Capital Reserve:</u>		
Opening balance	15.00	15.00
<u>Securities Premium Reserve</u>		
Opening balance	2,363.38	2,363.38
<u>Forefeited Shares (amount originally paid up)</u>	4.77	4.77
<u>Revaluation Reserve</u>		
Opening balance	4,113.17	4,113.17
	4,113.17	4,113.17
<u>Surplus</u>		
Loss at the beginning of the year	(21836.25)	(23049.80)
Profit as per Statement of Profit & Loss	744.48	1,213.55
Closing balance	(21091.76)	(21836.25)
<b>Total</b>	<b>(14595.45)</b>	<b>(15339.93)</b>

## NOTE : 13 BORROWINGS

Rs.In Lakhs

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Non Current</b>		
<b>Secured:</b>		
<b>Term Loan -Foreign Currency</b>		
- Refer (a ) below	-	-
<b>Unsecured:</b>		
Loans & Advances from Related Parties:		
-A body corporate	8,516.89	8,709.55
<b>Total</b>	<b>8,516.89</b>	<b>8,709.55</b>
<b>Current</b>		
Current maturities of long term debts (Refer Note 13 for nature for Securities)	-	-
- Term Loan from Govt of Jharkhand (under Rehabilitation Scheme 2003)	625.00	2,125.00
- Interest accrued and due on borrowings (to the extent provided for,also refer note no (c) of Note 13)	2,746.19	2,746.19
Interest accrued and due on borrowings .	-	-
<b>Total</b>	<b>3,371.19</b>	<b>4,871.19</b>

- a) Disputed liability amounting to Rs.4352.70 Lakhs (P.Y. Rs. 4065.68 Lakhs) on account of currency fluctuations on Foreign currency loans obtained by the Company and interest thereon, as per BIFR scheme dated 29.07.2004 and also confirmed by AAIFR and Single Bench of Jharkhand High Court, has not been provided by the Company pending disposal of Letters Patent Applet Jurisdiction (LPA) filed before the divisional bench of the High Court of Jharkhand, Ranchi, against the above order.
- b) Soft Loan (including interest thereon) under Jharkhand Industries Rehabilitation Scheme, 2003 from the State Government of Jharkhand are secured by:
- A mortgage of all immovable properties both present and future; and a charge by way of hypothecation in favour of the lender of all the movable, including movable machinery, machinery spares, tools and accessories, present and future, stock of raw materials, semi-finished goods, consumable stores and such other movables as may be agreed upon.
  - Additionally secured by way of pledge of equity share capital of Rs.3250.00 Lakhs allotted to the private promoter (MLCSL). and Corporate guarantee by SBEC Sugar Ltd.given to Govt. of Jharkand against such soft loan.
- The mortgage and charge referred to in (i) and (ii) mentioned above; shall be in terms of the Rehabilitation Scheme 2003 of the Government of Jharkhkand Sanctioned by the BIFR and be subject and subservient to the mortgages and charges created and / or to be created in favour of the secured lenders.
- c) As per para 8.4 of the sanctioned BIFR Scheme dated 29.07.2004, the interest on Soft loan under Rehabilitation Scheme, 2003 from Govt. of Jharkhand shall be funded over the entire rehabilitation period i.e. upto 30.09.2011. The Soft loan and the funded interest is repayable after 30.09.2011 and the defaulted amount of Principal and interest as on 31.03.2024 comes to Rs. 625.00 Lakhs and Rs. 10194.41 Lakhs including unprovided interest of Rs. 7448.22 Lakhs (P/Y Rs.2125.00 lakhs and Rs.9323.02 lakhs including unprovided interest of Rs. 6576.83 lakhs) respectively inclusive of unprovided interest of Rs. 7448.22 lakhs from 10th August, 2013 to 31st March, 2024 (Rs. 6576.83 Lakhs upto 31.03.2023), for which the company has approached Government of Jharkhand for reschedulement proposed in the Modified Draft Rehabilitation Scheme filed before the BIFR in 2012.

**NOTE :14 PROVISIONS**

Rs.In Lakhs

Particulars	As at 31.03.2024		As at 31.03.2023	
	Current	Non- Current	Current	Non- Current
<b>Provision for Employee Benefits:</b>				
(a)Provision for Gratuity	33.71	154.53	35.04	160.61
(b)Provision for leave encasment	6.54	22.18	5.67	19.24
<b>Total</b>	<b>40.25</b>	<b>176.71</b>	<b>40.71</b>	<b>179.85</b>

**NOTE : 15 OTHER FINANCIAL LIABILITIES**

Particulars	As at 31.03.2024		As at 31.03.2023	
	Current	Non- Current	Current	Non- Current
<u>Others</u>				
Security Deposit from Transporters/Contractors		769.58		769.58
Security Deposit- Sales Tax		73.77		73.77
- Due to Employee Benefits	50.19		52.93	
- Other Deposit	-		-	
<b>Total</b>	<b>50.19</b>	<b>843.35</b>	<b>52.93</b>	<b>843.35</b>

**NOTE : 16 OTHER CURRENT LIABILITIES**

Particulars	As at 31.03.2024		As at 31.03.2023	
	Current	Non- Current	Current	Non- Current
Advances from Customers	386.57		160.51	
- Statutory Dues	36.69		494.24	
- Other Payable	351.76		284.65	
<b>Total</b>	<b>775.02</b>	<b>-</b>	<b>939.40</b>	<b>-</b>

**NOTE :17 TRADES PAYABLE**

Particulars	As at 31.03.2024		As at 31.03.2023	
	Current	Non- Current	Current	Non- Current
Acceptances	-	-	194.82	-
Due to units under MSME (Refer note 9 of Annexure I (III))	-	-	0.01	-
Others	10,010.23	-	6,915.41	-
<b>Total</b>	<b>10,010.23</b>	<b>-</b>	<b>7,110.24</b>	<b>-</b>

a) Disclosure as required by Micro,Small and Medium Enterprises Development Act ,2006

A (I) Principal amount remaining unpaid	-	0.01
(II) Interest amount remaining unpaid	-	-
B Interest paid by Company in terms of Section of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amount of the payment made to the supplier appointed day	-	-
C Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprise Development Act, 2006.	-	-
D Interest accrued and remaining unpaid	-	-
E 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 enterprises.	-	-

b) Ageing for trade payable Schedule:

As at March 31, 2024

Rs.In Lakhs

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1year	1-2year	2-3year	More than 3year	
(i)Acptances	-	-	-	-	-
(ii) MSME	-	-	-	-	-
(iii)Others	9,156.34	-	398.02	455.87	10,010.23
<b>Total</b>	<b>9,156.34</b>	<b>-</b>	<b>398.02</b>	<b>455.87</b>	<b>10,010.23</b>
As at March 31,2023					
(i)Acptances	194.82	-	-	-	194.82
(ii) MSME	0.01	-	-	-	0.01
(iii)Others	6,061.52	398.02	3.02	452.86	6,915.41
<b>Total</b>	<b>6,061.52</b>	<b>398.02</b>	<b>3.02</b>	<b>452.86</b>	<b>7,110.24</b>

**NOTE : 18 REVENUE FROM OPERATIONS**

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
<u>Sales</u>		
Gross Sales	31,285.51	54,678.21
Less: GST	4,620.41	8,340.74
<b>Total</b>	<b>26,665.10</b>	<b>46,337.47</b>

**NOTE : 19 OTHER INCOME**

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Interest on Fixed Deposits & Others	10.74	9.16
Other non-operating income		
a. Sales of Waste and Scrap	8.77	32.75
b. Rent recovery from Others	42.70	39.26
c. Misc. Sales	88.12	24.86
d. User Facility Charges recovery from Others	2,400.00	109.68
e. Profit on Sales of Fixed Assets	-	-
f. Profit on Sales of Stores and Spares	1.15	0.87
g. Profit on Sales of Iron Ore Fines /Pallets	-	6.20
h. Profit on Sales of Iron Ore Pallets Fines	-	-
i. SALE REJECTED COAL	-	-
j. Business Support Income	-	-
k. Debit/Credit balance written off (net)	0.09	2.16
<b>Total</b>	<b>2,551.57</b>	<b>224.94</b>

**NOTE : 20 COST OF MATERIALS CONSUMED**

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Raw Materials:		
-Iron ore/Pellets	14,084.80	17,470.97
-Coal	8,541.25	18,963.20
-Dolomite	162.48	222.77
<b>Total</b>	<b>22,788.53</b>	<b>36,656.94</b>

**NOTE : 21 PURCHASES**

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Trading Goods	1,509.88	1,815.06
<b>Total</b>	<b>1,509.88</b>	<b>1,815.06</b>

**NOTE : 22 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS**

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
<u>Opening Stock</u>		
Finished Goods	936.85	2,770.87
Work -in -progress	68.66	116.37
<u>Closing Stock</u>		
Finished Goods	1,547.59	936.85
Work -in -progress	13.89	68.66
<u>Net changes</u>		
Finished Goods	(610.74)	1,834.02
Work -in -progress	54.77	47.71
Net (Increase)/Decrease	(555.97)	1,881.73

**NOTE : 23 EMPLOYEE BENEFITS EXPENSE**

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Salaries,Wages and Allowances	169.67	169.17
Gratuity	6.83	27.87
Leave Encashment	6.84	9.87
Contribution to Provident Fund	37.89	10.10
Inspection charges Provident Fund	0.80	0.79
Staff Welfare Expenses	2.20	2.60
<b>Total</b>	<b>224.23</b>	<b>220.40</b>

**NOTE : 24 FINANCE COST**

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Interest :		
a) On long term borrowings	-	-
b) Interest and Penalty :		
- Service Tax/GST/I. Tax /PF/Tax Deducted at sources	-	14.29
Bank & Other Charges	-	0.28
<b>Total</b>	<b>-</b>	<b>14.57</b>

**NOTE : 25 DEPRECIATION**

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Depreciation	423.20	424.63
<b>Total</b>	<b>423.20</b>	<b>424.63</b>

**NOTE : 26 OTHER EXPENSES**

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Power & Fuel	1,033.60	1,415.10
Stores & Spares Consumed	-	-
Water Charges	48.00	48.00
Freight Inward	-	-
Repair & Maintenance:		
Railway Siding	11.73	0.98
Plant & Machinery	4.43	1.56
Others	-	-
Conversion Charges	-	1,283.31
Job Work Charges	1,074.75	179.90

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Rent	17.22	17.46
Machinery Rent	180.00	240.00
Rates & Taxes	5.79	21.73
Insurance	21.40	25.09
Director's Sitting Fee	1.15	1.18
Printing & Stationery	3.47	2.27
Telephone, Telex and Postage	1.11	1.54
Vehicle Running & Maint.	8.36	9.53
Travelling & Conveyance	6.27	11.40
Legal & Professional	468.43	17.11
Auditor's Remuneration		
- As Audit Fee	2.00	2.00
- As Tax Audit	0.50	0.44
-Certification and Company Law	1.06	0.86
Repair & Maintenance	3.96	1.88
Social Development Expenses	-	0.65
Corporate social responsibility #	16.25	7.04
Security Charges	-	-
Commission Charges	-	-
Guest House Expenses	1.10	12.51
Electricity Charges	26.20	26.48
Miscellaneous Expenses	53.94	28.91
EMD Foreiture	-	51.46
Raw Material /Stores & Spares Written Off	-	-
Prior Period Items (net)*	0.03	-
Advertisement and Sales Promotion	121.17	2.47
<b>Total</b>	<b>3,111.92</b>	<b>3,410.87</b>
<b>* The details of prior period items(net) are as under:</b>		
<b>Expenditure:</b>		
<b>Fee &amp; Demurrage</b>	<b>0.03</b>	-
<b>TOTAL</b>	-	-

**# Disclosure with regard to CSR activities u/s 135 of the companies act**

(a) amount required to be spent by the company during the year,	16.25	7.04
(b) amount of expenditure incurred,	16.25	7.04
(c) shortfall at the end of the year,	-	-
(d) total of previous years shortfall,	-	-
(e) reason for shortfall,	N/A	N/A
(f) nature of CSR activities,	Promotion of Education in rural area of Village	
(g) details of related party transactions	16.25	7.04

**NOTE : 27 OTHER COMPREHENSIVE INCOME/(EXPENDITURE)**

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Remeasurements recognised in OCI (Gain)/Loss in Gratuity	-	16.28
<b>Total</b>	-	16.28

**NOTE : 28 EARNING PER SHARE (EPS)**

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
EPS has been computed in accordance with Accounting Standard AS-20 : Profit /(Loss) after tax for the year	744.48	1,213.55
Weighted Average number of equity shares of Rs.10/- each fully paid up	9,02,05,403	9,02,05,403
Basic & Diluted Earnings per share	0.83	1.35

## ANNEXURE 1: ACCOUNTING POLICIES & GENERAL NOTES FORMING PART OF THE FINANCIAL INFORMATION

### I. Corporate Information

1. Bihar Sponge Iron Ltd (referred to as 'BSIL' "the company" established in the year 1982 and having its registered office at Umesh Nagar, Chandil, District, Saraikela – Kharsawan, Jharkhand – 832401 is engaged in manufacture, producing, purchase, export, sale and dealing of pre-reduced form of Iron such as sponge iron.

### II. Material Accounting Policies

#### 1. Basis of preparation of financial information

- a. The financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 read with section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India.

#### 2. Use of Estimates

The preparation of financial statements require the management to make some estimates and assumptions which affect the reported amount of assets and liabilities and the disclosures relating to the contingent liabilities as at the date of the financial statements and the reported amount of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, employee benefit, provision for tax & duties (including interest on arrear statutory dues/liabilities), the useful lives of depreciable fixed assets and provisions for impairment. Future results could differ due to change in these estimates and the difference between the actual result and the estimates are recognized in the period in which the results are known/materialised.

#### 3. Inventories

- a) Stocks of raw materials and stores and spares and consumables are valued at lower of weighted average cost or net realisable value. The cost being exclusive of eligible GST input credit, if any.
- b) The material in transit is valued at invoice cost.
- c) Closing stock of finished goods is valued at lower of cost or estimated net realisable value. For this purpose, cost includes depreciation and direct expenses to the point of stocking but excludes interest, administrative and selling expenses.
- d) Work-in-progress is carried at the lower of cost or net realisable value. The cost being exclusive of eligible GST input credit.

#### 4. Fixed Assets

- a) Fixed Assets are stated at cost or revalued cost, less accumulated depreciation/amortization. Costs include taxes duties (net of GST), cost of stores materials issued and expenditure incurred during construction and installation where applicable. Indirect expenses are not capitalised alongwith the fixed assets.
- b) All assets are reviewed for impairment as per Ind AS 109; wherever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. An impairment loss, if any, is charged to statement of Profit and Loss in the year in which the assets are identified as impaired.

#### 5. Expenditure during Construction

In respect of new projects, all expenses including interest incurred up to the date of commencement of commercial production are capitalized.

In respect of substantial expansion of business, at existing locations, only direct costs are capitalized together with interest on the funds relatable to them up to the date of commercial production.



**6. Depreciation / Amortization**

- a) Depreciation on Tangible fixed assets other than land is charged on straight line method so as to write off the cost/carrying amount of assets (including revalued amount) as on 1-04-2014 over the useful life of assets as per Schedule II of the Companies Act, 2013. For assets acquired or sold during the year, the depreciation is calculated on pro-rata basis from the date of addition or upto the date of sale or discarded.
- b) Lease hold land is depreciated over the lease period.
- c) Intangible assets are being amortised over their useful life / license period.

**7. Foreign Currency Translation**

- a) Transactions in Foreign Currencies are recorded at the exchange rate prevailing on the date of transactions.
- b) Foreign Currency Loans and other Liabilities are stated at the exchange rate prevailing as on the date of the balance sheet.
- c) Exchange variation arising on account of fluctuation in the rate of exchange is recognized in the statement of profit & loss.

**8. Revenue Recognition**

- a) Sales are accounted for based on despatch of finished goods to the customers from various stocking points, and includes GST and is net of trade discounts.
- b) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest on tax refund is accounted for on receipt basis.
- c) Other miscellaneous revenues are recognized when the amount and the collectability are certain. Accordingly insurance claims are accounted for on settlement.

**9. Miscellaneous Expenditure**

Primarily expenditure /Deferred revenue expenditure are amortised over a period of four years starting from the year subsequent to its incurrence.

10. Raw Material consumption is accounted for after ascertaining the year end closing stock of the raw materials by an independent Surveyor from the total of the opening stocks and purchases.
11. Salaries and wages on repairs and maintenance of plant & machinery, where carried out internally, are charged to salaries and wages account.

**12. Borrowing cost**

Borrowing cost attributable to the acquisition or construction of a qualifying asset are capitalized as part of cost of that asset. Other borrowing costs are recognized as expense in the period to which they relate.

**13. Employee Benefits**

Employee benefits have been recognized in accordance with Accounting Standard 15 (Revised) issued by the ICAI accordingly:-

**(a) Short Term Employee Benefits**

Short Term employee benefits are recognized in the period during which the services have been rendered.

**(b) Long Term Employee Benefits****(i) Defined Contribution Plan****Provident Fund**

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both Employee and employer make monthly contribution to the plan at a predetermined rate of employee's basic salary. Contribution to Provident Fund are administered and managed by a separate fund and current contributions to Provident Fund are transferred to Provident Fund authorities. Contributions to Provident Fund are expensed in the Profit and Loss account.

**(ii) Defined Benefits plan****(a) Leave encashment**

The liability on account of un-availed earned leave at the year end is fully provided for on actuarial valuation basis.

**(b) Gratuity**

The Company provides for gratuity, a defined benefit plan (the 'Gratuity Plan') covering all eligible employees. In accordance with the Payment of Gratuity Act, 1972, the Gratuity Plan provides a lump sum payment to vested employees at retirement, deaths incapacitation or termination of employment. Liabilities with regards to the Gratuity Plan are determined by actuarial valuation as of balance sheet date and are expensed in the Statement of Profit and Loss.

(iii) The actuarial valuation takes note of actuarial gains and losses.

**14. Provisions Contingent Liabilities**

Liabilities, though contingent, are provided for if there are reasonable prospects of such liabilities maturing. Other contingent liabilities, barring frivolous claims, not acknowledged as debt, are disclosed by way of a note. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**15. Financial Instruments**

Financial instrument is any contract that give rise to a financial assets of one entity and a financial liabilities or equity instrument of another entity.

Financial Assets

**\*Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

- Subsequent measurement All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.
- Financial assets at amortised cost Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade receivables, loans and other financial assets.

\*Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets and the asset's contractual cash flow represents SPPI.

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, dividend income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss.

\*Financial assets at fair value through profit or loss (FVTPL)

FVTPL is a residual category for financial assets. Any financial assets, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as at FVTPL. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

**\*Equity Instruments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, other than investment in Subsidiary, Associates and Joint Ventures, the Company makes an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment.

However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

**\*Investments in subsidiaries, joint ventures and associates**

Investment in subsidiaries, joint ventures and associates are carried at cost in the financial statements.

**\*Derecognition**

The Company derecognises a financial asset when the rights to receive cash flows from the asset have expired or it transfers the right to receive the contractual cash flow on the financial assets in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred.

**\*Financial liabilities**

- Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

- Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities

At fair value through profit or loss Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognised in the profit or loss.

- Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

#### Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amount of income recognised in accordance with the principles of Ind AS 115.

- **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

- **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## P. IMPAIRMENT

### (a) Financial assets

The Company assessed the expected credit losses associated with its assets carried at amortised cost and fair value through other comprehensive income based on the Company's past history of recovery, credit worthiness of the counter party and existing and future market conditions. For all financial assets other than trade receivables, expected credit losses are measured at an amount equal to the 12-month expected credit loss (ECL) unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. For trade receivables, the Company has applied the simplified approach for recognition of impairment allowance as provided in Ind AS 109 which requires the expected lifetime losses from initial recognition of the receivables.

### (b) Non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. Impairment losses including impairment on inventories are recognised in the statement of profit and loss. For assets, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised

impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss. For contract assets, the Company has applied the simplified approach for recognition of impairment allowance as provided in Ind AS 109 which requires the expected lifetime losses from initial recognition of the contract assets.

**16. Cash and Cash Equivalent**

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash at Bank, cash in hand and demand deposits with bank with an original maturity of three months or less than the date of acquisition.

**17. Earning Per Share**

The earnings considered in accounting the Company's Earning Per Share (EPS) comprise the net profit after tax and includes the post tax effect of any extraordinary items. The number of shares used in computing basic & diluted EPS is the weighted average number of shares outstanding during the periods and adjusted for all events.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive shares.

**18. Taxation**

- a) Provision for current tax is made on the basis of applicable Income Tax Act, 1961.
- b) Deferred tax assets and liabilities are accounted for in accordance with Ind AS-12.

**19. Leases**

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as Operating Leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the Statement of Profit and Loss on a straight line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of Profit and Loss.

**20. Cash Flow Statement**

Cash flow are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows.

The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

**II: Notes Related to Accounting Standards**
**1. Employee Benefits**

The disclosure of 'Employee Benefits' as defined in IND AS-19 are as under:

**Expenses recognized in the statement of Profit & Loss** In Rs. Lakhs

	Current Year		Previous Year	
<b>i) Defined Contribution Plan</b>				
Employer's Contribution to Provident Fund (Refer Note No. 23)		37.89		10.10
<b>ii) Defined Benefits Plans</b>				
	Gratuity Unfunded		Leave Encashment Unfunded	
	31.03.24	31.03.23	31.03.24	31.03.23
Current service cost	6.83	10.55	6.84	6.43
Interest cost	-	17.32	-	1.51
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (gain)/loss	-	-	-	-
Past service cost	-	-	-	-
Re-measurements recognized in OCI (Gain)/Loss	-	(16.28)	-	1.93
Expenses recognized in the statement of Profit & Loss	6.83	27.87	6.84	9.87

**(a) Assumptions used to determine the benefit obligations:**

	Gratuity		Leave Encashment	
	31.03.24	31.03.23	31.03.24	31.03.23
Discount Rate	7.09%	7.30%	7.09%	7.30%
Expected Rate of increase in Compensation Levels	4.50%	2.50%	4.50%	2.50%
Expected Rate of Return on Plan Assets	NA	NA	NA	NA
Expected Average remaining working lives of employees (years)	10.18 years	9.69 years	10.18 years	9.69 years

**(b) Reconciliation of Opening and Closing balances of benefit obligations:**

	Gratuity Unfunded		Leave Encashment Unfunded	
	31.03.24	31.03.23	31.03.24	31.03.23
Benefit obligation at beginning of the year	195.65	239.62	24.91	20.91
Current service cost	6.83	10.55	6.84	6.43
Interest Cost	-	17.32	-	1.51
Benefits paid	(14.24)	(55.56)	(3.04)	(5.87)
Curtailment and Settlement cost	-	-	-	-
Contribution by plan participants	-	-	-	-
Re-measurements Recognized in OCI (gain)/ loss	-	(16.28)	-	-
Actuarial (gain)/ loss	-	-	-	1.93
Projected benefit obligation at end of the year	(188.24)	(195.65)	(28.71)	(24.91)
Net amount recognized in the balance sheet	(188.24)	(195.65)	(28.71)	(24.91)

(c) There is no plan asset at the beginning and at the closing of the year.

## 2. SEGMENT REPORTING

The Management has identified two reportable Business Segments for the current year namely: Trading of packaging goods and Sponge Iron.

### Segment Information (Primary Segments) for the current year:

In Rs. Lakhs

Particulars	Sponge Iron		Trading		Total	
	Current	Previous	Current	Previous	Current	Previous
Year						
Sales/Service	28855.93	51600.13	2429.58	3078.08	31285.51	54678.21
Less:GST	4249.80	7871.20	370.61	469.54	4620.41	8340.74
Net Sales	24606.13	43728.93	2058.97	2608.54	26665.10	46337.47
Other Income	2551.57	224.94	-	-	2551.57	224.94
Total Sales/Other Income	27157.70	43953.87	2058.97	2608.54	29216.67	46562.41
Segment Results:						
Profit/(Loss)Before Tax	254.53	420.07	489.95	793.48	744.48	1213.55
Provision for Tax	-	-	-	-	-	-
Profit/(Loss)After Tax	254.53	420.07	489.95	793.48	744.48	1213.55
Other Information						
Segment Assets	17962.15	16173.10	-	17.62	17962.15	16190.72
FD with Bank & Interest Accrued	246.77	237.11	-	-	246.77	237.11
<b>TOTAL ASSETS</b>	<b>18208.92</b>	<b>16410.21</b>	<b>-</b>	<b>17.62</b>	<b>18208.92</b>	<b>16427.83</b>
Segment Liabilities	23788.83	22747.22	-	-	23788.83	22747.22
<b>TOTAL LIABILITIES</b>	<b>23788.83</b>	<b>22747.22</b>	<b>-</b>	<b>-</b>	<b>23788.83</b>	<b>22747.22</b>

## 3. Related Party Transactions

The transactions with related parties as per the Indian Accounting Standard 24 issued by ICAI and in terms of the provision of Section 2 (76) of the Companies Act, 2013 to the extent applicable are given below:

### (a) By virtue of control

- (i) Moderate Leasing & Capital Services Ltd.
- (ii) Shri U K Modi Chairman and Director by virtue of Article 60 of Articles of Association.  
Mrs. Kum Kum Modi, Director, Shri Abhishek Modi, Director and Shri Jayesh Modi, Director are related to Shri U.K. Modi, Chairman & Director.

### (b) Key Management Personnel

- (i) Shri Aditya Kumar Modi – Whole Time Director (Operations)
- (ii) Shri Vimal Prasad Gupta – Company Secretary
- (iii) Shri Sachin –Chief Financial Officer

(c) There has been no Subsidiaries / Associates Company.

(d) Enterprises over which (a) above have significant influence and with whom transactions have taken place.

Modi Line Travel Services Private Ltd.	G.S. Pharmbutor Private Limited
Modi Hitech India Limited	Technicast Engineers Limited
Win Medicare Private Limited	SBEC Sugar Limited
Modi Industries Limited	Jayesh Tradex Private Limited
M.G. Mobile India Private Ltd.	SBEC BioEnergy Limited
Modi Mundi Pharma Beauty Products Private Limited	Modi Motors Private Limited
Modi Illva (India) Pvt Limited	Long well Investment Pvt Limited
Daya Charitable Trust	A to Z Holdings Pvt Limited
	Shiva Charitable Trust

(xi) Transactions with related Parties (As identified by the Management)

In Rs. Lakhs

NATURE OF TRANSACTIONS	By Virtue Of Control		Enterprises Where Influence Exist		Key Managerial Personnel	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Sale of Goods	-	-	2058.97	2608.55	-	-
Purchase of Goods	-	-	1509.88	1815.06	-	-
Rent Recovered	-	-	39.73	39.26	-	-
Misc. Exp. Reimbursed/ Paid	440.00	-	466.93	1816.10	-	-
Purchases of Fixed Assets	-	-	-	-	-	-
Bills Discounting	-	194.82	-	-	-	-
Loan taken	-	-	-	4018.14	-	-
Loan repaid	100.00	200.00	92.66	712.84	-	-
Interest repaid	-	-	-	293.51	-	-
Remuneration to KMP						
-General Manager upto 27.07.2022	-	-	-	-	-	7.55
-Director Operation	-	-	-	-	39.39	38.29
-Company Secretary	-	-	-	-	19.69	19.25
-Chief Finance Officer	-	-	-	-	29.14	25.22
-Director Sitting Fee to Non-Exec. Directors	-	-	-	-	1.15	1.18
Outstanding balances as on	31.3.24	31.3.23	31.3.24	31.3.23	31.3.24	31.3.23
- Receivable	11.80	-	-	17.61	-	-
-Trade Receivables	-	-	-	-	-	-
- Payable	32.40	-	297.40	152.35	-	-
- Unsecured Loan	2504.45	2604.45	6012.44	6105.10	-	-
- Bills Discounting	-	194.82	-	-	-	-
-Interest on unsecured loan	-	-	-	-	-	-

#### 4. Leases

The company's leasing arrangements are in respect of premises (for office and accommodation of company's officer). These arrangements are both cancelable and non-cancelable in nature and ranging between one to three years as at 31st March, 2024.

Disclosure related to operating lease as lessee and lessor as per the Indian Accounting Standard-17 are as under:

In Rs. Lakhs

S. NO.	PARTICULARS	AS AT 31.03.2024	AS AT 31.03.2023
A.	Total of future minimum lease payments under non-cancelable operating leases for each of the following periods		
	-Not less than one year	17.22	17.46
	-Later than one year and not later than five years	51.66	52.38
	-Later than five years	-	-
B.	Lease rent recognized as expense in P&L A/c	17.22	17.46
C.	Total of future minimum lease payment expected to be received under the non-cancelable sublease at the balance sheet data.	41.05	39.26
D.	Lease payments received & recognized in the statement of profit & loss account.	42.70	39.26



**III: OTHER NOTES REQUIRED BY PART I & PART II OF SCHEDULE III**
**1. Contingent Liabilities:**
**Claims not acknowledged as debts are as under: -**

		In Rs. Lakhs	
S.NO.	Particulars	As at 31.03.24	As at 31.03.23
(i)	JVAT demand for FY 2010-11 for the assessed tax and penalty vide demand notice No.18872 dt.28.03.2014 (order dt.12.03.2014) raised by the Dy. Commissioner of Commercial Taxes, Adityapur, JSR (net of amount paid Rs.134.89 Lakhs). The Company has filed appeal before the Commissioner of Commercial Taxes Jharkhand Ranchi on 29.05.2015 (Misc. Provision u/s 80(4) of JVAT Act.	<b>81.40</b>	81.40
(ii)	CST Demand for FY 2010-11 for assessed tax and penalty vide demand notice dt.28.03.2014 (vide order dt.12.03.2014) raised by the Dy. Commissioner of Commercial Taxes, Adityapur, JSR (net of amount paid Rs.30.55 Lakhs). The Company has filed appeal before the Commissioner of Commercial Taxes, Jharkhand Ranchi (Misc. Provision u/s 80(4) of JVAT Act dt.29.05.2015.)	<b>30.96</b>	30.96
(iii)	Demand for electricity duty charges raised by the Dy. Commissioner / Asstt. Commissioner under Electricity Duty Rules (Rule 14) vide Order No.18431 dt.18.03.2014 for Rs.12.71 Lakhs (F.Y. 2012-13) for Rs.10.11 Lakhs (F.Y. 2011-12), the Company is seeking details for examining the merits of demand in order to consider filing of appeal with the appellatant authority.	<b>22.81</b>	22.81
(iv)	Disputed demand of Vat for the year FY 2013-14, under appeal before the Joint Commissioner of Commercial Taxes (Appeal)	<b>34.91</b>	34.91
(v)	Demand for water charges and interest thereon disputed under Writ petition before Jharkhand High Court, Ranchi.	<b>2131.91</b>	2131.91
(vi)	Railway Authorities has imposed penalty on the Company earlier which was dismissed by the Jharkhand High Court, Ranchi. Railway Authority has now filed a petition before Supreme Court, Delhi.	<b>56.00</b>	56.00
(vii)	Disputed liability on account of currency fluctuation on foreign currency loans and interest thereon, pending before the Hon'ble High Court, Jharkhand, Ranchi.	<b>4352.70</b>	4065.68
(viii)	Disputed Income Tax Demand for short deduction/collection of tax at source based on the NSDL Report by DCIT, JSR U/s 156 raised for the Assessment Year 2004-05 & 2005-06 was under appeal before CIT (Appeal). CIT (Appeal) vide Order dt.28.03.2016 has dismissed the appeal filed by the Company. The Company had filled appeal before the ITAT, Patna against above order.	<b>55.95</b>	55.95
(ix)	Liability for price difference / other claims net of counter claims, if any, arising on account of procurement of raw materials under a contract (since terminated) pending before an Arbitrator / High Court.	<b>Not ascertained</b>	Not ascertained
(x)	Disputed penalty recovered by SECL in FY 2011-12 for short lifting of Coal quantity as per Linkage. The matter is pending under Writ Petition filed by the Company before the Hon'ble High Court of Chattisgarh, Bilaspur.	<b>215.28</b>	215.28
(xi)	Liability on account of Bank Guarantees issued to CIL, SE Railway, Sales Tax Authorities & JBVNL.	<b>213.21</b>	213.21
(xii)	Claims against the Company not acknowledged as debts pertaining to services rendered under contracts between the Company and a Party under the Civil Court, Saraikela, Jharkhand (net of provision of 210.95 Lakhs).	<b>79.23</b>	79.23

**2. COMMITMENTS:****2.1 Capital Commitments:**

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Rs. Nil (P.Y. Nil)

**2.2 Other Commitments: Rs. Nil (P.Y. Nil)****3. Rehabilitation Scheme:**

(I) The company was declared a Sick Industrial Company within the meaning of clause (0) of Sub-Section (1) of Section 3 of the Sick Industrial Companies (Special Provision) Act, 1985 by the Hon'ble BIFR vide its order dated 19.12.1996. The Hon'ble BIFR vide its order dated 29th July, 2004 had sanctioned the Rehabilitation Scheme. The total payment of Rs. 13500.00 Lakhs envisaged as per the scheme had been duly made.

(II) In the review hearing held on 3rd September, 2007 & 22nd September, 2010, the BIFR, by exercising powers under Section 18 (5) and 18 (9) of the SICA, clarified / directed that the Company shall make payment of the due installments to its foreign lenders in 'Euro' as per the amount reflected in Euro in the statement annexed to the sanctioned scheme along with the applicable interest i.e. LIBOR plus 1% per annum (LIBOR + 3% in case of delay/ default in payment of instalments).

(III) The Company had filed appeal before the Appellate Tribunal for Industrial and Financial Reconstruction (AAIFR) challenging the above said order. AAIFR vide its order dated 23-12-2011 had dismissed the appeal. The above order of AAIFR was challenged by the Company by filing Writ Petition in Jharkhand High Court on 06.02.2012. In the hearing held on 22nd February, 2012, the Appeal was dismissed.

The Company has not recognised Rs. 4352.70 Lakhs as on 31-03-2024 (Rs. 4065.68 Lakhs as on 31-03-2023) being the liability on account of foreign currency fluctuation in Euro on foreign currency loans installments and interest thereon as per the BIFR Scheme. The Company has filed a Letters Patent Appellate Jurisdiction (LPA) on 27th July, 2012 before the higher bench in the High Court of Jharkhand, Ranchi against the order of the Single Judge which is still pending.

4. The demand of water charges Rs.2131.91 Lakhs inclusive of interest on arrear of water bills as on 31.03.2024(net provision made by company) (P.Y. Rs.2131.91 Lakhs as on 31.3.2023) raised by Chief Engineer, Subernarekha Multipurpose Project, Chandil had been disputed by the company under a Writ Petition with Jharkhand High Court, Ranchi. Hon'ble High Court had remanded the matter back to the Chief Engineer, Chandil Complex, Jamshedpur for passing a speaking order. However a recovery certificate, has been issued by the Executive Engineer, Chandil for recovery of Rs.2270.60 Lacs, which is being challenged by the Company. The company based on its own estimate of liability, has made total provision for Rs. 138.69 Lakhs up to 31st March, 2024 (Rs.138.69 Lakhs as on 31.3.2023).
5. South Eastern Coalfield Ltd. has imposed and recovered a penalty by encashment the bank guarantee of Rs.215.28 Lakhs in 2011-12 on account of short lifting of coal quantity in terms of Fuel Supply Agreement (FSA) dated 02.05.2008. The Company has taken up the matter with Coal India Limited/ South Eastern Coalfield Ltd. for refund of the said amount for settlement of dispute under clause 15.3 of the FSA. No provision has been made for penalty recovered since the matter is pending under writ petition filled by the Company before the Hon'ble High Court of Chattisgarh, Bilaspur.
6. AS regard the Unsecured loans taken by the Company,the Company has approached its promoters for one time settlement of their loans. The settlement will be subsequent to and on the line as per settlement arrived at with Government of Jharkhand for soft loans.
7. Interest on Soft Loan from Government of Jharkhand under Jharkhand Industrial Rehabilitation Scheme 2003 amounting to Rs.7448.22 Lakhs (Rs. 6576.83 Lakhs upto March 31, 2023) not been provided and is subject to representations for waiver.
8. Related Party Transactions (RPT) in respect of renting of the office of the Company is Rs. 39.73 Lakhs (P.Y. 39.26 Lakhs) and the availing or rendering of services including sale and purchase of goods amounting to Rs. 4475.78 Lakhs (P.Y.

6240.35 Lakhs) as covered under section 188 (1) (c) and (d) respectively and Rules made thereunder and is within the overall limits of Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014.

9. Outstanding dues to Micro, Small and Medium Enterprises:

This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act 2006, has been determined to extent such parties have been identified by the Company on the basis of information and record available with them.

Accordingly, the disclosure in respect of the amounts payable to such enterprises as 31st March, 2024 is Rs. Nil (Previous year Rs. Nil).

10. (a) ACIT, Central Circle JSR vide Asstt. Order u/s 143(3) dt. 31.03.2016 for the AY 2013-14 has passed the order by reducing the returned loss from Rs.2424.29 Lakhs to Rs.1740.15 Lakhs by disallowing the cost of Raw material consumption of Rs.684.14 lakhs due to excess consumption as compared to average of Rs.5.2% of the sales value and issued notice of demand u/s 156 of the Act for levy of Penalty u/s 271(1) (c).

Aggrieved by the said order, the Company filed appeal u/s 246 A of the Income Tax Act before the Commissioner of Income Tax (Appeals)-3, Patna on 2.5.2016 for drop of disallowance and dismissal of Penalty proceedings.

- (b) ACIT, Central Circle JSR vide Asstt. Order U/S 143(3) dt 30-09-2016 for the AY 2014-15 has reduced the returned loss from Rs.1220.69 Lakhs to Rs.562.08 Lakhs by disallowing the cost of raw material Rs.145.48 Lakhs, personnel cost Rs.369.94 Lakhs and depreciation of Rs.143.19 Lakhs and issued notice of demand u/s 156 of the Act for levy of penalty u/s 271(1)(c) of the Act.

Aggrieved by the said order, the company has filed appeal u/s 246A of the Act before the Commissioner of Income Tax, (Appeal) Patna on 05-11-2016 for drop of disallowances and penalty proceedings.

- (c) As per Assessment Year 2017-18 Income Tax portal, a demand of Rs.20.62 Lakhs is outstanding, The Company has filed an application U/s 154 for the rectification of mistake.
- (d) For Assessment Year 2018-19, assessment order has been passed/s 143(3) accepting the return of income filed by the Company and income has been determined at NIL.

However, in the computation of income Rs.0.73 Lakhs has been charged as Interest for Deferment of Advance Tax. Since the company is not liable to pay any tax for the said assessment year, no advance tax was payable and therefore, the said interest is not payable.

The Company needs to file application U/s 154 of the Income Tax Act, 1961 for rectification of mistake apparent on record.

Even as per assessment order a refund, including interest, of Rs.17.60 Lacs is due and has not been received till date.

- (e) Assessment Year 2013-14 & 2014-15

Income Tax Department has filed criminal proceedings against the company and Mr. R. K. Sharma for delay in deposit of Tax Deducted at source in the Economic Offence court at Ranchi.

The Company has also filed an application for compounding of the offence before the Principal Commissioner at Patna.

11. Credit/Debit balances of the Creditors, Lenders, Debtors and Advances as well as Bank Balances in some cases are subject to reconciliation/confirmation at the year end on 31.03.2024 & in earlier years.

12. In the opinion of the Board, all assets other than fixed assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet.

## 13. Other Statutory Information

- I. The company does not have any benami property, where any proceeding has been initiated or pending against the company for holding any benami property.
- II. The company does not have any transactions with companies struck off.
- III. The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- IV. The company has not traded or invested in crypto currency or virtual currency during the financial year.
- V. The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- VI. All the title deeds of immovable properties are held in the name of company as at the balance sheet date except stated in Note no.1 (Amount Rs 5.93 Lakhs, P.Y. Rs. 5.93 Lakhs).
- VII. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall lend or invest in party identified by or on behalf of company (Ultimate beneficiaries).
- VIII. The company has not received any fund from any party(s) (funding party) with the understanding that the company shall whether directly or indirectly lend or invest in other person or entities indentified by or on behalf of company (“ultimate beneficiaries”) or provide any guarantee ,security or the like on behalf of the ultimate beneficiaries.
- IX. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- X. Ministry of Corporate Affairs (MCA) vide its notification number G.S.R. 206(E) dated March 24, 2021 (amended from time to time) in reference to the proviso to Rule 3(1) of the Companies(Accounts) Amendment Rules, 2021, introduced the requirement of only using such accounting software w.e.f April 01, 2023 which has a feature of recording audit trail of each and every transaction.

The Company used accounting software for maintenance of its books of account, which has a feature of recording audit trail facility at application level of the said software.

During such period, audit trail feature has operated effectively for the software and there were no instance of audit trail feature being tempered with.

## 14. Financial Instruments

Financial Instruments by category:

The accounting classification of each category of financial instruments ,their carrying value and fair value as on March 31,2024 is as follows:

Rs. Lakhs				
Particulars	Note	FVTPL	Amortised cost	Total carrying cost
<b>Assets:</b>				
Trade receivables	5		0	0
Cash and Cash Equivalents	6	-	137	137
Other Bank Balances	7		213	213
Others Financial Assets	8		34	34
<b>Total</b>		-	<b>384.37</b>	<b>384.37</b>
<b>Liabilities:</b>				
Borrowings	13		11,888	11,888
Trade Liabilities	17		10,010	10,010
Other Financial Liabilities	15		894	894
<b>Total</b>		-	<b>22,792</b>	<b>22,792</b>

The accounting classification of each category of financial instruments ,their carrying value and fair value as on March 31,2023 is as follows:

Particulars	Note	FVTPL	Amortised cost	Total carrying cost
<b>Assets:</b>				
Trade receivables	5		0.17	0.17
Cash and Cash Equivalents	6	-	74.32	74.32
Other Bank Balances	7		213.21	213.21
Others Financial Assets	8		23.90	23.90
<b>Total</b>		-	<b>311.60</b>	<b>311.60</b>
<b>Liabilities:</b>				
Borrowings	13		13,580.74	13,580.74
Trade Liabilities	17		7,110.24	7,110.24
Other Financial Liabilities	15		896.28	896.28
<b>Total</b>		-	<b>21,587.26</b>	<b>21,587.26</b>

\*The above Investments does not include equity investments in subsidiaries, associates and joint ventures which are carried at costs and hence are not required to be disclosed as per Ind AS 107 "Financial Instruments Disclosures".

Management has assessed that Cash and cash equivalents, Other balances with banks, Loans, Trade receivables, Other financial assets, Borrowings, Lease liabilities, Trade payables and Other financial liabilities carried at amortised cost approximate their carrying amounts largely due to the short-term maturities of these instruments.

**Abbreviations : FVTPL - Fair Value Through Profit or Loss**

**Abbreviations : FVTOCI - Fair Value Through Other Comprehensive Income**

#### 15. Additional Regulatory Information-Ratios

Ratio	Measure	Numerator	Denominator	As at March 31,2024	As at March 31,2023	Variance	Remarks
Current Ratio	Times	Total Current assets	Total Current Liabilities	0.71	0.55	0.16	Current Ratio has improved due to increase in C.A.
Debts-Equity ratio	Times	Total debt	Total Equity	-2.13	-2.15	0.02	
Debts Service Coverage Ratio	Times	Earning for debt service=Net Profit after taxes+Non cash opration expenses+finance cost	Debt service=Interest Payment	N/A	N/A	N/A	
Return on Equity Ratio	Percentage	Net Profit for the year	Average total equity	-12.52%	-17.52%	5.00%	Net profit has reduced as compared to previous year
Inventory Turnover Ratio	Times	Cost of Goods Sold	Average Inventory	2.99	6.88	-3.88	Inventory is increased from previous year

Ratio	Measure	Numerator	Denominator	As at March 31,2024	As at March 31,2023	Variance	Remarks
Total Receivable Turnover ratio	Times	Revenue from operation	Average trade receivables	157186	202861	-45674	
Trade payables turnover ratio	Times	Cost of materials consumed+Changes in inventories of stock in trade	Average trade payable	2.77	5.17	-2.40	Trade payables are increased over the period
Net Capital turnover ratio	Times	Revenue from operation	Average Working Capital	-5.39	-5.92	0.52	
Net Profit ratio	Percentage	Net Profit for the year	Total Income	2.55%	2.61%	-0.06%	
Return on capital employed	Percentage	Profit before tax and finance cost	Average Capital employed	20.19%	103.38%	-83.19%	Profit has reduced as compared to previous year
Return on Investment	Percentage	Profit after tax	Total Equity	-13.35%	-19.20%	5.85%	Profit has reduced as compared to previous year

**16. Corporate Social Responsibility:**

	In Rs.Lakhs	
	2023-24	2022-23
a. Amount required to be spent as per Section 135 of the Companies Act, 2013	<b>16.25</b>	7.03
b. Amount spent during the year		
a. Construction/ Acquisition of assets	-	-
b. On purpose other than above	<b>16.25</b>	7.03
c. Nature of CSR activities	Promotion of Pre-primary education	Promotion of Pre-primary education
d. Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard	<b>16.25</b>	7.03

**17. Value of Imports calculated on CIF basis :**

	In Rs. Lakhs	
	Current Year	Previous Year
<b>Component</b>		
<b>Spare Parts</b>	Nil	Nil
<b>18. Expenditure in Foreign currency</b>	Nil	Nil

**19. Value of imported and indigenous raw materials and components consumed and percentage of each to total Consumption:**

	Current Year		Previous Year	
	Rs.In Lakhs	%	Rs.In Lakhs	%
<b>Raw Materials :</b>				
- Indigenous	22788.53	100	36656.94	100
- Imported	Nil	Nil	Nil	Nil
	<b>22788.53</b>	<b>100</b>	<b>36656.94</b>	<b>100</b>
<b>Stores &amp; Spare Parts :</b>				
- Indigenous	Nil	-	Nil	-
- Imported	Nil	-	Nil	-
<b>20. Earning in Foreign Currency :</b>	Nil		Nil	

21. Previous year figures have been recast / restated.

**Notes 1 to 28 and Annexure I containing Accounting Policies and General Notes form part of the Financial Statements. As per our report of even date attached.**

**For Doogar & Associates**  
Chartered Accountants  
Firm Reg.No. 000561N

Sd/-  
**Umesh Kumar Modi**  
(Chairman & President)  
DIN 00002757

Sd/-  
**Aditya Kumar Modi**  
(Whole Time Director)  
DIN 09303804

Sd/-  
**Vijay Kumar Modi**  
(Director)  
DIN 00004606

Sd/-  
**(Mukesh Goyal)**  
Partner  
Membership No. 081810

Sd/-  
**Anirudh Kumar Modi**  
(Director)  
DIN 01751260

Sd/-  
**Sachin**  
(Chief Financial Officer)  
M.N. 504288

Sd/-  
**Vimal Prasad Gupta**  
(Company Secretary)  
M.N. F6380

Place : NEW DELHI  
Date : 27th May, 2024







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