



**INDIA STEEL**  
WORKS LTD  
Inner Vision. Global Action.

Corporate Relationship Department,  
Bombay Stock Exchange,  
P J Towers, Dalal Street,  
Mumbai - 400 001.

Date: 6.9.2024.

Scrip Code: 513361.

Dear Sir/ Madam,

**Sub: Annual Report of the Company for the Financial Year 2023-24.**  
**Ref: Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**


Please find enclosed herewith the Notice of the 37th Annual General Meeting (AGM) of the Company scheduled to be held on Monday, September 30, 2024 at 2:00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) along with the Annual Report of the Company for the Financial Year 2023- 2024.

The AGM will be held without the physical presence of the Shareholders at a common venue. Further, in accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company / Depository Participants.

The aforesaid documents are also available on the website of the Company at [www.indiasteel.in](http://www.indiasteel.in)

-Kindly take the same on record.

Thanking you,  
Yours sincerely,  
**For India Steel Works Limited**

  
Dilip Maharana  
Company Secretary  
ACS:23014



# 37TH ANNUAL REPORT

2023-2024



**INDIA STEEL WORKS LTD**  
Inner Vision. Global Action.



## CORPORATE INFORMATION

### CHAIRMAN

Mr. Sudhir H. Gupta

### MANAGING DIRECTOR

Mr. Varun S. Gupta

### NON-EXECUTIVE & NON-INDEPENDENT DIRECTOR

Mrs. Priyanka V. Gupta

### NON - EXECUTIVE & INDEPENDENT DIRECTORS

Mr. Santosh P. Bhosale

Mr. Shivannad S. Bhalerao

Mr. R. D. Ranjan

### STATUTORY AUDITORS

Laxmikant Kabra & Co LLP

Chartered Accountants

604, Centrum, Opp. Raila Devi Lake,

Near Satkar Grande Hotel, Wagle Estate, Thane West 400 604.

### REGISTERED OFFICE

Zenith Compound, Khopoli, Raigad-410203

### WORKS

Zenith Compound, Khopoli, Raigad – 410203

### CORPORATE OFFICE

304, Naman Midtown, Tower A,  
Senapati Bapat Marg, Elphinstone Road (W),  
Mumbai-400013

### BANKER

Kotak Mahindra Bank Ltd

Dombivli Nagari Sahakari Bank Ltd

### WEBSITE

[www.indiasteel.in](http://www.indiasteel.in)

### REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt Ltd

C 101, 247 Park, L B S Marg, Vikhroli West,  
Mumbai 400 083

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## **MESSAGE TO SHAREHOLDERS**

It gives me immense pleasure in presenting to you the 37th Annual Report of the Company and thanking you for your continued support to Company.

I, on behalf of the India Steel Board of Directors would now like to highlight some key aspects of the year under review:

During the year under review, the gross revenue has reduced to Rs.81.60 Lakh as against Rs. 470.57 Lakh in the previous year. EBITDA has fallen to Rs. -1806.73 Lakhs. Net worth of the Company has been since long reduced to Rs. 3974.35 Lakhs in F.Y. 2023-24 from Rs. 4854.78 Lakhs in previous year, due to closure of the manufacturing activities and loss suffered by the Company for the year ended 31st March, 2024.

I would like to take this opportunity to thank you as the shareholders of the Company for your support & motivation to the Company during the year. I would also like to thank the lenders, suppliers, with whom we have been working and further I shall appreciate the employees, workers and Unions, who have stood by the Company in these days.

**Place: Mumbai**

**Date: 14th August, 2024.**

**Yours Sincerely,  
Sudhir H. Gupta  
Executive Chairman  
DIN: 00010853**





## NOTICE

**NOTICE** is hereby given that the **Thirty Seventh (37th) Annual General Meeting of the Members of India Steel Works Limited** (CIN: L29100MH1987PLC043186) will be held on Monday, 30th day of September 2024, at 2:00 p.m. (IST) through Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend @0.01% on the total paid up preference share capital of the Company for the financial year ended March 31, 2024.
3. To appoint a Director in place of Mr. Sudhir H. Gupta (DIN:00010853), who retires by rotation and being eligible, offers himself for reappointment and in this regard to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**.  
"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sudhir H. Gupta (DIN:00010853), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."  
"RESOLVED FURTHER THAT the above-mentioned re-appointment of Mr. Sudhir H. Gupta (DIN:00010853), as a Director, shall not in any way constitute a break in his existing office as the Executive Chairman of the Company."

### SPECIAL BUSINESS:

4. **Reappointment of Mr. Varun S. Gupta (DIN: 02938137) as Managing Director of the Company for a period of 3 years.**  
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:  
"RESOLVED THAT subject to the provisions of sections 2(94), 161, 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) and subject to such approvals as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent, approvals and permissions and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any committee thereof and any person authorized by the Board in this behalf) approval be and is hereby accorded to the re-appointment of Mr. Varun S. Gupta (DIN-02938137), as the "Managing Director" of the Company upon the terms and conditions as set out herein below:  
Period: 3 years with effect from 15th November, 2024 with liberty to either party to terminate by giving two months' notice in writing to the other.  
Mr. Varun Gupta will draw Re.1(Rupee one) as salary and perquisites per month. He will be entitled to following salary & perquisites only when the situation improves in future.  
A. Salary: Rs.2.00 Lakhs p.m.  
B. Perquisites: In addition to salary the Whole-time Director shall also be entitled to following perquisites and allowances:  
a. Accommodation: Furnished or otherwise shall be provided by the Company the expenditure on which shall be subject to a limit of sixty percent of the salary over and above ten percent payable by him or House Rent Allowance in lieu thereof subject to a limit of sixty percto ent of annual salary.  
b. Medical Reimbursement: For self and family in accordance with the rules of the Company, and shall further also includes reimbursement of Life insurance, accidental insurance and Medi claim Insurance for self and family.  
c. Leave Travel Assistance: For self and family in accordance with the rules of the Company.  
d. Leave: Leave on full pay as per rules of the Company.



- e. Provident Fund/ Gratuity/ pension: As per the rules of the Company.
- f. Insurance: Personal Accident insurance of an amount, the total annual premium of which does not exceed to Rs. 0.20 Lacs per annum.
- g. Car: Free use of Company's car including maintenance and operations together with driver for official purpose.
- h. Telephone: Free telephone facility at residence.
- i. Entertainment: Reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.
- j. Other Perquisites: Travelling and halting allowances for self and spouse on actual basis. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rules perquisites shall be evaluated at actual cost. The Board of Directors / Nomination and Remuneration committee shall have authority to approve annual increment of salary effective 1st April each year from time to time at a rate not exceeding Rs.0.50 Lacs p.m.”

“**RESOLVED FURTHER THAT** during the currency of tenure of the Whole-time Director, if the company has no profits or its profits are inadequate in any financial year, Mr. Varun S. Gupta shall be entitled to aforesaid remuneration as Minimum Remuneration subject to the limit specified in Section II of Part II of the said Schedule V of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized, in the event of any statutory modification or of relaxation by the Central Government in Schedule V to the Companies Act, 2013, to vary or increase the Remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further reference to the members of the Company in General Meeting.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

**5. Reappointment of Mr. Sudhir H. Gupta (DIN-00010853), as a Whole-time Director designated as “Executive- Chairman” of the Company for a period of 3 years.**

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

“**RESOLVED THAT** subject to the provisions of sections 2(94), 161, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) and subject to such approvals as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent, approvals and permissions and as are agreed to by the Board of Directors (Hereinafter referred to as the Board, which term shall be deemed to include any committee thereof and any person authorized by the Board in this behalf) approval be and is hereby accorded to the reappointment of Mr. Sudhir H. Gupta, the Chairman (DIN-00010853), as a Whole-time Director designated as “Executive-Chairman” of the Company upon the terms and conditions as set out herein below:

Period: 3 years with effect from 15th November, 2024 with liberty to either party to terminate by giving two-month notice in writing to the other.

Mr. Sudhir H. Gupta will draw Re. 1(Rupee one) as salary and perquisites per month. He will be entitled to following salary & perquisites only when the situation improves in future.

- A. Salary: Rs. 2.25 Lacs p.m.
- B. Perquisites: In addition to salary the Whole-time Director shall also be entitled to following perquisites and allowances:
  - a. Accommodation:

Furnished or otherwise shall be provided by the Company the expenditure on which shall be subject to a limit of sixty percent of the salary over and above ten percent payable by him or House Rent Allowance in lieu thereof subject to a limit



of sixty percent of annual salary.

b. Medical Reimbursement:

For self and family in accordance with the rules of the Company, and shall further also includes reimbursement of Life insurance, accidental insurance and Medicaim Insurance for self and family.

c. Leave Travel Assistance: For self and family in accordance with the rules of the Company.

d. Leave: Leave on full pay as per rules of the Company.

e. Provident Fund/ Gratuity/ pension: As per the rules of the Company.

f. Insurance: Personal Accident insurance of an amount, the total annual premium of which does not exceed to Rs.0.20 Lacs per annum.

g. Car: Free use of Company's car including maintenance and operations together with driver for official purpose.

h. Telephone: Free telephone facility at residence.

i. Entertainment: Reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.

j. Other Perquisites: Travelling and halting allowances for self and spouse on actual basis.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rules perquisites shall be evaluated at actual cost. The Board of Directors / Nomination and Remuneration committee shall have authority to approve annual increment of salary effective 1st April each year from time to time at a rate not exceeding Rs.0.50 Lacs p.m."

**"RESOLVED FURTHER THAT** during the currency of tenure of the Whole-time Director, if the company has no profits or its profits are inadequate in any financial year, Mr. Sudhir H. Gupta shall be entitled to aforesaid remuneration as Minimum Remuneration subject to the limit specified in Section II of Part II of the said Schedule V of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized, in the event of any statutory modification or of relaxation by the Central Government in Schedule V to the Companies Act, 2013, to vary or increase the Remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further reference to the members of the Company in General Meeting."

**6. To approve Material Related Party Transaction(s):**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 & such other Rules as may be applicable to the Company and in terms of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment thereof), the Company's Related Party Transaction Policy (as amended from time to time) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Company for entering into and/or carrying out and/or continuing with contracts, arrangements and transactions (whether individually or taken together or series of transactions or otherwise), for the financial year 2024-25 and for the next financial year 2025-2026 i.e., until the date of the Annual General Meeting of the Company to be held during the calendar year 2026 {maximum validity of 15 (fifteen) months}, with the below mentioned Related Parties of the Company as per the amended SEBI Listing Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise, provided that such contracts, arrangements and transactions be undertaken on the terms and conditions as may be mutually agreed between the Company and the said Related Parties on arm's length basis and in the ordinary course of business.



Sr. No.	Name of the Related Party	Relationship	Nature of transactions	Value per Annum for which approval is being sought
1.	Isinox Limited(IL)	Promoter Group Company. Shri Sudhir H. Gupta Executive Chairman & Shri Varun S. Gupta, Managing Director of the Company own & control the Company <b>IL</b> and also they are on the Board of <b>IL</b> .	Job Work / Purchase / Sale of goods, Rendering of services, Receipt of service, loan, inter corporate deposit, investment, purchase / sale of fixed assets, interest payment / receipt and other transactions for business purpose	200 Cr
2.	Leap India brand hub Services Pvt Ltd (LIBSPL)	Shri Sudhir H. Gupta Executive Chairman & Shri Varun S. Gupta, Managing Director of the Company have significant Influence / own & control the Company <b>LIBSPL</b> and also they are on the Board of <b>LIBSPL</b> .	Job Work / Sale of goods, Rendering of services, Receipt of service, purchase / sale of fixed assets, interest payment / receipt and other transactions for business purpose	50 Cr
3.	Leap India Institute Pvt Ltd (LI IPL)	Key Managerial Personnel and their relatives have significant Influence / own & control the Company <b>LI IPL</b> .	Job Work / Sale of goods, Rendering of services, Receipt of service, purchase / sale of fixed assets, interest payment / receipt and other transactions for business purpose	50 Cr

“**RESOLVED FURTHER THAT** the Audit Committee and / or the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members.”

“**RESOLVED FURTHER THAT** the Audit Committee and / or the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred, to any Director or any other Officer(s) / Authorised Representatives of the Company, to do all such acts and take appropriate steps, as may be considered necessary or expedient, after taking necessary approvals, if required to give effect to this Resolution.”

**Regd. Office:**

India Steel Works Complex,  
Zenith Compound,  
Khopoli, Raigad-410203

Place: Mumbai

Date: 14th August, 2024.

By Order of the Board of Directors

**India Steel Works Limited**

Sd/-

**Sudhir H. Gupta**

Executive Chairman

DIN:00010853



**NOTES:**

1. In compliance with the applicable provisions of the Companies Act, 2013 (“Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and pursuant to the Ministry of Corporate Affairs, Government of India (“MCA”) General Circular Nos. 20/2020 and 10/2022 dated 5th May 2020 and 28th December 2022, General Circular No. 09/2023 dated 25th September, 2023 respectively, and other circulars issued in this respect (“MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January 2023, the 37th Annual General Meeting of the Company (“AGM”) is being held through VC / OAVM without the physical presence of the Members at a common venue. The deemed venue for the 37th AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, as this AGM is being held through VC / OAVM, and physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for the AGM and therefore the Proxy Form and Attendance Slip is not annexed to this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the body corporate can attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned certified copy (PDF / JPG Format) of their Board or governing body’s Resolution / Authorisation, authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutiniser through e-mail [cs.mayurmore@gmail.com](mailto:cs.mayurmore@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [cosec@indiasteel.in](mailto:cosec@indiasteel.in).
5. The statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect of the business under Item Nos. 4 to 6 set out in this Notice and the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable clause of Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the persons seeking appointment/ re-appointment as Director at the AGM, is annexed to this Notice.
6. Pursuant to MCA Circular No. 02/2022 dated May 5, 2022 read with Circular 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI / HO / CFD / CMD2 / CIR / P / 2022 / 62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 Notice of the AGM along with the Annual Report for F.Y. 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.  
The Company shall send the physical copy of the Annual Report FY 2023-24 to those Members who request the same at [cosec@indiasteel.in](mailto:cosec@indiasteel.in) mentioning their Folio No./DP ID and Client ID.  
Members may note that the Notice and Annual Report 2023- 24 will also be available on the Company’s website [www.indiasteel.in](http://www.indiasteel.in), website of the Stock Exchange i.e., BSE Limited. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 24th September 2024 to Monday, 30th September, 2024 (both days inclusive)** for the purpose of the AGM.
9. In terms of the amended Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition, requests for effecting transfer of securities of listed companies shall not be processed unless the securities are held in dematerialised form with a Depository. In view of the



above, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrar and Transfer Agent Link Intime India Private Limited, for assistance in this regard.

10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.indiasteel.in](http://www.indiasteel.in) (under 'Investors' section). Members are requested to submit the said details to their depository participants ("DPs") in case the shares are held by them in electronic form and to Linkintime India Services Pvt Ltd in case the shares are held by them in physical form.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The said business may be transacted through such voting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised e-Voting agency. The facility of casting votes by a member using remote e-voting system as well as e-voting system on the date of the AGM will be provided by NSDL.
12. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after 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 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.
13. All documents referred to in the accompanying notice and the explanatory statements are open for inspection by the members at the registered office of the Company on all working days during 11:00 AM to 1:00 PM. For obtaining these copies through electronic means Members may write to the Company Secretary by sending an email to [cosec@indiasteel.in](mailto:cosec@indiasteel.in) till the date of the AGM.
14. Members holding shares in physical form are requested to inform the Company's Registrars and Transfer Agents, Link Intime India Private Limited (RTA), immediately of any change in their address and bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address, bank details, mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company's records. This will help the Company to provide efficient and better service to the Members.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Registrars and Transfer Agents, Link Intime India Private Limited (RTA).
16. The Company is concerned about the environment. We request you to update your email address with your Depository Participants to enable us to send you communications via email. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to the Link Intime India Private Limited sending an e-mail at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or to the Company at [cosec@indiasteel.in](mailto:cosec@indiasteel.in)
17. In case of Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime India Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
18. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
19. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [cosec@indiasteel.in](mailto:cosec@indiasteel.in) on or before **Friday, 20th September 2024 up to 5:00 p.m** The same will be replied by the Company suitably.



20. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account Number / folio number, email id, mobile number at [cosec@indiasteel.in](mailto:cosec@indiasteel.in) on or before **Wednesday, 25th September 2024 up to 5:00 p.m** Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
21. The Company has **appointed CS Mayur More, Mayur More & Associates, Practicing Company Secretary M. No: A35249 COP: 13104** as scrutinizer for conducting e-voting process for the Annual General Meeting in a fair & transparent manner.
22. The Scrutiniser shall, after scrutinising the votes, within two working days from the conclusion of the Meeting, submit a consolidated scrutiniser's report thereon to the Chairman or a person authorised by him in writing which will be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on **Thursday, 26th September, 2024 at 9:00 A.M. (IST) and ends on Sunday, 29th September, 2024 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, 23rd September, 2024** may cast their vote electronically.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company **as on the cut-off date i.e. Monday, 23rd September, 2024**.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**


**A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e- Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/Ideas Direct Reg. jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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</li> </ol>



Type of shareholders	Login Method
	<p>(i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="767 647 1145 868" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>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 users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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. 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 also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-48867000 and 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 -21- 09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on





your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

##### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.mayurmore@gmail.com](mailto:cs.mayurmore@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). & [Cosec@indiasteel.in](mailto:Cosec@indiasteel.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Sarita Mote or Mr. Sagar Ghosalkar at [evoting@nsdl.com](mailto:evoting@nsdl.com).

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email



to [cosec@indiasteel.in](mailto:cosec@indiasteel.in).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cosec@indiasteel.in](mailto:cosec@indiasteel.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for AGM and will be available for Members on first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Since the AGM will be held through VC/OAVM in accordance with the Circulars mentioned above, the route map, proxy form and attendance slip are not attached to this Notice.

**Regd. Office:**

India Steel Works Complex,  
Zenith Compound,  
Khopoli, Raigad-410203

**Place: Mumbai**

**Date: 14th August, 2024.**

By Order of the Board of Directors  
**India Steel Works Limited**

Sd/-

**Sudhir H. Gupta**  
Executive Chairman

DIN: 00010853



## EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned in the accompanying Notice dated 14th August, 2024.

### Item No.4: Re-appointment of Mr. Varun S. Gupta (DIN: 02938137) as Managing Director of the Company.

Mr. Varun S. Gupta was re-appointed as the Managing Director of the Company for a period of 3 years at the 34th Annual General Meeting of the Company held on Tuesday, December 28, 2021. His present office of Managing Director is up to 14.11.2024.

The Board of Directors of the Company at its meeting held on June 7, 2024 has, subject to the approval of members, re-appointed him as Managing Director (DIN:02938137) of the Company for a period of 3 (three) years effective 15.11.2024, at the remuneration approved by the Nomination & Remuneration Committee and the Board.

He satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Varun S. Gupta as Whole-time Director are more specifically mentioned in the Resolution.

### The statement as required under Part II of Section II, of the Schedule V of the Companies Act, 2013 with reference to:

- Payment of Remuneration is approved by the Board as well as the Nomination & remuneration committee of the Company.
- The Company has made default in repayment of its debts or interest payable thereon in the preceding financial year(s) before the date of appointment of such managerial person;
- a statement along with a notice calling the general meeting referred to in clause (iii) is given to the shareholders containing the following information, namely: -

#### I. General Information:

##### (1) Nature of Industry:

Manufacturing of Stainless Steel and alloy steel long products.

##### (2) Date or expected date of commencement of commercial production:

Existing Company, already commenced from 1987.

##### (3) Financial performance based on given indicators (Rs. In Lakhs)

Sr. No	Particulars	31.03.2022	31.03.2023	31.03.2024
1	Net sales / Income	2380.79	470.57	81.60
2	Other operating Income	896.96	189.36	644.42
3	Total Expenditure	9270.21	3214.24	1456.22
4	Finance Cost	789.70	822.32	1014.57
5	Profit/(loss) before Tax	-5066.99	-3595.99	-1162.47
6	Tax Expenses	0.00	0.20	0.00
7	Net Profit/(loss): For the year	-5066.99	-3595.80	-1162.47
8	Total comprehensive income for the year	-4962.86	-3712.42	-880.43

##### (4) Export performance and net foreign exchange earnings: on FOB basis is Rs. Nil

##### (5) Foreign Investments or Collaborators, if any:

The Company has received investments from Tb Investments Ltd and Metal Industriail Pte Ltd, and as on March 31, 2024 they hold 27000000 Equity Shares ( 6.78%) and 90458196 Equity Shares 22.72% respectively in the Equity Share Capital of the Company.

#### II. Information about the appointee:

##### (1) Background details:

Mr. Varun Gupta, aged about 39 is a graduate in Business administration from the Bond University, Gold Coast, Australia. He



started his career as a sales representative in Australia and later joined the Company in 2007 as a Management Trainee. On December 29, 2008 he was appointed as Management Executive. On 17 December, 2009 he was appointed as an Additional Director by the Board and appointed as Executive Director w.e.f. 1.07.2010 & was reappointed as such from time to time for 3 years. He was appointed as the Managing Director of the Company w.e.f 15.11.2021 for a period of 3 years.

**(2) Past remuneration:**

During FY 2021-22 & 2022-23 Mr. Varun Gupta has drawn Rs.6.10 Lacs & Rs.6.12 Lacs respectively. During previous financial year 2023-24, he has foregone his remuneration and received Rs.1/- as managerial remuneration in view of the prevalent state of affairs of the Company. He will draw the proposed remuneration, perquisites, allowances as per the resolution when the situation will improve in future.

**(3) Recognition or awards: Nil**

**(4) Job profile and his suitability:**

Mr. Varun Gupta devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company. He has more than 10 years of experience in the business of the Company which is compatible with the organizational requirements. He has been associated with the Company since 2007 and the Company will continue to be benefited from his leadership and guidance.

**(5) Remuneration proposed:**

He will draw Re.1 (Rupee One) per month for the time being. Salary Rs.2.00 Lacs per month plus perquisites as more fully described in the Resolution for the remaining term of the office will be paid when default in repayment of its debts or interest payable thereon will be made good & situations of the Company will improve.

**(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

The remuneration payable in future when situation improves has been benchmarked with the remuneration being drawn by peers in similar capacity in similar companies of comparable size in the industry and has been considered by the Nomination and Remuneration Committee of the Company at its meeting held on 7th June, 2024.

**(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Varun S. Gupta is a Promoter. He is holding 6,54,800 (0.16%) Equity Shares as on March 31, 2024 in the Equity Share Capital of the Company in his personal capacity. He has no other pecuniary relationship with the Company or with any key managerial personnel except to the extent of his remuneration, if any, as an Executive Director.

**III. Other Information:**

- 1) Reasons of loss or inadequate profits: High borrowing cost and prevalent state of affairs of the Company. The manufacturing activities has been closed since long. The factory / factory premises are under possession of Kotak Mahindra Bank Limited.
- 2) Steps taken or proposed to be taken for improvement: Improvements in the present operation and / or diversification of the business.
- 3) Expected increase in productivity and profits in measurable terms:  
All the measures will result in increase in the productivity of the Company and the Company is expected to turn around in future.

**IV. Disclosure:** The disclosures on remuneration of each Director are given in the Board's Report.

Besides Isinox Limited, he has no Directorship in other public limited Companies in India. Mr. Varun Gupta (Managing Director) is Son of Mr. Sudhir H. Gupta, Executive Chairman of the Company. He is the spouse of Mrs. Priyanka V. Gupta, non-executive non-independent director of the Company.

No other managerial personnel have any relationship with Mr. Varun S. Gupta.

Mr. Varun S. Gupta, being appointee and his relatives, Mr. Sudhir H. Gupta, Chairman, Mrs. Priyanka V. Gupta are deemed to be interested in the said resolution. None of the other Directors / Key Managerial Personnel of the Company and their relatives is/are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice.

The Board recommends passing of the Special Resolution at item no.4.

**Item No.5: Appointment of Mr. Sudhir H. Gupta (DIN-00010853), as a Whole-time Director designated as “Executive - Chairman”.**

Mr. Sudhir H. Gupta (DIN-00010853) was re-appointed as the whole-time Director of the Company designated as “Executive Chairman” for a period of 3 years at the 34th Annual General Meeting of the Company held on Tuesday, December 28, 2021. His tenure as a Whole-time Director designated as “Executive - Chairman” ends on 14.11.2024.

The Board of Directors of the Company at its meeting held on 7th June, 2024 has, subject to the approval of members, re-appointed him, as the Whole-time Director of the Company, designated as “Executive-Chairman” for a period of 3 (three) years with effect from 15th November, 2024 at the remuneration approved by the Nomination & Remuneration Committee and the Board.

In accordance to the provisions of Section 2(94), 196, 197, 198 and 203 read with schedule V and other applicable provisions including rules, regulations made there under, if any, of the Companies Act, 2013, (“the Act”), that the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by shareholders at ensuing general meeting.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Sudhir H. Gupta as Whole-time Director are more specifically mentioned in the Resolution.

The said Director will perform such duties as shall from time to time be entrusted to him by the Board of Directors and subject to superintendence, guidance and control of the Board. Mr. Sudhir H. Gupta satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The statement as required under Part II of Section II, of the Schedule V of the Companies Act, 2013 with reference to:

- i. Payment of Remuneration is approved by the Board as well as the Nomination & remuneration committee of the Company.
- ii. The Company has made default in repayment of its debts or interest payable thereon in the preceding financial year(s) before the date of appointment of such managerial person;
- iii. a statement along with a notice calling the general meeting referred to in clause (iii) is given to the shareholders containing the following information, namely: —

**I. General Information:**

- (1) Nature of Industry: Manufacturing of Stainless Steel and alloy steel long products.
- (2) Date or expected date of commencement of commercial production: Existing Company, already commenced from 1987.
- (3) Financial performance based on given indicators (Rs. In Lacs)

Sr. No	Particulars	31.03.2022	31.03.2023	31.03.2024
1	Net sales / Income	2380.79	470.57	81.60
2	Other operating Income	896.96	189.36	644.42
3	Total Expenditure	9270.21	3214.24	1456.22
4	Finance Cost	789.70	822.32	1014.57
5	Profit/(loss) before Tax	-5066.99	-3595.99	-1162.47
6	Tax Expenses	0.00	0.20	0.00
7	Net Profit/(loss): For the year	-5066.99	-3595.80	-1162.47
8	Total comprehensive income for the year	-4962.86	-3712.42	-880.43

- (4) Export performance and net foreign exchange earnings: on FOB basis is Rs. Nil

- (5) Foreign Investments or Collaborators, if any:

The Company has received investments from Tb Investments Ltd and Metal Industriail Pte Ltd, and as on March 31, 2024 they hold 27000000 Equity Shares (6.78%) and 90458196 Equity Shares 22.72% respectively in the Equity Share Capital of the Company.



**II. Information about the appointee:****(1) Background details:**

Mr. Sudhir H. Gupta aged about 63 has Degree in Science and Law from University of Mumbai. He has more than 30 years of experience in the steel industry. He has been the Jt. Managing Director since the year 1991 and re-designated as Managing Director of the Company from 30th day of June, 2009. He was appointed as Executive Chairman effective 14.11.2021 for a period of 3 years.

**(2) Past remuneration:**

During FY 2021-22 & 2022-23 Mr. Sudhir H. Gupta has drawn Salary Rs.6.79 Lacs & Rs.6.77 Lacs respectively. During previous financial year 2023-24, he had foregone his remuneration and received Rs.1/- as managerial remuneration in view of the prevalent state of affairs of the Company. He will draw the proposed remuneration, perquisites, allowances as per the resolution when the situation will improve in future.

**(3) Recognition or awards: Nil****(4) Job profile and his suitability:**

Mr. Sudhir H. Gupta has been managing day to day affairs of the company. Subject to the supervision and control of the Board of Directors, he is overall in-charge of running the day to day affairs of the Company including Budgeting, Funding, Liaisoning with the Investors and Corporate affairs.

He is also looking after the general administration, banking, finance, sales and purchase. As a Managing Director he has played a key role in making the Company to grow in spite of every odd in the past.

**(5) Remuneration proposed:**

He will draw Re.1 (Rupee One) per month for the time being. Salary Rs.2.25 Lacs per month plus perquisites as more fully described in the Resolution for the remaining term of the office will be paid when default in repayment of its debts or interest payable thereon will be made good & situations of the Company will improve.

**(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

The remuneration payable in future when situation improves has been benchmarked with the remuneration being drawn by peers in similar capacity in similar companies of comparable size in the industry and has been considered by the Nomination and Remuneration Committee of the Company at its meeting held on 7th June, 2024.

**(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Sudhir H. Gupta is a Promoter. He is father of Mr. Varun Gupta & father in law of Mrs. Priyanka V. Gupta. He is holding 18,45,550 (0.46 %) Equity Shares as on March 31, 2024 in the Equity Share Capital of the Company in his personal capacity. He has no other pecuniary relationship with the Company or with any key managerial personnel except to the extent of his remuneration as Executive Director.

**III. Other Information:****1) Reasons of loss or inadequate profits:**

High borrowing cost and prevalent state of affairs of the Company. The manufacturing activities has been closed since long. The factory / factory premises are under possession of Kotak Mahindra Bank Limited.

**2) Steps taken or proposed to be taken for improvement: Improvements in the present operation and / or diversification of the business.****3) Expected increase in productivity and profits in measurable terms:** All the measures to result in increase in the production of the Company and the Company is expected to turn around in future.**IV. Disclosure:**

The disclosures on remuneration of each Director are given in the Board's Report.

Besides Isinox Limited, he has no other Directorship in other public Limited Companies in India. He is the father of Mr. Varun S. Gupta, Managing Director of the Company & father in law of Mrs. Priyanka V. Gupta. No other Managerial person have any relationship with Mr. Sudhir H. Gupta.

Mr. Sudhir H. Gupta being appointee and his relatives, Mr. Varun S. Gupta(MD), Mrs. Priyanka V. Gupta are deemed to be interested in the said resolution.



None of the other Directors / Key Managerial Personnel of the Company and their relatives is/are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No.5 of the Notice.

The Board recommends passing of the Special resolution at item No.5 for approval of the members.

**Item No.6: To approve Material Related Party Transaction(s):**

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("SEBI Listing Regulations"), effective April 1, 2022, mandate prior approval of the Members by means of an ordinary resolution for all material Related Party Transactions ("RPT"), even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceed(s) Rs. 1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Further, SEBI, vide Circular dated 8th April, 2022 has clarified that the omnibus Members approval for material RPTs of the Company, shall be valid up to the date of the next AGM, for a period not exceeding 15 (fifteen) months (maximum validity of 15 months).

In the financial year 2024-2025 and in the next financial year 2025-2026 until the date of the Annual General Meeting of the Company, the transactions of the Company with the below-mentioned Related Parties, may exceed the applicable materiality thresholds, as provided under the SEBI Listing Regulations, as amended from time to time. Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sr. No.	Description	Details
1.	Details of summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>i. Isinox Limited (IL):</b> IL is a Promoter group company consequently a related party of the Company &amp; holds 8,91,679 equity shares (0.22 %) of India Steel Works Limited as on date of this Notice. Mr. Sudhir H. Gupta, Executive Chairman along with his relatives own &amp; control Isinox Limited.</p> <p><b>ii. Leap India Brandhub Services Pvt Limited (LIBSPL):</b> LIBSPL an Enterprise in which Key Managerial Personnel and their relatives have significant Influence is a related party of the Company. It is owned and controlled by the relatives of Mr. Sudhir H. Gupta, Executive Chairman of the Company.</p> <p><b>iii. Leap India Institute Pvt Limited (LI IPL):</b> LI IPL an Enterprise in which Key Managerial Personnel and their relatives have significant Influence is a related party of the Company. It is owned and controlled by the relatives of Mr. Sudhir H. Gupta, Executive Chairman of the Company.</p>



Sr. No.	Description	Details
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	<p><b>i. Isinox Limited (IL):</b> Mr. Sudhir H. Gupta, Executive Chairman, Mr. Varun S. Gupta, Managing Director of the Company and Mr. Siddharth S. Gupta son of Executive Chairman are also the Directors of Isinox Limited.</p> <p><b>ii. Leap India Brandhub Services Pvt Limited (LIBSPL):</b> LIBSPL is wholly owned subsidiary of Leap India Institute Private Limited in which Mrs. Priya S. Gupta, Mrs. Priyanka V. Gupta, Mrs. Malika S. Gupta Directors as well as Shareholders (100%). Mrs. Priya S. Gupta, Mrs. Priyanka V. Gupta, Mrs. Malika S. Gupta are also Directors of the LIBSPL related to Directors of India Steel Works Limited.</p> <p><b>iii. Leap India Institute Pvt Limited (LI IPL):</b> Mrs. Priya S. Gupta, Mrs. Priyanka V. Gupta, Mrs. Malika S. Gupta Directors as well as Shareholders (100%), relatives of Mr. Sudhir H. Gupta, Executive Chairman, Mr. Varun S. Gupta, Managing Director of the Company.</p>
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	<p><b>i. Isinox Limited (IL):</b> The transaction involves Job Work/ Purchase/Sale of goods, Rendering of services, Receipt of service, loan, intercorporate deposit, investment, purchase / sale of fixed assets, interest payment / receipt and other transactions for business purpose from/to IL during FY 2024-25, 25-26 aggregating up to Rs.250 crore.</p> <p><b>ii. Leap India Brandhub Services Pvt Limited (LIBSPL):</b> The transaction involves Job Work/Sale of goods, Rendering of services, Receipt of service, purchase / sale of fixed assets, interest payment / receipt and other transactions for business purpose from/to LIBSPL during FY 2024-25, 25-26 aggregating up to Rs.50 crore.</p> <p><b>iii. Leap India Institute Pvt Limited (LI IPL):</b> The transaction involves Job Work/Sale of goods, Rendering of services, Receipt of service, purchase / sale of fixed assets, interest payment / receipt and other transactions for business purpose from/to LIBSPL during FY 2024-25, 25-26 aggregating up to Rs.50 crore.</p>
d.	Value of Transaction	Up to Rs. crore for IL & Up to Rs.50 crore for each LIBSPL & LI IPL.
e.	Percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year.	<p><b>i. IL</b> : 0%</p> <p><b>ii. LIBSPL</b> : 0%</p> <p><b>iii. LI IPL</b> : 0%</p>



Sr. No.	Description	Details
2.	Justification for the transaction	The related party transactions are in the ordinary course of the business and at arms' length basis. Transactions for which approval is sought, are done at a price that is compliant with Inter- Company Transfer Pricing Guidelines.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: Not Applicable	

Accordingly, as per the SEBI Listing Regulations, the approval of the Members is sought for all such contracts/arrangements/ transactions to be undertaken (whether individually or taken together or series of transactions or otherwise), whether by way of continuation/ extension/ renewal/ modification of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise) with the above-mentioned Related Parties of the Company, during the financial year 2024-2025 and in the next financial year 2025-2026 until the date of the AGM of the Company.

The above transactions are in the ordinary course of business of the Company and on an arm's length basis and as such are exempt from the provisions of Section 188(1) of the Companies Act, 2013 and the Rules made thereunder.

The Audit Committee and the Board of Directors of the Company has granted its approval for the RPTs proposed to be entered into by the Company with the aforementioned Related Parties during the financial year 2023-24 and has also noted that the said transactions with the Related Parties are on arms' length basis and in the ordinary course of the Company's business.

Members may please note that in terms of the provisions of the SEBI Listing Regulations, Related Parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolution.

None of the other Related Parties like Directors, Key Managerial Personnel and their relatives have any conflict of interest with the RPTs for which approval of Members is sought.

None of these transactions has the effect of passing any direct / indirect benefit, personally to Directors, Key Managerial Personnel in any manner.

Except Mr. Sudhir H. Gupta, Mr. Varun S. Gupta, Mrs. Priyanka V. Gupta none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No.6 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

Accordingly, your Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 6 of this Notice for the approval of the Members of the Company.

**Regd. Office:**

India Steel Works Complex,  
Zenith Compound,  
Khopoli, Raigad-410203

**Place: Mumbai****Date: 14th August, 2024.**

By Order of the Board of Directors

**India Steel Works Limited**

Sd/-

**Sudhir H. Gupta**

Executive Chairman

DIN: 00010853

**ANNEXURE TO ANNUAL GENERAL MEETING NOTICE DATED AUGUST 14, 2024.**

**Details of Directors seeking appointment /re-appointment Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings SS-2.**

<b>Particulars</b>	<b>Varun S. Gupta (DIN: 02938137)</b>	<b>Sudhir H. Gupta (DIN: 00010853)</b>
Date of birth and age	17.06.1985 & 39 years.	06.07.1961 & 63 Years
Date of appointment / re-appointment	Re-appointment as Managing Director w.e.f 15.11.2024 for a period of 3 years.	Reappointment as Director liable to retire by rotation at the Annual Genral Meeting to be held on 30.09.2024 and Re-appointment as Whole-time Director designated as “Executive Chairman” w.e.f 15.11.2024 for a period of 3 years.
Qualifications	Graduate in Business administration from the Bond University, Gold Coast, Australia.	Degree in Science and Law from University of Mumbai.
Experience and expertise in specific functional areas	Liasioning with the Investors, general administration, banking, finance, sales and purchase.	He is the Executive Chairman of the Company running the day to day affairs including Budgeting, Funding, Liasioning with the Investors and Corporate affairs, general administration, banking, finance, sales and purchases of the Company
Remuneration last drawn (including sitting fees, if any)	Re.1 per month	Re.1 per month
Remuneration proposed to be paid	Re.1 per month. The same will be increased when situation improves	Re.1 per month. The same will be increased when situation improves
Disclosure of Relationships between Director Inter-se.	Father - Mr. Sudhir H. Gupta (Executive Chairman). Spouse – Mrs. Priyanka V. Gupta, Non-Executive Non-Independent Director	Son -Mr. Varun S. Gupta (Managing Director) Daughter In Law – Mrs. Priyanka V. Gupta, Non-Executive Non-Independent Director
Directorships held in other (excluding foreign) Companies.	Isinox Limited	Isinox Limited
Membership / Chairmanship of the Committees across Companies.	Corporate Social Responsibility Committee (India Steel Works Ltd)-Member	Nil
No. of shares held in the Company including shareholding as beneficial	6,54,800 Equity Shares.	18, 45, 550 Equity Shares.
Listed Companies from which resigned from past three years.	Nil	Nil



**DIRECTORS REPORT**

To the Members of **India Steel Works Limited**,

The Board of Directors of the Company is pleased to present the 37th (Thirty Seventh Annual Report), along with the financial statements of the Company, for the financial year ended March 31, 2024. A brief summary of the Company's performance is given below:

**1. FINANCIAL HIGHLIGHTS:**

The summarized financial results of the Company for the financial year 2023-24 are given hereunder:

(Amount Rs. In Lacs)

Particulars	Year ended 31.03.2023	Year ended 31.03.2024
Sales including excise duty/Income including Job work operations	470.57	81.60
Operating Profit (EBITDA)	-1806.73	27.92
Finance Costs	822.32	1014.57
Provision for Depreciation	747.58	758.13
Profit/(Loss) before tax & exceptional items	-3376.64	-1744.77
Current tax	0.20	0.00
Profit/(Loss) after tax	-3595.80	-1162.47
Items not to be classified to statement of Profit or Loss in subsequent years	-116.63	282.05
Total comprehensive income	-3712.42	-880.43

**2. OPERATIONS / COMPANY'S STATE OF AFFAIRS:**

During the year under review, the gross revenue has reduced to Rs.81.60 Lakh as against Rs. 470.57 Lakh in the previous year.

Kotak Mahindra Bank Limited has taken the possession of the factory premises of the company. The manufacturing activities including job work of the Company has been closed. The financial position of the Company continues to be under severe stress.

Your management has put its best effort to bring the Banks across the table for a possible onetime settlement of their outstanding dues. As approved by the members at their 36th Annual General Meeting, the Management is in process to dispose of the plant /machineries at the most realizable value.

The Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, vide its order dated 8th May 2024 had admitted the Company Petition filed by Stecol International Private Limited ("the Operational Creditor") seeking to initiate Corporate Insolvency Resolution Process against the Company under the Insolvency and Bankruptcy Code, 2016 (IBC) ("the Code") and appointed Mr. Vallabh N Sawana, having registration No IBBI/IPA001/IP-P- 02652/2022- 2023/14114, as the Interim Resolution Professional.

In an appeal filed by the promoters with the Hon'ble NCLAT New Delhi (NCLAT) opposing the admission of the Company to Insolvency, NCLAT by its order dated 22nd May, 2024 stayed the impugned order of the NCLT. The Appellant promoters have deposited Rs.2,06,54,089/- before the Registry as per the NCLAT order.

**3. CHANGE IN THE NATURE OF BUSINESS:**

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

**4. TRANSFER TO RESERVES:**

In view of losses incurred, your Company has not transferred any amount to its Reserves.

**5. DIVIDEND:**

Considering accumulated losses the Directors regret their inability to declare any dividend on Equity Shares of the Company during the year under review. However, your Directors are pleased to recommend a Dividend @ 0.01% on total paid up Preference share capital of the company for the financial year ended 31st March, 2024, payable to those Shareholders whose names appear in the Register of Members as on the Book Closure Date for the Financial Year 2023-24. The final dividend amounts to Rs. 75,513/- on total paid up preference shares inclusive of tax on distributed profits.

**6. SHARE CAPITAL:**

The Company's Authorised Share capital during the financial year ended March 31, 2024, remained at Rs.107,00,00,000/- (Rupees One Hundred and seven crores) divided into Rs.42,00,00,000 (Forty two crores) Equity Shares of Re. 1/- (Rupee One) each and 6,45,00,000 (Six crores and Forty Five Lacs) Preference Shares of Rs.10/- (Rupees Ten) each and unclassified shares of the value of Rs. 50,00,000 (Rupees Fifty Lacs).

The Company's paid-up equity share capital remained at Rs.3980.81 Lakh comprising Rs. 3980.81 Lakh equity shares of Re.1/- (Rupee one) each whereas the paid-up preference share capital of the Company for the financial year ending March 31, 2024 was 6,418.59 Comprising 20,00,000 14% Cumulative Redeemable Preference shares, Rs. 5,36,71,310 0.01% Cumulative Redeemable Preference shares of Rs. 10/- each without voting rights & of 85,14,574 0.01% Cumulative Redeemable Preference shares (Option Series) of Rs.10/- each without voting rights.

The company is in the negotiations with the preference shareholders for revised terms of redemption.

During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. During the current financial year there was no change in the Capital structure of the Company.

**7. FIXED DEPOSITS:**

The Company has not accepted any deposits from the shareholders or public under applicable provisions of the Companies Act 2013 or rules made there under.

**8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The company has not provided any loan or guarantee directly or indirectly to any person or body corporate, during the year under review. The details of Investment covered under section 186 of the Companies Act, 2013 are provided in the Financial Statements 31st March, 2024.

**9. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT:**

There are no material changes and commitments made which may affect financial position of the Company between the end of financial year and date of report.

**10. MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Annual Report 2023-24. **(Annexure-1)**

**11. CORPORATE GOVERNANCE:**

The Company has implemented the provisions of Chapter IV of SEBI (LODR), 2015 relating to the Corporate Governance requirements. A Report on Corporate Governance, the Report of Auditors Certificates thereof is given as annexure to this report. **(Annexure-2)**

**12. BOARD MEETINGS:**

The Board met nine times during the year under review. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI Listing Regulations. The Committees of the Board usually meet on the day of the Board meeting. Details of composition of the Board and its Committees as well as the meetings held during the year under review and Directors attending the same are given in the Corporate Governance Report.

**13. DIRECTORS:**

During the year under review the followings were the changes in the Board of Directors ('Board') of the Company.



**i. Re-Appointment of Mr. Sudhir H. Gupta (DIN: 00010853) as a Director liable to retire by rotation:**

In accordance with the provisions of the Companies Act, 2013 read with the Articles of Association of the Company Mr. Sudhir H. Gupta (DIN: 00010853) retires from office by Rotation, and being eligible, offers himself for reappointment. His re-appointment as such shall not in any way constitute a break in his existing office as the Whole-time Director (“the Executive Chairman”) of the Company. The Board re-commends the members his appointment as a Director of the Company liable to retire by rotation.

**ii. Re-appointment of Mr. Varun S. Gupta (DIN: 02938137) as the Managing Director:**

The term of Mr. Varun S. Gupta (DIN: 02938137) as the Managing Director ends on 14th November, 2024. The Board of Directors at its meeting held on 7th June, 2024, subject to approval of the shareholders, has appointed him, as Managing Director of the Company, for a period of 3 (three) years with effect from 15th November, 2024. The Board re-commends his appointment for the approval of the members.

**iii. Re-appointment of Mr. Sudhir H. Gupta (DIN: 00010853) as Whole-time Director designated as “Executive Chairman”:**

The term of Mr. Sudhir H. Gupta (DIN: 00010853) as Whole-time Director designated as the Executive Chairman ends on 14th November, 2024. The Board of Directors at its meeting held on 7th June, 2024, subject to approval of the shareholders, has appointed him, as Whole-time Director designated as “Executive Chairman” of the Company, for a period of 3 (three) years with effect from 15th November, 2024. The Board recommends his appointment for the approval of the members.

**iv. Appointment of Mr. R. D. Ranjan (DIN: 08755116) as a Non-Executive Independent Director of the Company:**

Based on the recommendation of the Nomination and Remuneration Committee, Mr. R. D. Ranjan was appointed as an Additional Director of the Company with effect from December 11, 2023 & the Shareholders of the Company at the 2nd (‘EGM’ No.2/2023-24) Extra Ordinary General Meeting held on Monday, February 26, 2024, approved his appointment as an Independent Director of the Company for a period of five years not liable to retire by rotation from December 11, 2023 to December 10, 2028.

**v. Resignation of Directors:**

Mrs. Sachi Madnani (DIN: 10045589), Mr. Santino Roco Morea (DIN: 01642189) Non-executive independent Directors and Mr. Bimal Desai (DIN: 00872271) Non-executive non-independent Directors resigned from the office of the respective directors of the Company during the year under review for their personal reasons.

**14. INDEPENDENT DIRECTORS:**

The Independent Directors, in terms of Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

Based upon the declarations received from the independent Directors, the Board of Directors has confirmed that they meet the criteria of Independence as mentioned under Section 149(6) of the Act and Regulation 16 (1)(b) of SEBI Listing Regulations and that they are Independent of the Management.

In the opinion of the Board, there has been no change in the circumstances affecting their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. Further in terms of Section 150 read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended, the Independent Directors of the Company have registered their names in the databank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/ Committees of the Company.

**15. KEY MANAGERIAL PERSONNEL ('KMP'):**

In terms of the provisions of Sections 2(51) and 203 of the Act, the following are the KMPs of the Company:

Mr. Sudhir H. Gupta, Executive Chairman.

Mr. Varun S. Gupta, Managing Director.

Mr. Nilesh Matkar, Chief Financial Officer.

Mr. Dilip Maharana, Company Secretary & Compliance officer.

**16. AUDIT COMMITTEE:**

The Committee has adopted a Charter for its functioning. The Board has, on the recommendation of the Audit committee, framed a policy for selection, appointment and remuneration of Statutory Auditors and internal Auditor in accordance with the Section 177 of the Companies Act, 2013. More details of the same are given in the Corporate Governance Report.

**17. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Your Company has in place adequate internal financial controls with reference to financial statements. Risk management and internal control frameworks are designed and implemented to manage rather than completely eliminated the risk of failure to achieve business objectives.

**18. RISK MANAGEMENT POLICY:**

The Company has a risk management policy to identify, mitigate elements of risk, if any, which in the opinion of the Board may threaten the existence of the company. The Board of Directors and senior management team assess the operations and operating environment to identify potential risks and take necessary mitigation actions.

**19. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

Pursuant to Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has adopted a Whistle-Blower Policy, whereby employees are free to report violations of laws, rules, and regulations, or unethical conduct to the Audit Committee. The details of the Whistle Blower Policy are explained in the Corporate Governance Report and also posted on the website of the Company at [www.indiasteel.in](http://www.indiasteel.in) under the head 'Investor Relations' and the web link is provided in the Corporate Governance Report. During the year the Audit Committee has not received any reference under the policy.

**20. SUBSIDIARY:**

The Wholly Owned Subsidiary namely Indinox Steels Private Limited was incorporated on 16/06/2018. The Company had invested Rs. 5,00,000/- (50000 Equity Shares of Rs.10/-each) as on date. The Wholly Owned Subsidiary has not commenced any business since its incorporation. As approved by the members in the Annual General Meeting held on 16th December, 2022, the Company has disposed of the investment in the said subsidiary on 22nd December, 2023. As the Company had no other Subsidiary or Associates, consolidation of Financial Statements of the Company for the Financial Year ended 31 03 2024, is not applicable.

**21. INDIASTEELWORKS LIMITED (SINGAPORE BRANCH):**

The Board has initiated procedures to close the branch office of the Company at Singapore effective 31st March, 2023 as there were no transactions since long.

**22. RELATED PARTY TRANSACTIONS:**

The Company has made Related Party Transactions, as approved by the non- interested shareholders at the 36th Annual General meeting of the Company. Required disclosures are made in Form No. AOC-2. **Annexure-3**

On the recommendation of the Audit Committee, the Board of Directors has a Policy on Materiality of Related Party Transaction and dealing with Related Party Transactions which is also uploaded on the website of the Company [www.indiasteel.in](http://www.indiasteel.in) under the head 'Investor Relations' and the web link is provided in the Corporate Governance Report.

The Policy envisages the procedure governing related party transactions required to be followed to ensure compliance with the applicable laws and regulations as well as to ensure that the Related Party Transactions are managed and disclosed in



accordance with the legal and accounting requirements. All Related Party Transactions that were entered into during the financial year were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis for the transactions which are planned / repetitive in nature and omnibus approvals are taken as per the policy laid down for unforeseen transactions.

Related Party Transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions. All the Related Party Transactions under Ind AS-24 have been disclosed at the standalone financial statements forming part of this Annual Report.

**23. CORPORATE SOCIAL RESPONSIBILITY:**

The Company believes in development which is beneficial for the society at large and to practice the corporate values through commitment to grow in socially and environmentally responsible way while meeting the interest of our stake-holders. However, during the year, keeping in view of the state of affairs / financial conditions, the Company has not undertaken any CSR initiatives due to losses.

**24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations except those mentioned in the report / annexures forming part of the report.

**25. BOARD'S PERFORMANCE- ANNUAL EVALUATION:**

In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Nomination & Remuneration Committee. The manner in which the evaluation was carried out has been explained in the Corporate Governance Report.

**26. FAMILIARIZATION PROGRAMME FOR DIRECTORS:**

Every new Director including Independent Director of the Board attends an orientation program. To familiarize the new Director / Independent Director with the strategy, operations and functions of our Company, the Executive Directors/ Senior Managerial Personnel make presentations to the new Director about the company's strategy, operations, product and service and markets, organization structure, human resources, technology quality, facilities and risk management. More details of the same are given in the Corporate Governance Report.

**27. NOMINATION & REMUNERATION POLICY:**

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a Policy for selection, appointment and remuneration of Directors and Key Managerial Personnel in accordance with Section 178 of the Companies Act, 2013. More details of the same are given in the Corporate Governance Report.

**28. DIRECTORS RESPONSIBILITY STATEMENT:**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of the Section 134(3)(c) of the Companies Act, 2013:

- i. That in the preparation of the annual financial statements for the year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. That such accounting policies, as mentioned in the Financial Statements as 'Significant Accounting Policies' have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2024 and of the Loss of the Company for the year ended on that date;
- iii. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. That the annual financial statements have been prepared on a going concern basis;



- v. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- vi. That proper system to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## 29. AUDITORS:

### I. STATUTORY AUDITORS & AUDIT REPORT:

M/s. Laxmikant Kabra & Co LLP, Chartered Accountants, having Firm Registration No.: 117183W/ W100736 reappointed as the Statutory Auditors of the Company for the second consecutive term of three years, from the conclusion of this 36th Annual General Meeting till the conclusion of the 39th Annual General Meeting to be held in the year 2026, to examine and audit the accounts of the Company. The qualification, reservation or adverse remark or disclaimer made by the auditor in the Statutory Audit Report issued by him to the members of the Company, are as follows:

#### (1) Adverse Opinion:

In the opinion of the Auditor with reference to matters stated in the basis for adverse opinion and going concern paragraph, the Financials results:

- i. are not presented in accordance with the requirements of Regulation 33 and Regulation 52(4) of the Listing Regulations in this regard; and
- ii. does not give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 (the "Act") and other accounting principles generally accepted in India, of net loss and other comprehensive income and other financial information of the Company for the year ended March 31, 2024, and the balance sheet and the statement of cash flows as at and for the year ended on that date.

#### (2) Going Concern:

The Company's current liabilities exceeded its current assets as of the previous year balance sheet date. Operations of the company has ceased since long and the company is not in the position to discharge its liabilities. These events or conditions, along with other matters indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. However, the books of the company are still prepared on historical cost basis. In our opinion the accounts of the company should not be prepared on going concern basis i.e., the assets and liabilities of the company should be stated at net realizable value. The financial statements do not adequately disclose this fact. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse opinion.

#### (3) Basis for Adverse Opinion

- a. We have been informed that during the period, Kotak Mahindra Bank Limited has taken the possession of the factory premises of the company situated at Zenith Compound, Village Vihari, Kahalapur District, Raigad. The primary software used for bookkeeping, namely SAP, was not accessible due to the above. The company has prepared the books of accounts in different software taking the balances of earlier year's audited financials. We were provided with alternative sources and backup books of accounts to facilitate our audit procedures. Our conclusion is based on the information contained in the backup books that were made available to us. Due to the limited availability of sufficient and appropriate evidence, we are unable to definitively verify or comment on the accessibility of the books of accounts stored on SAP and their potential impact on the financial statements. Consequently, considering this limitation, we have conducted the audit using alternative procedures to the extent feasible.
- b. Inventories amounting to Rs. 13,535.30 Lakhs have not been valued at lower of cost or Net realisable value which is against the significant accounting policies of the company and is not consistent with Ind AS 2 "Inventories". These inventories held by the company include obsolete and non-moving stock which are valued at cost and is inconsistent with provisions of Ind AS 2. As per the information and documents provided to us, we are of the opinion that work-in-progress amounting to Rs. 10,609.92 Lakhs and Raw Material amounting to Rs. 1,705.78 Lakhs held by the company can only fetch scrap value. In the absence of quantitative information and supporting documents of





Finished Goods, Stock in Trade and Stores and Spares amounting to Rs. 1,219.60 lakhs, we are unable to comment on carrying value of the same and its effect on the financial statements for the year. Accordingly, we believe that the Net-worth of the company is overstated by the said amount.

- c. Company has not done physical verification or valuation of inventories. On account of the same we are unable to comment on the physical status and/ or recoverable value of such inventories.
- d. During the period, the company recognized a reversal of Rs. 552.83 Lakhs in its financial statements, which pertains to an amount payable to the Maharashtra State Electricity Distribution Co. Ltd (MSEDCL). The company has submitted an application to the Consumer Grievances Redressal Forum of MSEDCL seeking the reversal of this amount. However, as of the date of this report, the application has not been approved. In our opinion, recognizing this reversal without approval does not present a true and fair view of the company's financial position. Consequently, the profit and net worth of the company have been overstated by Rs. 552.83 Lakhs.
- e. During the period, the company wrote off Rs. 594.36 Lakhs In its financial statements related to employee benefits, including salaries, wages, and statutory dues associated with these salaries. The company's management holds the opinion that these dues are no longer payable as they pertain to employees who have left the company without serving the required notice period. However, these dues were originally payable while the employees were still with the company and writing them off solely because the employees have left is incorrect. Furthermore, the statutory dues associated with these salaries were reversed without filing any claim with the appropriate department. In our opinion, recognizing this write-off as income does not present a true and fair view of the company's financial position. Consequently, the profit and net worth of the company have been overstated by Rs. 594.36 Lakhs.
- f. Company has shown insurance claim receivable amounting to Rs. 1,120.27 Lakhs. The said claim is outstanding since long back and the same has not been approved by appropriate authority till date. In our opinion, showing the said insurance claim as receivable is not showing true and fair view. On account of the same assets of the company are overstated by Rs. 1,120.27 Lakhs.
- g. Confirmations of the balances of sundry creditors and debtors, loans and advances, Advances given to suppliers have not been obtained and they are subject to reconciliations and subsequent adjustments if any. As such we are unable to express any opinion as to the effect on the financial statements for the year.
- h. Sufficient and appropriate documentary audit evidence in respect of Contingent liabilities was not provided to us. As such we are unable to express any opinion as to the effect on the financial statements for the year.
- i. The company has not assessed the impact of various disputed statutory liabilities/ liabilities on account of lawsuits as per the requirement of Ind AS 37 "Provision, Contingent Liabilities, Contingent Asset" and hence the effect of the same, if any, on the financial results. The cases are pending with multiple tax authorities and the said claims have not been acknowledged as debt by the company.
- j. The company has not assessed the Fair Value of various Assets and Liabilities as per the requirement of Ind AS 103 "Fair Value Measurement", the effect of the same, if any, on the financial results is not identifiable. Therefore, we are unable to comment on its impact on the financial results for the year ended March 31, 2024.
- k. The company has not reviewed the impairment of its tangible assets and other financial and non-financial assets as of March 31, 2024. Hence, no provision in the books of account has been made by the Company. In the absence of assessment of impairment/ provisions by the Company, we are unable to comment on the recoverable amount regarding said items.

#### Managements Reply:

- **Adverse Opinion {vide 1. Audit Qualifications}**: The Financial Results have been prepared on the basis of accrual Accounting Policy & uniform accounting practices adopted for all periods. The Balance Sheet, P&L Account gives a true and fair view.

- **Basis for adverse opinion {vide 3. Audit Qualifications}**: The software used for book keeping up to 31/03/2023 was SAP. The balances shifted to different software namely tally prime edit log. The tally prime edit log reports on 31/03/2024 was provided.



**- Going Concern Concept {vide 2. Audit Qualifications}**: The management believes that though the Current Liabilities of the Company exceeds Current Assets of the Company, the Company, having positive net worth will be able to revive business including exploring new business opportunities.

**-Inventories {Vide 3.b Audit Qualifications}**: The Company is planning to put up a slag recovery plant. This will enable recover the metal from slag and hence the value of stocks would not be eroded as pointed out by the auditors. Raw Material amounting to %1,705.78: The major Raw Material of the Company is Steel Scrap and as such the same has been valued at cost or market value which ever is lower.

**-Physical verification or valuation of inventories {vide 3.c Audit Qualifications}**: The factory is under possession of Kotak Mahindra Bank Ltd » which do not allow physical verification,

**-MSEDCL Claim {Vide 3.d: Audit Qualifications}**: The management believes that the reversal amount will be approved by the Hon'ble CGRF. The Company has received L Hon'ble CGRF Order in similar earlier claim.

**Written off of Employee benefits {Vide 3.e: Audit Qualifications}**: Many employees have left the company without giving required notice. The Management has adjusted the salary in lieu of Notice against their pending Salary. Substantially this resulted in receivable from many outgoing / ex- employees. So it is decided not to account for unpaid salary /notice pay. As and when the Accounts of employees will be finalised on case to case basis this will be reflected in the accounts. Consequently, the benefits against such employees are not accounted and the same will be accounted when considered on case to case basis.

**- Insurance {vide 3.f. Audit Qualifications}**: The Company has filed a consumer case for insurance claim before the NCDRC (National Consumer Dispute Redressal Commission) in the year 2014. The case is pending for final hearing.

**-Confirmations {vide 3.g. Audit Qualifications}**: The Company has given balance confirmations from the parties having substantial claim.

**-Sufficient documents {vide 3.h. Audit Qualifications}**: The Company is in process of getting documentary evidences with respect to contingent liabilities wherever pending.

**-Disputed Liabilities {vide 3.i. Audit Qualifications}**: It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the various pending disputed statutory liabilities/ liabilities on account of lawsuits as the same are determinable only on receipt of Judgments/decisions pending with various forums/authorities. Most of the issues of litigation pertaining to Central Excise/Sales Tax/Customs are based on interpretation of the respective Law & Rules thereunder, The Management believes that many of the issues raised by revenue will not be sustainable in law as they are covered by judgments of respective judicial authorities.

**-Fair Value {vide 3.j. Audit Qualifications}**: The company has not assessed the Fair Value of various Assets and Liabilities as per the requirement of Ind AS 103 "Fair Value Measurement".

**-Impairment of tangible Assets {vide 3.k. Audit Qualifications}**: The company has not reviewed the impairment of its tangible assets and other financial and nonfinancial assets as of March 31, 2024. Hence, no provision in the books of account has been made by the Company. The management believes that the Company will succeed to get Insurance Claims. & MSEDCL claims as per the order of the apt authorities.

## II. SECRETARIAL AUDITOR & AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. Reena T. Parekh, proprietor Reena S. Modi & Associates (ACS 25346 & CP No. 12621) Practicing Company Secretary, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure - 4".

### QUALIFICATIONS/OBSERVATIONS:

- (1) **The Company has not appointed Internal Auditor for the Financial Year ended 31.03.2024.**
- (2) **Board Meetings / Committee Meetings during the year under review are held giving Shorter Notices. However, the independent Directors as required are present in the said Board/Committee Meetings.**



**(3) Delay in submission of Shareholding pattern under Regulation 31 (Listing Obligations and Disclosure Requirements) Regulation, 2015:**

The Company has submitted the Shareholding Pattern under Regulation 31 for the Quarter ended:

- 31st March, 2023 on 27/05/2023 (due date of submission on or before 21/04/2023).
- 30th June, 2023 on 08/09/2023 (due date of submission on or before 21/07/2023).
- 31st December, 2023 on 24/01/2024 (due date of submission on or before 21/01/2024).

**(4) Delay in submission of Reconciliation of share Capital audit Report under Regulation 76 SEBI (Depositories and Participants) Regulations, 2018:**

Reconciliation of Share Capital Audit Report for the Quarter ended:

- 31/03/2023 submitted on 15/06/2023 (due date of submission on or before 30/04/2023).
- 30/06/2023 submitted on 15/09/2023 (due date of submission on or before 30/07/2023).
- 31/12/2023 submitted on 08/02/2024 (due date of submission on or before 30/01/2024).

**(5) Delay in submission of Secretarial Compliance report under Regulation 24 A (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Secretarial Compliance Report issued by Practicing Company Secretary for the year ended March 31, 2023 submitted on 20/07/2023 (due date on or before 30/05/2023).

**(6) Delay in giving intimation of the Board Meeting under Regulation 29(2) / 29(3) SEBI (Listing Obligations & disclosures Requirements) regulations, 2015.**

- The intimation to hold board meeting scheduled on 18/07/2023 to consider financial results for the Financial Year ended 31/03/2023 was given on 16/07/2023 which should have been given on or before 12/07/2023.
- The intimation to hold board meeting scheduled on 14/08/2023 to consider financial results for the quarter 30/06/2023 should have been given on or before 08/08/2023. It was given on 10/08/2023.
- The intimation to hold board meeting scheduled on 20/12/2023 to consider financial results for the quarter 30/09/2023 should have been given on or before 14/12/2023. It was given on 19/12/2023.
- The intimation to hold board meeting held on 16/01/2024 to consider financial results for the quarter 31/12/2023 should have been given on or before 10/01/2024. It was given on 12/01/2024.

**(7) Delay in submission of Financial Results under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:**

- Annual audited financial results (Stand Alone & Consolidated) for the financial year ended on 31st March, 2023, should have been submitted within sixty days from the end of the financial year i.e on or before 30/05/2023 submitted on 18/07/2023.
- Quarterly Un-audited financial results (Stand Alone & Consolidated) for the Quarter 30.09.2023, should have been submitted within 45 days from the end of the quarter on or before 14.11.2023 submitted on 20.12.2023.
- Quarterly Un-audited financial results (Stand Alone & Consolidated) for the Quarter ended 31.12.2023, should have been submitted within 45 days from the end of the quarter on or before 14.02.2024. However only Stand Alone financial results submitted on 16.01.2024.

**(8) Delay in submission of Compliances-Certificate under Reg. 74 (5) of SEBI (DP) Regulations, 2018 for:**

- Quarter ended 31/03/2023 submitted on 25-05-2023 (due date 15/04/2023)
- Quarter ended 30/06/2023 submitted on 15-09-2023 (due date 15/07/2023)
- Quarter ended 31/12/2023 submitted on 29-01-2024 (due date 15/01/2024)

**(9) Delay in submission of Compliance Certificate Under Regulation 40 (9) Of The SEBI (LODR) Regulations 2015 From Practicing Company Secretary for The Year Ended March 31, 2023 submitted on 15.06.2023(Due date 30/04/2023).**



- (10) **Delay in submission of Compliance Certificate - Regulation 7(3) Of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 For The Year Ended 31st March, 2023 submitted on 31.05.2023 (Due date 30 04 2023).**

**Managements Reply:**

- (1) **The Company has not appointed Internal Auditor for the Financial Year ended 31.03.2024.**

There were no manufacturing activities since long. No incumbent was available to accept the position in the given situation. However the Company is in process to appoint Internal Auditor in the current year.

- (2) **Board Meetings / Committee Meetings during the year under review are held giving Shorter Notices. However, the independent Directors as required are present in the said Board/Committee Meetings.**

The Board & Committee Meetings are held giving Shorter Notices. However, the independent Directors as required are present in the said Board/Committee Meetings.

- (3) **Delay in submission of Shareholding pattern under Regulation 31 (Listing Obligations and Disclosure Requirements) Regulation, 2015:**

There was delay in submission of the Shareholding Pattern under Regulation 31 for the Quarters as mentioned in the Secretarial Audit Report. The management is of the view that it was inadvertent & directs to submit the same in time in future.

- (4) **Delay in submission of Reconciliation of share Capital audit Report under Regulation 76 SEBI (Depositories and Participants) Regulations, 2018:**

There was delay in submission of Reconciliation of Share Capital Audit Report for the Quarter for the Quarters as mentioned in the Secretarial Audit Report. The management is of the view that it was inadvertent & directs to submit the same in time in future.

- (5) **Delay in submission of Secretarial Compliance report under Regulation 24 A (Listing Obligations and Disclosure Requirements) Regulation, 2015**

There was delay in submission of Secretarial Compliance Report issued by Practicing Company Secretary for the year ended March 31, 2023 as mentioned in the Secretarial Audit Report. The management is of the view that it was inadvertent & directs to submit the same in time in future.

- (6) **Delay in giving intimation of the Board Meeting under Regulation 29(2) / 29(3) SEBI (Listing Obligations & disclosures Requirements) regulations, 2015.**

There was delay in giving board meeting intimation as mentioned in the Secretarial Audit Report. The management is of the view that it was inadvertent & directs to submit the same in time in future.

- (7) **Delay in submission of Financial Results under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:**

There was delay in submission of Annual audited / quarterly unaudited financial results as mentioned in the Secretarial Audit Report. The management is of the view that it was inadvertent & directs to consider & submit the same in time in future.

- (8) **Delay in submission of Compliances-Certificate under Reg. 74 (5) of SEBI (DP) Regulations, 2018 for:**

There was delay in submission of Compliances-Certificate under Reg. 74 (5) of SEBI (DP) Regulations, 2018 as mentioned in the Secretarial Audit Report. The management is of the view that it was inadvertent & directs to consider & submit the same in time in future.

- (9) **Delay in submission of Compliance Certificate Under Regulation 40 (9) Of The SEBI (LODR) Regulations 2015 From Practicing Company Secretary for The Year Ended March 31, 2023 submitted on 15.06.2023(Due date 30 04 2023).**

There was delay in submission of Compliances-Certificate under Regulation 40 (9) Of The SEBI (LODR) Regulations 2015 as mentioned in the Secretarial Audit Report. The management is of the view that it was inadvertent & directs to consider & submit the same in time in future.



**(10) Delay in submission of Compliance Certificate - Regulation 7(3) Of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 For The Year Ended 31st March, 2023 submitted on 31.05.2023 (Due date 30 04 2023).**

There was delay in submission of Compliances-Certificate under Regulation 7(3) Of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as mentioned in the Secretarial Audit Report. The management is of the view that it was inadvertent & directs to consider & submit the same in time in future.

**III. COST AUDITORS & COST RECORDS:**

According to the Companies Act of 2013 and the Companies (Audit and Auditors) Rules of 2014, the Company need to appoint Cost Auditor to conduct cost audit, if the overall annual turnover of the company from all its products / services during the immediately preceding financial year is rupees one hundred crore or more and the aggregate turnover of the individual product(s)/service(s) for which cost records are required to be maintained under the rule is rupees thirty-five crore or more. The total turnover of the Company, including other income, during the Financial Year ended 31 03 2023 was Rs.6.60 Crore (In the Financial Year ended 31 03 2024 nil). In view of the same the Company has not appointed any cost Auditor to conduct cost audit in the Financial Year 2024-25.

**IV. BRANCH AUDITOR:**

The Company has branch outside India at Singapore. The Directors have initiated procedures to close the same as there are no transactions since long. In view of the same the Directors have not recommended for branch auditors appointment.

**V. INTERNAL AUDITORS:**

There were no manufacturing activities since long. No incumbent was available to accept the position in the given situation. However, the Company is in process to appoint Internal Auditor in the current year.

**30. REPORTING OF FRAUDS BY AUDITORS:**

During the year under review, the Statutory Auditors or Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act, details of which needs to be mentioned in this Report.

**31. ANNUAL RETURN:**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2024 will be made available on the Company's website at [www.indiasteel.in](http://www.indiasteel.in). at investors section. The Link of the same is : [http://indiasteel.in/pdfs/Annual\\_Return/MGT-7-31-03-2024.pdf](http://indiasteel.in/pdfs/Annual_Return/MGT-7-31-03-2024.pdf)

**32. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:**

Your Company did not have any funds, being dividends lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

**33. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Company had adopted the generally accepted technology for its products. There are no manufacturing activities since long but the particulars regarding conservation of energy foreign exchange earnings and outgo are given in "Annexure – 5" as required under The Companies Act, 2013 read with The Companies (Accounts) Rules, 2014 and forms part of this report.

**34. DISCLOSURE UNDER THE SEXUAL HARRASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013. An internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints pertaining to sexual harassment were received during FY2023-24. There are no women employees in the Company during the year under review.

**35. SECRETARIAL STANDARDS OF ICSI:**

The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial



Standards issued by the Institute of Company Secretaries of India ('ICSI') and that such systems were adequate and operating effectively. During the Financial Year, your Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

### 36. MANAGERIAL REMUNERATION & PARTICULARS OF EMPLOYEES:

In accordance with Section 178 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 issued thereunder and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board of Directors has formulated the Nomination and Remuneration Policy on the recommendations of the Nomination and Remuneration Committee. The salient aspects covered in the Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Report. During the year under review, the Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are annexed as "Annexure-6".

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Rules, a statement showing the names and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules forms part of this Report. Further, the Report and the Annual Accounts are being sent to the Members excluding the aforesaid statement. In terms of Section 136 of the Act, the said statement will be open for inspection upon request by the Members. Any Member interested in obtaining such particulars may write to the Company Secretary at cosec@indiasteel.in

### 37. OTHER MATERIAL INFORMATION:

During the year under review, the Company has stopped its manufacturing activities. It has obtained approval of the Shareholders at the EGM held on Monday, February 26, 2024, to carry on real estate activities i.e the business of builders, contractors, erectors, constructors of buildings, houses, apartment etc.,

### 38. GENERAL:

During the year, there were no transaction requiring disclosure or reporting in respect of matters relating to:

- details of deposits covered under Chapter V of the Act;
- issue of equity shares with differential rights as to Dividend, voting or otherwise;
- issue of shares (including sweat equity shares) to employees of the Company under any scheme;
- raising of funds through preferential allotment or qualified institutions placement;
- instance of one-time settlement with any bank or financial institution;
- The Company has not made any application under Bankruptcy Code. There are transactions requiring disclosure or reporting in respect of matters relating to pendency of any proceeding against the Company under the Insolvency and Bankruptcy Code, 2016 before National Company Law Tribunal (NCLT) Mumbai, NCLAT New Delhi are as follows:

Sr No.	NCLT Mumbai/ NCLAT New Delhi	Case No.	Party Details	Claim Amount	Date of Filing	Status
1	NCLT Mumbai Bench 2	CP(IB)161/MB/2022	Kiran Kumar Mallegowda	Rs.74,87,527/-	23-09-2021	Matter settled and disposed of as per Consent Terms.
2	NCLT Mumbai Bench 5	CP(IB) 1264/2022	Stecol Internaional Private Limited	Rs. 2,06,54,089/-	05.11.2022	Petition is admitted by Hon'ble NCLT as per order dated 08.05.2024





Sr No.	NCLT Mumbai/ NCLAT New Delhi	Case No.	Party Details	Claim Amount	Date of Filing	Status
3	NCLAT New Delhi	Company Appeal (AT) Ins No. 1025 of 2024	Varun Gupta V/s ISWL (Stecol International Private Limited)	Order dated 08.05.2024 challenged by preferring appeal before the Hon'ble NCLAT.	17.05.2024	Stay Granted by its Order dated 22.05.2024 against Order dated 08.05.2024 by Hon'ble NCLAT
4	NCLAT New Delhi	Company Appeal (AT) Ins No. 857 of 2024	Kotak Mahindra Bank Limited	Challenging order of dismissal of Petition filed by Kotak Mahindra Bank (Second Petition)	08.03.2024	Adj for Reply / Rejoinder
5	NCLT	CP (IB) 336 of 2024	Deepak Kumar Gaur	2,03,28,136/-	22.02.2024	For Filing our reply

**39. INDUSTRIAL RELATIONS:**

During the year under review, industrial relations remain cordial and peaceful.

**40. ACKNOWLEDGEMENTS:**

The Directors express their appreciation for co-operation and encouragement received from all the Shareholders, Business Associates, Dealers, and Insurers, vendors, investors and bankers during the year. The Directors also place on record their appreciation of the contribution made by the employees.

For and on behalf of the Board of Directors of  
**INDIA STEEL WORKS LIMITED**

**Sudhir H. Gupta**  
Executive Chairman  
(DIN: 00010853)

Place: Mumbai

Date: 7th June, 2024.



## Annexure-1

**MANAGEMENT DISCUSSION AND ANALYSIS**

Management discussion & analysis Report provides a perspective of the management on the external environment and steel industry, operating and financial performance, material developments in human resources and industrial relations, risks and opportunities and internal control systems and their adequacy in the Company during the FY 2023-24.

The Report should be read along with the Company's financial statements, the schedules and notes thereto and other information provided in the Annual Report. The Company's financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") complying with the requirements of the Companies Act, 2013, as amended and regulations issued by the Securities and Exchange Board of India ('SEBI') from time to time. Management Discussion and Analysis Report for the year under review, as per regulation 34 (2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is as follows:

**External Environment, Global / Indian Economy & Steel Industry:**

The global economy continues to show resilience despite facing several strong adverse situations viz., the Middle East crisis, Russia Ukraine war, high inflation, high costs and falling household purchasing power, rising geopolitical uncertainties, and forced monetary tightening.

Global growth is estimated to sustain at 3.2% in 2024. The economy is better placed now than at the same time in 2023, with the risk of a global recession receding. In late 2023, headline inflation neared its pre-pandemic level in most economies for the first time since the start of the global inflation surge.

As global inflation came down from its peak, economic activity started grew steadily. The United States with some middle-income economies displayed strong economic performance. However, continuing geopolitical tensions, including the Middle East crisis, Russia-Ukraine war etc., pose a risk to dampen growth in 2024.

India's economic growth has been resilient against global adverse situations for three fiscal years now. Policy and regulatory support have helped to strengthen the private sector. The Country's attractiveness as an investment destination remains robust, given the size and scale of operations it has to offer to global companies, abundant skilled talent in technology and innovation.

The industrial manufacturing sector has experienced a significant boost, attracting global technology giants to expand their supplier networks within India. This momentum is further supported by the implementation of state industrial policies that complement sector specific incentive schemes. Concurrently, substantial investments in logistics and infrastructure development, including the construction of new roads, highways, and rail tracks, underscore the Government's commitment to support this critical sector. Capital spending by the Government and strong manufacturing activity have meaningfully contributed to the robust growth outcomes in 2023. Various Production Linked Incentive ('PLI') schemes have revived the manufacturing sector post pandemic.

They are helping build up critical value chains and industrial clusters, besides expanding the Country's export basket. India's retail inflation for FY2023-24 has seen a significant downturn, marking its lowest point since COVID-19 pandemic. Reflecting this trend, the Reserve Bank of India's Monetary Policy Committee ('MPC') in its recent meeting, decided to maintain policy rates at their current levels, citing the ongoing reduction in price pressures across the country.

Global Steel Industry has been impacted by high inflation and interest rate environment. The slowdown of steel consuming sectors, especially in EU & US continued in 2023. Investment and consumption weakened. The delayed effect of tightening monetary policy may allow slow recovery in 2024 in advanced economies while emerging economies like Asia may grow faster. Persistent core inflation, high oil prices and tight job market remain the downside risks to stabilize inflation. Tight monetary & credit conditions, high costs have led to a sharp slowdown in housing activity in most major markets and have affected manufacturing sector globally.



Global Steel demand is expected to grow by 2% in 2024. Chinese domestic demand will continue to be impacted by property sector problems. The developed countries are expected to show a strengthening recovery in 2024 and in 2025.

The steel demand in India has a significant growth since 2021. The growth is backed by a booming construction sector with private consumption as well as robust Government expenditure in infrastructure and capital goods. Automobile sector also performs better. Steel demand in India is expected to grow and industry leverage is expected to increase significantly.

**Industry Structure and Developments:**

The Company's products are Bright Bars, Wire Rods, Round Bars, Billets of different sizes which are manufactured at its Plant located at Zenith Compound, Khopoli, Raigad-410203. The billets are used for making wire rods & bars. The wire rods / bars are used as the material of gears, bolts, springs, bearings, cables and other basic components of safety-related parts typically such as automobile engines, drive train systems and chassis etc.

Non-availability of Working Capital, debt burden, unaffordable cost of raw materials, overheads, manufacturing expenses and virtually no capacity utilization due to poor or non-availability of finance and market conditions have adversely affected the company's performance during the pandemic and onwards. Further Kotak Mahindra Bank Limited has taken physical possession of the Assets /Factory at Zenith Compound, Khopoli, Raigad-410203. The manufacturing activities, job work activities have been stopped. The continuous discussions with the workers' union, lenders, potential investors and suppliers to revive the operations, could not be materialized. The performance of the Company becomes standstill.

**Opportunities and threats:**

The Company operates in an interconnected world with stringent regulatory and environment requirements, increased geopolitical risk and fast pace technological disruptions that could have a material impact across the value chain of the organization. There are ample opportunities across Railways, Infrastructure, Construction, Energy and Urbanization. For the reasons and facts as stated above in "Industrial Structure & development" para, the company has nothing more to report under this head.

**Segment-wise / Product-wise performance:**

The company has single business segment viz. Manufacturing & Trading of Stainless Steel & Allied Products and hence segment wise results have not been given. Further the manufacturing activities, job work activities have been stopped.

**Outlook:**

In view of what has been stated in foregoing paragraphs, your Management perceives that the outlook of the Steel Industry in the subsequent financial years may improve subject to the effective and positive steps upon availing of finance and addressing issues that stuck the Company's working profitably. However, for the reasons and facts as stated above in "Industrial Structure & development" para, the company has nothing more to report under this head.

**Risks & Concerns:**

It is essential to correctly assess the risk so that the same can be mitigated before it becomes a possible threat. General risks, as are associated with statutory compliances, economy, financials, Government policies, market related, operational, products, safety and technology etc., The company is not immune from these risks. Normally the Board reviews of likely risk areas with the objective to define a framework for identification, evaluation and mitigating the risk in the decision-making process. However, in view of the reasons and facts as stated above in "Industrial Structure & development" para, the company has nothing more to report under this head.

**Internal Control System and its Adequacy:**

The Company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly and applicable



statutes are duly complied with. The Company has constituted an Audit Committee to monitor the adequacy and efficacy of internal control systems. The adequacy of these compliances and their effectiveness is subject to statutory audit and the same has been adequately reported by the Auditors in their report as required under the relevant provisions of the Companies Act, 2013. The Company also has an Internal Audit System.

#### Discussions on financial performance with reference to operational Performance:

During the Financial Year ended 31.03.2024, the Company's operational financial performance has been dissatisfactory. The Company's revenue from operations stood at Rs.81.60 Lacs (previous year Rs. 470.57 Lacs) and the other income stood at Rs. 644.42 Lacs (previous year Rs. 189.36 Lacs) and hence the total income stood at Rs. 726.02 Lacs (previous 659.92 Lacs). The company has incurred a post tax net Loss of Rs. 1,162.47 Lacs compared to (previous year Loss of Rs. 3,595.80 Lacs). The manufacturing activities of the Company has been stopped since long.

#### Material Developments in HRD and industrial Relations Front:

The Company recognizes the employees as the valuable assets. Developing, motivating, and retaining talented employees is a key responsibility and policy of the Company. In the given situation, as on 31st March 2024, the number of permanent employees in the Company are around 4 only at various levels.

#### Details of Significant changes in Key Financial Ratios -FY 2023-24

The significant changes in the ratios and net worth was on account of no manufacturing activities & losses. The continuing scarcity of working capital needs, closure of manufacturing activities has caused significant losses.

Ratio	Numerator	Denominator	31-Mar-24	31-Mar-23
Current Ratio (In times)	Total Current Assets	Total Current Liabilities	0.48	0.47
Debt-Equity Ratio (In times)	Debt consists of borrowings	Total Equity	2.34	1.39
Debt Service Coverage Ratio (In times)	Net Operating Income	Debt service = Interest + Principal Repayments	0.03	-2.19
Return on Equity Ratio (In %)	Net Profits After Taxes	Average Shareholder's Equity	-26.33%	-53.58%
Inventory Turnover Ratio (In times)	Cost of Goods Sold	Average Inventory	0.01	0.05
Trade Receivable Turnover Ratio (In times)	Revenue from Operations	Average Trade Receivable	7.25	18.87
Trade Payable Turnover Ratio (In times)	Purchase and Other Expenses	Average Trade Payable	0.03	0.06
Net Capital Turnover Ratio (In times)	Revenue from Operations	Working Capital (i.e. Total Current Assets less Total Current Liabilities)	0.00	0.02
Net Profit Ratio (In %)	Net Profits After Taxes	Revenue from Operations	-1424.68%	-764.14%
Return on Capital Employed (In %)	Earnings Before Tax and finance cost	Total Assets - Total Current Liabilities	-2.00%	-6.90%
Net Worth Ratio (In %)	Net Profits After Taxes	Total Assets - Total Liabilities	-15.40%	-49.62%

**Statutory Compliance:**

The Company has in place adequate systems and processes to ensure that it is in compliance with all applicable laws. The Managing Director, places before the Board, at each meeting, a certificate of compliance with deviations if any with the applicable laws.

**Accounting Treatment:**

The Company consistently follows a treatment that has been prescribed in Indian Accounting Standards (Ind AS) in the preparation of financial statements which shows true and fair view of the financial statements.

**Cautionary Statements:**

This discussion and analysis have been provided with a view to enable shareholders with a better understanding of the performance of the Company. The Shareholders must read and understand the same with due understanding and necessary caution as they may be forward looking and prone to change in the dynamic economic environment and tax regime. In certain areas, if there is any discussion covering strategic decision and management expectations from the same, the same should not be construed as a guarantee of performance and actual results may differ significantly depending upon the operating conditions and external environment.

For and on behalf of the Board of Directors of  
**INDIA STEEL WORKS LIMITED**

**Sudhir H. Gupta**  
Executive Chairman  
(DIN: 00010853)

Place: Mumbai

Date: 7th June, 2024.



## CORPORATE GOVERNANCE

### 1. Company's Philosophy on Code of Governance:

Corporate Governance of the Company is demonstrated by fair business and corporate practices with all its stakeholders'. integrity, transparent dealings and ethical conduct of affairs of the Company is the basic norm of Corporate Governance practiced here.

The Corporate Governance System includes the mechanisms and procedures required to prevent, identify, and resolve conflicts of competition and of interest, whether of an exceptional or structural and permanent nature. The Company seeks to assure, to the extent it is able to do so, the respectability, capability, expertise, competence, experience, qualifications, training, availability, and commitment to their duties of the directors and senior officers.

A Report on compliance with the Corporate Governance provisions as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended is given below.

### 2. Board of Directors:

The Board of Directors of the Company is the highest governance authority within the management structure of the Company. The Board of Directors, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company.

#### 2.1 Criteria of Appointment in the Board:

The Nomination and Remuneration Committee select a candidate for appointment to the Board considering experience, positive attributes, independence, relationships, professional skills and personal qualities, related skills and competencies etc., required for the position.

#### 2.2 Appointment and Tenure of appointment of the Directors:

The Directors of the Company are appointed by the shareholders at General Meetings. All Executive & Non-Executive Directors are subject to retirement by rotation and at every Annual General Meeting, in accordance with the provisions of the Companies Act, 2013 and that of the Articles of Association of the Company.

The Executive Directors on the Board serve in accordance with the terms of their appointment. The Independent Directors are not liable to retire by rotation as per the applicable provisions of the Companies Act, 2013.

#### 2.3 Number of Board Meetings and dates:

During the Financial Year Nine Board Meetings were held on 30th June, 2023, 18th July, 2023, 14th August, 2023, 5th September, 2023, 14th November, 2023, 11th December, 2023, 20th December, 2023, 16th January, 2024 and 26th March, 2024. The maximum gap between any two meetings was not more than 120 days.

#### 2.4 Board Composition, Category, attendance of the Directors and their Directorship and membership in other Companies:

The Company has a balanced mix of Executive and Non-Executive Independent Directors. As of March 31, 2024, the Board of Directors comprised of 6 Directors as follows:

- (i) Two executive Directors i.e Chairman, Managing Director (Promoters)
- (ii) One non-executive Woman Director (Promoter)
- (iii) Three Non-Executive Independent Directors, which is 50% of the total strength of the Board as stipulated under SEBI LODR Regulations.

The categories of the Directors, attendance at Board Meetings and at the last Annual General Meeting, the number of Directorships / Chairpersonships and Committee positions held by them in other public limited companies during the year are given below:





Name of the Director	Category/ Inter-se relationship	Financial Year 2023-24 attendance in		No of other Directorship in Other Indian Public Ltd Companies @	No of Chairman ship / Membership in other Indian Public Limited Companies #
		Board Meetings	Last AGM(Yes/ No/NA)		
Mr. Sudhir H. Gupta, (DIN: 00010853)	Executive Chairman (Promoter Director & Father of Mr. Varun Gupta, Managing Director)	9	No	1	NIL
Mr. Varun S. Gupta (DIN: 02938137)	Managing Director Son of Mr. Sudhir H. Gupta, Executive Chairman.	9	Yes	1	Nil
Mrs. Priyanka V. Gupta (DIN: 08057096)	Non-Executive & Non - Independent Director.	4	Yes	Nil	Nil
Mr. Santosh P. Bhosale (DIN: 05117360)	Non-Executive & Independent Director	9	Yes	Nil	Nil
Mr. Shivannad S. Bhalerao (DIN: 09263141)	Non-Executive & Independent Director (From 20.09.2022)	9	Yes	Nil	Nil
Mr. R. D. Ranjan	Non-Executive & Independent Director (From 11.12.2023)	1	NA	Nil	Nil
Mrs. Sachi Madnani (DIN: 10045589)	Non-Executive & Independent Director (From 27.03.2023 to 4.09.2023 )	3	NA	Nil	Nil
Mr. Bimal Desai (DIN: 00872271)	Non-Executive & Non - Independent Director. (Up to 29.09.2023)	1	No	Nil	Nil
Mr. Santino Roco Morea (DIN: 01642189)	Non-Executive & Independent Director. (Up to 7.11.2023)	4	No	Nil	Nil

@ Directorship excludes Alternate Directorship, Foreign Company Directorship & Pvt Limited Companies.

# Committee positions of only of Audit Committee and the Stakeholders Relationship Committee have been considered (Excluding committees of India Steel Works Limited) as per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018.

## 2.5 Material Pecuniary Relationship:

During the Financial Year 2023-24, the Company did not have any material pecuniary relationship or transactions with the Non-Executive Directors of the Company, except payment of Director's sitting fees. Further, the Directors have not entered



into any contracts with the Company or its subsidiary, which give rise to material conflict with the interest of the Company.

#### **2.6 Number of shares and convertible instruments held by Non-Executive Directors:**

During the year the Non-Executive Independent Directors do-not hold any shares or convertible instrument. Mrs. Priyanka V. Gupta, Non-executive non-independent director holds 5000 equity shares of the Company.

#### **2.7 Directorship and Committee membership in other Companies:**

None of the Directors on the Board is a Member of more than 10 committees and Chairman of more than 5 Committees (as specified in regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only Audit Committee and Stakeholders Relationship Committee are considered as per this regulation) across all companies in India, of which they are directors.

#### **2.8 Information supplied to the Board:**

The Board of Directors has complete access to any information within the Company. At the Board Meetings, directors are provided with all relevant information on important matters, working of the Company as well as all related details that require deliberations by the members of the Board, inter-alia include:

- Annual business plans
- Production, sales & financial performance data
- Business review;
- Quarterly and annual financial results;
- Minutes of the meetings of the Audit and other Committees as well as circular resolutions if any, to be passed;
- Significant initiatives and developments relating to labour /human resource relation;
- Information on recruitment and remuneration of senior officers just below the Board level,
- Materially important show cause / demand / prosecution / penalty notices and legal proceedings by or against the Company;
- Any other information which is relevant for decision-making by the Board.

#### **2.9 Terms and conditions of appointment of Independent Directors:**

The terms and conditions of appointment of Independent Directors were set out in the appointment letter issued to the Director at the time of his/her appointment/re appointment as an Independent Non-Executive Director of the Company. The terms and conditions as mentioned in the appointment letter is disclosed on the Company's website [www.iswl.in](http://www.iswl.in) investors relations section.

#### **2.10 Resignation of Independent Directors:**

The Independent Directors, who resigns before expiry of their term, should inform the reasons of their resignations viz. for their personal reasons or for any other material reasons. Mrs. Saachi Madnani, Mr. Santino Morea all Non-Executive Independent Directors have resigned during the financial year for their personal reasons and there were no other material reasons. Their confirmation to this effect, as and when received by the Company, have been informed to the Stock Exchange.

#### **2.11 Lead Independent Director:**

Mr. Santosh P. Bhosale (DIN: 05117360) is the Lead Independent Director appointed by the Board in its meeting held on 20.09.2022. In accordance with Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Independent Directors do not serve in more than 7 listed companies.

#### **2.12 Induction & Familiarization Programs for Independent Directors:**

The Directors on appointment are issued a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a familiarization programme. The program aims to familiarize the Directors with the Company, their role and responsibilities, business model of the Company etc. The details of such familiarization programme have been displayed on the website [www.indiasteel.in](http://www.indiasteel.in) at investor relations



section and the web link of the same is:

<http://www.indiasteel.in/pdfs/FamiliarisationProgramme2023-24.pdf>

### 2.13 Confirmation of the independence criteria by the Independent Directors:

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI (LODR) Regulations and that they are Independent of the management. In terms of Regulation 25(8) of SEBI (LODR) Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Further, the Independent Directors have declared that they have complied with Rule 6(1) and (2) of the Companies (Appointment of Directors) Rules, 2014.

### 2.14 Independent Directors' Meeting:

In compliance with Section 149(8) of the Act read along with Schedule IV of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with the stock exchange, the Independent Directors met on 16th January, 2024, inter alia, to discuss:

- Evaluation of the performance of non- Independent Directors and the Board as a whole;
- Evaluation of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- Evaluation of the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. All the Independent Directors on the Board as on the date of the meeting were present at the meeting.

### 2.15 Performance Evaluation:

In compliance with the provision of Section 134 of the Companies Act, 2013 ('the Act') read with the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. A questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on various parameters. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

### 2.16 List of Board skills, expertise, competencies required in the context of business and sector:

Skills, competencies	Description	Name of the Director possessing such skill/ expertise
Understanding of industry	Experience and knowledge of industry and changing trends in steel, wire rods, bars and other metals	Mr. Sudhir H. Gupta Mr. Varun S. Gupta Mr. Bimal Desai
Planning	Planning considering the industry trend and leading the management team so as to make decisions in uncertain environments	Mr. Sudhir H. Gupta Mr. Varun S. Gupta Mrs. Priyanka V. Gupta
Technical updating	Consideration and acceptance of emerging trends in the technology and innovation for the betterment of the Company.	Mr. Sudhir H. Gupta Mr. Varun S. Gupta



Skills, competencies	Description	Name of the Director possessing such skill/ expertise
Sales and marketing	Experience in developing market share and strategies to grow sales, build brand awareness at National and International level.	Mr. Sudhir H. Gupta Mr. Varun S. Gupta Mr. Santino Roco Morea Mr. Shivannad S. Bhalerao
Finance	Experience in banking, financial management	Mr. Sudhir H. Gupta Mr. Varun S. Gupta Mrs. Priyanka V. Gupta Mr. Bimal Desai
Commercial /Legal	Experience in Commercial Laws/ legal matters pertaining to the business.	Mr. Sudhir H. Gupta Mr. Varun S. Gupta Mr. Santosh P. Bhosale Mrs. Sachi Madnani

### 3. Audit Committee:

As of 31.03.2024, the Audit Committee comprises of four Non-Executive Directors, out of which three are Independent Directors and one non-executive Director. Mr. Santosh P. Bhosale is the Chairman of the Audit Committee. The Members possess adequate knowledge of Accounts, Audit, Finance, etc. The composition of the Audit Committee meets the requirements as per the Section 177 of the Companies Act, 2013 and Regulation 18(1) of the SEBI (LODR) Regulations.

#### 3.1 Brief description of terms of reference:

The terms of reference of this committee covers the matters specified for Audit Committees under Regulation 18 of the SEBI (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2018 as well as Section 177 of the Companies Act, 2013 inter-alia includes :

- Review of Company's financial reporting process and the disclosure to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment, remuneration and terms of appointment of Auditors of the Company.
- Reviewing with the management, Annual Financial statements and Auditors' Report before submission to the Board with focus on the matters required to be included in Director's Responsibility Statement to be included in Board's report, changes in accounting policies and practices, major accounting entries, disclosure of any related party transactions, qualifications in draft audit report, significant adjustments arising out of audit Accounting standards.
- Statutory compliance and legal requirements.
- Any related party transactions of material nature with promoters, managements, subsidiaries or relatives etc. that may have potential conflict with interest of the Company at large.
- Reviewing and monitoring the auditor's independence, their performance and effectiveness of audit process.
- Scrutinizing inter-corporate loans and investments.
- Evaluating internal financial controls and risk management systems.
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems and internal audit function.
- Discussion with internal Auditors, any significant findings and follow-up thereon. Reviewing any suspected fraud, irregularity or failure of internal control system of material nature and reporting the matter to Board.



- k) Discussion with external Auditor in respect of pre and post audit matters to ascertain any area of concern.
- l) Modified opinion (s) in the draft audit report.
- m) Reviewing the functioning of Whistle Blower Mechanism.

### 3.2 Meetings and attendance during the year:

During the year, Seven Audit Committee Meetings were held on 30th June,2023, 18th July, 2023, 14th August, 2023, 14th November, 2023, 20th December, 2023, 16th January, 2024 and 26th March,2024.

The Composition of Audit Committee and the attendance at the meetings as given hereunder:

Name / category of the Director	Status	No. of meetings attended
Mr. Santosh P. Bhosale (Non-Executive Independent Director)	Chairman	7
Mr. Shivannad S. Bhalerao (Non-Executive Independent Director)	Member	7
Mrs. Priyanka V. Gupta (Non-Executive Non-Independent Director)	Member ( From 10.11.2023 )	3
Mr. R. D. Ranjan (Non-Executive Independent Director)	Member ( From 20.12.2023 )	1
Mr. Bimal Desai (Non-Executive Non-Independent Director)	Member (Up to 29.09.2023)	1
Mr. Santino Roco Morea (Non-Executive Independent Director)	Member (Up to 7.11.2023)	3
Mrs. Sachi Madnani Non-Executive Independent Director	Member ( Up to 4.09.2023)	3

### 4. Nomination and Remuneration Committee (N&RC):

In accordance with Section 178 of the Act read along with the applicable Rules thereto and Regulation 19 of the Securities Exchange Board of India (Listing Obligation and Disclosures Requirements) (Amendments) Regulations, 2018, the Board has a "Nomination and Remuneration Committee".

#### 4.1 No. of Meetings:

During the financial year 2023-24, the Nomination & Remuneration Committee (N&RC) met two times on 5th September, 2023, 11th December,2023.



The composition of the N&RC & the attendance of the members are as follows:

Name / category of the Director	Status	No. of meetings attended
Mr. Shivannad S. Bhalerao Non-Executive Independent Director	Chairman	2
Mr. Santosh P. Bhosale (Non-Executive Independent Director)	Member	2
Mrs. Priyanka V. Gupta (Non-Executive Independent Director)	Member (From 10.11.2023)	1
Mr. R. D. Ranjan (Non-Executive Independent Director)	Member ( From 20.12.2023 )	NA
Mr. Santino Roco Morea (Non-Executive Independent Director)	Member (Up to 7.11.2023)	1
Mr. Bimal Desai (Non-Executive & Non-Independent Director)	Member (Up to 29.09.2023)	Nil
Mrs. Sachi Madnani (Non-Executive Independent Director)	Member ( Up to 4.09.2023)	Nil

#### 4.2 The terms of reference of the Nomination and Remuneration Committee:

The terms of reference of the Committee inter alia, include the following:

- To form policy the objective of which is to lay down a framework and set standards in relation to nomination, remuneration and evaluation of Directors, Key Managerial Personnel (KMP) and such other senior management personnel in the organization. management personnel;
- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and senior To evaluate the performance of the members of the Board as well as Key Managerial Personnel and senior management personnel and to provide rewards linked directly to their efforts, performance, dedication and achievement relating to Company's operations; management personnel;
- Assessing the independence of Independent Directors etc. Performance Evaluation Criteria for Independent Directors:
- To recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and senior Board Evaluation Policy has been framed by the Nomination and Remuneration Committee (NRC) as Approved & amended by the Board.

This policy has been framed in compliance with the provisions of Section 178 (2), 134(3)(p) and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17(10), 19(4) and Part D of Schedule II of the SEBI (LODR) Regulations, as amended from time to time.





#### 4.3 Criteria to carry out the evaluation of Directors:

The Company adopted the following criteria to carry out the evaluation of Independent Directors, in terms of the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations:

The Nomination and Remuneration Committee (NRC) shall carry out evaluation of every Director's Performance. In addition, the evaluation of the Independent Directors shall be done by the entire Board, excluding the director being evaluated, which shall include:

- a) Performance of the directors; and
  - b) Fulfilment of the independence criteria as specified in 16(1) (b) of SEBI (LODR) Regulations and their independence from the management. This is to be done on an annual basis for determining whether to extend or continue the term of appointment of the independent director.
- The Evaluation process of Independent Directors and the Board are:
  - Each Board member is encouraged to rate his / her Peer's personal contribution/performance/conduct as a director with reference to a questionnaire.
  - In the Overall Board and Committees' Performance Evaluation, each Board member will be asked to provide inputs on questions designed to elicit responses from the directors.
  - The performance of the Chairperson of the Company shall be reviewed after taking into account the views of executive and non-executive directors on the Board with reference to a questionnaire. Copies of the evaluation forms as applicable will be distributed to each Board Member.
  - Board members shall complete the forms and return them to the Chairman's Office or to the Company Secretary or the Board nominee or an External Consultant, as may be informed.

The Chairman's Office or the Board nominee or the Consultant will tabulate the results of the evaluation and the Report would be presented at the meeting of the Independent Directors, NRC and to the Board.

The Chairman of the Board will have one to one discussion with the majority of Directors on the functioning of the Board and its Committees, attendance and level of participation at meetings of the Board/Committees, independence of judgement exercised by Independent Directors, interpersonal relationship etc.

Apart from the above, the Nomination Remuneration Committee (N&RC) will carry out an evaluation of every director's performance and would review the Report. The NRC would provide feedback to the Board on its evaluation of every director's performance and based on such feedback, the Board will recommend appointments, re-appointments, and removal of the non-performing Directors of the Company.

#### 4.4 Policy for appointment and removal of directors, KMP and senior management personnel:

##### i. Appointment Criteria and Qualifications:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as director, KMP or senior management personnel and recommend to the Board his/her appointment.
- b) A person should possess adequate qualifications, expertise and experience for the position he / she is considered for appointment.
- c) The Company shall not appoint or continue the employment of any person as Managing/ Whole-time Director who has attained the age of seventy years, provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of the shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

**ii. Term/Tenure:****a) Managing Director/ Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole-time Director for a term subject to the provisions of the Companies Act 2013 & rules made there under, not exceeding three years at a time for the time-being. No re-appointment shall be made earlier than one year before the expiry of term.

**b) Independent Director:**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms of up to a maximum of five years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director, provided that the Independent Director shall not, during the said period of three years be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

**iii. Evaluation:**

The Committee shall carry out evaluation of performance of every Director, Key Managerial Personnel and senior management personnel at regular intervals.

**iv. Removal:**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules & Regulations there under, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, Key Managerial Personnel or senior management personnel subject to the provisions and compliance of the said Act, Rules & Regulations.

**v. Retirement:**

The Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP and senior management personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**vi. Policy for remuneration to directors, KMP and senior management personnel:****a. Remuneration to Managing/Whole-time Directors, KMP and senior management personnel:**

The remuneration/ compensation/ commission etc. to be paid to Managing/Whole-time Directors shall be governed as per provisions of the Companies Act, 2013 and Rules made there under or any other enactment for the time-being in force.

**b. Remuneration to Non-Executive/ Independent Director:**

The non-executive Independent /Non-Independent Director may receive remuneration/ compensation/ commission as per the provisions of the Act. The amount of sitting fees shall be subject to ceiling / limits as provided under the Act and Rules made thereunder or any other enactment for the time being in force. The Nomination & Remuneration Policy of the Company has been uploaded and can be viewed on the Company's website, [www.indiasteel.in](http://www.indiasteel.in) at investors relations section. The web link is: [http://www.indiasteel.in/pdfs/Nomination\\_Remuneration\\_Policy.pdf](http://www.indiasteel.in/pdfs/Nomination_Remuneration_Policy.pdf)



## vii. Details of remunerations / sitting fees paid to the Directors during the financial year 2023-24:

Rs.in Lakhs

Name of the Director	Salary & Perquisites	Contribution to PF	Commission	Sitting Fees
Mr. Sudhir H. Gupta	Nil	Nil	Nil	Nil
Mr. Varun S. Gupta	Nil	Nil	Nil	Nil
Mrs.Priyanka V. Gupta	Nil	Nil	Nil	Nil
Mrs. Saachi Madnani	Nil	Nil	Nil	0.60
Mr. Bimal Desai	Nil	Nil	Nil	1.60
Mr. Santino Roco Morea	Nil	Nil	Nil	1.00
Mr. Shivanand S. Bhalerao	Nil	Nil	Nil	1.60
Mr. Santosh P. Bhosale	Nil	Nil	Nil	1.60
Mr. R.D.Ranjan	Nil	Nil	Nil	0.44

## 5 Stakeholders Relationship Committee:

In compliance with the provisions of Section 178 of the Act and Regulation 20 of the Securities Exchange Board of India (Listing Obligation and Disclosures Requirements) (Amendments) Regulations, 2018, the Board has renamed the existing Shareholders/Investors Grievance Committee as "Stakeholders Relationship Committee". This Committee ensures speedy disposal of all grievances/complaints relating to shareholders/investors.

## 5.1 Terms of reference of the Stakeholders Relationship Committee:

The terms of reference of the Committee include the following: -

- To specifically look into complaints received from the shareholders of the Company;
- To oversee the performance of the Registrar and Transfer Agent of the Company;
- To recommend measures for overall improvement in the quality of services to the investors;

## 5.2 No of Meetings :

Five meetings of the Stakeholders Relationship Committee were held during the year i.e. on 30th June, 2023, 18th July, 2023, 14th August, 2023, 14th November, 2023, 14th January, 2024.

The Composition of the Committee and attendance of the members are as follows:

Name / category of the Director	Status	No. of meetings attended
Mr. Bimal Desai (Non-executive & Non-Independent Director)	Chairman (Up to 29.09.2023)	1
Mrs. Priyanka V. Gupta (Non-executive & Non-Independent Director)	Chairman (From 10.11. 2023)	1
Mr. Santino Roco Morea (Non- Executive Independent Director)	Member (Up to 7.11.2023)	3
Mr. Shivanand S. Bhalerao (Non- Executive Independent Director)	Member	5



Name / category of the Director	Status	No. of meetings attended
Mr. Santosh P. Bhosale (Non-Executive Independent Director)	Member	5
Mrs. Saachi R. Madnani (Non-Executive Independent Director)	Member (Up to 4.09.2023)	3

Mr. Dilip Maharana, Company Secretary is the Compliance Officer for complying with the requirements of SEBI Regulations and Listing Agreement with the Stock Exchanges in India. His address and contact details are as given below:  
Address : 304, Naman Midtown, Tower A, S B Marg, Mumbai 400 013 Phone : 022- 62 304 304 Fax : 022- 62 304 399 Email : cosec@indiasteel.in.

During the year 2023-24, there were no dematerialization requests pending for more than 30 days as on 31st March, 2024.

### 5.3 Investor Grievance Redressal:

Number of complaints received and resolved to the satisfaction of Shareholders / Investors during the year under review and their break-up is as under:

No. of Shareholders' Complaints received during the year ended 31.03. 2024:	1
Number not solved to the satisfaction of Shareholders:	0
No. of pending Complaints as on 31.03.2024:	0
None of the Complaints were pending for a period exceeding 30 days:	Not applicable

To serve the investors better and as required under the SEBI Listing Regulations, the designated e-mail address for investor complaints is cosec@indiasteel.in which is monitored by the Company's Compliance Officer.

### 6. Internal Complaint Committee:

In compliance with the provisions of The Sexual harassment of Women at Workplace (Prevention, prohibition and Redressal) Act, 2013, the Board has formed an internal Complaints Committee. The constitution of this committee is as mentioned below:

Name of the Director	Status	Contact Details
Mr. Manish Sawardekar (From 1.06.2023)	Manager, Accounts Member	msawardekar@iswl.in
Milind Ghumare (Up to 31.05.2023 )	Vice President Exports, Member	milind@indiasteel.in
Mrs. Jayasree Padikkal Varriam (Up to 31.05.2023)	Member	khopoliaccounts@iswl.in

As of date, due to resignation, there are no women employees in the Company and also there are no members except Mr. Manish Sawardekar.

The Committee normally considers the following issues:

- Sexual Harassment .
- Redressal of employee complaints .
- Safety and Job Security



The Committee has not received any Complaint during the year. Disclosure in relation to the Sexual Harassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013:

- |  |     |
|--|-----|
| i) Number of complaints filed during the year:                 | NIL |
| ii) Number of complaints disposed during the year:             | NA  |
| iii) Number of complaints pending as on end of financial year: | NA  |

#### 7. Management Committee:

Board of Directors has formed the Management Committee comprising Mr. Sudhir H. Gupta, Executive Chairman as the Chairman, Mr. Varun S. Gupta, Managing Director and Mr. R D Ranjan, Independent Director as members to look after the day-to-day administrative work of the Company and the matters related to Banking and legal. No meeting was held during the year under review.

#### 8. Corporate Social Responsibility Committee (CSR):

As per Section 135 of the Companies Act, 2013, every Company having net worth of Rupees five hundred crore or more, or turnover of Rupees one thousand crore or more, or a net profit of Rupees five crore or more during the immediately preceding financial year shall constitute the CSR Committee. Considering the above threshold limit specified above, the Company is not required to constitute the CSR Committee. However, the Company has voluntarily constitute a committee.

##### 8.1 Terms of reference of the Committee:

- To formulate and recommend the Board, a Corporate Social Responsibility Policy (CSR Policy), which shall indicate a list of CSR projects or programs which a Company plans to undertake falling within the purview of the Schedule VII of the Companies Act, 2013, as may be amended.
- To recommend the amount of expenditure to be incurred on each of the activities to be undertaken by the Company, while ensuring that it does not include any expenditure on an item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Companies Act, 2013.
- To approve the Annual Report on CSR activities to be included in the Director's Report forming part of the Company's Annual Report and attribute reasons for short comings in incurring expenditures.
- To monitor the CSR policy of the Company from time to time; and
- To institute a transparent monitoring mechanism for implementation of the CSR Projects or programs or activities undertaken by the Company. No meeting was held during the year 2023-24.

The committee comprises the following directors as on 31.03.2024.

Name / category of the Director	Status
Mr. Bimal Desai (Non-executive & Non-Independent Director)	Chairman (Up to 29.09.2023)
Mrs. Priyanka V. Gupta (Non-executive & Non-Independent Director)	Chairman (From 10.11.2023)
Varun S. Gupta (Executive Director)	Member
Mr. Shivanand S. Bhalerao (Non- Executive Independent Director)	Member
Mr. Santosh P. Bhosale (Non- Executive Independent Director)	Member



## 9. General Body Meetings

a. The last three Annual General Meetings (AGM) of the Company were as under:

AGM	Date	Location	Time	Special Resolutions Passed
36th AGM	29.09. 2023	Deemed Venue India Steel Works Complex, Zenith Compound, Khopoli, Raigad - 410203. ( through Video Conferencing) 'VC' facility or other audio visual means ('OAVM')	2:00 p.m. (IST)	1. To approve sale of the whole or substantially whole of the business of the Company.
35th AGM	16.12.2022	Deemed Venue India Steel Works Complex, Zenith Compound, Khopoli, Raigad - 410203. ( through Video Conferencing) ('VC') facility or other audio visual means ('OAVM')	2:00 p.m. (IST)	1. Appointment of Mr. Santosh P. Bhosale (DIN: 05117360) as a Non-Executive, Independent Director of the Company not liable to retire by rotation, for a term of five years commencing from September 20, 2022, up to September 19, 2027. 2. Appointment of Mr. Shivanand S. Bhalerao (DIN: 09263141) as a Non-Executive, Independent Director of the Company not liable to retire by rotation, for a term of five years commencing from September 20, 2022, up to September 19, 2027.
34th AGM	28.12.2021	Deemed Venue India Steel Works Complex, Zenith Compound, Khopoli, Raigad - 410203. ( through Video Conferencing ('VC') facility or other audio visual means ('OAVM')	2:00 p.m. (IST)	1. Appointment of Mr. Karan Lamba (DIN: 06533079) as an Independent Director of the Company for a consecutive period of 5 years. 2. Appointment of Mr. Santino Rocco Morea (DIN: 01642189) as an Independent Director of the Company for a consecutive period of 5 years. 3. Appointment of Mr. Harpreet Baweja (DIN: 02742525) as an Independent Director of the Company for a consecutive period of 5 years. 4. Appointment of Mrs. Aastha Sharma ( DIN 06595976) as an Independent Director of the Company for a consecutive period of 5 years 5. Appointment of Mr. Varun S. Gupta (DIN: 02938137) as Managing Director of the Company for a period of 3 years 6. Appointment of Mr. Sudhir H. Gupta (DIN-00010853), as the Chairman of the Company. 7. Appointment of Mr. Sudhir H. Gupta (DIN-00010853), as a Whole-time Director designated as "Executive- Chairman". 8. Approval of arrangements / transactions with related Parties.



**b. The last three Extra-Ordinary General Meetings (EGM) of the Company were as under:**

EGM	Date	Location	Time	Special Resolution passed
2nd ('EGM' No.2/ 2023 – 24)	26.02.2024	Deemed Venue India Steel Works Complex, Zenith Compound, Khopoli, Raigad -410203. ( through Video Conferencing ('VC') facility or other audio visual means ('OAVM')	2:00 p.m. (IST)	<ol style="list-style-type: none"> <li>Approval to the Appointment of Mr. Ratna Deep Ranjan ( DIN: 08755116) as Non-Executive Independent Director of the Company for first term of 5 (Five) consecutive years.</li> <li>To rescind the Resolution passed at the thirty fifth Annual General Meeting of the Company to increase the Authorized Share Capital &amp; consequential amendment to Memorandum of Association of the Company.</li> <li>Adoption of new set of Memorandum of Association with amended object clauses / other clauses.</li> </ol>
EOGM No.01 / 2023-24	23.06.2023	Deemed Venue India Steel Works Complex, Zenith Compound, Khopoli, Raigad -410203. ( through Video Conferencing ('VC') facility or other audio visual means ('OAVM')	2:00 p.m. (IST)	<ol style="list-style-type: none"> <li>Appointment of Mrs. Sachi Madnani (DIN:10045589) as independent Director for consecutive period of five years i.e from March 27, 2023 to March 26, 2028 (both days inclusive), not liable to retire by rotation.</li> </ol>
EOGM No. 01 / 2021-22	14.02.2022	Deemed Venue India Steel Works Complex, Zenith Compound, Khopoli, Raigad -410203. ( through Video Conferencing ('VC') facility or other audio visual means ('OAVM')	2:00 p.m. (IST)	Nil

**c. Details of resolutions passed through Postal Ballot:**

During the year, no resolutions were passed through postal ballot.

**d. The Special Business, to approve sale of the whole or substantially whole of the business of the Company, proposed transacted at the Annual General Meeting held on September, 29, 2023 ('AGM'), requires passing of a Special Resolution through Postal Ballot.**

The Special Business, to approve Adoption of new set of Memorandum of Association with amended object clauses/other clause transacted at the Extra-Ordinary General Meeting held on 26th February, 2024 ('EGM'), requires passing of a Special Resolution through Postal Ballot. The matters were considered at the AGM/EGM, as remote e-voting facility was provided to the members.

**10. Disclosures:****(i) There were no transactions of material nature with related party.**

The transactions were made during ordinary course of business on arm's length basis. The details of related party transactions have been reported in the Notes to Accounts. Company has in place a policy on Related Party Transactions and the same is displayed on the Company's website and the weblink of the same is <http://www.indiasteel.in/pdfs/poicy->

on-dealing-with-the-related-party-transaction.

- (ii) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) for non-compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Financial Year 2021-22			
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc
1	BSE Limited (BSE)	Regulation 13(3) (Listing Obligations and Disclosure Requirements) Regulations 2015 statement giving the number of investor complaints for the March 2021 quarter should have been submitted on or before 21/04/2021 submitted on 10/06/2021.	The Statement should have been filed on or before 21/04/2021. However, it was submitted on 10.06.2021. For the delay in submission BSE has levied penalty Rs. 48380/-including GST. The Company has paid the penalty levied for the non-compliance.
2	BSE Limited (BSE)	The Company submitted the Shareholding Pattern under Regulation 31 (Listing Obligations and Disclosure Requirements) Regulation 2015 for March Quarter on 11/06/2021	The Shareholding Pattern should have been filed on or before 21/04/ 2021. However It was submitted on 11.06.2021.For the delay in submission BSE has levied penalty Rs. 96760 /- including GST. The Company has paid the penalty levied for the noncompliance.
3	BSE Limited (BSE)	The Company has submitted Financial Results for the Quarter ended 31.3.2021 on 20th August, 2021 beyond the stipulated period i.e which should have been submitted on or before 30.06. 2021.	The Financial Results should have been filed on or before 30th June, 2021. The Company has paid the penalty Rs. 300900/- including GST levied for the non-compliance.
4	BSE Limited (BSE)	Secretarial compliance report for the year ended March, 2021 under Regulation 24A submitted on 25/08/2021.	The Secretarial compliance report should have been filed on or before 30th June, 2021. The Company has paid the penalty Rs. 89680 /- including GST levied for the non-compliance.
5	BSE Limited (BSE)	The Company has submitted the Shareholding Pattern under Regulation 31 for September Quarter on 01/12/2021.	The Shareholding Pattern should have been filed on or before 21/10/ 2021. However It was submitted on 01.12.2021. For the delay in submission BSE has levied penalty Rs.59000/- including GST. The Company has paid the penalty levied for the noncompliance.
6	BSE Limited (BSE)	The Company has a qualified Company Secretary who was appointed on 31/07/2020.	The Company received a mail from BSE regarding noncompliance of Regulation 6(1) pertaining to appoint of a qualified company secretary as the Compliance officer imposing a penalty of Rs.108560/-including GST. The penalty was waived later.



Financial Year 2021-22			
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc
7	BSE Limited (BSE)	LinkIntime India Private Limited is the Share transfer agent of the Company since long. There was no deviation as such.	The Company has a Share Transfer Agent. However, BSE had imposed a penalty of Rs.108560/-including GST, was waived later.
8	BSE Limited (BSE)	The Board Meeting was held on 20/08/2021 which should have been held on or before 30/06/2021.	The Company has hold the Board Meeting on 20/08/2021 and The Company has paid the penalty Rs.11800 /- including GST levied for the non-compliance.
9	BSE Limited (BSE)	The Company has submitted the Reconciliation of share Capital audit Report for the quarter ended 30.06.2021 on 09/08/2021 which should have been submitted on or before 30/07/2021	The Company has submitted the Reconciliation of share Capital audit Report for the quarter ended 30.06.2021 on 09/08/2021 and there is a delay in the submission.
10	BSE Limited (BSE)	The Company has submitted the Reconciliation of share Capital audit Report for the quarter ended 30.09.2021 on 02/11/2021 which should have been submitted on or before 30/10/2021.	The Company has submitted the Reconciliation of share Capital audit Report for the quarter ended 30.09.2021 on 02/11/2021 and there is a delay in the submission.

Financial Year 2022-23			
1	BSE Limited (BSE)	Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018. The Company is required to furnish Quarterly Reconciliation of Share Capital Audit Report within 30 days of the end of that quarter to the Exchange. It was submitted with the Stock Exchange on 05/05/2022.	The Company received an email dated 05/05/2022 about the non-compliance and cautioned to submit the Reconciliation of Share Capital Audit Report in XBRL and in PDF format for the quarter ended March 31, 2022 at the earliest, failing which action pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 had to be initiated.
2	BSE Limited (BSE)	Regulation 31 Listing Obligations and Disclosure Requirements) Regulation, 2015 requires submission of shareholding pattern within twenty-one days from the end of March 2022 quarter i.e on or before 21/04/2022. It was submitted on 3/05/2022.	For the delay in submission BSE has levied penalty Rs.28320 /-including GST. The Company has paid the penalty levied for the non-compliance.



Financial Year 2022-23			
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc
3	BSE Limited (BSE)	Certificate under Regulation 40 (9) of the SEBI (LODR) Regulations 2015 from Practicing Company Secretary for the year ended March 31, 2022 required to be submitted with Stock Exchange u/r 40(10) within 30 days from the end of FY 31 03 2022. It was submitted on 05/05/2022.	Mail was received to submit the certificate at the earliest.
4	BSE Limited (BSE)	Certificate under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was required to be submitted on or before 30 04 2022 was Submitted on 2 5 2022.	Mail was received to submit the certificate at the earliest.
5	BSE Limited (BSE)	There was no Board Meeting held during the calendar quarter i.e. period from 01.04.2022 to 30.06.2022.	BSE levied penalty Rs.11800 /-including GST. The Company has paid the penalty levied for the non-compliance.
6	BSE Limited (BSE)	Annual audited financial results (Stand Alone & Consolidated) for the financial year, should have been submitted within sixty days from the end of the financial year i.e. on or before 30 05 2022 submitted on 29 07 2022.	BSE levied penalty Rs.318000 /-including GST. The Company has paid the penalty levied for the non-compliance.
7	BSE Limited (BSE)	The intimation to hold board meeting held on 29 07 2022 to consider financial results for the FY 31 03 2022 should have been given on or before 23 07 2022. It was given on 28 07 2022.	BSE levied penalty Rs.11800 /-including GST. The Company has paid the penalty levied for the non-compliance.
8	BSE Limited (BSE)	Regulation 31 Listing Obligations and Disclosure Requirements) Regulation, 2015 requires submission of shareholding pattern. within twenty one days from the end of June 2022 quarter i.e on or before 21/07/2022.It was submitted on 30/11/2022.	BSE levied penalty Rs.3,11,520/- /-including GST. The Company has paid the penalty levied for the non-compliance.
9	BSE Limited (BSE)	Regulation 31 Listing Obligations and Disclosure Requirements) Regulation, 2015 requires submission of shareholding pattern. within twenty-one days from the end of September 2022 quarter i.e. on or before 21/10/2022. It was submitted on 30/11/2022.	BSE levied penalty Rs. 94400 /- including GST. The Company has paid the penalty levied for the non-compliance.



Financial Year 2022-23			
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc
10	BSE Limited (BSE)	Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018. for the Quarter ended (i) 30/06/2022 was required to be submitted within 30 days of the end of quarter Viz. on or before 30/07/2022. Instead, it was submitted on 20/12/2022. (ii) 30/09/2022 was required to be submitted within 30 days of the end of quarter Viz. on or before 30/10/2022. Instead, it was submitted on 20/12/2022.	Mail was received to submit the certificate at the earliest.
11	BSE Limited (BSE)	The listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Mrs. Priyanka V. Gupta was appointed as Additional Women Director on the Board on 15.07.2022. Approval of Shareholders was not taken. However She had resigned.	Caution mail was received.
12	BSE Limited (BSE)	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director within 3 months from date of the Vacancy or in the next board meeting which ever earlier. Mrs. Priyanka V. Gupta resigned on 14.11.2022. Vacancy Should be filled on or before the Board Meeting of the Company held on 14th February, 2023. Mrs. Priyanka V. Gupta resigned on 14.11.2022. Vacancy Should be filled on or before the Board Meeting of the Company held on 14th February, 2023.	BSE levied penalty Rs.241900/- including GST. The Company has paid the penalty levied for the non-compliance.



Financial Year 2023-24			
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc
1	BSE Limited (BSE)	Regulation 31 Listing Obligations and Disclosure Requirements) Regulation, 2015 requires submission of shareholding pattern within twenty-one days from the end of the 31st March 2023 quarter i.e. on or before 21/04/2023 submitted on 27 05 2023.	For the delay in submission BSE has levied penalty Rs. 80240 /- including GST. The Company has paid the penalty levied for the non-compliance.
2	BSE Limited (BSE)	The Company did not submit Reconciliation of Share Capital Audit Report for the Quarter ended 31/03/2023 within 30 days of the end of quarter Viz. on or before 30/04/2023. It was submitted on 15/06/2023..	
3	BSE Limited (BSE)	Secretarial Compliance Report issued by Practicing Company Secretary for the year ended March 31, 2023 required to be submitted with Stock Exchange u/r 24 A (2) within 60 days from the end of the Financial Year i.e. on or before 30 05 2023, was submitted on 20/07/2023.	Penalty levied Rs.120360/- (Including GST Rs.18360/-) has been paid & the shareholdings of the promoters then defrozeed.
4	BSE Limited (BSE)	The intimation to hold board meeting held on 18 07 2023 to consider financial results for the FY 31 03 2023 should have been given on or before 12 07 2023. It was given on 16 07 2023.	The Company has paid Rs.11800/- the penalty including GST.
5	BSE Limited (BSE)	The Shareholding Pattern for the quarter 30.06.2023 should have been filed on or before 21/07/2023. However, it was submitted on 08 09 2023.	Penalty Rs.1,10,920 /- including GST paid for the non-compliance.
6	BSE Limited (BSE)	Reconciliation of Share Capital Audit Report for the Quarter ended 30/06/2023 was required to be submitted within 30 days of the end of quarter Viz. on or before 30/07/2023. Instead, it was submitted on 15/09/2023.	





Financial Year 2023-24			
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc
7	BSE Limited (BSE)	The intimation to hold board meeting held on 14 08 2023 to consider financial results for the quarter 30 06 2023 should have been given on or before 08 08 2023. It was given on 10 08 2023.	Penalty paid Rs.11800/-including GST.
8	BSE Limited (BSE)	The intimation to hold board meeting held on 14 11 2023 to consider financial results for the quarter 30 09 2023 should have been given on or before 08 11 2023. It was given on 10 11 2023.	Penalty paid Rs.11800/-including GST.
9	BSE Limited (BSE)	The intimation to hold board meeting held on 16 01 2024 to consider financial results for the quarter 31 12 2023 should have been given on or before 10 1 2024. It was given on 12 1 2024.	Penalty paid Rs.11800/-including GST.
10	BSE Limited (BSE)	The Shareholding Pattern for 31st December,2023 should have been filed on or before 21/01/2024. However It was submitted on 23/01/2024.	For the delay in submission BSE has levied penalty Rs.2360/- including GST .
11	BSE Limited (BSE)	Annual audited financial results (Stand Alone & Consolidated) for the financial year, should have been submitted within sixty days from the end of the financial year i.e. on or before 30 05 2023 submitted on 18 07 2023.	Penalty paid Rs.287460/-(including GST).
12	BSE Limited (BSE)	There was a delay in submission of Un-audited financial results (Stand Alone & Consolidated) for the Quarter ended 30 09 2023.	Penalty paid Rs.2,24,200/-(including GST).
13	BSE Limited (BSE)	Due to closure of the subsidiary, the Company has submitted only Stand Alone Financial Results for the Quarter ended 31 12 2023.The Stock Exchange had imposed penalty of Rs.177000/-(including GST) up to 15 03 2024.	The Company has made an waiver application with the Stock Exchange for the same which is pending till date of this report.
14	BSE Limited (BSE)	The Shareholding Pattern should have been filed on or before 21/04/2024. However, it was submitted on 23 04 2024.	For the delay in submission BSE has levied penalty Rs.4720/- including GST.



Financial Year 2023-24			
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc
15	SEBI	Mrs. Priyanka Gupta was appointed as an Additional Director on 15th July, 2022. She resigned as additional director on 14th November, 2022. Her appointment was not approved by the Shareholders within 3 months.	Penalty Rs.100000/- levied by SEBI paid.

- (ii) The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The estimates / judgments made in preparation of these financial statement are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.
- (iv) The Company has a formal system of internal control which examines reliability of financial and operational information and all statutory/ regulatory compliances.
- (v) The Company has been formulated Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company. This Policy covers misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers. The vigil mechanism provides a channel to the employees and directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases. This policy, however, neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and/ or colleagues in general. It is affirmed that no personnel have been denied access to the Audit Committee. The Whistle Blower Policy of the Company has been uploaded and can be viewed on the Company's website, [www.indiasteel.in](http://www.indiasteel.in) at investors relations section. The web link is:  
<http://www.indiasteel.in/pdfs/VigilMechanism-Policy-Whistle-Blower-Mechanism.pdf>
- (vi) The Company has Risk Management Policies for the businesses, duly approved by the Board, which are periodically reviewed to ensure that the executive management controls risk by means of a properly defined framework. The Board of Directors has also adopted the following policies in line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 viz.:
- Whistle Blower Policy (Vigil mechanism)
  - Internal Financial Control;
  - Related Party Transaction Policy;
  - Risk Management Policy;
  - Policy for determining materiality of events;
  - Policy for preservation of documents;
  - Archival Policy; and
  - Nomination and Remuneration Policy etc.



- (vii) The Company has not raised any funds from the capital market (public/rights/preferential issues etc.) during the financial year 2023-24.
- (viii) The Company has no subsidiary / material subsidiary.
- (ix) Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report along with relevant annexures, Auditor's Report and other important information is circulated to members and others entitled thereto. The Corporate Governance Report, Management Discussion and Analysis (MD&A) Report forms part of the Annual Report.
- (x) The details of the equity shares of the Company held by the Directors & KMP as on 31st March, 2024 are as under:
- |   |         |
|---|---------|
| Mr. Sudhirkumar H. Gupta (Executive Chairman) - | 1845550 |
| Mr. Varun S. Gupta (Managing Director) -        | 654800  |
| Mr. Nilesh Matkar (Chief Financial Officer) -   | 100     |

#### 11. General Shareholders Information:

**Annual General Meeting:** Monday, 30th September 2024 at 2:00 p.m (IST)

Deemed Venue: India Steel Works Complex, Zenith Compound, Khopoli, Raigad-410203.

**A. Financial Year:** April 01, 2023 to March 31, 2024.

**B. Date of Book Closure and Dividend Payment:**

- Date of Book Closure : Tuesday, 24th September 2024 to Monday, 30th September 2024 (Both days inclusive).
- Dividend Payment Date: The Dividend of 0.01% on total paid up Preference share capital of the Company for the financial year ended 31st March, 2024 shall be deposited into the account of the shareholders by 30th October, 2024.

**C. Company Identification Number (CIN):** L29100MH1987PLC043186

**D. Stock Exchange Listing:** The Stock Exchange, Mumbai

**E. Stock Code:**

1. ISIN: INE072A01029
2. The Stock Exchange, Mumbai: 513361

**F. Registrar & Share Transfer Agents**

Link Intime India Private Limited Phone: 02225946970, C 101,247 Park, L B S Marg, Vikhroli West, Mumbai 400 083. Tel No: +91 22 49186000 Fax: +91 22 49186060. Email ID: [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in) Mumbai-400 078 Website: [www.linkintime.co.in](http://www.linkintime.co.in)

**G. Compliance Officer :**

Mr. Dilip Maharana

304, Tower A, Naman Midtown, Senapati Bapat Marg, Elphinstone (West), Mumbai - 400013

**H. Share Transfer System:**

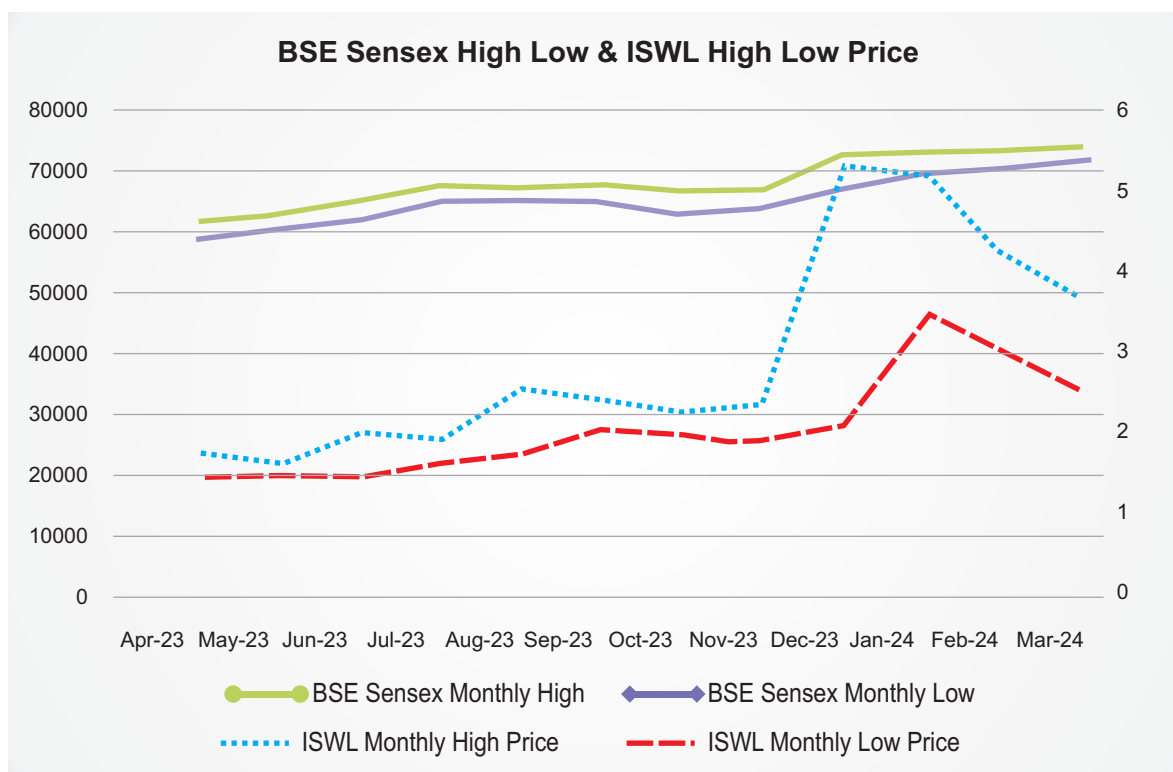
Share Transfers in physical forms can be lodged with Link Intime India Pvt Ltd. The transfers are normally processed within a period of 15 days from the date of the receipt if the documents are complete in all respects. Requests for dematerialization if shares are processed and confirmation is given to the respective depositories. i.e. NSDL & CDSL within 15 days. The Company obtains from a Company Secretary in practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 7(3) of the Securities Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulations, 2015 and files a copy of the said certificate with Stock Exchange.



I. Market Price Data:

The monthly high/low market price of the shares during the year 2023-24 on BSE Limited are as under:

Month	High	Low
Apr-23	1.78	1.48
May-23	1.63	1.44
Jun-23	2	1.44
Jul-23	1.91	1.65
Aug-23	2.54	1.73
Sep-23	2.39	2.04
Oct-23	2.24	1.96
Nov-23	2.25	1.93
Dec-23	5.29	2.12
Jan-24	5.21	3.49
Feb-24	4.27	3.05
Mar-24	3.64	2.61





**J. Distribution of shareholding based on nominal value as on 31st March, 2024:**

SR.NO.	SHAREHOLDING OF SHARES	SHAREHOLDERS	% OF TOTAL	TOTAL SHARE	% OF TOTAL
1	1 to 500	35826	70.2209	5200503	1.3064
2	501 to 1000	6053	11.8642	5259999	1.3213
3	1001 to 2000	3831	7.509	6049822	1.5197
4	2001 to 3000	1494	2.9283	3872067	0.9727
5	3001 to 4000	704	1.3799	2556593	0.6422
6	4001 to 5000	924	1.8111	4475863	1.1244
7	5001 to 10000	1189	2.3305	9313014	2.3395
8	10001 to ****	998	1.9561	361353064	90.7738
	<b>Total</b>	<b>51019</b>	<b>100</b>	<b>398080925</b>	<b>100</b>

**K. Shareholding Pattern**

Category Code	As on 31. 03. 2023			As on 31. 03. 2024		
	No. of Holders	No of Shares	% of holding	No. of Holders	No of Shares	% of holding
Promoters & Promoters Group	15	199470439	50.11	15	191270439	48.05
Mutual Fund	3	3600	0	3	3600	0.00
Financial Institutions / Banks	5	5001550	1.26	5	5001550	1.26
Foreign Financial Institution	4	14800	0	4	14800	0
Foreign Bank	1	260000	0.07	1	260000	0.07
Central Government / State Government(s)	0	0	0	0	0	0.00
Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	39686	58114729	14.6	49730	62558520	15.72
Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	16	13039481	3.28	23	16654734	4.18
Hindu Undivided Family	289	1723567	0.43	294	2499762	0.63
<b>Foreign Companies</b>						
Metal Industriail Pte Ltd	1	90458196	22.72	1	90458196	22.72
Tb Investments Ltd	1	27000000	6.78	1	27000000	6.78
Non Resident Indians	119	975167	0.24	119	941860	0.24
Body Corp-Ltd Liability Partnership	2	85997	0.02	3	84244	0.02
Clearing Member	6	670447	0.17	0	0	0.00
Bodies Corporate	120	1262952	0.32	118	1333220	0.33
<b>Total Public Shareholding</b>	<b>40268</b>	<b>398080925</b>	<b>100</b>	<b>50317</b>	<b>398080925</b>	<b>100.00</b>

**L. Dematerialization of shares and liquidity:**

The Company has arrangements with National Securities Depository Ltd. (NSDL) as well as the Central Depository Services(India) Ltd.(CDSL for a demat facility, 99.73% of the Company's Listed Equity Share Capital was dematerialized as on 31.03.2024. The Company's shares are traded on the Stock Exchange, Mumbai. A Company Secretary in Practice carries out an audit for reconciliation of share capital of the Company to reconcile the total admitted capital with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (collectively 'Depositories') and the total issued and listed capital. The Audit confirms that the total paid-up capital is in agreement with the aggregate of the total number of shares in physical form and in dematerialised form (held with Depositories).

**M. Plant Locations:**

Special Steel and Rolling Mill Division Zenith Compound, Khopoli, Dist. Raigad, Maharashtra-410203 Tel. No.+91 21 92265812; Fax No. +912192264061

**N. Financial Calendar of the Company relating to future immediate reporting:**

The Financial year covers the period from April 01, 2024 to March 31, 2025. Financial Reporting:

Quarter ending June 30, 2024	Up to August 14, 2024.
Half Year ending September 30, 2024	Up to November 14, 2024.
Quarter ending December 2024	Up to February 14, 2025.
Year ending March 31, 2025	Up to May 30, 2025.
Annual General Meeting for the year ended March 31, 2025.	Up to September 30, 2025

**O. Means of Communications:**

(i) **Quarterly Results and Annual Financial Results:** Quarterly and Annual Financial results of the Company are generally published in Newspaper i.e. Navbharat and Mumbai Lakshdeep in vernacular language.

(ii) **Website:**

The Securities and Exchange Board of India (SEBI) has made it mandatory for companies to maintain an updated website to post yearly and quarterly financial statements, shareholding pattern, details for shareholders, code of conduct, presentation made to institutional investors/analysts/press release etc. on the website. Accordingly, the Company has provided all such disclosures under "Investor Relations" section of the Company's website: [www.indiasteel.in](http://www.indiasteel.in) apart from filing the same to BSE for publishing the same on their website.

**P. Address for correspondence:**

India Steel Works Limited 304, Naman Midtown, Tower A, Senapati Bapat Marg, Elphinstone Road (W), Mumbai-400013 Tel: +912262 304 361/364; Email: [cosec@indiasteel.in](mailto:cosec@indiasteel.in) Website: [www.indiasteel.in](http://www.indiasteel.in)

**Q. Compliance under mandatory & non-mandatory requirements:**

i. The Company had complied with all the mandatory requirements of SEBI (LODR), Regulations, 2015 to the extent applicable except the non-compliances as mentioned elsewhere in the report.

ii. Compliance with Non-Mandatory requirements as detailed below:

1. Office of the Chairman of the Board and re-imburement of expenses by the Company. Mr. Sudhir H. Gupta is the Executive Chairman of the Company, entitled to remuneration. However, he has foregone his remuneration.
2. The Company's financial results are published in the newspapers and also posted on its own website.
3. The Company has a separate post of Chairman and CEQ.



**R. Disclosure with respect to demat suspense account / unclaimed suspense account:**

The disclosures with respect to demat suspense account/ unclaimed suspense account are as follows:

Sr. No.	Particulars	No. of Shareholders	No. of Shares
1	Aggregate no. of shareholders and the outstanding shares in the suspense account lying at the beginning of the years	237	43600
2	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	Nil	Nil
3	Number of shareholders to whom shares were transferred from suspense account during the year	Nil	Nil
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year.	237	43600
5	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	237	43600

**S.** To enhance ease of doing business for investors in the securities market, SEBI, vide Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated 03.11.2021 & SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/ CIR/2021 /687 dated 14.12.2021, had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. The norms/procedural requirements for processing service requests of investors have been further modified for providing ease to the Investors vide SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated, March 16, 2023:

1. Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities — In continuation with the erstwhile circular, it shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and specimen signature for their corresponding folio numbers. However, now shareholders can do KYC for multiple corresponding folios through one KYC.
2. Freezing of Folios without PAN, KYC details and Nomination - The folios wherein KYC is not available on or after 01.10.2023, shall be frozen by the RTA. SEBI has provided relaxation in date to the physical shareholders and extended KYC completion date from 01.04.2023 to 01.10.2023. Further, the security holder(s) whose folio(s) have been frozen shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing KYC. For any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from 01.04.2024. Frozen folios shall be referred by the RTA/ listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31.12.2025.
3. Attestation of documents - Self-attested copies of documents will be accepted by the RTA for processing of service requests, unless otherwise prescribed in the Companies Act, 2013 or the Rules issued thereunder or in SEBI Regulations or Circulars issued thereunder.
4. Indemnity - For any service request except transmission and request for issuance for duplicate security certificates, indemnity shall not be required unless the same is specifically provided in the Companies Act, 2013 or the Rules issued thereunder or in SEBI Regulations or Circulars issued thereunder.
5. KYC details across all folios of the holder, maintained by the RTA - RTAs shall update the PAN and KYC details across all the folios of the holder managed by it and details which are already available with the RTA are to be overwritten, upon specific authorization for the same from the holder, as provided in Form ISR-1. All objections by RTA in one instance - while processing service requests and related complaints, the RTAs shall raise all objections, if any, in one instance only. The additional information may be sought only in case of any deficiency / discrepancy in the documents / details furnished by the security holder.

**T. Green Initiative for Paperless Communications:**

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing service of documents by a Company to its Members through electronic mode. The move of the ministry allows public at large to contribute to the green movement. Keeping in view the underlying theme, the Company will continue to send various communications and documents like notice calling general meetings, audited financial statements, directors' report, auditor's report etc., in electronic form, to the email address provided by the Members to the Depositories or to the Company. This is also an opportunity for every shareholder of to contribute to this Corporate Social Responsibility initiative of the Company.

To support this green initiative in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant.

Members who hold shares in physical form are requested to fill in the Registration form which can be obtained from Company's Registrar Linkintime India Pvt Ltd or downloaded from the Company's website [www.indiasteel.in](http://www.indiasteel.in) under the section "Investors", and register the same with the Company's Registrar.

**U. Nomination Facility:**

Pursuant to the provisions of the Companies Act, 2013, members are entitled to make nominations in respect of shares held by them. Members holding shares in physical form and intending to make/change the nomination in respect of their shares in the Company may submit their requests in Form No. 2B to the Company's Registrar, Registrar LinkIntime India Pvt Ltd .

Members holding shares in electronic form may submit their nomination requests to their respective Depository Participants directly. Form No. 2B can be obtained from Company's Registrar.

**V.** There are no cases where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required during the Financial Year 2023-24.

**W.** Total fees for all services approved by the Company and its subsidiary on a consolidated basis, to the statutory auditor is provided in the Financial Report.

**X.** Loans and advances by Company or its subsidiaries to firms/companies in which Directors are interested: Nil

**12. Corporate Ethics:**

The Company adheres to the highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency in business dealings. A Code of Conduct for Board Members and Senior Management and ISWL Code of Conduct to Regulate, Monitor and Report Trading by Insiders as detailed below has been adopted pursuant to the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

**(a) Policy on (Prohibition of Insider Trading) Regulations, 2015:**

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Internal Procedure and Code of Conduct for Prevention of Insider Trading. All the Directors, Employees at Senior Management and other Employees, who could have the access to the unpublished price sensitive information of the Company, are governed by this code. Pursuant to the amendment in provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 trading window is closed from the end of every quarter till 48 hours after the declaration of financial results and occurrence of any material events as per the code. The Company Secretary of the Company as Compliance Officer, is responsible for setting forth procedures and implementation of the code for trading in Company's securities.

**(b) Code of Conduct:**

The Board of Directors of the Company has adopted Code of Business Conduct & Ethics and is applicable to all the Directors and senior management personnel. In terms of the requirements of Regulation 17(5) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Code of Business Conduct & Ethics, as approved by the Board of Directors, has been displayed at the website of the company, [www.indiasteel.in](http://www.indiasteel.in), under the heading 'Investors Relations'. The weblink of the same is: <http://www.indiasteel.in/pdfs/Code of Conduct for Company Board of Directors Senior Management.pdf>.

The Company has a Code of Conduct for Prevention of Insider Trading in the shares and securities of the Company. This Code, inter-alia, prohibits purchase / sale of shares of the Company by Directors and employees while in possession of unpublished price sensitive information in relation to the Company. This Code is available on the Company's website



www.indiasteel.in under 'Investors Relations' section.

All the Board Members and senior management personnel of the Company have affirmed compliance of the Code of Conduct for the year ended 31st March, 2024.

A declaration to that effect signed by the Managing Director is attached and forms part of the Annual Report of the Company. **(Annexure- 7)**.

**(c) Compliance Certificate by Managing Director & CFO:**

The Managing Director & CFO had issued a Certificate pursuant to the provisions of Clause 17 (8) of the Securities Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulations, 2015 certifying the Financial Statements, the Cash Flow Statements and the Internal Financial Control Systems for financial Year ended March 31st, 2024 and the same was placed before the Board of Directors at their meeting held on 7.06.2024 **(Annexure- 8)**.

**(d) Compliance Certificate by Practicing Company Secretary:**

The Company has obtained a certificate from the Secretarial Auditor pursuant to the provisions of Regulation 34(3) read with Schedule V Para C Clause (10)(i) of the SEBI (LODR) Regulations which is annexed herewith **(Annexure-9)**.

**(e) Compliance Certificate by Auditors:**

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated under Schedule V (E) of the SEBI (LODR) Regulations which is annexed herewith. **(Annexure-10)**.

For and on behalf of the Board of Directors of  
**INDIA STEEL WORKS LIMITED**

**Sudhir H. Gupta**  
Executive Chairman  
(DIN: 00010853)

Place: Mumbai

Dated: 7th June, 2024.



## Annexure-3

## Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

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

(a)	Name of related party and nature of relationship	Nil
(b)	Nature of contracts/ arrangements / transactions	Nil
(c)	Duration of the contracts/ arrangements / transactions	Nil
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
(e)	Justification for entering into such contracts or arrangements or transactions	Nil
(f)	Date(s) of approval by the Board	Nil
(g)	Amount paid as advances, if any:	Nil
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

## 2. Details of material contracts or arrangements or transactions at arm's length basis

(a)	Name of related party and nature of relationship	Isinox Limited -Promoter Group Company KMPs have significant influence.
(b)	Nature of contracts/ arrangements / transactions	Sales / purchase of goods / conversion/ job work etc.
(c)	Duration of the contracts/ arrangements / transactions	Ongoing
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	During the Financial Year 2023-24 the total transaction value of the contracts or arrangements are as under (Rs. In Lakhs) : i) Purchases by the Company : Nil ii) Sale by the Company: Nil iii) Services(Rent expenses) by the Company: 12 iv) Job Work Expenses: Rs. Nil
(e)	Date(s) of approval by the Board	-
(f)	Amount paid as advances, if any:	Nil

For and on behalf of the Board of Directors of  
**INDIA STEEL WORKS LIMITED**

**Sudhir H. Gupta**  
Executive Chairman  
(DIN: 00010853)

Place: Mumbai

Date: 7th June, 2024.



## Annexure-3

## Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

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

(a)	Name of related party and nature of relationship	Nil
(b)	Nature of contracts/ arrangements / transactions	Nil
(c)	Duration of the contracts/ arrangements / transactions	Nil
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
(e)	Justification for entering into such contracts or arrangements or transactions	Nil
(f)	Date(s) of approval by the Board	Nil
(g)	Amount paid as advances, if any:	Nil
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

## 2. Details of material contracts or arrangements or transactions at arm's length basis

(a)	Name of related party and nature of relationship	Leap India Brandhub Services Pvt. Ltd.-KMPs have significant influence.
(b)	Nature of contracts/ arrangements / transactions	Sales / purchase of goods / conversion/ job work etc.
(c)	Duration of the contracts/ arrangements / transactions	Ongoing
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	During the Financial Year 2023-24 the total transaction value of the contracts or arrangements are as under (Rs. In Lakhs) : i) Purchase by the Company : Nil ii) Sale by the Company: Nil iii) Services by the Company: Nil iv) Job Work Expenses: Nil
(e)	Date(s) of approval by the Board	-
(f)	Amount paid as advances, if any:	Nil

For and on behalf of the Board of Directors of  
**INDIA STEEL WORKS LIMITED**

**Sudhir H. Gupta**  
Executive Chairman  
(DIN: 00010853)

Place: Mumbai

Date: 7th June, 2024.



**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31ST MARCH, 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,**  
**India Steel Works Limited**  
India Steel Works Complex,  
Zenith Compound,  
Khopoli MH-410203.

Dear Sirs,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by M/s. India Steel Works Limited (hereinafter called "the Company").

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the financial year ended 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:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 1999, and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014(not applicable to the Company during the Audit period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the Audit period);
  - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client,





- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the Audit period), and;
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the Company during the Audit period)
- (vi) For the other applicable laws, our Audit was limited to
- a. The Factories Act, 1948
  - b. The Minimum Wages Act, 1948
  - c. The employees Provident Funds and Misc. Provisions Act, 1952
  - d. The payment of Bonus Act, 1965
  - e. The payment of gratuity Act, 1972
  - f. The Contract labour (Regulation and Abolition) Act, 1952
  - g. The Industrial Employment (Standing Orders) Act, 1946
  - h. The Employees Compensation Act, 1923
  - i. The Apprentices Act, 1923
  - j. The Air (Prevention and control of pollution) Act, 1981

I have relied on the representation made by the Company, its Officers and authorized representatives during the conduct of the audit, and also on the review of Certificates by respective department Heads/ Company Secretary/ CFO.

In my opinion, adequate systems and process and control mechanism exists in the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company.

I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The compliance by the Company of applicable financial laws like Direct and Indirect Tax laws has not been reviewed in this Audit since the same have been subject to review by Statutory Financial Audit and other designated professionals.

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India; and
- b. The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Listing Agreement with Stock Exchanges, Guidelines, Standards, etc. mentioned above, subject to the following observations:

- 1. The Company has not appointed Internal Auditor for the Financial Year ended 31.03.2024.**
- 2. Board Meetings / Committee Meetings during the year under review are held giving Shorter Notices. However, the independent Directors as required are present in the said Board/Committee Meetings.**
- 3. Delay in submission of Shareholding pattern under Regulation 31 (Listing Obligations and Disclosure Requirements) Regulation, 2015:**

The Company has submitted the Shareholding Pattern under Regulation 31 for the Quarter ended:

- 31st March, 2023 on 27/05/2023 (due date of submission on or before 21/04/2023).
- 30th June, 2023 on 08 09 2023 (due date of submission on or before 21/07/2023).
- 31st December, 2023 on 24 01 2024 (due date of submission on or before 21/01/2024).

- 4. Delay in submission of Reconciliation of share Capital audit Report under Regulation 76 SEBI (Depositories and Participants) Regulations, 2018:**

Reconciliation of Share Capital Audit Report for the Quarter ended:



- 31 03 2023 submitted on 15/06/2023 (due date of submission on or before 30/04/2023).
  - 30 06 2023 submitted on 15/09/2023 (due date of submission on or before 30/07/2023).
  - 31 12 2023 submitted on 08/02/2024 (due date of submission on or before 30/01/2024).
- 5. Delay in submission of Secretarial Compliance report under Regulation 24 A (Listing Obligations and Disclosure Requirements) Regulation, 2015**
- Secretarial Compliance Report issued by Practicing Company Secretary for the year ended March 31, 2023 submitted on 20/07/2023 (due date on or before 30 05 2023).
- 6. Delay in giving intimation of the Board Meeting under Regulation 29(2) / 29(3) SEBI (Listing Obligations & disclosures Requirements) regulations, 2015.**
- The intimation to hold board meeting scheduled on 18 07 2023 to consider financial results for the Financial Year ended 31 03 2023 was given on 16 07 2023 which should have been given on or before 12 07 2023.
  - The intimation to hold board meeting scheduled on 14 08 2023 to consider financial results for the quarter 30 06 2023 should have been given on or before 08 08 2023. It was given on 10 08 2023.
  - The intimation to hold board meeting scheduled on 20 12 2023 to consider financial results for the quarter 30 09 2023 should have been given on or before 14 12 2023. It was given on 19 12 2023.
  - The intimation to hold board meeting held on 16 01 2024 to consider financial results for the quarter 31 12 2023 should have been given on or before 10 01 2024. It was given on 12 01 2024.
- 7. Delay in submission of Financial Results under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:**
- Annual audited financial results (Stand Alone & Consolidated) for the financial year ended on 31st March,2023, should have been submitted within sixty days from the end of the financial year i.e on or before 30 05 2023 submitted on 18 07 2023.
  - Quarterly Un-audited financial results (Stand Alone & Consolidated) for the Quarter 30.09.2023, should have been submitted within 45 days from the end of the quarter on or before 14.11.2023 submitted on 20.12.2023.
  - Quarterly Un-audited financial results (Stand Alone & Consolidated) for the Quarter ended 31.12.2023, should have been submitted within 45 days from the end of the quarter on or before 14.02.2024. However only Stand Alone financial results submitted on 16.01.2024.
- 8. Delay in submission of Compliances-Certificate under Reg. 74 (5) of SEBI (DP) Regulations, 2018 for:**
- Quarter ended 31 03 2023 submitted on 25-05-2023 (due date 15 04 2023)
  - Quarter ended 30 06 2023 submitted on 15-09-2023 (due date 15 07 2023)
  - Quarter ended 31 12 2023 submitted on 29-01-2024 (due date 15 01 2024)
- 9. Delay in submission of Compliance Certificate Under Regulation 40 (9) Of The SEBI (LODR) Regulations 2015 From Practicing Company Secretary for The Year Ended March 31, 2023 submitted on 15.06.2023(Due date 30 04 2023).**
- 10. Delay in submission of Compliance Certificate - Regulation 7(3) Of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 For The Year Ended 31st March, 2023 submitted on 31.05.2023 (Due date 30 04 2023).**

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the



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

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

I further report that the management is responsible for compliance of all business laws and other applicable laws. This responsibility includes maintenance of statutory register/ files as required by the concerned authorities and internal control of the concerned department.

I Further report that during the year under review,

- the Company has not made Public Issue / Right Issue / Preferential issue of Shares / Debentures / Sweat Equity / Redemption / Buy-Back of Securities / Merger/ Amalgamation/ Reconstruction/ Foreign Technical Collaborations etc.,.
- the members at the Thirty Sixth Annual General Meeting of the Company held on 29 09 2023 have accorded their approval to sell / dispose off all the tangible and intangible assets / whole or substantially the whole of the business of the Company.
- The members at the 2nd ('EGM' No.2/2023-24) Extra Ordinary General Meeting held on 26 02 2024 have accorded their approval to adoption of new set of Memorandum of Association (MOA) enabling the Company to carry on real estate activities.

This report is to be read with Annexure which forms an integral part of this report.

**For M/s. Reena S Mody & Associates**

**Practicing Company Secretary**

**Sd/-**

**Reena T Parekh**

Proprietor

ACS No.: A25346

C. P. No.:12621

UDIN: **A025346F000547967**

Place: Mumbai

Date: 7th June,2024.



## Annexure-I

To,  
The Members,  
INDIA STEEL WORKS LIMITED

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules, regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
7. 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 M/s. Reena S Mody & Associates**  
**Practicing Company Secretary**

**Reena T Parekh**  
Proprietor  
ACS No.: A25346  
C. P. No.: 12621  
UDIN: A025346F000547978  
Place: Mumbai  
Date: 7th June, 2024.



## Annexure-5

## (A) Conservation of energy-

Total energy consumption and energy consumption per unit of production is given in the table below:

	Particulars	2023-24	2022-23
<b>I</b>	<b>Power &amp; fuel Consumption</b>		
<b>a</b>	<b>Electricity:</b>		
	Purchase Units ('000 kwh)	651	2119
	Total Amount ('000 Rs.)	13690	54642
	Average Rate/Unit (Rs./Kwh)	21.02	25.79
<b>b</b>	<b>Furnance Oil / CBFS / Diseal:</b>		
	Quantity (Kilo litres)	-	79
	Total Amount (in '000 Rs.)	-	3878
	Average Rate (Rs./Litre)	-	49.15
<b>c</b>	<b>Others</b>		
	<b>LDO :</b>		
	Total Amount (in '000 Rs.)	-	-
	<b>Gases:-</b>		
	Total Amount (in '000 Rs.)	-	-
<b>II</b>	<b>Consumption Per Unit Of Production</b>		
	<b>Electricity:</b>		
	Steel Billets	-	-
	Hot Rolled/Bars/rods	-	-
	Cold Finish Bars	-	-
	<b>Furnance Oil / CBFS / Diseal:</b>		
	Steel Billets	-	-
	Hot Rolled/Bars/rods	-	4,058
	Cold Finish Bars	-	-

## (A) Technology absorption:

NIL

## (B) Foreign exchange earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year is NIL and the Foreign Exchange outgo during the year in terms of actual outflows is Rs. NIL.

For and on behalf of the Board of Directors of  
**INDIA STEEL WORKS LIMITED**

**Sudhir H. Gupta**  
Executive Chairman  
(DIN: 00010853)

Place: Mumbai

Date: 7th June, 2024

**Annexure-6****DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No	Name of Director/KMP and Designation.	Remuneration of Director / KMP for financial year 2023-24 (Rs. in Lakh).	% increase in Remuneration in the Financial Year 2023-24 (Rs. in Lakh)	Ratio of remuneration of each Director / to median remuneration of employees.	Comparison of Remuneration of KMP against the performance of the Company.
1	Sudhir H. Gupta, Executive Chairman	0.00	--	0.00	There are no activities during the financial year 2023-24. However due to reversal of earlier year excess provisions operating profit (EBITDA) increased to Rs.27.92 Lakh. There was a loss after tax Rs. 1162.47 Lakh.
2	Varun S. Gupta Managing Director	0.00	--	0.00	
3	Nilesh Matkar, (CFO)	7.12	--	0.00	
4	Dilip Maharana Company Secretary & Compliance Officer	5.22	--	0.00	

- (ii) The median remuneration of employees of the Company during the financial year was Rs.3.21 Lac p.a.
- (iii) In the financial year, there was no increase in the median remuneration of employees.
- (iv) There were 8 permanent employees on the rolls of Company as on March 31, 2024.
- (v) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e 2023-24 was Nil
- (vi) The Executive Chairman & Managing Director, have foregone their remuneration.
- (vii) The remuneration is as per the policy of the Company.

For and on behalf of the Board of Directors of  
**INDIA STEEL WORKS LIMITED**

**Sudhir H. Gupta**  
Executive Chairman  
(DIN: 00010853)

Place: Mumbai

Date: 7th June, 2024



**Annexure-7**

**CERTIFICATE OF COMPLIANCE WITH CODE OF CONDUCT**

All the Directors and the Senior Management Personnel have affirmed Compliance of the Code of Conduct laid down by the Board of Directors in terms of Regulation 17(5)(a) of Securities Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015.

For and on behalf of the Board of Directors of

**INDIA STEEL WORKS LIMITED**

**Varun S. Gupta**  
Managing Director  
(DIN:02938137)

**Nilesh R. Matkar**  
Chief Financial Officer

Place: Mumbai

Date: 7th June, 2024





## Annexure-8

**COMPLIANCE CERTIFICATE**

Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. We, Varun S. Gupta Managing Director & Nilesh Matkar CFO of the Company hereby certify that:

- A. We have reviewed Financial Statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
  3. there are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- B. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- C. We have indicated to the auditors and the Audit committee:
1. significant changes, if any, in internal control over financial reporting during the year;
  2. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For and on behalf of the Board of Directors of

**INDIA STEEL WORKS LIMITED**

**Varun S. Gupta**  
Managing Director  
(DIN:02938137)

**Nilesh R. Matkar**  
Chief Financial Officer

Place: Mumbai

Date: 7th June, 2024



## Annexure-9

**NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE**

The Members

India Steel Works Limited

CIN: L29100MH1987PLC043186.

Regd. Off: India Steel Works Complex

Zenith Compound, Khopoli, Raigad-410203..

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of India Steel Works Limited CIN:L29100MH1987PLC043186 and having registered office at India Steel Works Complex, Zenith Compound, Khopoli, Raigad-4102033 Maharashtra, India (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C 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 31 March 2024, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	DIN	Name of the Director
1	00010853	Mr. Sudhir H. Gupta
2	02938137	Mr. Varun S. Gupta
3	08057096	Mrs. Priyanka V. Gupta
4	05117360	Mr. Santosh P.Bhosale
5	09263141	Mr. Shivanand S. Bhalerao
6	08755116	Mr. R.D Ranjan
7	00872271	Mr. Bimal Desai (up to 29 09 2023)
8	01642189	Mr. Santino Roco Morea (Up to 07 11 2023)
9	10045589	Mrs. Saachi Madnani (up to 04 09 2023)

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my 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.

Place: Mumbai

Date:07/06/2024

UDIN: A025346F000547978

For Reena Modi & Associates

Practicing Company Secretary

Reena T. Parekh

Proprietor

ACS No.: 25346

C. P. No.: 12621



## Annexure-10

**INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,

The Shareholders of India Steel Works Ltd.

We have examined the compliance of conditions of Corporate Governance by India Steel Works Limited ("the Company") for the year ended on March 31, 2024, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Management's Responsibility:** The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

**Auditor's Responsibility:** Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by 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 Chartered Accountants of India (the 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.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion:** In our opinion and to the best of our information and according to the explanations given to us, by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2024 except for the matters stated below i.e., The company has delayed in submissions with Stock Exchange such as:

- a) There was a delay in submission of Secretarial Compliance Report issued by Practicing Company Secretary for the year ended March 31, 2023.
- b) There was a delay in submission of Shareholding pattern for the quarter ended on 31st March 2023, 30th June 2023, 30th September 2023, and 31st December 2023.
- c) There was a delay in submission of Reconciliation of Share Capital Audit Report for the Quarter ended 31st March 2023, 30th June 2023 and 31st December 2023.
- d) There was a delay in giving intimation to hold board meetings to consider financial results for the Financial Year ended 31st March 2023, Quarter ended 31st March 2023, 30th June 2023 and 31st December 2023.
- e) There was delay in filing Financial Results for the Financial Year ended 31st March 2023, Quarter ended 30th June 2023 and 30th September 2023.

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

**For Laxmikant Kabra & Co LLP**

Chartered Accountants

Firm Reg. No.: 117183W/W100736

Place: Thane

Dated: 7th June 2024

UDIN: 24101839BKFPXP6238

**CA Laxmikant Kabra**

Partner

Membership No. 101839



## INDEPENDENT AUDITOR'S REPORT

### To the Board of Directors of INDIA STEEL WORKS LIMITED

#### Report on the Audit of Financial Results

##### Adverse Opinion

We have audited the financial statements of **INDIA STEEL WORKS LIMITED** (Hereinafter referred to as company), which comprise the balance sheet as at 31st March 2024, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and does not give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2024, of its profit and other comprehensive income, changes in equity and cash flows for the year then ended.

##### Going Concern

The Company's current liabilities exceeded its current assets as of the previous year balance sheet date. Operations of the company has ceased since long and the company is not in the position to discharge its liabilities. These events or conditions, along with other matters indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. However, the books of the company are still prepared on historical cost basis. In our opinion the accounts of the company should not be prepared on going concern basis i.e., the assets and liabilities of the company should be stated at net realizable value. The financial statements do not adequately disclose this fact. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse opinion.

##### Basis for Adverse Opinion

- a. We have been informed that during the period, Kotak Mahindra Bank Limited has taken the possession of the factory premises of the company situated at Zenith Compound, Village Vihari, Kahalapur District, Raigad. The primary software used for bookkeeping, namely SAP, was not accessible due to the above. The company has prepared the books of accounts in different software taking the balances of earlier year's audited financials. We were provided with alternative sources and backup books of accounts to facilitate our audit procedures. Our conclusion is based on the information contained in the backup books that were made available to us. Due to the limited availability of sufficient and appropriate evidence, we are unable to definitively verify or comment on the accessibility of the books of accounts stored on SAP and their potential impact on the financial statements. Consequently, considering this limitation, we have conducted the audit using alternative procedures to the extent feasible.
- b. Inventories amounting to ₹13,535.30 Lakhs have not been valued at lower of cost or Net realisable value which is against the significant accounting policies of the company and is not consistent with Ind AS 2 “Inventories”. These inventories held by the company include obsolete and non-moving stock which are valued at cost and is inconsistent with provisions of Ind AS 2. As per the information and documents provided to us, we are of the opinion that work-in-progress amounting to ₹10,609.92 Lakhs and Raw Material amounting to ₹1,705.78 Lakhs held by the company can only fetch scrap value. In the absence of quantitative information and supporting documents of Finished Goods, Stock in Trade and Stores and Spares amounting to ₹1,219.60 lakhs, we are unable to comment on carrying value of the same and its effect on the financial statements for the year. Accordingly, we believe that the Net-worth of the company is overstated by the said amount.
- c. Company has not done physical verification or valuation of inventories. On account of the same we are unable to comment on the physical status and/ or recoverable value of such inventories.
- d. During the period, the company recognized a reversal of Rs. 552.83 Lakhs in its financial statements, which pertains to an amount payable to the Maharashtra State Electricity Distribution Co. Ltd (MSEDCL). The company has submitted an application to the Consumer Grievances Redressal Forum of MSEDCL seeking the reversal of this amount. However, as of the date of this report, the application has not been approved. In our opinion, recognizing this reversal without approval does not present a true and fair view of the company's financial position. Consequently, the profit and net worth of the company have been overstated by Rs. 552.83 Lakhs.



- e. During the period, the company wrote off Rs. 594.36 Lakhs in its financial statements related to employee benefits, including salaries, wages, and statutory dues associated with these salaries. The company's management holds the opinion that these dues are no longer payable as they pertain to employees who have left the company. However, these dues were originally payable while the employees were still with the company and writing them off solely because the employees have left is incorrect. Furthermore, the statutory dues associated with these salaries were reversed without filing any claim with the appropriate department. In our opinion, recognizing this write-off as income does not present a true and fair view of the company's financial position. Consequently, the profit and net worth of the company have been overstated by Rs. 594.36 Lakhs.
- f. Company has shown insurance claim receivable amounting to ₹1,120.27 Lakhs. The said claim is outstanding since long back and the same has not been approved by appropriate authority till date. In our opinion, showing the said insurance claim as receivable is not showing true and fair view. On account of the same assets of the company are overstated by ₹1,120.27.
- g. Confirmations of the balances of sundry creditors and debtors, loans and advances, Advances given to suppliers have not been obtained and they are subject to reconciliations and subsequent adjustments if any. As such we are unable to express any opinion as to the effect on the financial statements for the year.
- h. Sufficient and appropriate documentary audit evidence in respect of Contingent liabilities were not provided to us. As such we are unable to express any opinion as to the effect on the financial statements for the year.
- i. The company has not assessed the impact of various disputed statutory liabilities/ liabilities on account of lawsuits as per the requirement of Ind AS 37 "Provision, Contingent Liabilities, Contingent Asset" and hence the effect of the same, if any, on the financial results. The cases are pending with multiple tax authorities and the said claims have not been acknowledged as debt by the company.
- j. The company has not assessed the Fair Value of various Assets and Liabilities as per the requirement of Ind AS 103 "Fair Value Measurement", the effect of the same, if any, on the financial results is not identifiable. Therefore, we are unable to comment on its impact on the financial results for the year ended March 31, 2024.
- k. The company has not reviewed the impairment of its tangible assets and other financial and non-financial assets as of March 31, 2024. Hence, no provision in the books of account has been made by the Company. In the absence of assessment of impairment/ provisions by the Company, we are unable to comment on the recoverable amount regarding said items.

#### Key Audit Matters

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

#### Emphasis of Matter

- a. In absence of information of investee company, we are unable to determine the value of the investments hence the same are carried at cost and no provision for diminution, if any in value of such investments in made.
- b. The company does not have internal audit system to commensurate with the size and nature of its business. In absence of the same we are unable to comment whether an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2024.
- c. In absence of proper records maintained in India related to Foreign Branch, the Financial Statement of Foreign Branch is not audited by us. Our opinion is based on unaudited figures provided by the management.
- d. In the absence of uncertainties of making profit in immediate future the company has decided not to create Asset/ Liability on account of Deferred Tax.
- e. Fire Insurance Policy of the company is pending renewal as on the date. The risk on account of the same is not ascertainable.
- f. Assessment of the Impairment of Assets has not been done by the company, which is inconsistent with Ind AS-36 "Impairment of Assets".

**Other Information**

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

**Management's Responsibilities for the Financial Results**

These Financial Results have been prepared on the basis of the annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of these Financial Results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Company and the balance sheet and the statement of cash flows in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 of the Listing Regulations. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Financial Results by the Directors of the Company, as aforesaid.

In preparing the Financial Results, the Board of Directors of the Company are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the Company are responsible for overseeing the financial reporting process of the Company.

**Auditor's Responsibilities for the Audit of the Financial Results**

Our objectives are to obtain reasonable assurance about whether the Financial Results 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 Results.

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

- a. Identify and assess the risks of material misstatement of the Financial Results, 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.
- b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.



- d. Conclude on the appropriateness of the Board of Directors' 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 Results 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.
- e. Evaluate the overall presentation, structure and content of the Financial Results including the disclosures, and whether the Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) Except for the matters stated in basis of adverse opinion and emphasis of matter paragraph, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of change in equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
  - d) With reference to matters stated in basis of adverse opinion and going concern paragraph, in our opinion, the aforesaid financial statements do not comply with Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - a) Except for the matters as described in basis of adverse opinion, the Company has disclosed the impact of pending litigations as of March 31, 2024, on its financial position in its financial statements.
    - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - d) 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 or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate





Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

3. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company or any of its subsidiary companies incorporated in India only with effect from 1 April 2024, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
4. 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: In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid/ provided by the company to its directors during the year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any directors is not in excess of the limit laid down U/s 197 of the IT Act. The Ministry of Corporate Affairs has not prescribed other details U/s 197 (16) which requires to be commented by us.
5. Based on our examination which included test checks, the company has not used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility Accordingly, we are unable to comment on any instance of audit trail feature being tampered.

**For Laxmikant Kabra & Co LLP**  
**Chartered Accountants**  
**Firm Reg. No.: 117183W/ W100736**

**Place: Thane**  
**Date: 7th June 2024**

**CA Laxmikant Kabra**  
**Partner**  
**Membership No.: 101839**  
**UDIN: 24101839BKFPXR6723**



## ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT

The Annexure referred to in Independent Auditor’s Report to the members of the Company on the financial statements for the year ended 31st March 2024, we report that:

- i.
  - a. The Company has not maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
  - b. The Company does not have a regular programme of physical verification of its property plant and equipment. Due to this we are unable to comment on the same.
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the company, all immovable properties are held in the name of the Company.
  - d. The Company has not revalued its Property, Plant and Equipment (including Right of use assets) during the year ended 31st March 2024.
  - e. There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii.
  - a. The management has not conducted physical verification of inventory during the year. Due to this we are unable to comment on the same. As mentioned in the basis of adverse opinion, the inventories have not been valued at lower of cost or market value which has led to overvaluation of inventory in books of accounts.
  - b. During the year, no working capital limits has been sanctioned in excess of five crore rupees, in aggregate, from banks or financial institutions. Accordingly, clause 3(ii)(b) of the Order is not applicable to the company.
  - iii. During the year the company has not made any investments in or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties or to promoters or related parties. Accordingly, clause 3(iii) of the order is not applicable to the company.
  - iv. During the year, the company has not granted any loans, or made any investments, guarantees, and security, to which the provisions of sections 185 and 186 of the Companies Act 2013 apply.
  - v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
  - vi. The company has not maintained the books of accounts and records pursuant to the Rules prescribed by the Central Government under sub section (1) of section 148 of the Act. Accordingly, we are unable to comment on the same.
- vii.
  - a. According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employee’s State Insurance, Income-Tax, Sales Tax, Goods and Services Tax, Duty of Customs and other material statutory dues have not been deposited during the year by the Company with the appropriate authorities.
  - b. According to the information and explanations given to us, and on the basis of our examination of books of accounts following amount are outstanding as at the last day of the Financial Year concerned for a period of more than six months from the date, they become payable to-



Sr. No.	Particulars	Amount in ₹
1	TDS Payable	75,92,503
2	PF & ESIC & MLWF Payable	28,56,724
3	PT Payable	6,98,300
4	Property Tax/Cess Payable	1,44,04,809
5	GST Payable	12,19,244
6	TCS Payable	4,12,570
7	GST Scrutiny Payable	9,20,250
	<b>TOTAL</b>	<b>2,81,04,400</b>

- c. According to the information and explanations given to us, there are no material statutory dues which have not been deposited with the appropriate authorities on account of any dispute, other than the following dues of Income Tax, Excise Duty and Value Added Tax:

Name of Status	₹ in lakhs	Period	Forum where the dispute is pending
Sales Tax Act	160.11	FY - 2014/2015	Sales Tax Department
Sales Tax Act	115.28	FY - 2015/2016	Sales Tax Department
Central Excise Act	53.53	FY - 2012/2013	Directorate General of Central Excise Intelligence
Central Excise Act	406.30	FY - 2012/2013	CESTAT
Central Excise Act	37.99	FY - 2005/2006	Comm. Of Central Excise
Central Excise Act	9.64	FY - 2012/2013	Addl. Comm. Of Central Excise
Goods & Services Tax	39.82	FY - 2017/2018	Dy. Com. Of State Tax (E-635)
Goods & Services Tax	375.42	FY - 2018/2019	Dy. Com. Of State Tax (E-635)
Income Tax	214.58	FY - 2017/2018	Addl. Comm. Of Income Tax
Income Tax	1.28	FY - 2016/2017	Dy. Comm. Of Income Tax

- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

ix.

- a. In our opinion and according to the information and explanations given to us, details of defaults in repayment of dues to Banks is as under:

Nature of Borrowing, Including Debt Securities	Name of Lender	Amount not Paid on due date	Principal	Interest	No. of days delayed
Cash Credit	Kotak Mahindra Bank Ltd.	856.95	399.86	457.09	851
Cash Credit	DNSB	3,402.85	2,000.00	1,402.85	701
Letter of Credit	Kotak Mahindra Bank Ltd.	1,035.52	614.35	421.17	851
Term Loan - FITL	DNSB	270.17	166.14	104.03	701
Term Loan - FITL	Kotak Mahindra Bank Ltd.	36.96	15.04	21.91	851
Term Loan - ECLGS	Kotak Mahindra Bank Ltd.	101.06	80.00	21.06	851
Term Loan - Financial Institution (NBFC)	Sundaram Finance Limited	7.42	7.20	0.21	1,127



- b. The Company has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority during the year. However, the company has defaulted in repayment of dues to banks and financial institutions and their account has been declared as NPA.
- c. During the year the company has not availed of or has been disbursed any term loans
- d. On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes during the year by the Company.
- e. In our opinion, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.
- f. The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x.
- a. The Company has not raised any money during the year by way of initial public offer/ further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- 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 (x)(b) of the Order is not applicable to the Company.
- xi.
- a. No fraud by the Company or no fraud on the Company has been noticed or reported during the year
- b. There is no instance, during the year that necessitates reporting in the form ADT-4
- c. There are no instances of whistle-blower complaints received by the company during the year.
- xii. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clauses 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- xiii. In our opinion, transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv.
- a. We are unable to comment whether the Company has an internal audit system commensurate with the size and nature of its business as we have not received any documents or information in relation to the same.
- b. We have not received the internal audit reports of the Company issued till the date of the audit report. Due to this we are unable to comment on the same.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- xvi.
- a. The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi) (a) of the Order is not applicable to the Company
- b. The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c. The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company



- d. There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- xvii. The Company has incurred cash losses in the current financial year and in the previous financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company
- xix. 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 financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we believe that there exists some material uncertainty as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanation given to us provisions of section 135 of the Companies Act 2013 are not applicable to the company. Accordingly, the requirement to report on clause 3(xx) of the Order is not applicable to the Company.
- xxi. The requirement to report on clause 3(xxi) of the Order is not applicable to the Company.

**For Laxmikant Kabra & Co LLP**  
**Chartered Accountants**  
**Firm Reg. No.: 117183W/ W100736**

**Place: Thane**  
**Date: 7th June 2024**

**CA Laxmikant Kabra**  
**Partner**  
**Membership No.: 101839**  
**UDIN: 24101839BKFPXR6723**



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members INDIA STEEL WORKS LIMITED on the financial statements for the year ended March 31, 2024

### Report on the internal financial controls under clause(i) of sub-section 3 of section 143 of the Act

We have audited the internal financial controls over financial reporting INDIA STEEL WORKS 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 over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditor's 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 deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance 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.
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 and as mentioned in emphasis of matter paragraph, the Company does not have, in all material respects, an adequate internal financial controls system over financial reporting as of March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Laxmikant Kabra & Co LLP**  
**Chartered Accountants**  
**Firm Reg. No.: 117183W/ W100736**

**Place: Thane**  
**Date: 7th June 2024**

**CA Laxmikant Kabra**  
**Partner**  
**Membership No.: 101839**  
**UDIN: 24101839BKFPXR6723**





**BALANCE SHEET AS AT MARCH 31, 2024**

(Rs. in lakhs)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>Non - Current Assets</b>			
Property, Plant & Equipment	3	20,889.47	21,578.93
Capital Work - In - Progress	3	-	-
Other Intangible Assets	3	-	68.67
<b>Financial Assets</b>			
Investments	4	0.53	0.53
Others	5	1,120.27	1,120.27
Other Non - Current Assets	6	2,628.50	2,127.31
<b>Total Non - Current Assets</b>		<b>24,638.78</b>	<b>24,895.71</b>
<b>Current Assets</b>			
Inventories	7	13,535.30	13,607.12
<b>Financial Assets</b>			
Trade Receivables	8	-	22.5
Cash & Cash Equivalents	9	18.97	19.09
Bank Balance other than above	10	25.55	24.78
Loans	11	60.65	60.65
Other Financial Assets	12	1,921.95	1,989.03
Other Current Assets	13	32.78	32.15
<b>Total Current Assets</b>		<b>15,595.20</b>	<b>15,755.32</b>
<b>TOTAL ASSETS</b>		<b>40,233.98</b>	<b>40,651.03</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	14	3,980.81	3,980.81
Other Equity	15	-6.46	873.97
<b>Total Equity</b>		<b>3,974.35</b>	<b>4,854.78</b>
<b>Liabilities</b>			
<b>Non - Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	16	2,942.25	1,568.09
Trade Payable	17	-	-
Other Financial Liabilities	18	627.41	628.06
Provisions	19	5.11	195.95
<b>Total Non - Current Liabilities</b>		<b>3,574.77</b>	<b>2,392.10</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	20	6,363.19	5,175.25
Trade Payables	21	16,392.81	16,772.30
Other Financial Liabilities	22	6,755.98	7,270.21
Other Current Liabilities	23	3,031.76	3,663.55
Provisions	24	141.12	522.84
<b>Total Current Liabilities</b>		<b>32,684.86</b>	<b>33,404.16</b>
<b>Total Liabilities</b>		<b>36,259.63</b>	<b>35,796.25</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>40,233.98</b>	<b>40,651.03</b>
<b>CORPORATE INFORMATION</b>	1		
<b>SIGNIFICANT ACCOUNTING POLICIES</b>	2		
<b>NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>	3-46		

As per Our Report of Even Date Attached  
For Laxmikant Kabra & Co LLP  
Chartered Accountants  
Firm Registration No. 117183W / W100736

CA Laxmikant Kabra  
Partner  
Membership No.101839

Place : MUMBAI  
Date : 07th June 2024

For and on behalf of the Board of Directors of  
INDIA STEEL WORKS LIMITED

Sudhirkumar H Gupta  
Executive Chairman  
DIN: 00010853

Dilip Maharana  
Company Secretary  
ACS: 23014

Varun S. Gupta  
Managing Director  
DIN: 02938137

Nilesh Matkar  
Chief Financial Officer



## STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2024

(Rs. in lakhs)

Particulars	Note No.	Year ended March 31, 2024	Year ended March 31, 2023
<b>Income</b>			
Revenue from Operations	25	81.60	470.57
Other Income	26	644.42	189.36
<b>Total Income</b>		<b>726.02</b>	<b>659.92</b>
<b>Expenses</b>			
Cost of Material Consumed	27	71.82	287.94
Purchase of Traded Goods	28	-	-
Changes in Inventories of Finished Goods / Stock in Trade	29	-	486.89
Employee Benefit Expenses	30	73.37	444.98
Finance Cost	31	1,014.57	822.32
Depreciation and Amortization	3	758.13	747.58
Other Expenses	32	552.91	1,246.85
<b>Total Expenses</b>		<b>2,470.79</b>	<b>4,036.56</b>
<b>Profit Before Tax and Exceptional Item</b>		<b>-1,744.77</b>	<b>-3,376.64</b>
<b>Exceptional Item</b>	35	<b>582.30</b>	<b>-219.35</b>
<b>Profit Before Tax</b>		<b>-1,162.47</b>	<b>-3,595.99</b>
<b>Tax Expenses</b>			
Previous Tax		-	0.20
<b>Profit After Tax</b>		<b>-1,162.47</b>	<b>-3,595.80</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of net defined benefit plans		282.05	-116.63
<b>Total Other Comprehensive Income for the year</b>		<b>282.05</b>	<b>-116.63</b>
<b>Total Comprehensive Income for the year</b>		<b>-880.43</b>	<b>-3,712.42</b>
<b>Earnings Per Share - Basic &amp; Diluted (₹)</b>	36	<b>-0.29</b>	<b>-0.9</b>
<b>CORPORATE INFORMATION</b>	1		
<b>SIGNIFICANT ACCOUNTING POLICIES</b>	2		
<b>NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>	3-46		

As per Our Report of Even Date Attached  
For Laxmikant Kabra & Co LLP  
Chartered Accountants  
Firm Registration No. 117183W / W100736

CA Laxmikant Kabra  
Partner  
Membership No.101839

Place : MUMBAI  
Date : 07th June 2024

For and on behalf of the Board of Directors of  
INDIA STEEL WORKS LIMITED

Sudhirkumar H Gupta  
Executive Chairman  
DIN: 00010853

Dilip Maharana  
Company Secretary  
ACS: 23014

Varun S. Gupta  
Managing Director  
DIN: 02938137

Nilesh Matkar  
Chief Financial Officer



STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2024

(Rs. in lakhs)

Particulars	For the Year ended March 31, 2024		For the Year ended March 31, 2023	
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit / (Loss) Before Tax		-1,162.47		-3,595.99
<b>Add / (Less):- Adjustments for Non-Cash / Non-Operating Items:</b>				
Depreciation & Amortization	758.13			747.58
Finance Cost	1,014.57			822.32
Interest Income	-71.48			-4.36
Non-operating income	-572.94			-185.00
		1,128.27		1,380.55
<b>Operating Profit Before Changes in Working Capital</b>		<b>-34.20</b>		<b>-2,215.44</b>
<b>Adjustment for Changes in Working Capital</b>				
(Increase) / Decrease in Trade Receivables	22.50			4.87
(Increase) / Decrease in Inventories	71.82			3,411.47
(Increase) / Decrease in Other Current Financial Assets	67.08			-1,841.56
(Increase) / Decrease in Other Current Assets	-0.64			20.28
(Increase) / Decrease in Investment	-			5.00
(Increase) / Decrease in Other Non - Current Assets	-501.19			126.67
Increase / (Decrease) in Trade Payables	-379.49			-1,498.70
Increase / (Decrease) in Other Current Financial Liabilities	-514.23			56.35
Increase / (Decrease) in Other Current Liabilities	-631.78			1,798.47
Increase / (Decrease) in Provisions	-290.53			28.77
Increase / (Decrease) in Other Non - Financial Liabilities	-0.64		-0.58	2,111.03
<b>Cash Generated from Operations</b>		<b>-2,191.32</b>		<b>-104.41</b>
Less: Taxes Paid (Net of refund received)		-		0.20
<b>NET CASH FLOW FROM OPERATING ACTIVITY (A)</b>		<b>-2,191.32</b>		<b>-104.22</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Property, Plant & Equipment & Intangible Assets	-		-	
Interest Received	71.48		4.36	
Movement in other bank balances	-72.25		2.27	
<b>NET CASH FLOW FROM INVESTING ACTIVITY (B)</b>		<b>-0.77</b>		<b>6.63</b>
<b>C CASH FLOW FROM FINANCING ACTIVITY</b>				
Receipt of Long Term Borrowings	35.48		-	
Repayment of Long Term Borrowings	1,338.68		26.39	
Increase / (Decrease) in Short Term Borrowings	1,187.94		708.43	
Finance Cost	-370.14		-632.97	
<b>NET CASH FLOW FROM FINANCING ACTIVITY (C)</b>		<b>2,191.96</b>		<b>101.85</b>
<b>NET CASH FLOW FOR THE YEAR (A + B + C)</b>		<b>-0.13</b>		<b>4.27</b>
Add: Opening Balance of Cash & Cash Equivalents		19.09		14.82
<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>		<b>18.97</b>		<b>19.09</b>
<b>RECONCILIATION OF CASH AND CASH EQUIVALENT</b>				
<b>TOTAL CASH AND BANK BALANCE AS PER BALANCE SHEET</b>		<b>18.97</b>		<b>19.09</b>
<b>CASH AND CASH EQUIVALENT COMPRISES AS UNDER:</b>				
Balance with banks in current accounts		10.93		12.06
Cash on Hand		8.03		7.03
<b>CASH AND CASH EQUIVALENT AT THE END OF THE YEAR</b>		<b>18.97</b>		<b>19.09</b>

**SIGNIFICANT ACCOUNTING POLICIES 1-46**

The accompanying notes are an integral part of the Standalone financial statements

As per Our Report of Even Date Attached  
For Laxmikant Kabra & Co LLP  
Chartered Accountants  
Firm Registration No. 117183W / W100736

CA Laxmikant Kabra  
Partner  
Membership No.101839

Place : MUMBAI  
Date : 07th June 2024

For and on behalf of the Board of Directors of  
INDIA STEEL WORKS LIMITED

Sudhir Kumar H Gupta  
Executive Chairman  
DIN: 00010853

Dilip Maharana  
Company Secretary  
ACS: 23014

Varun S. Gupta  
Managing Director  
DIN: 02938137

Nilesh Matkar  
Chief Financial Officer

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024****A. Equity Share Capital**

Particulars	As at 31st March , 2024		As at 31st March , 2023	
	No. of Shares	Amount (In Lakhs)	No. of Shares	Amount (In Lakhs)
<b>Balance as the beginning of the reporting year</b>	<b>39,80,80,925</b>	<b>3,980.81</b>	<b>39,80,80,925</b>	<b>3,980.81</b>
Add: Changes in Equity Capital during the year	-	-	-	-
<b>Balance at the end of the reporting year</b>	<b>39,80,80,925</b>	<b>3,980.81</b>	<b>39,80,80,925</b>	<b>3,980.81</b>

**B. Other Equity**

(Rs. in lakhs)

Particulars	Capital Redemption Reserve	Securities Premium	Capital Reserve	General Reserve	Retained Earnings	Total
<b>Balance as on April 01, 2022</b>	<b>500.00</b>	<b>18,019.38</b>	<b>4,451.30</b>	<b>2,040.00</b>	<b>-20,424.29</b>	<b>4,586.39</b>
Profit for the period	-	-	-	-	-3,595.80	-3,595.80
Other comprehensive income	-	-	-	-	-	-
- Remeasurements gains / (loss) on defined benefit plans	-	-	-	-	-116.63	-116.63
<b>As at March 31, 2023</b>	<b>500.00</b>	<b>18,019.38</b>	<b>4,451.30</b>	<b>2,040.00</b>	<b>-24,136.72</b>	<b>873.97</b>
Profit for the period	-	-	-	-	-1,162.47	-1,162.47
Other comprehensive income	-	-	-	-	-	-
- Remeasurements gains / (loss) on defined benefit plans	-	-	-	-	282.05	282.05
<b>As at March 31, 2024</b>	<b>500.00</b>	<b>18,019.38</b>	<b>4,451.30</b>	<b>2,040.00</b>	<b>-25,017.14</b>	<b>-6.46</b>

**SIGNIFICANT ACCOUNTING POLICIES 1-46**

The accompanying notes are an integral part of the Standalone financial statements

**As per Our Report of Even Date Attached  
For Laxmikant Kabra & Co LLP  
Chartered Accountants  
Firm Registration No. 117183W / W100736**

**CA Laxmikant Kabra  
Partner  
Membership No.101839**

**Place : MUMBAI  
Date : 07th June 2024**

**For and on behalf of the Board of Directors of  
INDIA STEEL WORKS LIMITED**

**Sudhirkumar H Gupta  
Executive Chairman  
DIN: 00010853**

**Dilip Maharana  
Company Secretary  
ACS: 23014**

**Varun S. Gupta  
Managing Director  
DIN: 02938137**

**Nilesh Matkar  
Chief Financial Officer**



## Notes to Financial Statement as on March 31, 2024

### 1 CORPORATE INFORMATION

**CORPORATE INFORMATION** India Steel Works Limited is a public limited incorporated and domiciled in India, under the Indian Companies Act, 1956. Its Equity shares are listed on BSE Limited. Its registered office is situated at India Steel Works Complex, Zenith Compound, Khopoli, Raigad 410 203, Maharashtra, India.

The Company is engaged in manufacturing and trading of steel products like hot rolled, bars and rods, bright bars, etc.

### 2 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the Significant Accounting Policies adopted in the preparation of these Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 2.1 BASIS FOR PREPARATION OF ACCOUNTS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under the Companies (Indian Accounting standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendments Rules 2016 prescribed under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rule, 2015 as amended time to time. The financial statements are prepared and presented on accrual basis and under the historical cost convention, except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- Certain financial assets and liabilities are measured at Fair value (refer accounting policy on financial instruments - Refer note 2.8 below)
- Defined Benefit and other Long-term Employee Benefits - Refer note 2.11 below
- Derivative Financial instruments – Refer note 2.8 below

These standalone financial statements are approved for issue by the Company's Board of Directors on June 07, 2024.

#### 2.2 KEY ACCOUNTING ESTIMATES AND JUDGMENTS

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, impairment of trade receivables, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

#### 2.3 REVENUE RECOGNITION

##### a) Sale of Goods

"Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

The Company does not adjust short-term advances received from the customer for the effects of significant financing component if it is expected at the contract inception that the promised good or service will be transferred to the customer."



## Notes to Financial Statement

### b) **Rendering of services**

Revenue of services are recognized when the performance of agreed contractual obligation has been completed.

### c) **Dividend**

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.

### d) **Interest Income**

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

### e) **Insurance Claims**

Insurance claims are accounted on acceptance of the claim and when it can be measured reasonably, and it is reasonable to expect the ultimate collection. The Shortfall in respect of final claim shall be accounted in the profit and loss account as an when finally settled.

## 2.4 FOREIGN CURRENCY TRANSACTIONS

### a) **Functional and Presentation Currency**

The financial statements are presented in Indian Rupee (INR), which is company's functional and presentation currency.

### b) **Intial Recognition**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the dates of the transactions. Exchange difference arising on foreign exchange transaction settled during the year are recognized in the Statement of profit and loss of the year.

### c) **Measurment of foreign currency items at the Balance sheet date**

Monetary assets and liabilities denominated in foreign currencies are re-translated into functional currency at the exchange rate prevailing at the end of the reporting period. Non monetary assets and liabilities that are measured based on a historical cost in a foreign currency are not re-translated. Exchange differences arising out of these transaction are chanrged to the profit and loss.

## 2.5 PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS

### a) **Property, plant and equipment (PPE)**

#### i) **Recognition and measurement**

Freehold land is carried at cost. All other items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenses directly attributable to the acquisition of the assets. The cost of an item of a PPE comprises its purchase price including import duty, and other non-refundable taxes or levies and any directly attributable cost of bringing the assets to its working condition of its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

#### ii) **Subsequent expenditure**

Expenditure incurred on substantial expansion upto the date of commencement of commercial production are capitalised. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate only when it is probable that future economic benefit associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

### b) **Capital Work-In-Progress And Pre-Operative Expenses During Construction Period**

Capital work-in progress includes expenditure directly related to construction and incidental thereto. The same is transferred or allocated to respective Property, Plant and Equipment on their completion / commencement of commercial production.

### c) **Intangible assets**

Intangible asstes are held on the balance sheet at cost less accumulated amortisation and imparment loss if any.



## Notes to Financial Statement

### 2.6 IMPAIRMENT OF NON-FINANCIAL ASSETS

The Company's non-financial assets other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is an indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of time value of money and the risks specific to the CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment losses recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amount of the other assets of the CGU on a pro rata basis. An impairment loss in respect of assets for which impairment loss has been recognized in prior periods, the Company reviews at reporting date whether there is any indication that the loss has decreased or no longer exists.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

### 2.7 DEPRECIATION AND AMORTISATION

Depreciation is provided on the Straight Line Method (SLM) applying the useful lives as prescribed in part C of Schedule II to the Companies Act, 2013.

Useful lives of the items of Property, Plant and Equipment are as follows:

Asset	Estimated Useful Life
Building	30 Years
Plant & Machinery	20 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Other equipment	5 Years

Intangible Assets are amortized over their individual estimated useful lives on a Straight Line basis, commencing from the year in which the same are available to the Company for its intended use. The useful life so determined is as follows:

Asset	Amortisation period
Software Licenses	5 years
Product Licenses	5 years
Usage Rights	5 years

The Management believes that the useful life as given above best represent the period over which the management expect to use these assets. The Company reviews the useful lives and residual value at each reporting date. Depreciation on assets added/sold or discarded during the year is being provided on pro-rata basis up to the date on which such assets are added/sold or discarded. Depreciation is not provided on Freehold Land. Gain/Losses on disposals/de-recognition of property, plant and equipment are determined by comparing proceeds with carrying amount and these are recognized in statement of profit and loss.

### 2.8 FINANCIAL INSTRUMENTS

#### I. Financial Assets

##### a) Classification of financial assets

The Company classifies financial assets as subsequently measures at amortised cost, fair value through other





## Notes to Financial Statement

comprehensive income or fair value through profit & loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

**i) Debt instrument at amortised cost:**

"A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objectives is to hold assets for collecting contractual cash flow and

- Contractual terms of the asset give rise on specified dates to cash flow 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 and fees or cost that are an integral part of the EIR. The EIR. Amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. The category generally applies to trade and other receivable.

**ii) Debt instrument at fair value through other comprehensive income (FVOCI):**

Assets that are held for collection of contractual cash flow and selling the financial assets, where the assets' cash flow represents solely payments of principal and interest are measuring at FVOCI, movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue or foreign exchange gains and losses which are recognised in profit and loss. When the financial assets is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the EIR method. The company does not have any instruments classified as fair value through other comprehensive income (FVOCI).

**iii) Debt instrument measured at fair through profit and loss (FVTPL):**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/ (losses) in the period in which it arises. Interest income from these financial assets is included in other income.

**iv) Equity investments:**

Investment in associates are accounted using equity method.

All other equity investments which are in scope of Ind-AS 109 are measured at fair value. Equity instrument which are held for trading are classified as at FVTPL. For all other equity investments, the Company decide to classify the same either as at fair value through other comprehensive income (FVOCI) or FVTPL. The company makes such election on an instrument-by- instrument basis. The classification is made on initial recognition and is irrevocable.

For equity investments classified as FVOCI, all fair value changes on the instruments, excluding dividend, are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of such investment.

Equity investments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit and loss.

Costs of certain unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

The company does not have any equity investments designated at FVOCI or FVTPL



## Notes to Financial Statement

### b) Initial recognition and measurement

All financial assets are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/minus transaction cost that are attributable to the acquisition of the financial assets.

Trade receivable are carried at original invoice price as the sales arrangements do not contain any significant financial component. Purchase or sales of financial assets that required delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the assets.

### c) Derecognition of financial assets

"A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) primarily derecognised (i.e. removed from the company's balance sheet) when :

- The rights to receive cash flows from the asset have expired, or
- The Company has neither transferred nor retained substantially all the risks and rewards all the assets, but has transferred control of the assets."

When the company has transferred its rights to receive cash flow from an asset or has entered into a pass-through arrangement, it evaluates whether it has transferred substantially all the risks and rewards of ownership. In such cases, the financial asset is derecognised. When it has neither transferred nor retained substantially all of the risks and rewards of the assets, nor transferred control of the assets, the Company continues to recognise the transferred asset to the extent of the company's continuing involvement. In the case, the company recognises and associated liability. The transferred asset and the associated liability are measured on a basis that reflect the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and maximum amount of consideration that the company could be required to repay.

### d) Impairment of financial assets

"In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loan, debt security, deposits, and bank balance.
- Trade Receivables"

The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application simplified approach does not require the company to track change in risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivable. The provision matrix based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, historically observed default rate updated and change in the forward looking estimates are analysed.

## II. Financial Liabilities and equity instruments

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

### a) Equity instruments:

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

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



## Notes to Financial Statement

### b) Financial liabilities :- Classification

Financial liabilities are classified as either's at FVTPL' or' other financial liabilities consists of derivative financial instruments, wherein the gain/losses arising from remeasurement of these Instruments of recognized in the statements of profit and loss. Other financial liability (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

### c) Initial recognition and measurement:

"All financial liability are recognised initially at fair value and for those instruments that are not Subsequently measured at FVTPL, plus/minus transaction cost that are attributable to issue of these instruments."

### d) Derecognition

A financial liability is derecognized 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 the new liability. The difference in the respective carrying amounts is recognised in the statement of Profit and Loss.

## III. Fair Value

The Company determines the fair value of its financial instruments on the basis of the following hierarchy

- a) Level 1 : The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date. Examples include exchange traded commodity derivatives and other financial instruments in equity and debt securities which are listed in a recognised stock exchange
- b) Level 2 : The fair value of financial instruments that are not traded in active markets is determined by using valuation techniques using observable market data. Such valuations techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions. For example, the fair value of forward exchange contracts, currency swaps and interest rate swaps is determined by discounting estimated future cash flows using a risk-free interest rate
- c) Level 3 : The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs)

## IV. Accounting for day 1 differences

If the fair value of the financial asset or financial liability at initial recognition differs from the transaction price, this if it is not consideration for goods or services or a deemed capital contribution or deemed distribution, is accounted as follows :

- i) If the fair value is evidence by a quoted price in an active market for an identical asset or liability (ie Level 1 input) or based on a valuation technique that uses data from observable market, the entire day 1 gain/loss is recorded immediately in the statement of profit and loss; or
- i) in all other cases, the difference between the fair value at initial recognition and transaction price is deferred. After initial recognition, the deferred difference is recorded as gain or loss in the statement profit and loss only to the extent that is arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability."

In case difference represents :

- i) deemed capital contribution - it is recorded as investment in subsidiary
- ii) deemed distribution - It is recorded in equity
- iii) deemed consideration for goods and services - it is recorded as an asset or liability. This amount is amortised / accredited to the statement of profit and loss as per the substance of the arrangement (generally straight line basis over the duration of the arrangement)



## Notes to Financial Statement

### 2.9 INVENTORIES

Inventories are stated at the lower of cost and net realizable value.

Cost of Raw Material is determined on a First In First Out (FIFO) basis.

Stores and Consumables are valued at cost or net realizable value (NRV) whichever is lower.

Waste/ Scrap inventory is valued at Net Realisable Value (NRV).

NRV is estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

Finished goods are valued at cost or net realizable value whichever is lower. Cost comprises direct materials and where applicable, direct labour costs, those overheads but excluding borrowing cost that have been incurred in bringing the inventories to their present location and condition. Cost is arrived on weighted average cost basis.

Work in Progress is valued at cost or net realizable value whichever is less. Cost comprises direct materials and appropriate portion of direct labour costs, manufacturing overheads but excluding borrowing cost that have been incurred in bringing the inventories to their present location and condition.

Residual products which earlier were considered as inventories have been transferred to non-current assets. They are not expected to be realized in ordinary course of business and hence are not classified as ordinary inventory. These products are regularly reviewed for impairment if any.

Non Moving Inventory are stated at the cost or market value whichever is lower.

### 2.10 BORROWING COSTS

Borrowing Costs that are interest and other costs that the company incurs in connection with the borrowings of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs include interest cost measured at EIR and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets, wherever applicable, till the assets are ready for their intended use. Such capitalisation is done only when it is probable that the asset will result in future economic benefits and the costs can be measured reliably. Capitalisation of borrowing cost is suspended and charged to statement when active development is interrupted.

Capitalisation of borrowing costs commences when all the following conditions are satisfied:

- i. Expenditure for the acquisition, construction or production of a qualifying asset is being incurred;
- ii. Borrowing costs are being incurred; and
- iii. Activities that are necessary to prepare the asset for its intended use are in progress.

A qualifying asset is one which necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to revenue account.

### 2.11 EMPLOYEE BENEFITS

#### a) Short term employee benefit obligations

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

#### b) Other long term employee benefit obligations

##### i) Compensated absences

The liabilities for earned leave is not expected to be settled wholly within 12 months after the end of the period in which employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of reporting period using the projected unit credit method. The benefits are discounted using the market yield at the end of reporting period that have terms approximating to the terms of related obligation. Remeasurement as a result of



## Notes to Financial Statement

experience adjustments and changes in actuarial assumptions are recognised in the other comprehensive income.

The obligations are presented as current liabilities in the balance sheet if the Company does not have unconditional right to defer settlement for at least 12 months after the reporting period, regardless of when the actual settlement is expected to occur.

### c) Post-employment obligations

The Company operates the following post-employment schemes:

- A. Defined benefit plans such as Gratuity
- B. Defined contribution plan such as Provident Fund

#### Defined Benefit Plans

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit is calculated annually by actuaries using the projected unit credit method.

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

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expenses in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

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

#### Defined Contribution Plans

The Company pays provident fund contributions to publicly administered funds as per the local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expenses when they are due.

## 2.12 ACCOUNTING FOR TAXES ON INCOME

### a) Income Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in Deferred Tax Assets and Liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period i.e. as per the provisions of the Income Tax Act, 1961, as amended from time to time. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on the rates and tax laws enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

"Current tax assets and liabilities are offset only if, the Company :

- i) has legally enforceable right to set off the recognised amounts; and
- ii) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously."



## Notes to Financial Statement

### b) Deffered Taxes

Deferred tax is recognised in respect of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purpose.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences only if it is probable that future taxable profits will be available against which they can be used. Accordingly, in the absence of certainty of sufficient future taxable income, net deferred tax asset has not been recognised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefits will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantially enacted at the reporting date.

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

Current and Deferred Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Any tax credit including MAT credit available is recognised as Deferred Tax to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised. The said asset is created by way of credit to the Statement of Profit and Loss and shown under the head deferred tax asset.

The carrying amount of Deferred Tax Assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the Deferred Tax Asset to be utilised. Unrecognised Deferred Tax Assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

"Deferred tax assets and liabilities are offset only if, the Company :

- i) has legally enforceable right to set off the recognised amounts; and
- ii) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity."

## 2.13 PROVISIONS AND CONTINGENT LIABILITIES

### a) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

### b) Contingent Liability

Contingent liabilities are not provided for and if material, are disclosed by way of notes to accounts. Contingent Liability is disclosed in the case of:





## Notes to Financial Statement

- i. A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- ii. A present obligation arising from the past events, when no reliable estimate is possible;
- iii. A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

### 2.14 EARNING PER SHARE

#### Basic Earnings Per Share

Basic Earnings Per Share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share is the net profit for the period after deducting preference dividends, if any, and any attributable distribution tax thereto for the period.

### 2.15 CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents comprise cash and deposits with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known of cash to be cash equivalents.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 2.16 STATEMENT OF CASH FLOWS

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating 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.

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments net of bank overdrafts which are repayable on demand as these form an integral part of the Company's cash management.

### 2.17 DIVIDEND

The Company recognises a liability for dividends to equity holders of the Company when the dividend is authorised and the dividend is no longer at the discretion of the Company. As per the corporate laws in India, a dividend is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

### 2.18 ROUNDING OFF

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs, unless otherwise stated.

### 2.19 EVENTS OCCURRING AFTER THE REPORTING DATE

Adjusting events (that provides evidence of condition that existed at the balance sheet date) occurring after the balance sheet date are recognized in the financial statements. Material non adjusting events (that are inductive of conditions that arose subsequent to the balance sheet date) occurring after the balance sheet date that represents material change and commitment affecting the financial position are disclosed in the Directors' Report.

### 2.20 EXCEPTIONAL ITEMS

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.





## Notes to Financial Statement

### 2.21 OPERATING CYCLE

All assets and liabilities have been classified as current or non-current as per each Company's normal operating cycle and other criteria set out in the Schedule III to the Act

### 2.22 SEGMENT REPORTING

The company has single business segment viz. Manufacturing & Trading of Stainless Steel & Allied Products, therefore in the context of Ind AS 108 disclosure of segment is not applicable.

### 2.23 LEASES

"At the inception it is assessed, whether a contract is a lease or contains a lease. A contract is a lease or contains a lease if it conveys the right to control the use of an identified asset, for a period of time, in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, company assesses whether the contract involves the use of an identified asset. Use may be specified explicitly or implicitly.

- Use should be physically distinct or represent substantially all of the capacity of a physically distinct asset.
- If the supplier has a substantive substitution right, then the asset is not identified.
- Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use
- Company has the right to direct the use of the asset.
- In cases where the usage of the asset is predetermined the right to direct the use of the asset is determined when the company has the right to use the asset or the company designed the asset in a way that predetermines how and for what purpose it will be used
- At the commencement or modification of a contract, that contains a lease component, company allocates the consideration in the contract, to each lease component, on the basis of its relative standalone prices. For leases of property, it is elected not to separate nonlease components and account for the lease and non-lease components as a single lease component."

#### a) Company as a Lessee

Company recognizes a right-of-use asset and a lease liability at the lease commencement date.

#### **Right-of-use asset (ROU):**

The right-of-use asset is initially measured at cost. Cost comprises of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, any initial direct costs incurred by the lessee, an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received

Right-of-use asset is depreciated using straightline method from the commencement date to the end of the lease term. If the lease transfers the ownership of the underlying asset to the company at the end of the lease term or the cost of the right-of-use asset reflects company will exercise the purchase option, ROU will be depreciated over the useful life of the underlying asset, which is determined based on the same basis as property, plant and equipment.

#### **Lease liability:**

Lease liability is initially measured at the present value of lease payments that are not paid at the commencement date. Discounting is done using the implicit interest rate in the lease, if that rate cannot be readily determined, then using company's incremental borrowing rate. Incremental borrowing rate is determined based on entity's borrowing rate adjusted for terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprises of fixed payments (including in substance fixed payments), variable lease payments that depends on an index or a rate, initially measured using the index or rate at the commencement date, amount expected to be payable under a residual value guarantee, the exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.



## Notes to Financial Statement

Lease liability is measured at amortised cost using the effective interest method. Lease liability is re-measured when there is a change in the lease term, a change in its assessment of whether it will exercise a purchase, extension or termination option or a revised in-substance fixed lease payment, a change in the amounts expected to be payable under a residual value guarantee and a change in future lease payments arising from change in an index or rate.

When the lease liability is re-measured corresponding adjustment is made to the carrying amount of the right-of-use asset. If the carrying amount of the right-of-use asset has been reduced to zero it will be recorded in statement of profit and loss.

Company has elected not to recognise right-of-use assets and lease liabilities for short term leases. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

### b) Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

Leases are classified as Finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

## 2.24 STANDARDS ISSUED BUT NOT YET EFFECTIVE

### Indian Accounting Standards:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1 April, 2021.

### Schedule III of the Companies Act 2013:

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021.

Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

### Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

### Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

## Notes forming part of the financial statements

### NOTE 3: PROPERTY, PLANT & EQUIPMENT, INTANGIBLE ASSETS AND INTANGIBLE ASSETS UNDER DEVELOPMENT

(Rs. in lakhs)

DESCRIPTION	GROSS BLOCK (AT COST)			DEPRECIATION / AMORTIZATION				NET BLOCK		
	As At April 01, 2023	Additions / Transfers	Deductions	As At March 31, 2024	As At April 01, 2023	For The Year	On Deductions	As At March 2024	As At March 31, 2024	As At March 31, 2023
<b>(A) TANGIBLE ASSETS</b>										
Land - Freehold	7,567.56	-	-	7,567.56	-	-	-	7,567.56	7,567.56	7,567.56
Factory Buildings	2,519.86	-	-	2,519.86	744.88	62.98	-	807.86	1,712.00	1,774.98
Non-Factory Buildings	135.36	-	-	135.36	11.80	-	-	11.80	123.57	123.57
Plant & Machinery	17,708.08	-	-	17,708.08	5,744.77	596.42	-	6,341.19	11,366.88	11,963.30
Furniture & Fixture	190.33	-	-	190.33	110.23	14.99	-	125.23	65.10	80.10
Vehicles	181.37	-	-	181.37	112.89	14.39	-	127.28	54.10	68.48
Office Equipments	46.30	-	-	46.30	45.36	0.68	-	46.04	0.27	0.94
Computers										
<b>Total - Tangible Assets</b>	<b>28,348.87</b>	<b>-</b>	<b>-</b>	<b>28,348.87</b>	<b>6,769.94</b>	<b>689.46</b>	<b>-</b>	<b>7,459.39</b>	<b>20,889.47</b>	<b>21,578.93</b>
<b>(B) CAPITAL WORK IN PROGRESS</b>										
Real estate Division	-	-	-	-	-	-	-	-	-	-
Plant & Machinery	-	-	-	-	-	-	-	-	-	-
Factory Buildings	-	-	-	-	-	-	-	-	-	-
<b>Total - Capital Work in Progress</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>					<b>-</b>	<b>-</b>
<b>(C) INTANGIBLE ASSETS</b>										
Softwares	358.81	-	-	358.81	290.14	68.67	-	358.81	-	68.67
<b>Total - Intangible Assets</b>	<b>358.81</b>	<b>-</b>	<b>-</b>	<b>358.81</b>	<b>290.14</b>	<b>68.67</b>	<b>-</b>	<b>358.81</b>	<b>-</b>	<b>68.67</b>
<b>(D) INTANGIBLES UNDER DEVELOPMENT</b>										
SAP ERP	-	-	-	-	-	-	-	-	-	-
<b>Total - Intangibles under development</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL(A)+(B)+(C)</b>	<b>28,707.67</b>	<b>-</b>	<b>-</b>	<b>28,707.67</b>	<b>7,060.07</b>	<b>758.13</b>	<b>-</b>	<b>7,818.20</b>	<b>20,889.47</b>	<b>21,647.60</b>
Previous Year's Total				-						

i. Motor Vechical includes Rs.10.98 lakhs is in the name of one of the directors of the company

ii. Refer Note No.20 for assets provided as security.

## Notes forming part of the financial statements

### NOTE 3: PROPERTY, PLANT & EQUIPMENT, INTANGIBLE ASSETS AND INTANGIBLE ASSETS UNDER DEVELOPMENT

(Rs. in lakhs)

DESCRIPTION	GROSS BLOCK (AT COST)			DEPRECIATION / AMORTIZATION				NET BLOCK		
	As At April 01, 2022	Additions / Transfers	Deductions	As At March 31, 2023	As At April 01, 2022	For The Year	On Deductions	As At March 2023	As At March 31, 2023	As At March 31, 2022
<b>(A) TANGIBLE ASSETS</b>										
Land - Freehold	7,567.56	-	-	7,567.56	-	-	-	-	7,567.56	7,567.56
Factory Buildings	2,519.86	-	-	2,519.86	681.91	62.98	-	744.88	1,774.98	1,837.96
Non-Factory Buildings	135.36	-	-	135.36	11.80	-	-	11.80	123.57	123.57
Plant & Machinery	17,708.08	-	-	17,708.08	5,148.35	596.42	-	5,744.77	11,963.30	12,559.72
Furniture & Fixture	190.33	-	-	190.33	95.13	15.11	-	110.23	80.10	95.20
Vehicles	181.37	-	-	181.37	98.47	14.42	-	112.89	68.48	82.90
Office Equipments	46.30	-	-	46.30	41.80	3.55	-	45.36	0.94	4.50
<b>Total - Tangible Assets</b>	<b>28,348.87</b>	<b>-</b>	<b>-</b>	<b>28,348.87</b>	<b>6,077.46</b>	<b>692.48</b>	<b>-</b>	<b>6,769.94</b>	<b>21,578.93</b>	<b>22,271.41</b>
<b>(B) CAPITAL WORK IN PROGRESS</b>										
Real estate Division	-	-	-	-	-	-	-	-	-	-
Plant & Machinery	-	-	-	-	-	-	-	-	-	-
<b>Total - Capital Work In Progress</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(C) INTANGIBLE ASSETS</b>										
Overseas Project	-	-	-	-	-	-	-	-	-	-
Software Licenses	358.81	-	-	358.81	235.04	55.10	-	290.14	68.67	123.77
<b>Total - Intangible Assets</b>	<b>358.81</b>	<b>-</b>	<b>-</b>	<b>358.81</b>	<b>235.04</b>	<b>55.10</b>	<b>-</b>	<b>290.14</b>	<b>68.67</b>	<b>123.77</b>
<b>(D) INTANGIBLES UNDER DEVELOPMENT</b>										
SAP ERP	-	-	-	-	-	-	-	-	-	-
<b>Total - Intangibles under development</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL(A)+(B)+(C)+(D)</b>	<b>28,707.67</b>	<b>-</b>	<b>-</b>	<b>28,707.67</b>	<b>6,312.49</b>	<b>747.58</b>	<b>-</b>	<b>7,060.07</b>	<b>21,647.60</b>	<b>22,395.18</b>

- i. Motor Vehicle includes Rs.10.98 lakhs is in the name of one of the directors of the company
- ii. Refer Note No.20 for assets provided as security.



## Notes forming part of the financial statements

## NOTE 4: FINANCIAL ASSETS - INVESTMENTS (NON - CURRENT)

(Rs. in lakhs)

Particulars	As at 31st March , 2024		As at 31st March , 2023	
	No. of Shares	Amount Rs.	No. of Shares	Amount Rs.
<b>Investment in Equity Instruments</b>				
<b>Others (Unquoted At Cost)</b>				
DNSB	5,330	0.53	5,330	0.53
Indinox Steels Private Limited (Subsidiary)	50,000	-	50,000	5.00
Less:- Provision for Dilution of Investment		-		-5.00
<b>TOTAL</b>		<b>0.53</b>		<b>0.53</b>
<b>Aggregate Amount of Quoted Investment &amp; Market Value thereof</b>		-		-
<b>Aggregate amount of Unquoted Investments</b>		<b>0.53</b>		<b>5.53</b>
<b>Aggregate amount of impairment in value of Investments</b>		-		<b>-5.00</b>

## NOTE 5: FINANCIAL ASSETS - OTHERS (NON-CURRENT)

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Insurance Claim Receivable	1,120.27	1,120.27
<b>TOTAL</b>	<b>1,120.27</b>	<b>1,120.27</b>

The company had filed insurance claim for Rs.77.24 cr for an incident in 2008. The survey assessed the claim at Rs.43.78 cr. The insurance company has paid 24.97 cr. The company has filed petition in NCDRC for the balance claim of Rs. 18.79 cr and applicable interest from 2008 onwards. As a matter of abundant caution the company has provided for 60% of the balance principal as assessed by the surveyor. Appropriate effect would be provided in the books upon final resolution of the claim by NCDRC.

## NOTE 6: OTHER NON-CURRENT ASSETS

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Security Deposits	782.09	282.09
Others		
Balances with Govt. Authorities under litigation	286.75	286.54
Advance to Suppliers / Expenses	1,402.00	1,402.00
TDS Receivable	149.88	149.43
TCS Receivable	7.78	7.24
<b>TOTAL</b>	<b>2,628.50</b>	<b>2,127.31</b>

\*\*\*Refer Note No.38 for information about impairment, credit risk and market risk of trade receivables.



Notes forming part of the financial statements

NOTE 7: INVENTORIES

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>At Lower of Cost or Net Realisable Value</b>		
Raw Materials	1,705.78	1,739.54
Work in Process	10,609.92	10,609.92
Stock in Trade (Trading)	596.41	596.41
Stores and Spares	623.19	661.24
<b>TOTAL</b>	<b>13,535.30</b>	<b>13,607.12</b>

Notes :-

- i) Inventories have been pledged as security against certain bank borrowing, details relating to which has been described in Note No. 20.
- ii) Refer Note No. 1 (2.9) for method of valuation of inventories.

NOTE 8: FINANCIAL ASSETS - TRADE RECEIVABLES

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Trade Receivables</b>		
Unsecured - Considered Good	-	22.50
Unsecured Considered for Doubtful	17.76	1,231.94
	<u>17.76</u>	<u>1,254.44</u>
Less :- Allowance for unsecured doubtful debts	-17.76	-1,231.94
<b>TOTAL</b>	<b>-</b>	<b>22.50</b>

Notes :-

- i. Trade Receivables have been given as collateral towards borrowing details relating to which has been described in Note No. 20.
- ii. Trade Receivables includes (also refer note 41).

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Dues from Private Companies in which any director is a director or member	1,206.31	1,200.09

iii. Refer Note No.38 for information about impairment, credit risk and market risk of trade receivables.

iv. Aging for trade receivable outstanding as on 31st March 2024 as follows:-

(Rs. in lakhs)

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31st March 2024</b>							
Undisputed Trade Receivables – considered good	-	-	-	-	-	17.76	17.76
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	17.76	17.76
Less: Allowance for doubtful trade receivables							-17.76
<b>TOTAL</b>							-



Notes forming part of the financial statements

(Rs. in lakhs)

v. Aging for trade receivable outstanding as on 31st March 2022 as follows:-

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31st March 2023</b>							
Undisputed Trade Receivables – considered good	-	13.41	9.08	-	-	1,231.94	1,254.44
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
	-	<b>13.41</b>	<b>9.08</b>	-	-	<b>1,231.94</b>	<b>1,254.44</b>
Less: Allowance for doubtful trade receivables							-1,231.94
<b>TOTAL</b>							<b>22.50</b>

NOTE 9: FINANCIAL ASSETS - CASH & CASH EQUIVALENTS

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks in Current Accounts	10.93	12.06
Cash on Hand	8.03	7.03
<b>TOTAL</b>	<b>18.97</b>	<b>19.09</b>

NOTE 10: FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed Deposits due to mature within 12 months of reporting date*	25.40	24.63
Margin Money for Letter of Credit	0.15	0.15
<b>TOTAL</b>	<b>25.55</b>	<b>24.78</b>

Notes : Fixed Deposit of Rs. 11.50 lakhs as at 31st March 2024 (Previous Year as at 31st March 2023 Rs. 11.50 lakhs ) have been earmarked by bank against guarantee issued for Maharashtra Pollution Control Board (MPCB).

NOTE 11: FINANCIAL ASSETS - LOANS (CURRENT ASSETS)

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
Loans to Employees	60.65	60.65
<b>TOTAL</b>	<b>60.65</b>	<b>60.65</b>

NOTE 12: FINANCIAL ASSETS - OTHERS (CURRENT)

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest Receivable	28.55	5.31
Security Deposits	-	90.31
MSEDCL Insurance Claim Receivable	1,893.40	1,893.40
<b>TOTAL</b>	<b>1,921.95</b>	<b>1,989.03</b>





## Notes forming part of the financial statements

## NOTE 13: OTHER CURRENT ASSETS

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Advances other than capital advances		
Advance to Suppliers / Expenses	-	-
Others		
Prepaid expenses	2.39	1.45
Balances with Excisem,VAT and GST Authorities	29.52	29.82
TDS Receivable from NBFC	0.88	0.88
<b>TOTAL</b>	<b>32.78</b>	<b>32.15</b>

## NOTE 14: EQUITY SHARE CAPITAL

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Authorised</b>		
42,00,00,000 Equity shares of Re 1/- each with voting rights	4,200.00	4,200.00
<b>TOTAL AUTHORIZED SHARE CAPITAL</b>	<b>4,200.00</b>	<b>4,200.00</b>
<b>Issued, Subscribed &amp; Paid Up</b>		
39,80,80,925 Equity shares of Re 1/- each with voting rights	3,980.81	3,980.81
<b>TOTAL ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL</b>	<b>3,980.81</b>	<b>3,980.81</b>

## a) Reconciliation of the number of shares outstanding :

Particulars	As at 31st March , 2024		As at 31st March , 2023	
	No. of Shares	Amount (Lakhs)	No. of Shares	Amount (Lakhs)
Shares at the beginning	39,80,80,925	3,980.81	39,80,80,925	3,980.81
Add: Shares Issued	-	-	-	-
Less: Shares Forfeited / buyback	-	-	-	-
<b>Shares at the end</b>	<b>39,80,80,925</b>	<b>3,980.81</b>	<b>39,80,80,925</b>	<b>3,980.81</b>

## b) Rights, Preferences and restrictions attached to shares

The company has one class of equity shares having a par value Re 1/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding



Notes forming part of the financial statements

c) Details of Shareholders holding more than 5% equity shares

Name of the Shareholder	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	%	No. of Shares	%
Equity shares with voting rights :-				
Indiasteel International P.Ltd.	4,56,34,150	11.46%	4,56,34,150	11.46%
TB Investments Ltd.	2,70,00,000	6.78%	2,70,00,000	6.78%
Metal Industrial Pte Ltd (Formerly known as ""UD Industrial Holding Pte Ltd.""	9,04,58,196	22.72%	9,04,58,196	22.72%
Khamgaon Land Development and Trading Co.Pvt.Ltd.	4,36,50,000	10.97%	4,36,50,000	10.97%
Yeotmal Land Development and Trading Co.Pvt.Ltd.	4,36,50,000	10.97%	4,36,50,000	10.97%
<b>TOTAL</b>	<b>25,03,92,346</b>	<b>62.90%</b>	<b>25,03,92,346</b>	<b>62.90%</b>

d) Disclosure of Shareholding of Promoters is as follows

Name of the Shareholder	As at 31st March, 2024		As at 31st March, 2023		% Change during the year
	No. of Shares	%	No. of Shares	%	
Sudhir Gupta	18,45,550	0.46%	89,45,550	2.25%	-1.79%
Priya Gupta	86,060	0.02%	11,86,060	0.30%	-0.28%
Varun Gupta	6,54,800	0.16%	6,54,800	0.16%	0.00%
Siddharth S Gupta	4,59,700	0.12%	4,59,700	0.12%	0.00%
Malika Siddharth Gupta	5,000	0.00%	5,000	0.00%	0.00%
Priyanka Varun Gupta	5,000	0.00%	5,000	0.00%	0.00%
India Steel International (P) Ltd	4,56,34,150	11.46%	4,56,34,150	11.46%	0.00%
Khamgaon Land Development & Trading Co (P) Ltd	4,36,50,000	10.97%	4,36,50,000	10.97%	0.00%
Yeotmal Land Development & Trading Co (P) Ltd	4,36,50,000	10.97%	4,36,50,000	10.97%	0.00%
Isiworld Steels Pvt Ltd	1,78,37,500	4.48%	1,78,37,500	4.48%	0.00%
Isisales (India) Pvt Ltd	1,74,00,400	4.37%	1,74,00,400	4.37%	0.00%
Isimetals (India) Pvt Ltd	1,74,00,350	4.37%	1,74,00,350	4.37%	0.00%
Isicom Traders Pvt Ltd	13,12,750	0.33%	13,12,750	0.33%	0.00%
Isinox Steels Limited	8,91,679	0.22%	8,91,679	0.22%	0.00%
Isistar Exports Pvt Ltd	4,37,500	0.11%	4,37,500	0.11%	0.00%
<b>TOTAL</b>	<b>19,12,70,439</b>	<b>48.05%</b>	<b>19,94,70,439</b>	<b>50.11%</b>	<b>-2.06%</b>

NOTE 15: OTHER EQUITY

(Rs. in lakhs)

Particulars	Capital Redemption Reserve	Securities Premium	Capital Reserve	General Reserve	Retained Earnings	Total
<b>Balance as on April 01, 2023</b>	<b>500.00</b>	<b>18,019.38</b>	<b>4,451.30</b>	<b>2,040.00</b>	<b>-24,136.72</b>	<b>873.97</b>
Profit for the period			-		-1,162.47	-1,162.47
Other comprehensive income						
- Remeasurements gains / (loss) on defined benefit plans					282.05	282.05
<b>As at March 31, 2024</b>	<b>500.00</b>	<b>18,019.38</b>	<b>4,451.30</b>	<b>2,040.00</b>	<b>-25,017.14</b>	<b>-6.46</b>

**Notes forming part of the financial statements****Nature and Purpose of the Reserves:-****Capital Share Redemption Reserve**

Capital redemption reserve is created due to redemption of preference share capital in earlier years as per the requirement of the Companies Act.

**Securities Premium**

Security premium reserve is created when shares are issue at premium. The reserve is utilised in accordance with the provisions of the companies Act, 2013.

**Capital Reserve**

The Capital reserve was created to recognised the gain due to CDR scheme to the extent of Rs.44.51 cr approved by RCIL as on 31st March 2008 and gain due to increase in the value of Tangible asstes of Rs.74.13 cr as on 31st March 2015 and same was transferred to retained earning.

**General Reserve**

The Company has transferred a portion of Net Profits of the Company before declaring Dividends to General Reserve pursuant to the earlier provision of The Companies Act, 1956. Mandatory transfer to General Reserve, is not required under the Companies Act, 2013.

**NOTE 16: FINANCIAL LIABILITIES (LONG TERM BORROWINGS)**

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>UNSECURED :</b>		
Loans from Related Party	2,757.33	1,568.09
Loans from Director	184.92	-
<b>TOTAL</b>	<b>2,942.25</b>	<b>1,568.09</b>

**Notes :-****A Unsecured Loan :-**

- 1 Unsecured Loan from Related Parties does not have a definite repayment schedule. Interest rate for above loans are range between 0.00% to 12.00 %.

**NOTE 17: NON-CURRENT TRADE PAYABLES**

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Others	-	-
Long term creditors**	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

\*\*Effect of settlement deed/ addendum to the settlement deed with a creditor resulting in reduction of liability is accounted for on a proportionate basis and the same is considered as other income. Considering the current Global Pandemic situation, negotiations are going on with the said creditor for a longer repayment schedule starting after 12 months hence the liability has been reclassified as "Non Current Financial Liability - Trade Payable" as per the Management Policy.

**Notes forming part of the financial statements****NOTE 18: FINANCIAL LIABILITIES - OTHERS (NON-CURRENT)**

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Others		
Interest accrued but not due on borrowings	627.41	628.06
<b>TOTAL</b>	<b>627.41</b>	<b>628.06</b>

**NOTE 19: PROVISIONS (NON-CURRENT)**

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provision for Employee Benefits</b>		
Gratuity	4.12	194.85
Compensated absences	0.99	1.10
<b>TOTAL</b>	<b>5.11</b>	<b>195.95</b>

**NOTE 20: FINANCIAL LIABILITIES - SHORT TERM BORROWINGS**

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>SECURED :</b>		
Loans repayable on demand - Banks		
Cash Credit	4,259.80	3,531.15
Letter of Credit	1,035.52	614.35
Term Loan - FITL	307.12	274.32
Term Loan - ECLGS	101.06	94.64
Term Loan - Bank	1.34	2.42
Term Loan - Financial Institutions (NBFC)	7.42	7.42
	5,712.26	4,524.32
<b>UNSECURED :</b>		
Loans from Others	650.94	650.94
	650.94	650.94
<b>TOTAL</b>	<b>6,363.19</b>	<b>5,175.25</b>

**Notes :-****A Loans Repayable on Demand / Term Loan (Banks) :-**

- Kotak Mahindra Bank Ltd & DNS Bank Ltd. has sanctioned Cash Credit facilities against the security by way of first pari passu charge on the fixed assets of the company, hypothecation of stock and book debts of the company and personal guarantees of some of the promoter directors of the Company. This accounts have become Non Performing Assets before & as on date of balance sheet and company has received recall notices from the banks. Kotak Mahindra Bank Limited has taken the possession of the factory premises of the company situated at Zenith Compound, Village Vihari, Kahalapur District, Raigad.
- Kotak Mahindra Bank Ltd. has sanctioned Letter of Credit facilities against the security by way of first pari passu charge on the fixed assets of the company, hypothecation of stock and book debts of the company and personal guarantees of some of the promoter directors of the Company. This accounts have become Non Performing Assets before & as on date of balance sheet and company has received recall notices from the banks. Kotak Mahindra Bank Limited has taken the possession of the factory premises of the company situated at Zenith Compound, Village Vihari, Kahalapur District, Raigad.
- FITL Loan from DNS Bank @ 15.75% p.a. interest are secured against Stock and Books Debts, Plant & Machinery and Factory Land & Building. This loan is repayable in 7 monthly installments. Said loan was to be repaid before 31.03.2021. However the company has defaulted in repaying the same as per the agreed sanctioned terms.

**Notes forming part of the financial statements**

- 4 FITL Loan from Kotak Mahindra Bank Ltd. @ 19.00% p.a. interest are secured against Stock and Books Debts, Plant & Machinery and Factory Land & Building. This loan is repayable in 7 monthly installments. Said loan was to be repaid before 31.03.2021. However the company has defaulted in repaying the same as per the agreed sanctioned terms. This accounts have become Non Performing Assets before & as on date of balance sheet and company has received recall notices from the banks. Kotak Mahindra Bank Limited has taken the possession of the factory premises of the company situated at Zenith Compound, Village Vihari, Kahalapur District, Raigad.
- 5 The Company has during the year availed a loan of Rs. 80 lakhs from Kotak Mahindra Bank Ltd. under the Emergency Credit Line Guarantee Scheme (ECLGS) of National Credit Guarantee Trustee Company Ltd (NCGTC) in order to meet its working capital requirements. The tenure of the loan is 48 months (Including the 12 month moratorium period) carrying an interest rate of 8.00% p.a. repayable in 48 equated monthly installments. The said loan is secured by way of first and second charge on the entire present and future current and movable assets with DNS Bank, first and second charge moveable fixed assets Equitable/ Registered on immovable properties, i.e. Land and Building and structure and P&M located in Zenith Compound, Khopoli, District Raigad, Maharashtra - 410203 owned by the India Steel Works Limited. However the company has defaulted in repaying the same as per the agreed sanctioned terms. This accounts have become Non Performing Assets before & as on date of balance sheet and company has received recall notices from the banks. Kotak Mahindra Bank Limited has taken the possession of the factory premises of the company situated at Zenith Compound, Village Vihari, Kahalapur District, Raigad.
- 6 Loans from Yes Bank @ 7.20% p.a. interest are secured against hypothecation of motor vehicles. These loans are repayable in 60 equated monthly months installment of Rs.0.41 lakhs.

**B Term Loans Financial Institutions (NBFC) :-**

- 1 Loans from Sundaram Finance Ltd. @ 7.10% p.a. interest are secured against hypothecation of komatsu hydraulic excavator machine. However the company has defaulted in repaying the same as per the agreed sanctioned terms.

**C Unsecured Loan :-**

- 1 Unsecured Loan from other corporate are repayable on demand. Interest rate @ 8.00 % p.a.

**NOTE 21: FINANCIAL LIABILITIES - TRADE PAYABLES**

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Due to Micro, Small and Medium Enterprises	-	-
Due to Others (Refer Notes Below)	16,392.81	16,772.30
<b>TOTAL</b>	<b>16,392.81</b>	<b>16,772.30</b>

**Notes :-**

- i. Based on the information in possession with the Company, no supplier has been identified as being covered under Micro, Small and Medium Enterprise Development Act, 2006 ("the Act"). Accordingly, In view of the above outstanding as at 31st March 2024 the same has not been quantified relating to Micro and Small Enterprises referred to in the said Act.
- ii. The balances of trade payable for the amount due to some of them are subject to reconciliation. Necessary adjustment if any, may be made when the accounts are settled.
- iii. Trade Payables Includes related party refer Note No. 41.
- iv. Ageing for trade payables outstanding as at March 31, 2024 is as follows:

(Rs. in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	4.69	810.03	1,067.48	14,510.62	16,392.81
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
	<b>4.69</b>	<b>810.03</b>	<b>1,067.48</b>	<b>14,510.62</b>	<b>16,392.81</b>

**Notes forming part of the financial statements**

iv. Ageing for trade payables outstanding as at March 31, 2023 is as follows:

(Rs. in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	1,095.41	1,176.09	14,500.81	16,772.30
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
	-	<b>1,095.41</b>	<b>1,176.09</b>	<b>14,500.81</b>	<b>16,772.30</b>

**NOTE 22: FINANCIAL LIABILITIES - OTHERS (CURRENT)**

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued**	221.65	221.65
Others		
Employee Benefits payables	115.74	629.97
Preference Shares	6,418.59	6,418.59
<b>TOTAL</b>	<b>6,755.98</b>	<b>7,270.21</b>

\*\* Includes related party refer Note No. 41.

**NOTE 23: OTHER CURRENT LIABILITIES**

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance from Customer**	2,723.07	3,357.22
Statutory Liabilities***	308.69	306.33
<b>TOTAL</b>	<b>3,031.76</b>	<b>3,663.55</b>

\*\* Includes related party refer Note No. 41.

\*\*\* Includes payable towards TDS, GST, and Employee Related Statutory Obligation.

**NOTE 24: PROVISIONS (CURRENT)**

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provision for Employee Benefits</b>		
Bonus	1.85	44.90
Compensated absences	0.53	3.36
Gratuity	2.29	80.86
	4.66	129.12
<b>Others Provision</b>		
Others	136.46	393.72
	136.46	393.72
<b>TOTAL</b>	<b>141.12</b>	<b>522.84</b>

Refer Note 1 (2.11) for further reference on Employee benefits.



## Notes forming part of the financial statements

## NOTE 25: REVENUE FROM OPERATIONS

(Rs. in lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Revenue from Customers</b>		
Sale of Products	81.60	352.90
Sale of Services	-	117.67
<b>TOTAL</b>	<b>81.60</b>	<b>470.57</b>

## NOTE 26: OTHER INCOME

(Rs. in lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Interest Income	71.48	4.36
Unclaimed liabilities written back	552.83	112.08
Other Income	20.11	72.91
<b>TOTAL</b>	<b>644.42</b>	<b>189.36</b>

## NOTE 27: COST OF MATERIALS CONSUMED

(Rs. in lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Inventories at the beginning of the year	2,400.79	5,586.72
Add:- Purchases during the year	-	-8.51
Less:- Inventories at the end of the year	2,328.97	2,400.79
Less:- Stock Write off (Exceptional)	-	2,889.48
<b>Cost of Materials Consumed</b>	<b>71.82</b>	<b>287.94</b>

## NOTE 28: PURCHASE OF STOCK IN TRADE

(Rs. in lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Purchase of Stock in Trade	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

## NOTE 29: CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK IN TRADE

(Rs. in lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Opening Stocks :</b>		
Finished Goods	-	319.6
Work in Progress	10,609.92	11,753.23
Stock In Trade	596.41	596.41
Stock Write off (Exceptional)	-	4,109.06
<b>Less : Closing Stocks :</b>		
Finished Goods	-	-
Work in Progress	10,609.92	10,609.92
Stock In Trade	596.41	596.41
Stock Write off (Exceptional)	-	5,085.07
<b>NET CHANGE IN INVENTORIES</b>	<b>-</b>	<b>486.89</b>



**Notes forming part of the financial statements****NOTE 30: EMPLOYEE BENEFIT EXPENSES**

(Rs. in lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Salaries, Wages and Bonus	30.14	348.55
Directors Remuneration	0.00	12.89
Contribution to Provident and Other Funds	1.41	10.54
Gratuity Expenses (Refer Note No. 40)	36.06	40.37
Leave Encashment Expenses (Refer Note No. 40)	4.44	6.26
Staff Welfare Expenses	1.34	26.36
<b>TOTAL</b>	<b>73.37</b>	<b>444.98</b>

**NOTE 31: FINANCE COST**

(Rs. in lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Interest Expense		
On Borrowings	889.55	753.39
Others (Including Interest on delay / deferred payment)	124.91	68.64
Bank and other finance charges	0.11	0.29
<b>TOTAL</b>	<b>1,014.57</b>	<b>822.32</b>

**NOTE 32: OTHER EXPENSES**

(Rs. in lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Power, Fuel and Utilities	317.00	602.34
Tank Facility Charges	20.00	24.19
Processing Charges	0.45	17.53
Water	-	0.58
Repairs to Plant and Machinery	-	13.89
Other Repairs	4.51	0.21
Packing Materials	-	0.01
Sales Promotion	0.19	2.42
Outward Freight Charges	-	0.80
Bad Debts Written off net of provisions	17.81	141.32
Travelling and Conveyance	6.54	14.77
Communication Expenses	1.87	3.44
Insurance	1.53	0.86
Rates and Taxes	47.74	50.69
Legal and Professional Fees	59.85	87.35
Printing & Stationery	-	0.20
Service Charges	-	1.42
Security Charges	3.03	12.21
Directors Sitting Fees	6.80	4.20
Motor Vehicle Expenses	0.46	11.41
Donations	-	0.10
GST Reversal Expenses	-	3.65

**Notes forming part of the financial statements****NOTE 32: OTHER EXPENSES (Contd...)**

(Rs. in lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Payment to Auditors		
- Audit Fees	8.00	8.00
Foreign Exchange Fluctuation (Net)	6.41	159.45
Miscellaneous Expenses	46.23	85.82
Loss on sale of share	4.50	-
<b>TOTAL</b>	<b>552.91</b>	<b>1,246.85</b>

**NOTE 33: CONTINGENT LIABILITIES AND COMMITMENTS AND ASSETS****A. CONTINGENT LIABILITIES****Claims against the company not acknowledged as debts**

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Claims against the company/disputed liabilities but not acknowledged as debts	2,842.77	2,679.80
Excise/Customs Matters decided in the companies favour in earlier years, in respect of which show cause notices have been received & contested	1,038.31	1,038.31
Sales Tax matters - Disputed	275.39	275.39
Income Tax matters - Disputed	214.58	214.58
Property Tax - Disputed	788.40	571.10
Bank Guarantee	1.40	1.40
Disputed Interest of bank	218.91	218.91
Disputed GST Liability	39.83	39.83
Material Claim	20.35	20.35
Disputed Suppliers Interest on Delay Payment	3,400.00	-

**Notes :-**

- (i) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgments/decisions pending with various forums/authorities.
- (ii) The Company does not expect any reimbursements in respect of the above contingent liabilities.
- (iii) Most of the issues of litigation pertaining to Central Excise/Sales Tax/Customs are based on interpretation of the respective Law & Rules thereunder. Management has been opined by its counsel that many of the issues raised by revenue will not be sustainable in law as they are covered by judgments of respective judicial authorities which supports its contention.
- (iv) The Company's pending litigation comprise of proceeding pending related to Property tax. The Management has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Management does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.



## Notes forming part of the financial statements

## B. COMMITMENTS

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Estimated amount of contracts remaining to be executed on capital account & not provided for**	-	-
<b>Net Capital Commitments</b>	<b>-</b>	<b>-</b>

\*\* As certified by Management.

## NOTE 34: CORPORATE SOCIAL RESPONSIBILITY

(Rs. in lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Amount required to be spent as per Section 135 of the Companies Act, 2013	-	-
Amount spent during the year on:		
Construction / Acquisition of any Asset	-	-
On purposes other than (1) above	-	-
<b>Total Paid</b>	<b>-</b>	<b>-</b>
<b>Gross Total</b>	<b>-</b>	<b>-</b>

## NOTE 35: EXCEPTIONAL ITEMS

(Rs. in lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Security Deposit written off	17.07	124.40
Investment written off	-	-
Dilution of Investment	-5.00	5.00
Diminution Value of Inventory	-	2,628.12
Creditors written off	-	-630.58
Employee Benefits written off	-594.36	-
Advances to Suppliers written off	-	10.06
Advances from Customer written off	-	-24.25
MSEDCL Claim	-	-1,893.40
	<b>-582.30</b>	<b>219.35</b>

## NOTE 36: EARNINGS PER SHARE

(Rs. in lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Profit for the year as per Statement of Profit & Loss	-1,162.47	-3,595.80
Weighted Average No. of Equity Shares for of Face Value ? 1 each	39,80,80,925	39,80,80,925
<b>Earnings Per Share - Basic</b>	<b>-0.29</b>	<b>-0.9</b>

**Notes forming part of the financial statements****NOTE 37: CAPITAL MANAGEMENT**

The Company's objective for Capital Management is to maximise shareholder value, safeguard business continuity, and support the growth of the Company. Capital includes, Equity Capital, Securities Premium and other reserves and surplus attributable to the equity shareholders of the Company. The Company determines the capital requirement based on annual operating plans and long term and strategic investment and capital expenditure plans. The funding requirements are met through a mix of equity, operating cash flows generated and debt. The operating management, supervised by the Board of Directors of the Company regularly monitors its key gearing ratios and other financials parameters and takes corrective actions wherever necessary. The relevant quantitative information on the aforesaid parameters are disclosed in these financial statements.

(Rs. in lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Total interest bearing financial liabilities	10,154.51	7,593.05
Less : Cash and Cash Equivalents	18.97	19.09
<b>Adjusted Net Debt</b>	<b>10,135.54</b>	<b>7,573.96</b>
Total Equity	3,974.35	4,854.78
<b>Adjusted Equity</b>	<b>3,974.35</b>	<b>4,854.78</b>
<b>Adjusted Net Debt to adjusted Equity Ratio</b>	<b>2.55</b>	<b>1.56</b>

**NOTE 38: FINANCIAL RISK MANAGEMENT AND POLICIES**

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the managing board. The details of different types of risk and management policy to address these risks are listed below:

**(a) Market Risk:-**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

**(a) (i) Market Risk - Interest Rate Risk**

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The company's exposure to the risk of changes in market interest rates primarily to the Company's borrowings, both short term and long term obligations with floating interest rates.

The company is also exposed to interest rate risk on its financial assets that include fixed deposits (which are part of cash and cash equivalents) since all these are generally for short durations, there is no significant interest rate risks pertaining to these deposits..

**Exposure to interest rate risk**

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Fixed-rate instruments</b>		
Financial Liabilities - Borrowings	9,305.44	6,743.34
	9,305.44	6,743.34
<b>Total</b>	<b>9,305.44</b>	<b>6,743.34</b>

**Notes forming part of the financial statements****Sensitivity analysis to interest rate risk**

The company doesn't account for any fixed rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

**(a)(ii) Market Risk - Price Risk**

The Company has no surplus for investment in debt mutual funds, deposits etc. The Company does make deposit with the banks to provide security against guarantee issued by bank to company's trade payables. Deposit is made in fixed rate instrument. In view of this it is not susceptible to market price risk, arising from changes in interest rates or market yields which may impact the return and value of the investments.

**(a)(iii) Market Risk - Currency Risk**

The fluctuation in foreign currency exchange rates may have a potential impact on the statement of profit and loss and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the Company. The company is exposed to currency risk on account of its trade payables in foreign currency. The functional currency of the company is Indian Rupees. The Company follows a natural hedge driven currency risk mitigation policy to the extent possible.

**Exposure to Currency risk**

The summary quantitative data about the Company's exposure to currency risk are reported to management of the company are as follows:-

Foreign Currency in lakhs

Particulars	Foreign Currency	As at March 31, 2024	As at March 31, 2023
<b>Financial Assets</b>			
Trade and other receivables	USD	9.63	9.33
<b>Financial Liabilities</b>			
Trade and other payables	USD	1.60	1.60
	EURO	-	-

**Sensitivity analysis to currency risk**

Foreign Currency	As at 31st March, 2024		As at 31st March, 2023	
	3% increase	3% Decrease	3% increase	3% Decrease
USD	19.95	-19.95	19.80	(19.80)
EURO	-	-	-	-
<b>Total</b>	<b>19.95</b>	<b>-19.95</b>	<b>19.80</b>	<b>(19.80)</b>

**(b) Credit Risk**

Credit Risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The carrying amount of Financial Assets represents the maximum credit exposure.

**Trade Receivables**

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, industry information, business intelligence and in some cases bank references.

Trade Receivables of the Company are typically unsecured, except to the extent of the security deposits received from the customers or financial guarantees provided by the market organizers in the business. Credit Risk is managed through credit approvals and periodic monitoring of the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company performs ongoing credit evaluations of its customers' financial condition and monitors the creditworthiness of its customers to which it grants credit terms in the normal course of business. The Company has no concentration of Credit Risk as the customer base is geographically distributed in India.

**Notes forming part of the financial statements****Expected credit loss for trade receivable:**

The allowance for impairment of Trade receivables is created to the extent and as and when required, based upon the expected collectability of accounts receivables. On account of adoption of Ind AS 109, the Company uses lifetime Expected Credit Loss (ECL) model for assessing the impairment loss. For this purpose, the Company uses a provision matrix to compute the expected credit loss amount for trade receivables. Loss rates are based on actual credit loss experience and past trends. The provision matrix takes into account external and internal credit risk factors and historical experience / current facts available in relation to defaults and delays in collection thereof.

The movement of the expected loss provision (allowance for bad and doubtful loans and receivables etc.) made by the company are as under:

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Opening balance of expected loss provision</b>	<b>1,231.94</b>	<b>2,372.21</b>
Add : Provisions made (net)	-1,214.18	-1,140.26
Less : Utilisation for impairment / de-recognition	-	-
<b>Closing balance</b>	<b>17.76</b>	<b>1,231.94</b>

**Other Financial Assets**

The company maintains its Cash and Cash equivalents and Bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis.

**Expected credit loss on financial assets other than trade receivable:**

With regards to all financial assets with contractual cash flows other than trade receivable, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from whom these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no provision for expected credit loss has been provided on such financial assets. Break up of financial assets other than trade receivables have been disclosed on balance sheet.

The Company's maximum exposure to credit risk as at 31st March, 2024 and 31st March, 2023 is the carrying value of each class of financial assets.

**(c) Liquidity Risk**

Liquidity Risk is the risk that the Company will face in meeting its obligation associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach in managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Any short term surplus cash generated, over and above the amount required for working capital and other operational requirements is retained as Cash and Cash Equivalents (to the extent required).

**Exposure to Liquidity Risk**

The following table shows the maturity analysis of the Company's Financial Liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet Date.

(Rs. in lakhs)

Particulars	As at 31st March , 2024		As at 31st March , 2023	
	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months
Long Term Borrowings	-	2,942.25	-	1,568.09
Interest accrued but not due on borrowings	627.41	-	628.06	-
Working Capital Loans from Banks	5,712.26	-	4,524.32	-
Loans from Others / Preference Share Capital	650.94	-	650.94	-
Trade Payables	16,392.81	-	16,772.30	-
Other Financial Liabilities	6,755.98	-	7,270.21	-
	<b>30,139.40</b>	<b>2,942.25</b>	<b>29,845.82</b>	<b>1,568.09</b>

**Notes forming part of the financial statements****(d) Collateral**

The Company has pledged its Non-Current as well as Current Assets to a consortium of lenders as collateral towards borrowings by the Company. Refer Note No. 20 for the detailed terms and conditions of the collaterals pledged.

**NOTE 39: FINANCIAL INSTRUMENTS - CLASSIFICATION AND FAIR VALUE MEASUREMENT****A. Classification of Financial Assets and Liabilities**

The carrying value of financial instruments by categories as at March 31, 2024 is as follows:

(Rs. in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial Assets</b>		
At amortised Cost		
Investments	0.53	0.53
Loans	60.65	60.65
Trade Receivables	-	22.50
Cash & Cash Equivalents	18.97	19.09
Other Bank Balances	25.55	24.78
Other Financial Assets	3,042.22	3,109.30
<b>Total Financial Assets</b>	<b>3,147.92</b>	<b>3,236.85</b>
<b>Financial Liabilities</b>		
At amortised Cost		
Borrowings	9,305.44	6,743.34
Trade Payable	16,392.81	16,772.30
Other Financial Liabilities	7,383.39	7,898.27
<b>Total</b>	<b>33,081.65</b>	<b>31,413.91</b>

Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.

**NOTE 40: EMPLOYEE BENEFITS****Retirement Benefits**

As per Ind AS 19 the Company has recognized "Employees Benefits" ,in the financial statements in respect of Employee Benefits Schemes as per Actuarial Valuation as on 31st March 2024.

**(A) Details of defined benefit obligation and plan assets****(a) Retiring Gratuity****I Components of Employer Expenses**

(Rs. in lakhs)

Particulars	Gratuity	
	31st March, 2024	31st March, 2023
Current Service Cost	0.62	33.25
Interest Cost	19.44	7.12
Actuarial (Gain)/Loss	-279.50	121.97
<b>Total Expenses/(Gain) recognized in the Profit &amp; Loss Account</b>	<b>-259.45</b>	<b>162.35</b>



**Notes forming part of the financial statements****II Net Asset/ (Liability) recognized in Balance Sheet**

(Rs. in lakhs)

Particulars	Gratuity	
	31st March, 2024	31st March, 2023
Present value of Funded Obligation	6.41	275.71
Fair Value of Plan Assets	-	-
<b>Assets/(Liability) recognized in the Balance Sheet</b>	<b>6.41</b>	<b>275.71</b>

**III Change in Defined Benefit Obligations (DBO)**

(Rs. in lakhs)

Particulars	Gratuity	
	31st March, 2024	31st March, 2023
Opening Balance of Present Value of Obligation	275.71	113.36
Current Service Cost	0.62	33.25
Interest Cost	19.44	7.12
Actuarial (Gain)/Loss	-279.50	121.97
Benefit Paid	-9.86	-
<b>Closing Balance of Present Value of Obligation</b>	<b>6.41</b>	<b>275.71</b>

**IV Changes in the Fair Value of Plan Assets**

(Rs. in lakhs)

Particulars	Gratuity	
	31st March, 2024	31st March, 2023
Opening Balance of Present Value of Obligation	-	-
Expected Return on Plan Assets	-	-
Actuarial Gain/(Loss)	-	-
Contribution by Employer	-	-
Benefit Paid	-	-
<b>Fair Value of Plan Assets as at 31st March</b>	<b>-</b>	<b>-</b>

**V Acturaial Assumption**

(Rs. in lakhs)

Particulars	Gratuity	
	31st March, 2024	31st March, 2023
Discount Rate (Per Annum)	7.04%	7.18%
Expected Rate of Return on Assets Per Annum	6.00%	6.00%
Attrition Rate	Upto Age 45: 15%	Upto Age 45: 15%
	46 to 50: 10%	46 to 50: 10%
	51 and above: 5%	51 and above: 5%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**VI Major Categories of plan assets as a percentage of total plan assets**

Not applicable since the company has Nil Plan assets



Notes forming part of the financial statements

VII Movement in net liability recognized in Balance Sheet

(Rs. in lakhs)

Particulars	Gratuity	
	31st March, 2024	31st March, 2023
Net Opening Liability	275.71	113.36
Employer expenses as above	20.06	40.37
Contribution paid	-9.86	-
Other Comprehensive Income (OCI)	-279.50	121.97
<b>Closing Net Liability</b>	<b>6.41</b>	<b>275.71</b>

VIII Gratuity - Sensitivity Analysis

(Rs. in lakhs)

Name of the Shareholder	31st March , 2024		31st March , 2023	
	Increase	Decrease	Increase	Decrease
Salary Growth Rate (1% movement)	6.63	6.20	286.66	265.57
Discount Rate (1% movement)	6.19	6.65	265.20	287.27

(b) Compensated Absences

I Components of Employer Expenses

(Rs. in lakhs)

Particulars	Compensated Absence (PL)	
	31st March, 2024	31st March, 2023
Current Service Cost	0.15	6.04
Interest Cost	0.29	0.22
Actuarial (Gain)/Loss	-2.54	-5.35
<b>Total Expenses/(Gain) recognized in the Profit &amp; Loss Account</b>	<b>-2.10</b>	<b>0.92</b>

II Net Asset/ (Liability) recognized in Balance Sheet

(Rs. in lakhs)

Particulars	Compensated Absence (PL)	
	31st March, 2024	31st March, 2023
Present value of Funded Obligation	1.51	4.46
Fair Value of Plan Assets	-	-
<b>Assets/(Liability) recognized in the Balance Sheet</b>	<b>-1.51</b>	<b>4.46</b>

III Change in Defined Benefit Obligations (DBO)

(Rs. in lakhs)

Particulars	Compensated Absence (PL)	
	31st March, 2024	31st March, 2023
Opening Balance of Present Value of Obligation	4.46	3.55
Current Service Cost	0.15	6.04
Interest Cost	0.29	0.22
Actuarial (Gain)/Loss	-2.54	-5.35
Benefit Paid	-0.85	-
<b>Closing Balance of Present Value of Obligation</b>	<b>1.51</b>	<b>4.46</b>



## Notes forming part of the financial statements

## IV Changes in the Fair Value of Plan Assets

(Rs. in lakhs)

Particulars	Compensated Absence (PL)	
	31st March, 2024	31st March, 2023
Opening Balance of Present Value of Obligation	-	-
Expected Return on Plan Assets	-	-
Actuarial Gain/(Loss)	-	-
Contribution by Employer	-	-
Benefit Paid	-	-
<b>Fair Value of Plan Assets as at 31st March</b>	<b>-</b>	<b>-</b>

## V Acturaial Assumption

(Rs. in lakhs)

Particulars	Compensated Absence (PL)	
	31st March, 2024	31st March, 2023
Discount Rate (Per Annum)	7.04%	7.18%
Expected Rate of Return on Assets Per Annum	6.00%	6.00%
Attrition Rate	Upto Age 45: 15% 46 to 50: 10% 51 and above: 5%	Upto Age 45: 15% 46 to 50: 10% 51 and above: 5%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

## VI Major Categories of plan assets as a percentage of total plan assets

Not applicable since the company has Nil Plan assets

## VII Movement in net liability recognized in Balance Sheet

(Rs. in lakhs)

Particulars	Compensated Absence (PL)	
	31st March, 2024	31st March, 2023
Net Opening Liability	4.46	3.55
Employer expenses as above	0.44	6.26
Contribution paid	-0.85	-
Other Comprehensive Income (OCI)	-2.54	-5.35
<b>Closing Net Liability</b>	<b>1.51</b>	<b>4.46</b>

## VIII Compensated Absence (PL) - Sensitivity Analysis

(Rs. in lakhs)

Name of the Shareholder	31st March , 2024		31st March , 2023	
	Increase	Decrease	Increase	Decrease
Salary Growth Rate (1% movement)	1.56	1.46	4.52	4.41
Discount Rate (1% movement)	1.46	1.57	4.40	4.53

## (B) Defined Contribution Plans

Amount recognised as expenses on account of "Contribution / Provision to and for Provident and other Funds" of Statement of Profit and Loss - 1.41 Lakhs (Previous year 10.54 Lakhs)

**Notes forming part of the financial statements****NOTE 41: RELATED PARTY****List of related parties****A Enterprise in which Key Managerial Personnel and their relatives have significant Influence :**

01. Isinox Limited
02. ISL Global PTE Ltd.
03. Indiasteel International P.Ltd.
04. Isiworld Steel (I) P.Ltd.
05. Isicom Traders P.Ltd.
06. Isistar Exports P.Ltd.
07. Isimetal (I) P.Ltd.
08. Isisales India Pvt. Ltd.
09. Level Construction Pvt.Ltd. (Emgee Homes)
10. Gupta Housing P.Ltd.
11. Yeotmal Land Development & Trading Co.P.Ltd.
12. India Steel Industries
13. Indiasteel International
14. LeapIndia Brandhub Services Pvt. Ltd.
15. LeapIndia Institute Pvt Ltd.
16. Level Enterprises LLP
17. SPV Family Trust

**B Key Managerial Personnel :****Executive Directors :**

01. Mr.Sudhir H Gupta
02. Mr.Varun S.Gupta

**Independent Directors :**

01. Mr. Karan Lamba (from 13th Nov 2021 to 18th April 2022)
02. Mr. Santino Roco Morea (from 12th Nov 2021)
03. Mr. Harpreet Baweja (from 12th Nov 2021)
04. Mrs. Aastha Sharma (from 13th Nov 2021 to 18th April 2022)
05. Mrs. Priyanka Gupta (from 15th July 2022 to 14th Nov 2022)
06. Mr. Santosh Pandharinath Bhosale (from 20th Sept 2022)
07. Mr. Shivanand Shesherao Bhalerao (from 20th Sept 2022)
08. Mrs. Saachi Rajesh Madnani (from 27th March 2023 to 4th September 2023)
09. Mrs. Priyanka Gupta (from 5th September 2023)

**Non Independent & Non Executive Directors :**

01. Mr.Bimal Desai (Up to 10th December 2023)
02. Mr.Ratna Deep Ranjan (from 11th December 2023)

**Company Secretary :**

01. Mr.Dilip Maharana

**Chief Financial Officer :**

01. Mr.Nilesh Matkar (from 16th November 2022)



Notes forming part of the financial statements

C Subsidiary :

01. Indinox Steels Private Limited

(Rs. in lakhs)

Particulars	Enterprise in which Key Managerial Personnel and their relatives have significant Influence		Key Management Personnel		Total	Total
	31st March 2024	31st March 2023	31st March 2024	31st March 2023	31st March 2024	31st March 2023
<b>PURCHASE</b>						
<b>Purchase of Goods</b>						
Isinox Limited	-	-	-	-	-	-
LeapIndia Brandhub Services Pvt. Ltd.	-	-	-	-	-	-
<b>Total</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>SALES</b>						
<b>Sale of Goods</b>						
Isinox Limited	-	-	-	-	-	-
LeapIndia Brandhub Services Pvt. Ltd.	-	2.21	-	-	-	2.21
Inoxware P.Ltd.	-	7.77	-	-	-	7.77
<b>Total</b>	<u>-</u>	<u>9.98</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>9.98</u>
<b>LICENCE FEES</b>						
<b>Licence Fees Paid</b>						
Isinox Limited	14.16	14.16	-	-	14.16	14.16
<b>Total</b>	<u>14.16</u>	<u>14.16</u>	<u>-</u>	<u>-</u>	<u>14.16</u>	<u>14.16</u>
<b>LABOUR CHARGES INCOME</b>						
Isinox Limited	-	-	-	-	-	-
LeapIndia Brandhub Services Pvt. Ltd.	-	7.98	-	-	-	7.98
Inoxware P.Ltd.	-	5.07	-	-	-	5.07
<b>Total</b>	<u>-</u>	<u>13.05</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>13.05</u>
<b>LABOUR CHARGES EXPENSES</b>						
Isinox Limited	-	0.81	-	-	-	0.81
<b>Total</b>	<u>-</u>	<u>0.81</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>0.81</u>
<b>Other Income</b>						
Isinox Limited	21.24	28.32	-	-	21.24	28.32
<b>Total</b>	<u>21.24</u>	<u>28.32</u>	<u>-</u>	<u>-</u>	<u>21.24</u>	<u>28.32</u>
<b>INTEREST EXPENSES</b>						
Gupta Housing Pvt. Ltd.	-	-	-	-	-	-
<b>Total</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>REMUNERATION TO DIRECTORS</b>						
Mr.Sudhir H Gupta			0.00	6.77	0.00	6.77
Mr.Varun S.Gupta			0.00	6.12	0.00	6.12
Mr.Dipak Gaur			-	-	-	-
<b>REMUNERATION TO COMPANY SECRETARY</b>						
Mr.Dilip Maharana			7.50	3.00	7.50	3.00



Notes forming part of the financial statements

(Rs. in lakhs)

Particulars	Enterprise in which Key Managerial Personnel and their relatives have significant Influence		Key Management Personnel		Total	Total
	31st March 2023	31st March 2022	31st March 2023	31st March 2022	31st March 2023	31st March 2022
<b>REMUNERATION TO CHIEF FINANCIAL OFFICER</b>						
Mr.Nilesh Matkar			8.20	4.08	8.20	4.08
<b>DIRECTOR SITTING FEES</b>						
Mr. Bimal Desai			1.60	1.20	1.60	1.20
Mr. Santino Roco Morea			1.00	1.20	1.00	1.20
Mr. Harpreet Baweja			-	0.90	-	0.90
Mrs. Saachi			0.60	-	0.60	-
Mr. Shivanand S. Bhalerao			1.60	0.45	1.60	0.45
Mr. Santosh P. Bhosale			1.60	0.45	1.60	0.45
Mr. Ratna Deep Ranjan			0.44	-	0.44	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>22.54</b>	<b>24.17</b>	<b>22.54</b>	<b>24.17</b>
<b>OUTSTANDING BALANCES RECEIVABLES</b>						
ISL Global PTE Ltd.	797.68	791.56	-	-	797.68	791.56
Isisales India Pvt. Ltd.	408.63	408.53	-	-	408.63	408.53
<b>Total</b>	<b>1,206.31</b>	<b>1,200.09</b>	<b>-</b>	<b>-</b>	<b>1,206.31</b>	<b>1,200.09</b>
<b>LOAN RECEIVED</b>						
Leapindia Brandhub Services Pvt. Ltd.	1,407.54	244.73	-	-	1,407.54	244.73
Level Enterprises LLP	1,004.55	992.55	-	-	1,004.55	992.55
Gupta Housing Pvt. Ltd.	40.24	234.85	-	-	40.24	234.85
SPV Family Trust	-	41.00	-	-	-	41.00
Level Construction Pvt.Ltd. (Emgee Homes)	305.00	20.00	-	-	305.00	20.00
Siddharth Gupta	-	34.96	-	-	-	34.96
<b>Total</b>	<b>2,757.33</b>	<b>1,568.09</b>	<b>-</b>	<b>-</b>	<b>2,757.33</b>	<b>1,568.09</b>
<b>INTEREST PAYABLE</b>						
Isinox Limited	197.63	197.63	-	-	197.63	197.63
Level Enterprises LLP	14.80	14.80	-	-	14.80	14.80
<b>Total</b>	<b>212.43</b>	<b>212.43</b>	<b>-</b>	<b>-</b>	<b>212.43</b>	<b>212.43</b>
<b>ADVANCE RECEIVED FROM CUSTOMER</b>						
Isinox Limited	2,538.41	3,186.12	-	-	2,538.41	3,186.12
<b>Total</b>	<b>2,538.41</b>	<b>3,186.12</b>	<b>-</b>	<b>-</b>	<b>2,538.41</b>	<b>3,186.12</b>
<b>REMUNARATION PAYABLE</b>						
Mr.Sudhir H Gupta	-	-	18.54	18.54	18.54	18.54
Mr.Varun S.Gupta	-	-	17.19	17.19	17.19	17.19
Mr.Dipak Gaur	-	-	23.07	23.07	23.07	23.07
Mr.Dilip Maharana	-	-	15.43	13.93	15.43	13.93
Mr.Nilesh Matkar	-	-	26.05	21.90	26.05	21.90
<b>Total</b>	<b>-</b>	<b>-</b>	<b>100.28</b>	<b>94.63</b>	<b>100.28</b>	<b>94.63</b>



## Notes forming part of the financial statements

(Rs. in lakhs)

Particulars	Enterprise in which Key Managerial Personnel and their relatives have significant Influence		Key Management Personnel		Total	Total
	31st March 2023	31st March 2022	31st March 2023	31st March 2022	31st March 2023	31st March 2022
<b>DIRECTOR SITTING PAYABLE</b>						
Mr. Bimal Desai	-	-	3.42	1.98	3.42	1.98
Mr. Karan Lamba	-	-	0.36	0.36	0.36	0.36
Mr. Santino Roco Morea	-	-	2.43	1.53	2.43	1.53
Mr. Harpreet Baweja	-	-	1.26	1.26	1.26	1.26
Mrs. Aastha Sharma	-	-	0.45	0.45	0.45	0.45
Mr. Shivanand S. Bhalerao	-	-	1.86	0.11	1.86	0.11
Mr. Santosh P. Bhosale	-	-	1.86	0.11	1.86	0.11
Mrs. Saachi	-	-	0.54	-	0.54	-
Mr. Ratna Deep Ranjan	-	-	0.40	-	0.40	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>12.57</b>	<b>5.79</b>	<b>12.57</b>	<b>5.79</b>

**Notes:-**

- (a) Related party relationship is identified by the management and relied upon by the auditors.
- (b) Amount in respect of related parties have been made provisions for doubtful debts of Rs. 1200.09 lakhs.
- (c) Provision for contribution to gratuity fund which are made based on actuarial valuation on overall company basis are not included in remuneration to Key management Personnel.
- (d) Mr. Sudhir Gupta (Executive Chairman) & Mr. Varun Gupta (Managing Director) have been provided the personal guarantee for the working capital borrowing by the company from M/s. Kotak Mahindra Bank Ltd. & M/s Dombivali Nagari Sahakari Bank Ltd..

**42** Loans given, Investments made and Corporate Guarantees given u/s 186(4) of the Companies Act, 2013 are disclosed under the respective notes.

Party	Purpose of loan utilisation	Loan given during the year	Outstanding loan amount
Loans to Employees	Staff Welfare	-	60.65

**43 Segment Reporting :**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker of the Company is responsible for allocating resources and assessing performance of the operating segments.





## Notes forming part of the financial statements

## NOTE 44: ADDITIONAL REGULATORY INFORMATION

Ratio	Numerator	Denominator	31st March 2024	31st March 2023
Current ratio (In times)	Total Current Assets	Total Current Liabilities	0.48	0.47
Debt-Equity Ratio (In times)	Debt consists of borrowings	Total Equity	2.34	1.39
Debt Service Coverage Ratio (In times)	Net Operating Income	Debt service = Interest + Principal Repayments	0.03	-2.19
Return on Equity ratio (In %)	Net Profits After Taxes	Average Shareholder's Equity	-26.33%	-53.58%
Inventory Turnover ratio (In times)	Cost of Goods Sold	Average Inventory	0.01	0.05
Trade Receivable Turnover Ratio (In times)	Revenue from Operations	Average Trade Receivable	7.25	18.87
Trade Payable Turnover Ratio (In times)	Purchase and Other Expenses	Average Trade Payable	0.03	0.06
Net Capital Turnover Ratio (In times)	Revenue from Operations	Working Capital (i.e. Total Current Assets less Total Current Liabilities)	0	0.02
Net Profit ratio (In %)	Net Profits After Taxes	Revenue from Operations	-1424.68%	-764.14%
Return on Capital Employed (In %)	Earnings Before Tax and finance cost	Total Assets - Total Current Liabilities	-2.00%	-6.90%

45 Balances of Trade Receivables, Trade Payables, Advances and Deposits received / given, from / to customers are subject to confirmation and subsequent reconciliation.

46 Figures in Brackets indicate previous years figures. Previous periods figure have been regrouped, rearranged, reclassified wherever necessary to correspond with those of the current period.

As per Our Report of Even Date Attached For and on behalf of the Board of Directors of  
For Laxmikant Kabra & Co LLP INDIA STEEL WORKS LIMITED

Chartered Accountants

Firm Registration No. 117183W / W100736

CA Laxmikant Kabra

Partner

Membership No.101839

Place : MUMBAI

Date : 07th June 2024

Sudhirkumar H Gupta

Executive Chairman

DIN: 00010853

Dilip Maharana

Company Secretary

ACS: 23014

Varun S. Gupta

Managing Director

DIN: 02938137

Nilesh Matkar

Chief Financial Officer

**If undelivered Please Return to :**

**India Steel Works Limited**

Zenith Compound, Khopoli, Raigad-410203, Maharashtra

Ph.: 02192 266005/02192 266007 Fax : 02192 264061

Email : [info@indiasteel.in](mailto:info@indiasteel.in) • Website : [www.indiasteel.in](http://www.indiasteel.in)