BOARD'S REPORT

To

The Members,

The Board of Directors of **Orissa Sponge Iron & Steel Limited** ('the Company') is pleased to present their 45th Annual Report of the Company for the financial year ended March 31, 2025. A brief summary of the Company's performance is given below:

Financial Results **(Amount in Lakhs)**

Particulars	**31.03.2025**	**31.03.2024**
Revenue from operations	45,780.58	14,200.44
Other Income	536.73	52.00
Total Income	**46,317.31**	**14,252.44**
Expenses (including depreciation & amortization)	**46,661.34**	**18,308.32**
Profit before exceptional items and tax	(344.03)	(4055.88)
Exceptional Items	812.23	-
Profit / (Loss) before tax	468.20	(4055.88)
Profit /(Loss) after tax	468.20	(4055.88)
Surplus (Deficit) brought forward from previous year	**(1,02,822.18)**	**(98,766.30)**
Surplus (Deficit) carried forward to next year	**(1,02,353.98)**	**(1,02,822.18)**

State of Affairs & Operations

During FY 2024-25, the Company reported revenue from operations of Rs. 45,780.58 lakh and a profit before tax of Rs 468.20 lakh, after 10 years of shutdown of the plant of the Company showing a character of resilience, after facing many challenges and market conditions. In response to the challenging environment, the Company focused on operational efficiency. Strategic initiatives and a focus on efficiency enabled the Company to maintain positivity towards future of Company.

Future Outlook

The Company was allotted Iron Ore Mines by the Central Government and the State Government of Odisha. However, the commencement of mining operations from the mines requires several approvals, clearances and fulfillment of conditions as specified in the respective documents. We are pleased to inform that the company has received all approvals and clearances including Stage I Clearance from the Ministry of Environment and Forest vide Letter dated 21st September, 2016 and Compliance Certificate under the Scheduled Tribes and Other Traditional Dwellers (Recognition of Forest Rights Act) 2006 vide Letter dated 23rd June, 2016. The Company has also received approval under Section 2 (iii) of the Forest Conservation Act, 1980 for proceeding to execute the Mining Lease. Thereafter the Company has also deposited Rs. 28.96 Crores towards the NPV (Net Present Value) over the forest Land for which forest license has been accorded. However, the matter has gone to the Court. The Company is hopeful of getting favourable judgment for execution of mining lease in the near future.

In May, 2022, an application has been filed before Hon'ble High Court of Odisha for an early disposal of the Company's Writ Petition. On May 18, 2022, Hon'ble High Court of Odisha disposed of Company's application thereby stating that it was not inclined to fix any early date in this matter. Consequent to which the Company had filed a SLP before the Hon'ble Supreme Court of India for early disposal of our application and vide order dated 09th December, 2022 the SLP was disposed of by the Hon'ble Supreme Court of India and directed the Hon'ble High Court of Orissa to consider and dispose of this case on merits. Thereafter, the matter was taken up by the Hon'ble High Court of Orissa and hearing of the matter is in the advanced stage as all the pleadings have been completed and we are expecting the positive outcome very soon.

As your company has plan to expand operations to Steel Melting shop (SMS), therefore company has successfully commissioned Steel Melting Shop (SMS) and it is operational now. Whereas Availability of iron ore from captive mines will permit production at higher capacity and significantly improve profitability of the Company and we are hoping for positive outcome in respect of Mines.

Transfer to reserves

During the year under review, your Company has not proposed to transfer any amount to any reserve(s).

Dividend

In view of future business requirement of the Company, during the year under review, your directors do not recommend payment of any dividend.

Management Discussion and Analysis Report

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (hereinafter referred as SEBI LODR), Management Discussion and Analysis Report, for the year under review is presented in a separate section forming part of this Annual Report.

Corporate Governance Report

Your Company is committed to maintain the highest standards of corporate governance. We believe in adherence to good corporate practices, implement policies and guidelines and develop a culture of the best management practices and compliance with the law coupled with the highest standards of integrity, transparency, accountability and ethics in all business matters to enhance and retain investor trust, long-term shareholder value and respect minority rights in all our business decisions.

Pursuant to Regulation 34 of SEBI LODR, a separate section of Corporate Practices followed by the Company, together with a certificate from a Practicing Company Secretary confirming compliance, is presented in a separate section forming part of this Annual Report.

Change in nature of Business, if any.

During the year under review, there is no change in the nature of business of the company.

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 statement in terms of Section 134 of the Companies Act, 2013:

a) In the preparation of the annual accounts for the year ended 31.03.2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) that such accounting policies as mentioned in the financial statements have been selected and applied consistently and judgments and estimates that are reasonable and prudent are made, so as to give a true and fair view of the state of affairs of the Company as at 31.03.2025 and of the Profit and Loss of the Company for the year ended on that date;

c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) that the accounts for the financial year ended 31.03.2025 have been prepared on a 'going concern' basis;

e) that the proper internal financial controls are in place and such financial controls are adequate and are operating effectively;

f) that the proper system devised by the company to ensure compliance with the provisions of all applicable laws and such system are adequate and are operating effectively.

Directors and Key Managerial Personnel (KMP) BOARD OF DIRECTORS

Composition

As on date of this report, your Company's Board of Directors consist of Eight Directors comprising (i) Two Non-Executive Non-Independent Director which includes one Nominee Director (ii) Four Non-Executive Independent Directors (iii) One Whole-Time-Director and (iv) a Managing Director.

Mr. Munir Kamal Mohanty and Mr. Dibyendu Kumar Senapati (Nominee Director) are the Non-Executive Non-Independent Directors on your Board.

Mr. Dheeraj Singh Negi, Mr. Nitesh Agrawal, Ms. Ekta Sharma and Mr. Ritesh Kalra are the Independent Directors in terms of Regulation 16 of the SEBI LODR and Section 149 of the Companies Act, 2013.

Mr. Prasanta Kumar Mohanty is the Managing Director on the Board of the Company. Mr. Ashish Saxena is Whole-Time Director on the Board of the Company.

Your Board consists of professionals with diverse functional expertise, industry experience, educational qualifications and gender mix relevant to fulfilling your Company's objectives and strategic goals.

Appointment of Directors & KMP

During the year under review, based on the recommendations of the Nomination and Remuneration Committee, Mr. Ritesh Kalra (DIN: 07387831) was appointed as an additional Director in category of Non-Executive, Independent Director w.e.f. August 28, 2024. Further Mr. Ritesh Kalra (DIN: 07387831) regularized from an additional Director to Director u/s 152 at the 44th Annual General Meeting of the Company held on September 28, 2024 with the approval of shareholders.

During the period i.e. FY 2024-25, Mr. Sabyasachi Mohanty, was appointed Chief Financial Officer w.e.f. July 18, 2024.

Resignation of Directors & KMP

During the year under review, Mr. Jitendra Jain (DIN: 06849101) has resigned from the designation of Non-Executive Independent Director of the Company w.e.f. August, 23, 2024.

Retirement by rotation

In terms of the provisions of Section 152 of the Act and the Rules made thereunder and applicable provisions of the Articles of Association of the Company, Mr. Munir Kamal Mohanty (DIN: 00264239) shall retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offered himself for the re-appointment.

As per Regulation 36 of the SEBI LODR and Secretarial Standard-2 on General Meetings, as applicable, issued by the Institute of Company

Secretaries of India (SS-2), the relevant details regarding re-appointment of Mr. Munir Kamal Mohanty (DIN: 00264239) are contained in the Annexure accompanying the explanatory statement to the Notice of the ensuing Annual General Meeting.

Independent Directors' Declaration

Your Company has received declarations from all its Independent Directors confirming that they meet the criteria of independence as laid down under Section 149 of the Act and Regulation 16 of the SEBI LODR. In the opinion of the Board, all the Independent Directors of your Company fulfill the conditions of independence as specified in the Act and SEBI LODR and are independent of the management and have the integrity, expertise and experience including the proficiency as required for effectively discharging their roles and responsibilities in directing and guiding the affairs of the Company.

The Company has received a certificate from M/s Neeraj Jain & Associates, Practicing Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI, Ministry of Corporate Affairs, or any such other statutory authority.

Board Meetings

During the year under review, your Board of Directors met seven (7) times, in accordance with the provisions of the Act, Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015 and other statutory provisions.

Details of Board Meetings held and the attendance of Directors are given in the Section titled "Report on Corporate Governance", which forms part of this Annual Report.

During the year, separate meeting of the Independent Directors was held on March 29, 2025, without the presence of Non-Independent Directors and the members of the Company Management.

Committees of the Board

Your Board has established following committees in compliance with the requirements of the Act and Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015:

(i) Audit Committee,

(ii) Nomination and Remuneration Committee,

(iii) Stakeholders' Relationship Committee.

(iv) Committee of Directors

Details of composition of the statutory committees, number of meetings held and attendance of Committee Members thereof during the financial year, are given in the Section titled "Report on Corporate Governance" forming part of this Annual Report.

All recommendations of the Audit Committee, have been accepted by the Board.

Key Managerial Personnel ('KMP')

Pursuant to Section 203 of the Act, the Key Managerial Personnel of the Company as on the date of this Report are:

- Mr. Prasanta Kumar Mohanty, Managing Director
- Mr. Ashish Saxena, Whole-Time-Director
- Mr. Suraj Kumar Thakur Company Secretary
- Mr. Sabyasachi Mohanty, Chief-Financial-Officer (w.e.f. 18.07.2024)

Public Deposits

During the year under review, the Company has not accepted any deposits from the public, falling within the ambit of Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, therefore, the disclosures required in terms of Rule 8 of the Companies (Accounts) Rules, 2014, are not required to be given.

Auditors

Statutory Auditors

M/s B D S & Co., Chartered Accountants (Firm Registration No. 326264E), the existing Statutory Auditors of the Company, were appointed at the 43rd Annual General Meeting of your Company, to hold office for a term of five (5) years up to the conclusion of 48th Annual General Meeting of your Company.

The Auditor's Report on the financial statements of the Company for the financial year ended 31st March, 2025, which forms part of the Annual Report of the Company, does not contain any qualification, reservation, adverse remark or disclaimer.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remunerations of Managerial Personnel) Rule 2014, the Company appointed M/s Neeraj Jain & Associates, Company Secretaries (Firm Unique Code: S2023DE908600) to conduct Secretarial Audit of the Company for the financial year ended 31st March, 2025.

The Report on Secretarial Audit in Form MR-3 for the financial year ended 31st March, 2025 is annexed as **Annexure 1** to this Report. Explanation to the Secretarial Auditors' Report is annexed as **Annexure 2** and forms part of this Report.

Annual Secretarial Compliance Report

The Company has undertaken an audit for the Financial Year 2024-25 for all applicable compliances as per SEBI Regulations and Circulars / Guidelines issued thereunder. The Annual Secretarial Compliance Report has been taken from Mr. Neeraj Jain proprietor of M/s Neeraj Jain & Associates, Company Secretaries (Firm Unique Code: S2023DE908600).

Secretarial Audit of Material Unlisted Indian Subsidiary

There is no Material Unlisted Indian Subsidiary of the Company as on 31st March, 2025 and as such the requirement under Regulation 24A of the Listing Regulations regarding the Secretarial Audit of Material Unlisted Indian Subsidiary is not applicable to the Company for the Financial Year 2024-25.

Internal Auditors

M/s. M N R S & Associates, Chartered Accountants (FRN 018340N), New Delhi were appointed as an Internal Auditors of the Company for the financial year 2024-25. The Internal Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer.

Cost Auditors

As on March 31, 2025, the turnover of the company from its products and services during the crosses the threshold limit as prescribed under provision of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, therefore to comply with the provisions of Section 148, the Board of Directors of the Company, on recommendation of the Audit Committee, M/s Raj Kaushik & Associates, Cost Accountants, (Firm Registration No. 100574) has been appointed as the Cost Auditors of the Company to conduct the Cost Audit for the financial year 2024-25. The resolution seeking approval of the Members for ratifying the remuneration of Rs. 70,000/- (Rupees Seventy Thousand only) plus applicable taxes and actual out-of-pocket expenses payable to the Cost Auditors for Financial Year 2025-26 is provided in the Notice of the ensuing AGM.

Reporting of Frauds by Auditors

During the year under review, none of the Auditors have reported any instances of fraud committed in the Company by its Officers or Employees to the Audit Committee/Board under section 143(12) of the Act. Therefore, details in terms of Section 134(3) (ca) of the Act is not applicable

Share Capital

As on date of this report the share capital of the Company is as follows:

- The Authorised share Capital of the Company is Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores only) divided into 20,00,00,000 (Twenty Crores) equity shares of Rs. 10/- each and 5,00,00,000 (Five Crores) preference shares of Rs. 10/- each.
- The paid-up Share Capital of the Company stood at Rs. 49,79,00,000/- (Rupees Forty-Nine Crores Seventy-Nine Lakhs only) divided into 2,97,90,000 (Two Crores Ninety-Seven Lakhs Ninety Thousand) equity shares of Rs. 10/- each and 2,00,00,000 (Two Crores) preference shares of Rs. 10/- each.

During the year, the company has not issued any share capital with differential voting rights, sweat equity or ESOP nor provided any money to the employees or trusts for purchase of its own shares.

Material Changes and Commitments

Except as disclosed in this report, there are no material changes or commitments have occurred between the end of the financial year to which the financial statements relate and the date of this report, affecting the financial position of the Company.

Annual Evaluation of Board and Directors

The Nomination & Remuneration Committee (NRC) of the Board reassessed the framework, methodology and criteria for evaluating the performance of the Board as a whole, including Board committee(s), as well as performance of each director(s) and confirms that the existing evaluation parameters are in compliance with the requisite provisions on Board evaluation. The existing parameters includes effectiveness of the Board and its committees, decision making process, Directors'/ members' participation, governance, independence, quality and content of agenda papers, team work, frequency of meetings, discussions at meetings, corporate culture, contribution and management of conflict of interest. Basis these parameters the NRC had reviewed at length the performance of each director individually and expressed satisfaction on the process of evaluation and the performance of each Director. The performance evaluation of the Board as a whole and its committees, namely, Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, as well as the performance of each director individually was carried out by the Board of Directors. The performance evaluation of the Non-Independent Directors and the Board of Directors, as a whole was carried out by the Independent Directors in their meeting held on March 29, 2025. The Directors expressed their satisfaction with the evaluation process.

Also, the Managing Director of the Company, on a periodic basis, has had one-to-one discussion with the directors for their views on the functioning of the Board and the Company, including discussions on level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders and implementation of the suggestions offered by Directors either individually or collectively during different board/ committee meetings.

Policy on Appointment of Director and their Remuneration

Your Company has formulated a Remuneration Policy governing the appointment and remuneration of Directors, KMP, Senior Management and other employees. The Remuneration Policy of the Company provides a performance driven and market-oriented framework to ensure that the Company attracts, retains and motivates high quality executives who can achieve the Company's goals, while aligning the interests of employees, shareholders and others. Further, the remuneration is as per the remuneration policy of the company. The terms of reference of the Nomination and Remuneration Committee includes formulation of criteria for determining qualifications, positive attributes and independence of Directors.

The Remuneration Policy is briefly stated in the Corporate Governance Report forming part of this Annual Report and is also available at the website of the Company, at web-link: http://orissasponge.com/docs/Policies3.pdf

Board Diversity

Adequate diversity on the Board is essential to meet the challenges of business globalisation, rapid deployment of technology, greater social responsibility, increasing emphasis on corporate governance and enhanced need for risk management. The Board enables efficient functioning through differences in perspective and skill and fosters differentiated thought processes at the back of varied industrial and management expertise, gender, knowledge and geographical backgrounds. The Board recognizes the importance of a diverse composition and has adopted a Broad Diversity Policy to reap the benefits of a broader experience in decision making. The policy is available at the website of the Company at http://orissasponge.com/docs/Policies3.pdf

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo, is as under:

a. Conservation of Energy:

Ever since the plant operations of your Company has been shut since 2012, there has been no substantial energy consumption towards its business operations. Having said that the revamping of the said plant has been completed and has started its trail run production in the month of October, 2022 and thereafter during last financial year i.e 2023-24 company started its production. Further, as responsible corporate citizen, environmental and social considerations have always been key factors in the operations of your Company, therefore Company is taking all possible measures to conserve the energy.

The Company has been able to reduce energy consumption by using star rated appliances wherever possible. The Company continues to explore collaboration with contractors/partners that ensure conservation of energy and resources. The Company continuously aims to reduce the impact on environment by optimizing the usage of various resources. The Company will explore solar energy, as alternate source of energy, to meet the energy demands, wherever possible.

b. Technology absorption:

For the manufacturing plant and for subsequent business operations, the Company has implemented / shall implement best of the class applications to manage and automate its business processes to achieve higher efficiency, data integrity and data security.

The Company is investing in cutting edge technologies to upgrade its infrastructure set up and innovative technical solutions for the purpose of trail production. The Company has implemented best of the available applications to manage and automate its business processes to achieve higher efficiency, data integrity and data security. The Company's investment in technology has reduced operational cost and development of new business opportunities.

No technology was imported by the Company during the last three financial years including financial year 2024-25.

c. Foreign Exchange Earnings and Outgo

During the year under review, the Company has not made any foreign exchange earnings and not made any expenditure/outgo in respect of foreign exchange.

Policy on Corporate Social Responsibility

The provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company. However, the internal CSR Policy encompasses the Company's philosophy for giving back to the society as a corporate citizen.

Internal Control System and their Adequacy

The Company has adequate system of internal controls to safeguard and protect from loss, unauthorized use or disposition of its assets; it also covers areas like financial reporting, fraud control, compliance with applicable laws and regulations etc. Regular internal audits are conducted to check and to ensure that responsibilities are discharged effectively. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for proper maintaining of the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

Vigil Mechanism

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company has implemented the Vigil Mechanism/ Whistle Blower Policy (''the Policy''), to provide an avenue for employees to report matters without the risk of subsequent victimization, discrimination or disadvantage. The Policy applies to all employees working for the Company. Pursuant to the Policy, the whistle blowers can raise concerns relating to matters such as breach of Company's Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, misappropriation of Company's funds/assets etc. The Vigil Mechanism/ Whistle Blower Policy is available on the website of the company at http://orissasponge.com/docs/Policies3.pdf

Related Party Transactions

The policy on materiality of and dealing with related party transaction as approved by the Board is available on the website of the Company at http://orissasponge.com/docs/Policies3.pdf.

Company has not entered into related party transactions during the financial year which are not on arm length price and in the ordinary course of business were on an arm's length basis.

The details of the transactions with related parties, if any, during the financial year 2024-25 are provided in the accompanying financial statements.

Please note that the Company has not entered in any related party transaction during the Financial Year which need to report in form AOC-2 therefore there is no requirement to provide details in pursuant to Section 134 (3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

Loans, Guarantees and Investments

During the FY 2024-25, in terms of the provisions of Section 186(1) of the Companies Act, 2013, the Company did not make any investments through more than two layers of investment companies. The Company's investment/loans/guarantees during FY 2024-25 were in compliance with the provisions of Section 186 of the Companies Act, 2013, particulars of which are captured in financial statements of the Company, forming part of this Annual Report.

Risk Management

The Company has a robust Business Risk Management framework to identify and evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on its business objectives and enhance its competitive advantage. It defines the risk management approach across the Company at various levels including the documentation and reporting. At present, the Company has not identified any element of risk which may threaten its existence.

Complaints Relating to Sexual Harassment

The Company has zero tolerance towards harassment at the workplace and has complied with the provisions and constituted an Internal Complaints Committee known as the Prevention of Sexual Harassment (POSH) Committee, to inquire into complaints of Sexual Harassment and recommend appropriate action and also adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

During the financial year 2024-25, no case of sexual harassment was reported.

Transfer of unpaid and unclaimed Dividend to Investor Education and Protection Fund (IEPF)

The company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, no funds were required to be transferred to Investor Education and Protection Fund.

Secretarial Standards of ICSI

The Company is in compliance with the applicable Secretarial Standards as issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31st March, 2025 is available on the Company's website at www.orissasponge.com

Subsidiary, Joint Ventures or Associate Companies

The Company does not have any Subsidiary, Joint Ventures or Associate Companies as on 31st March, 2025.

CFO Certification

As required under Regulation 17(8) read with Part B of Schedule II to SEBI (LODR) Regulation, 2015, the Chairman and the Chief Financial Officer have provided Compliance Certificate to the Board of Directors.

Policy on Determining Material Subsidiaries

During the year under review, since the Company has no subsidiary, the requirement of Regulation 34(3) read with Schedule V Part C (10) (e) of SEBI (LODR) Regulations 2015, is not applicable to the Company.

Listing with Stock Exchanges

The Company has been subjected to the consequences of SEBI (Delisting) Regulations, 2009 as the listed equity shares of Bilati (Orissa) Limited, which was promoted by the Company was compulsorily de-listed vide Bombay Stock Exchange (BSE) pursuant to the aforesaid provisions. As a result, the company could not pursue it's "in principle approval" for revocation of suspension from trading on its shares. As a consequence, BSE proceeded to initiate action for compulsory delisting under the provisions of SEBI (Delisting) Regulations, 2009. In fact, a public announcement was also made by BSE in leading newspapers on 08.06.2019. However, the whole matter of delisting has been put on hold by BSE following the instructions from SEBI, having regard to the shareholding in the company by Industrial Promotion and Investment Corporation of Orissa Limited, being a Government Company, which was informed to the Company vide letter dated 14.01.2020.

The annual listing fees have been paid to the Stock Exchanges up to 2019-20 where the Company's shares are listed. However, the annual listing for 2024-25 has not been paid in view of the action initiated by BSE for delisting of shares. Your Company's application to National Stock Exchange (NSE) for listing and Calcutta Stock Exchanges for de-listing is pending before the respective Exchanges.

Particulars of Employees

Pursuant to the applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, disclosures on Managerial Remuneration are provided in **Annexure- 3**, forming part of this Report.

In terms of the provisions of Section 136(1) of the Companies Act, 2013, read with the said rules, the Board's Report is being sent to all the shareholders of the Company excluding the annexure on the names and other particulars of employees, required in accordance with Rule 5(2) of said rules, which is available for inspection by the members, subject to their specific written request, in advance, to the Company Secretary.

The inspection is to be carried out at the Company's Registered Office during business hours on working days of the Company up to date of ensuing Annual General Meeting.

Significant and Material Orders Passed by the Regulators/Courts/Tribunals

a. The Regional Provident Fund Commissioner, Keonjhar has initiated case against Company demanding Rs. 1099.12 Lakhs (which includes interest) u/s 7Q, 14B, & 7A of the Employee Provident Fund and Miscellaneous Provision Act, 1952. During the year under review, this case has sub-judice by the Hon'ble High Court of Odisha and vide the order dated September 20, 2021, as an interim measure it has been directed for the re-assessment of the pending Provident Fund dues.

b. The Commissionerate of CT & GST, Orissa has raised various demands under CST Act, Orissa Entry Tax, Orissa Sale Tax and Orissa VAT Tax amounting to Rs. 68.62 Crores which includes penalty, interest and Tax Recovery Interest which are under appeal before the various appropriate authorities

Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016

During the period under review, no application or proceeding was filed under the Insolvency and Bankruptcy Code, 2016.

Acknowledgement

Your directors place on records their sincere appreciation and gratitude for the assistance and generous support extended by all Government authorities, Financial Institutions, Banks, Customers and Vendors during the year under review. Your directors wish to express their immense appreciation for the devotion, commitment and contribution shown by the employees of the company while discharging their duties.

For and on behalf of the Board of Directors

	Sd/-	**Sd/-**
	Ashish Saxena	**Munir Kamal Mohanty**
Place: New Delhi	*Whole-Time-Director*	*Chairman*
Date: 24.09.2025	**DIN: 07269985**	**DIN: 00264239**

Annexure-1

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

(For the Financial Year Ended 31st March, 2025)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Orissa Sponge Iron and Steel Limited
OSIL House, Gangadhar Meher Marg,
KIITI, Bhubaneswar – 751024

I, Neeraj Jain, Proprietor of M/s. Neeraj Jain & Associates, Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Orissa Sponge Iron and Steel Limited (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 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, 2025 and made available to me, according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made there under (as amended from time to time) following events were noted:

   (a) Mr. Sabyasachi Mohanty has been appointed as Chief Financial Officer (KMP) with effect from July 18, 2024;

   (b) Mr. Jitendra Jain (DIN: 06849101) has tendered his resignation as Independent Director with effect from August 23, 2024 due to pre-occupancy in other assignments;

   (c) Mr. Ritesh Kalra (DIN: 07387831) was appointed as Independent Director (Non -Executive) of the Company with effect from 29th August, 2024;

   (d) The Nomination and Remuneration Committee and Committee of Directors was re-constituted due to the cessation of Mr. Jitendra Jain from the post of Independent Director and appointment of Mr. Ritesh Kalra as Independent Director;

   (e) The Board has approved at their meeting held on 8th November, 2024 the sale of Undertaking pursuant to section 180 (1) (a) of the Companies Act 2013 and approval from the Members has been taken for sale the abovesaid undertaking;

   (f) The Company has decided to raise funds for re-payment of outstanding liabilities of the Company, working capital expenditures and other general corporate purposes by issuing unsecured Optionally convertible debenture. For this the company has executed a Binding Term Sheet with Divinus Fund-I, a scheme of Divinus AIF Trust, being Alternative Investment Fund registered with SEBI with Category – II

   (g) The Loan facilities were availed against the Charge Id 100225183 and 100323133 and Board has decided to settle with the Lender for which approval of Board has received on 21st February, 2025 and thereafter, Form CHG-4 is filed dated 07.04.2025 and 07.04.2025 respectively.

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under (as amended from time to time):

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under (as amended from time to time)

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (as amended from time to time): ***Not applicable to the Company during the audit period***

(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(as amended from time to time):

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time)

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time)

   d) The Securities and Exchange Board of India (Employee Stock Option Scheme, Employee Stock Purchase Scheme) Guidelines, 1999 and (Share Based Employee Benefits) Regulations, 2014 (as amended from time to time): ***Not applicable to the Company during the audit period.***

   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2013 (as amended from time to time)-***Not applicable to the Company during the audit period.***

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (as amended from time to time).

g) The Securities and Exchange Board of India (Delisting of Equity Share***s)*** Regulations, 2009 (as amended from time to time):

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(as amended from time to time) - ***Not applicable to the Company during the audit period.***

i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015: ***Since the company's Compulsory delisting has been put on hold by the BSE Limited as Industrial Promotion & Investment Corporation of Odisha Limited ("IPICOL"), a government organization, being the promoter of the company, there is ambiguity in the status of the delisting, therefore the company has not done any Listing Compliances under SEBI (LODR) Regulations***.

j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

k) I further report that after considering the compliance system prevailing in the Company and after carrying out test checks of the relevant records and documents maintained by the Company, it has complied with the following laws that are applicable specifically to the Company:

   (a) Factories Act, 1948
   (b) Employees Provident Fund and (Misc. Provisions) Act, 1952
   (c) Payment of Gratuity Act, 1972
   (d) Contract Labour (Regulation & Abolition) Act, 1970
   (e) Industrial Disputes Act, 1947
   (f) Minimum Wages Act, 1948
   (g) Payment of Bonus Act, 1965
   (h) Industrial Employment (Standing Orders) Act, 1946
   (i) Trade Union Act, 1926
   (j) Workmen Compensation Act, 1923
   (k) Industries (Development & amp; Regulation) Act, 195I
   (l) Employees State Insurance Act, 1948
   (m) Insolvency and Bankruptcy Code, 2016;
   (n) Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest (SARFAESI) Act, 2002; and all other Labour Laws, Rules and Regulations applicable to the company.

l) I further report that following cases/investigations/enquiries are pending / initiated against the company under various applicable acts:

   a) Regional Provident Fund Commissioner, Keonjhar has initiated case against Company demanding Rs. 1099.12 Lakhs u/s 7Q, 14B, & 7A of the Employee Provident Fund and Miscellaneous Provision Act, 1952 is sub judice and pending before Hon'ble Court Orissa.

   b) The Commissionerate of CT & GST, Orissa has raised various demands under CST Act, Orissa Entry Tax, Orissa Sales tax and Orissa VAT Tax amounting to Rs. 68.62 Crores which includes penalty, interest and tax recovery which are under appeal before the various appropriate authorities.

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

(i) Secretarial Standard- 1 (Meetings of Board of Directors) issued by The Institute of Company Secretaries of India.

(ii) Secretarial Standard- 2 (General Meetings) issued by The Institute of Company Secretaries of India.

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

I, further report that:

Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit and the same has been subject to review by the Statutory Auditors and others designated professionals.

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance of provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I, further report that:

The Board has an optimal mix of Executive and Non-Executive Directors, comprising Independent Directors and the same is in line with the applicable provisions of Companies Act, 2013 ("the Act") and the SEBI Listing Regulations, 2015.

The Board of Directors of the Company has appointed an Independent Directors in the financial year 2024-25 to make the composition in line with Companies Act, 2013 ("the Act") and the SEBI Listing Regulations. 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.

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors, Independent Directors and Women Director. Adequate notices were given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance/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.

All decisions at the Board Meetings and Committee Meetings were carried out as recorded in the Minutes of the Board of Directors or Committee of the Board, as the case may be.

We further report that:

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

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

For M/s. Neeraj Jain & Associates
(Company Secretaries)

Sd/-
CS Neeraj Jain
(Proprietor)
M. No.: F9599
COP No.: 26163
Peer Review No.: 3258/2023
Firm Unique Code: S2023DE908600
UDIN: F009599G001029277

Date: 19th August, 2025
Place: New Delhi

Annexure-A

To,
The Members,
Orissa Sponge Iron and Steel Limited
OSIL House, Gangadhar Meher Marg,
KIITI, Bhubaneswar – 751024

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 Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, we followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Neeraj Jain & Associates
Practicing Company Secretaries

Sd/-
CS Neeraj Jain
(Proprietor)
M. No.: F9599
COP No.: 26163
Peer Review No.: 3258/2023
Firm Unique code: S2023DE908600
UDIN: F009599G001029277

Date: 19th August, 2025
Place: New Delhi

Annexure-2

EXPLANATION TO SECRETARIAL AUDITORS' REPORT PURSUANT TO SECTION 134 (3) (F) OF THE COMPANIES ACT, 2013

a) Reference to para (v)(i) of the Report, your Directors submit that, due to the fact that company's Compulsory delisting has been put on hold by BSE as Industrial Promotion & Investment Corporation of Odisha Limited ("IPICOL") a government organization, being the promoter of the Company, hence, there is ambiguity in the status of the delisting, therefore the company has not done any Listing Compliances under Securities and Exchange board of India(Listing Obligations and Disclosure Requirement) Regulation, 2015.

b) Reference to para (vi) (a) of the Report, your Directors submit that, the Regional Provident Fund Commissioner, Keonjhar has initiated case against Company demanding Rs. 1099.12 Lakhs (which is inclusive of interest) u/s 7Q, 14B, & 7A of the Employee Provident Fund and Miscellaneous Provision Act, 1952. During the year under review, this case is sub-judice by the Hon'ble High Court of Odisha and vide the order dated September 20, 2021, as an interim measure it has been directed for the re-assessment of the pending Provident Fund dues. As all we know that the plant of the Company was lying closed in the last 10 years, from November 2012 to October, 2022, reason thereby all the employees/workmen were not attending their duty and they did not perform any work in the plant. Meanwhile to provident fund authority inspected the plant and raised the demand/file the case under Section 7A of EPF Act, 1952, doing assessment based on the full payable wages. Meanwhile a settlement agreement was signed with the workmen union of the plant in August, 2020 whereby it was agreed that the Provident Fund will be paid based on the 50% payable wages. Hence, the Company is contesting the said matter in the Hon'ble High Court of Orissa.

c) Reference to para (vi) (b) The Commissionerate of CT & GST, Orissa has raised various demands under CST Act, Orissa Entry Tax, Orissa Sale Tax and Orissa VAT Tax amounting to Rs. 68.62 Crores which includes penalty, interest and Tax Recovery Interest which are under appeal before the various appropriate authorities. As the various demands have been raised by the CT & GST department of Orissa under various Acts and as the plant was closed since November, 2012, for example in CST Matter the C Forms were not collected form various parties hence the department raised the demand under the CST Act. Similarly, with regards to OET and OST, various demands were raised and not complied with by the Company as the plant was shut at that time. Hence, demands were confirmed. However, as the plant has now become operational and initiated the trial run production, therefore, the Company has filed various appeals before the various authorities of CT & GST Department Orissa with a request for favorable consideration of the request and disposal of the cases.

d) Other than the above observations of the Auditors in their Report which have been specifically addressed, no explanation is given on other observations as all of them comprise of statement of facts.

For and on behalf of the Board of Directors

	Sd/-	**Sd/-**
	Ashish Saxena	**Munir Kamal Mohanty**
Place: New Delhi	**Whole-time Director**	**Chairman**
Date: 24.09.2025	**DIN: 07269985**	**DIN: 00264239**

Annexure-3

DISCLOSURES ON MANAGERIAL REMUNERATION

Details of remuneration as required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are as under –

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Name of Director	Ratio
Ashish Saxena	3.06

(ii) The percentage increase in remuneration of Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: NA

Chief Financial Officer resigned during the year and new appointments have been made hence increment clause is not applicable, Director remuneration increased at the rate 12.94

(iii) The percentage increase/(decrease) in the median remuneration of employees in the financial year: (8.75%)

(iv) The number of permanent employees on the rolls of company:

84 permanent employees as on 31-03-2025

(v) **Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** N.A.

(vi) **The key parameters for any variable component of remuneration availed by the directors:** N.A.

(vii) Affirmation that the remuneration is as per the remuneration policy of the company:

It is hereby affirmed that the aforesaid remuneration paid by the Company, is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company

MANAGEMENT DISCUSSION AND ANALYSIS

i. Industry structure and developments:

In the financial year 2024–25, India's sponge iron production (i.e. 55.65 million tons) rose by 8% approx. compared to 51.5 million tones in immediately preceding financial year. Although it was lower than last fiscal year on with a year-on- year increase basis, when it was surged by 18%, and still, it makes India world leader in sponge iron manufacturing and the second-largest steel producer globally.

Sponge iron produced with 82–83% of the output derived from coal-based processes. The remaining production utilized natural gas and syngas as alternative energy sources, reflecting a gradual diversification in fuel usage.

As you know our Company operates coal-based sponge iron plant with capacity of 2.5 Lacs TPY, waste energy recovery-based power plants (36 MW) and a billet making plant (1 Lacs TPY). Growth in this sector of the industry has but gradually undergoing a transformation for the better.

ii. Opportunities and threats: Opportunities:

The Company was allotted Iron Ore Mines by the Central Government and the State Government of Odisha. However, the commencement of mining operations from the mines requires several approvals, clearances and fulfillment of conditions as specified in the respective documents. The company has received all approvals and clearances including Stage I Clearance from the Ministry of Environment and Forest vide Letter dated 21st September, 2016 and Compliance Certificate under the Scheduled Tribes and Other Traditional Dwellers (Recognition of Forest Rights Act) 2006 vide Letter dated 23rd June, 2016. The Company has also received approval under Section 2 (iii) of the Forest Conservation Act, 1980 for proceeding to execute the Mining Lease. Thereafter the Company has also deposited Rs. 28.96 Crores towards the NPV (Net Present Value) over the forest Land for which forest license has been accorded. However, the matter has gone to the Court. The Company is hopeful of getting favorable judgment for execution of mining lease in the near future.

Most recently in May, 2022, an application has been filed before Hon'ble High Court of Odisha for an early disposal of the Company's Writ Petition. On May 18, 2022, Hon'ble High Court of Odisha disposed off Company's application thereby stating that it was not inclined to fix any early date in this matter. Consequent to which the Company has filed a SLP before the Hon'ble Supreme Court of India for early disposal of our application and vide order dated 09th Dec 2022 of The Hon'ble Supreme court of India, directions have issued to High court of Orissa to dispose of this case on merits.

As you know that, in February 2024, Company has entered into Operation and Management agreement with Maa Tarini Steel LLP (operator) for a period of 3 years. Where operator is authorized to operate 2 DRI kilns of 500 TPT and 350 TPT of the Company, which helped company to be operational and also made some capital expenditure for the smooth operation. Further Company also successfully commissioned Steel Melting Shop (SMS) Plant.

Threats:

As company entered in operation and management agreement with Maa Tarini Steel LLP at end of last financial year therefore failure of the operator to meet the agreed-upon performance standards or failure of equipment or systems, leading to downtime or accidents, disagreements over liability for damages or losses.

Apart from these unforeseen events like natural disasters or pandemics that impact operations.

iii. Segment-wise or product-wise performance:

According to Accounting Standard 17, Company's business activities fall within a single primary business segment viz. "Iron & Steel" and our plant also been shut down for more than 10 years. thereafter company started revamping of its plant during financial year 2022-23, which completed last financial year, thereafter company also started production after facing lot of hurdles thereafter company entered into Operation and management agreement as company was incurring losses after the operation started.

Even after production started, company was incurring losses and thereafter in February 2024, Company has entered into operation and management agreement with Maa Tarini Steel LLP (operator) to run this business in smooth and efficient manner for minimum guarantee price.

During the year production of sponge iron was approx. 1.63 lakhs Metric ton whereas last year it was 91k metric ton. during the year the Company has purchased electricity from TPNODL amounting to Rs. 547.74 lakhs in comparison to last year it was of Rs. 490.94 lakhs.

iv. Outlook:

Our very first goal is to do all that is necessary action to obtain mining clearances so that mining operations from captive mines could commence as soon as possible. On achieving this goal efforts would be made to set up the project for production of 1 million tons of steel which will be a significant achievement for the company and company may perform magnificently in fututre.

As first phase of expansion, Company has successfully commissioned steel melting shop (SMS) which is also operational now. Further company is looking for more expansion of operations from SMS to TMT segment in future.

v. Risks and concerns:

As you know Sponge Iron industry is too much volatile due to their basic raw material prices i.e. iron ore, pellet and coal are dictated. This totally shatters the cost effectiveness and the industry operates under a razor thin margin or with no or negative margin. Price of sponge iron is sensitive to demand supply position of steel scrap and selling prices of products.

Contingent liabilities have been disclosed under Note No.40 of Notes on Financial Statements.

vi. Internal control system and its adequacy:

The Company has an adequate system of Internal Control commensurate with its size and nature of operations. It provides reasonable controls that all assets are safeguarded; transactions are authorized, recorded and reported properly. Internal Auditors, a firm of Chartered Accountants, conduct audit on various activities of the Company and reports to the Audit Committee constituted by the Board which Committee meets regularly and reviews audit issues and follows up implementation of corrective actions.

vii. Material developments in Human Resources / Industrial Relations front including number of people employed:

The Company firmly believes that, its manpower is the key to driving performance and developing competitive advantage. The emphasis has been on proper recruitment of talent and empowerment while devoting resources for their continuous development. The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Industrial relations in the organization continued to be cordial during the year under review. As on March 31, 2025, the Company had a strong team of 84 employees, who are aligned and dedicated towards the Company's goals.

viii. Significant Changes in Key Financial Ratios and Change in Return on Networth

In compliance with the requirements of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with other key financial ratios and changes in Return on Networth of the Company (on standalone basis) including detailed explanations therefor are as under:

Particulars	**2024-25**	**2023-24**
Current Ratio	0.53	0.44
Debt-Equity Ratio	-8.98	-8.83
Debt Service Coverage Ratio	0.11	-0.05
Return on Equity Ratio	0.11	NA*
Inventory Turnover Ratio	5.16	4.74
Trade Receivable Turnover Ratio	13.12	34.4
Trade Payable Turnover Ratio	2.78	4.02
Net Capital Turnover ratio	10.86	NA*
Net Profit Ratio	0.01	NA*
Return on Capital Employed	0.08	(0.08)

**Net worth, Current year profit and equity related ratios are also not applicable as these figures are in negative due to continuous losses. In such scenario the ratios are not comparable and meaning less hence not computed.*

Change in Return on Networth:

During the FY 2024-25 and FY 2023-24, the Company net worth is negative in both the years.

ix. Cautionary Statement:

The Management Discussions and Analysis describing Industry Structure, Developments, Opportunities, Threats etc. aims at a forward-looking approach based on present applicable Laws & Regulations. Actual Results may differ from such expectations, projections etc. whether expressed or implied. Important factors that can influence and can make a difference in Company's operations include effect of demand and supply leading to price differentials in both domestic and international markets, changes in the regulations, tax laws and other statutes and other factors like infrastructure facilities, natural calamities etc. over which the Company do not have a direct control.

REPORT ON CORPORATE GOVERNANCE

1. **PHILOSOPHY ON CORPORATE GOVERNANCE**

Your Company believes in good Corporate Governance which emerges from the application of best and sound business practices which ensure that the company operates within the regulatory framework. The practice of responsible governance has enabled it to achieve sustainable growth, while meeting the aspirations of its stakeholders and fulfilling societal expectations. Key elements in corporate governance are establishment of internal controls and high standards of accounting fidelity, product and service quality.

This report is prepared in accordance with the provisions of the Listing Regulations Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the report contains the details of Corporate Governance systems, procedures and processes being followed at Orissa Sponge Iron and Steel Limited ("the Company").

2. **THE BOARD OF DIRECTORS ("BOARD")**

A. **Composition of the Board**

The Board of the Company has been constituted in conformity with the applicable provisions of Companies Act, 2013 ("the Act") and Rules made thereunder and SEBI Listing Obligations and Disclosure Requirements, 2013 ("SEBI LODR"). The Board has an optimum combination of Executive and Non-Executive Directors who have considerable expertise in their respective fields including competencies required in context of Company's businesses. The composition and size of the Board is reviewed periodically to ensure that the Board is a wholesome blend of Directors with complementary skill sets. The Board of Directors have ultimate responsibility for the management, general affairs, direction, performance and long-term success of business as a whole.

As on March 31, 2025, your Company's Board comprised of 8 (eight) directors consisting of 1 (one) Promoter Managing Director, 1 (one) Non-Executive Director, 1 (one) Nominee Director, 1 (one) Executive-Non-Independent Directors and 4 (Four) Non- Executive Independent Directors including a Woman Director.

Except Mr. Prasanta Kumar Mohanty and Mr. Munir Kamal Mohanty, none of the Director is related to any other Director on the Board.

The details of Directors, directorship in other listed companies, number of Directorship held by them in other companies and also the number of memberships and chairmanships on various Board Committees, as on March 31, 2025:

S. No.	Name of the Director	Category of Director	No. of Directorship in other Companies (including other listed Companies)	Directorship in other Listed Companies & Category of Directorship	No. of Memberships/ Chairmanships in the Board Committees of various companies**	
					Membership	Chairmanship
1	Mr. Prasanta Kumar Mohanty	Managing Director & Executive Chairperson-Promoter	6	N.A.	-	-
2	Mr. Munir Kamal Mohanty	Non-Executive Director	6	N.A.	-	-
3	Mr. Ashish Saxena	Executive Director	N.A.	N.A.	N.A.	N.A.
4	Mr. Dibyendu Kumar Senapati	Non-Executive Nominee Director	N.A.	N.A.	N.A.	N.A.
5	Mr. Dheeraj Singh Negi	Non-Executive Independent Director	N.A.	N.A.	N.A.	N.A.
6	Ms. Ekta Sharma	Non-Executive Independent Director	N.A.	N.A.	N.A.	N.A.
7	Mr. Nitesh Agarwal	Non-Executive Independent Director	2	N.A.		
8	Mr. Ritesh Kalra	Non-Executive Independent Director	4.	1(Non Executive-Independent	3	3

** Excludes Directorship in Orissa Sponge Iron & Steel Limited and other private companies, foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and alternate directorship.*

*** Only memberships of the Audit Committee / Stakeholders' Relationship Committee in various public limited companies and chairmanship of the Audit Committee / Stakeholders' Relationship Committee in various equity listed limited companies, excluding this listed company are considered, as per Regulation 26 of the SEBI LODR.*

The Board of Directors of the Company do hereby confirm that all the present Independent Directors of the Company fulfill the conditions specified in the SEBI LODR and are Independent of the management.

During the year 2024-25, Mr. Jitendra Jain (DIN:06849101), who was appointed as Non-Executive Independent Director has tendered his resignation from his designation w.e.f. August 23, 2024, due to his personal reasons and ceased to be the Director of the Company with immediate effect. Further, in his place Mr. Ritesh Kalra (DIN: 07387831) was appointed as Independent Director of the Company w.e.f. August 29, 2024.

The Board of Directors of the Company had accepted all recommendations of committees of the Board which are mandatorily required, during the financial year 2024-25.

None of the Non-Executive Directors held any equity share and/or convertible security of the Company during the financial year ended March 31, 2025.

The Company has familiarization programme for Independent Directors with regard to their roles, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company etc. The familiarization programmes along with details of the same imparted to the Independent Directors during the year are available on the website of the Company, at www.orissasponge.com

Matrix setting out the skills/expertise/competence required in the context of its business for it to function effectively and those actually available with the Board as on March 31, 2025:

Skill and its description	Dr. P.K. Mohanty	Mr. M K Mohanty	Mr. D.S Negi	Mr. D.K. Senapati	Mrs. Ekta Sharma	Mr. Ashish Saxena	Mr. Nitesh Agarwal	Mr. Ritesh Kalra
Strategy and planning Ability to think strategically; identify and critically assess strategic opportunities and threats. Develop effective strategies in the context of the strategic objectives of the Company.	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Risk and Compliance Ability to identify key risks to the Company in a wide range of areas including legal and regulatory compliance.	Yes	Yes	-	Yes	-	Yes	Yes	Yes
Financial Management and Accounting Comprehensive understanding of financial accounting, reporting and controls and analysis.	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Sales, Marketing & Brand building Experience in developing strategies to grow sales and market share, build brand awareness and equity.	Yes	Yes	-	-	-	-	-	-
Board service and Governance Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholders interest.	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Knowledge and expertise of Trade and economic policies Possessing knowledge and expertise of various trade and economic policies, ability to analyse their impact on the business of the Company and devise revised strategies.	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

B. Details of Board Meetings and the last Annual General Meeting (AGM) and attendance record of Directors thereat

The Board meetings of the Company are held in a highly professional manner, after giving proper notice, Board papers, agenda and other explanatory notes/relevant information to each of the directors of the Company, well in advance.

Senior management including the CFO and concerned senior management personnel are generally invited to attend the board meetings so as to provide additional inputs on the items being discussed by the Board. At the board meetings, Executive Directors and senior management explain the Board members on various matters including the financial results, operations related issues etc.

During the financial year 2024-25, the Board met 7 (Seven) times. The dates of the meetings were June 06, 2024, July 18, 2024, August 29, 2024, November 08, 2024, January 27, 2025, February 10, 2025 and February 21, 2025.

During the year, a separate meeting of the Independent Directors was held on March 29, 2025 without the attendance of non-independent directors and the members of the management. All Independent Directors attended the said meeting. At the meeting, the independent directors assessed the quality, quantity and timeliness of the flow of information between the Company's management and the board.

The last Annual General Meeting (AGM) of the Company was held on September 28, 2024.

Attendance of Directors at the Board Meetings held during the FY 2024-25 and at the last Annual General Meeting are as under:

S. No.	Name of the Directors	No. of Meetings held during the year (in their tenure)	No. of Board Meeting attended	Attendance at the last AGM
1	Mr. Prasanta Kumar Mohanty#	7	2	Yes
2	Mr. Munir Kamal Mohanty##	7	2	Yes
3	Mr. Dheeraj Singh Negi	7	7	Yes

S. No.	Name of the Directors	No. of Meetings held during the year (in their tenure)	No. of Board Meeting attended	Attendance at the last AGM
4	Mr. Dibyendu Kumar Senapati$	7	1	Yes
5	Mr. Ashish Saxena	7	7	Yes
6	Ms. Ekta Sharma	7	7	Yes
7	Mr. Nitesh Agarwal$$	7	5	No
8	Mr. Jitendra Jain*	7	2	NA
9	Mr. Ritesh Kalra**	7	2	Yes

#Mr. Prasanta Kumar Mohanty could not attend the meeting dated 18.07.2024, 08.11.2024, 27.01.2025, 10.02.2025 and 21.02.2025 due to prior commitments.

##Mr. Munir Kamal Mohanty could not attend the meeting dated 18.07.2024, 08.11.2024, 27.01.2025, 10.02.2025 and 21.02.2025 due to prior commitment.

$Mr. Dibyendu Kumar Senapati could not attend the meeting dated 06.06.2024, 18.07.2024, 29.08.2024,08.11.2024, 27.01.2025, and 21.02.2025 due to prior commitment.

$$Mr. Nitesh Kumar Agrawal could not attend the meeting dated 06.06.2024 and 18.07.2024 due to prior commitment.

**Mr. Jitendra Jain has resigned from the designation of director on 16.08.2023, therefore he was eligible to attend only meeting dated 06.06.2024 and 18.07.2024.*

***Mr. Ritesh Kalra was appointed as Non-Executive Independent Director w.e.f. 29.08.2024, and he was eligible to attend meeting after such date out of which he could not attend the meeting dated 10.02.2025 and 21.02.2025 due to his prior commitment.*

3. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulation; which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The minutes of the meeting of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate. During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

The Board has established the following statutory and non-statutory Committees:

A. AUDIT COMMITTEE

Composition

The Composition of the Audit Committee is in compliance with applicable provisions of Companies Act, 2013 and rules framed thereunder and Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015.

As on March 31, 2025, the Audit Committee comprises of Mr. Dheeraj Singh Negi as Chairman, Ms. Ekta Sharma and Mr. Ashish Saxena as other Members.

Meeting, quorum and attendance

During the FY 2024-25, 5 (Five) meetings of the Committee were held on 06.06.2024, 18.07.2024,28.08.2024, 08.11.2024 and 13.01.2025.

The attendance of the members at Audit Committee meetings held during the financial year 2024-25 are detailed below:

Name of the Members	No. of Meetings	
	Held during tenure	Attended
Mr. Dheeraj Singh Negi	5	5
Ms. Ekta Sharma	5	5
Mr. Ashish Saxena	5	5

The Chairman of the Audit Committee has attended last Annual General Meeting of the Company held on September 28, 2024. The Company Secretary of the Company at the time of the meeting acted as a Secretary of the Committee.

Terms of reference;

The terms of reference of the Audit Committee, inter-alia, includes:

- oversight the Companies of the financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- recommendation for appointment, removal, remuneration and terms of appointment of auditors of the Company; and approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) matters to be included in the director's responsibility statement included in the Board's Report.
  - (b) any change in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) qualification/ modified opinion(s) in the draft audit report;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems and its weaknesses, if any, issued by the statutory auditors
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit; and discussion with the internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- management discussion and analysis of financial condition and results of operations
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses

The Audit Committee ensures that it has reviewed each area that is required to be reviewed under its terms of reference and under applicable legislation or by way of good practice.

The meetings of Audit Committee are also attended by the Chief Financial Officer and Auditors as special invitees, as and when required. The minutes of each Audit Committee meeting are placed in the next meeting of the Board.

B. NOMINATION AND REMUNERATION COMMITTEE

Composition

The Composition, powers, roles and terms of reference of the Nomination and Remuneration Committee is in compliance with applicable provisions of Companies Act, 2013 and rules framed thereunder and Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015.

As on March 31, 2025, the Nomination and Remuneration Committee comprises of Mr. Dheeraj Singh Negi as Chairman, Mrs. Ekta Sharma and Mr. Ritesh Kalra (w.e.f 29.08.2024) as other Members. Mr. Jitendra Jain resigned from Committee and Directorship w.e.f August 23, 2024

Meeting, quorum and attendance

During the financial year 2024-25, Two (2) meetings of the Committee were held on 18.07.2024 and 28.08.2024.

The attendance of the members at Nomination and Remuneration Committee meetings held during the financial year 2024-25 are detailed below:

Name of the Members	No. of Meetings	
	Held during tenure	Attended
Mr. Dheeraj Singh Negi	2	2
Ms. Ekta Sharma	2	2
Mr. Jitendra Jain	2	1
Mr. Ritesh Kalra	2	0

The Chairman of the Nomination and Remuneration Committee has attended last Annual General Meeting of the Company held on September 28, 2024.

The Company Secretary of the Company at the time of the meeting acted as a Secretary and Compliance Officer of the Committee.

Terms of reference

The terms of reference of Nomination and Remuneration Committee, inter-alia, includes:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- evaluation of the balance of skills, knowledge and experience of the independent directors on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- recommend to the board, all remuneration, in whatever form, payable to senior management.

Apart from the above, the Committee also carries out such functions/responsibilities entrusted to it by the Board of Directors from time to time.

REMUNERATION POLICY

The Remuneration Policy of the Company is to ensure that Directors, Company's Senior Management including Key Managerial Personnel are rewarded in a fair and reasonable manner, for their individual contributions to the success of the Company and are provided with appropriate incentives to encourage enhanced performance.

The remuneration paid to the Directors, Company's Senior Management is recommended by the Nomination and Remuneration Committee for the approval by Board of Directors of the Company, subject to the approval of its shareholders, wherever necessary.

The remuneration policy is also available at the website of the Company at: www.orissasponge.com

Board Diversity

The Company has adopted the Policy on Board Diversity as required under Regulation 19 read with Part D of Schedule II of Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015.

REMUNERATION OF DIRECTORS

The details of the Remuneration (including allowances and perquisites) and sitting fee paid to the Directors of the company for the financial year 2024-25 are as follows:

(Amount in Rs.)

Name of the Directors	Gross Salary	Perquisites	Sitting fee	Commission	Total
Mr. Prasanta Kumar Mohanty	-	-	-	-	Nil
Mr. Munir Kamal Mohanty	-	-	-	-	Nil
Mr. Ashish Saxena	7,33,000	-	-	-	7,33,000
Mr. Dheeraj Singh Negi	-	-	-	-	Nil
Mr. Dibyendu Kumar Senapati	-	-	10,000	-	10,000
Ms. Ekta Sharma	-	-	70,000	-	70,000
Mr. Jitendra Jain	-	-	20,000	-	20,000
Mr. Nitesh Agarwal	-	-	50,000	-	50,000
Mr, Ritesh Kalra	-	-	20,000	-	20,000

Mr. Jitendra Jain has tendered his resignation from the Directorship w.e.f. 23.08.2024 and Mr. Ritesh Kalra was appointed on the Board as Non-Executive Independent Director w.e.f. 29.08.2024 as detailed in this Annual Report.

The Company has not granted stock options to any of its directors.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015 and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015, they 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. 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 Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015. and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

The Independent Directors, except Mr. Dheeraj Singh Negi are paid Rs. 10,000/- (Rupees Ten Thousand Only) each as sitting fees for every meeting of the Board they have attended and no fees was paid for attending the Committee meetings. During FY 2024-25, the Non-Executive Directors did not have any other pecuniary relationship or transactions with the Company other than those mentioned in the Notes of the Standalone Financial Statements. Further, except sitting fees, the Non-Executive Directors have not been paid any remuneration/Bonus/Severance fees/Performance Linked Incentives or by way of any other benefits, during the FY 2024-25.

The Company has been hugely benefited from the expertise, advice, inputs provided by the non-executive directors of the Company. They devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company. The Company has placed on its website, criteria for making payment to Non- Executive Directors.

PERFORMANCE EVALUATION

Performance Evaluation criteria for Independent Directors

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015, the Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors, which inter-alia covers level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board of Directors except the Directors subject to the evaluation. The Directors expressed their satisfaction with the evaluation process.

Further, pursuant to the provisions of the Act and Listing Regulations, a separate exercise was carried out to evaluate the performance of Individual Directors of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board of Directors. The performance evaluation of the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

- **Board, Committees and Senior Management**

  One of the key responsibilities of the Board and the Nomination & Remuneration Committee includes establishment of a structured assessment process for evaluation of performance of the Board, Committees of the Board and individual performance of each Director including the Chairman.

- **Board and Individual Directors**

  The parameters of the performance evaluation process for the Board, *inter alia*, considers work done by the Board around long-term strategy, mix of Board members, discharging its governance & fiduciary duties, handling critical and dissenting suggestions, etc.

- The parameters of the performance evaluation process for Directors includes, effective participation in meetings of the Board, attendance of Director(s), etc. Independent Directors were evaluated by the entire Board with respect to fulfillment of independence criteria as specified in the Listing Regulations and their Independence from the Management.

  The Independent Director(s) had evaluated the performance of Non - Executive Directors and the Chairman of the Board. The outcome of meeting evaluation was discussed at the respective meetings of Board, Committees and Independent Directors.

- **Committees of the Board**

  The performance evaluation of committees were carried out based on the degree of fulfillment of key responsibilities as outlined by the charter, adequacy of committee composition, effectiveness of meetings, quality of deliberations at the meetings and information provided to the Committees. The overall performance evaluation exercise was completed to the satisfaction of the Board. The Board of Directors deliberated on the outcome and agreed to take necessary steps going forward.

- **Managing Director or Whole-time Director**

  The Nomination & Remuneration Committee evaluates the performance of the Managing Director/Whole-time Director by setting his Key Performance Objectives or Key Performance Parameters at each financial year. The Committee ensures that his Key Performance Objectives are aligned with the immediate and long-term goals of the Company.

C. STAKEHOLDER'S RELATIONSHIP COMMITTEE Composition

The Composition of the Stakeholder's Relationship Committee is in compliance with applicable provisions of Companies Act, 2013 and rules framed thereunder and Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015.

As on March 31, 2025, the Stakeholder's Relationship Committee comprises of Mr. Dheeraj Singh Negi (Non-Executive Director) as Chairman, Ms. Ekta Sharma and Mr. Ashish Saxena as other Members.

During the year, one meeting of the Stakeholder's Relationship Committee was held on March 29, 2025.

The attendance of the members at Stakeholders Relationship Committee meeting held during the financial year 2024-25 are detailed below:

Name of the Members	No. of Meetings	
	Held during tenure	Attended
Mr. Dheeraj Singh Negi	1	1
Mrs. Ekta Sharma	1	1
Mr. Ashish Saxena	1	1

The Company Secretary of the Company at the time of the meeting acted as a Secretary and Compliance Officer of the Committee.

During the year, the Company had received no complaints from shareholders and there were no complaints which had remained unresolved at the end of the year. Further, no investor grievance has remained unattended/pending for more than thirty days.

D. Committee of Directors Composition

The Composition of the Committee of Directors is in compliance with applicable provisions of Companies Act, 2013 and rules framed thereunder.

As on March 31, 2025, the Committee of Directors comprises of Mr. Ashish Saxena (Executive Director) as Chairman, Mr. Dheeraj Singh Negi and Mr. Ritesh Kalra (W.e..f 29.08.2024). Mr. Jitendra Jain resigned from the directorship and such Committee from August 23, 2024.

During the year, one meeting of the Stakeholder's Relationship Committee was held on January 13, 2025.

Name of the Members	No. of Meetings	
	Held during tenure	Attended
Mr. Ashish Saxena	1	1
Mr. Dheeraj Singh Negi	1	1
Mrs. Ritesh Kalra	1	0

4. INDEPENDENT DIRECTORS

MEETINGS OF INDEPENDENT DIRECTORS

In the opinion of the Board, the Independent Directors fulfil the conditions specified in Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015. and all are independent of the Management.

The Independent Directors are appointed by the Members of the Company and letter of appointment is issued to them as per Schedule IV of the Companies Act, 2013. The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company at www.orissasponge.com.

Schedule IV of the Companies Act, 2013 and Secretarial Standard - 1 on Meetings of the Board of Directors mandates that the Independent Directors of the Company hold at least one meeting in a year without the attendance of Non - Independent Directors.

During the financial year 2024-25, the Independent Directors met on March 29, 2025 discussed and reviewed performance of Non-Independent Directors, the Board as a whole, Chairman of the Company and assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board. In addition to formal meetings, interactions outside the Board Meetings also take place between the Chairman and Independent Directors.

FAMILIARISATION PROGRAMME

As required under Regulation 34(3) read with Schedule V of Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015 the company regularly familiarizes independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc.

The Company conducts Familiarisation programme for Independent Directors to enable them to understand their roles, rights and responsibilities. The Independent Directors are provided with necessary documents/brochures and internal policies to enable them to familiarize with the Company's procedures and practices.

Moreover, when new Director(s) are inducted on the Board, an information pack is handed over to them which includes Company profile,

Company's Codes and Policies, Strategy and such other operational information which will enable them to understand the Company and its business(es) in a better way.

The details of such familiarisation programme are disclosed on the website of the company at www.orissasponge.com.

SELECTION OF INDEPENDENT DIRECTORS

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and the decisions are considered by the Nomination and Remuneration Committee, for appointment of Independent Director on the Board. The Committee, inter alia, considers Qualification, positive attributes, area of expertise number of Directorship(s) and Membership(s) held in various committees of other companies by such persons in accordance with the Company's Policy for selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under the law.

5. SENIOR MANAGEMENT:

The senior management of the Company as on March 31, 2025 includes Dr. Prasanta Kumar Mohanty, Managing Director, Mr. Ashish Saxena . Whole Time Director, Mr. Suraj Kumar Thakur, Company Secretary and Mr. Sabyasachi Mohanty Chief Financial officer of the Company.

6. GENERAL BODY MEETINGS

a. The details of the last three Annual General Meetings are as under:

Financial Year (s)	Venue	Date	Time	Special Resolution Passed
2021-22	The Meetings were held through two-way Video Conferencing and Other Audio -Visual Means	30.09.2022	3:00 P.M	No
2022-23	The Meetings were held through two-way Video Conferencing and Other Audio -Visual Means	31.10.2023	3:00 P.M	Yes
2023-24	The Meetings were held through two-way Video Conferencing and Other Audio -Visual Means	28.09.2024	3:00 P.M	Yes

b. Postal Ballot:

Special Resolution passed through Postal Ballot during the Financial Year 2024-25:

During the financial year 2024-25, special resolution was passed through the Postal Ballot dated 28.12.2024 in respect of sale of undertaking u/s 180(1)a of Companies act 2013 and rules thereon.

c. Whether any Special Resolution were passed through postal ballot from the closure of financial year 2024-25 till the signing of this date:

A Special Resolution through Postal Ballot is passed dated 11.04.2025 in respect approval of issuance of optionally convertible debenture on Private Placement basis u/s 71 read with section 42 of Companies act 2013 and rules thereon.

7. <u>Means of Communication</u>

Annual Reports, notice of the meetings and other communications to the Shareholders are sent through e-mail. The Ministry of Corporate Affairs ("MCA") has vide its various circulars directed the Companies to send the Annual Report only by e-mail to all the Members of the

Company. Therefore, the Annual Report for FY 2024-25 and notice of 45th AGM of the Company is being sent to the Members at their registered e-mail addresses in accordance with MCA and SEBI Circulars.

(a) Quarterly Results

The Company has not published quarterly/half-yearly/annual financial results due to suspension of trading activities by the BSE Limited.

(b) Stock Exchange

The Company has not information, statement and report to the BSE Limited due to suspension of trading activities by the BSE Limited.

(c) Reminder to Investors

N.A.

8. <u>General Shareholder information</u>

A	Annual General Meeting: Date, Time and venue	:	Friday, 31st October, 2025 at 3:00 P.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")
B	Book Closure	:	Friday, 24th October, 2025 to Friday, 31st October, 2025 (both days inclusive)
C	Financial year	:	The financial year of the Company is a period of twelve months beginning on 1st April every calendar year and ending on 31st March the following calendar year
D	Dividend payment date	:	The Company has not declared or paid any dividend during the year
E	Tentative schedule for declaration of financial results during the financial year 2025-26	:	The Company has complied with all mandatory requirements of Listing Regulations relating to Corporate Governance except disclosures mandatorily required to be done, due to suspension of trading activities by the BSE Limited. The BSE Limited took action for compulsory delisting under Regulation 24 of SEBI (Delisting) Regulations, 2009. However, the same is on hold due to shareholding of government entity in the Company.
F	Listing details	:	
	Name of Stock Exchange and Stock Code	:	1. **BSE Limited (BSE)** - 539984 BSE Limited, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400001, Maharashtra 2. **Calcutta Stock Exchange**- 025083 *(Applied for de-listing)* 7, Lyons Range, Dalhousie, Kolkata-700001, West Bengal **ISIN:** INE228D01013
	Payment of Listing Fees	:	Listing Fees for the year 2024-25 was not paid as the trading in the shares of the Company is suspended by BSE due to penal reasons.
	Payment of Depository Fees	:	Annual Custody/Issuer fee for the year 2024-25 to Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL) has been paid on receipt of the invoice.
G	Market Price Data*	:	The trading in the shares of the Company has been suspended. Therefore, the Market Price data for the financial year ended March 31, 2025 is not available. * Sources: www.bseindia.com
H	Performance in comparison to broad - based indices such as BSE Sensex, CRISIL Index etc	:	NA
I	In case the securities of the Company are suspended from trading, the reasons thereof	:	The Securities of the Company are suspended from trading on the Stock Exchanges due to following reasons: (i) The company has been subjected to the consequences of SEBI (Delisting) Regulations, 2009 due to its association as the promoter of Bilati (Orissa) Limited whose shares were delisted by the BSE Limited and pursuant to the aforesaid provision and as a result of which the company could not pursue its in-principal approval for revocation of suspension from trading on its shares on BSE Limited. (ii) As the reason mention in the previous para, BSE Limited proceeds to take action for compulsory delisting under Regulation 24 of SEBI (Delisting) Regulations, 2009. A public notice was also issued by BSE Limited to this effect on 08.06.2019, however BSE vide its letter dated 14.01.2020 informed that after receiving guidance from SEBI with regards to our subject matter and having regards to shareholding in the company by Industrial Promotion & Investment Corporation of Odisha Limited ("IPICOL"), being a government-controlled entity, the Exchange cannot proceed with delisting of shares of the company as due to which as on date the matter was kept on hold.

J	Registrar and Transfer Agents	:	Skyline Financial Services Private Limited, D-153/A, First Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020 Phone no. :011-40450193 - 97 Email: info@skylinerta.com, Website: www.skylinerta.com
K	Share Transfer System	:	All transfer, transmission or transposition of securities, are conducted in accordance with the provisions of Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015. The Board/committee meets to approve the transfer/ transposition, issue of duplicate share certificates and consolidation of shares in physical form in case there is/are such request and duly transferred shares are generally dispatched within the prescribed period.
L	Distribution of Shareholdings	:	Distribution of shareholding of shares of the Company as on 31st March, 2025 is as follows:

No. of Shares held	No. of Shareholders	% of Shareholders	Aggregate Shares held	% of Shareholding
1 - 500	4875	93.82	444149	1.49
501 - 1000	167	3.21	123137	0.41
1001 - 2000	80	1.54	108289	0.36
2001 - 3000	21	0.40	51920	0.17
3001 - 4000	7	0.13	24544	0.08
4001 - 5000	9	0.17	42180	0.14
5001 -10000	9	0.17	60981	0.20
10001 & above	28	0.54	28934800	97.13
Total	**5196**	**100.00**	**29790000**	**100.00**

M The Shareholding Pattern as on 31^{st} March, 2025

Category	No. of Shares	% of Shareholding
Promoters & Promoters Group	78,42,933	26.33
Public Shareholding		
Financial Institutions (Indian & Foreign) & Mutual Funds	20,17,502	6.77
Non-Institutions	1,99,29,565	66.90
Total	**2,97,90,000**	**100.00**

N Dematerialization & liquidity of shares

The details of shares in physical and dematerialized form are as given below:

Particulars	No. of Shares	% share capital
NSDL	2,37,58,348	79.75
CDSL	28,54,673	9.59
Physical	31,76,979	10.66
Total	2,97,90,000	100

O	Outstanding Instruments and their impact on equity	:	The Company does not have any outstanding GDRs/ ADRs/ Warrants/ Convertible Instruments as on 31st March, 2025.
P	Commodity Price Risk / Foreign Exchange Risk and Hedging activities	:	The Company has a mechanism to assess risk, periodically review it and ensure that steps are taken to mitigate the risks.
Q	Plant Location	:	Site address: P.O. Palaspanga, Dist. Keonjhar- 758031, Odisha
R	Address for Correspondence/ Registered Office Address	:	1. **Corporate office address** Flat No 1203-1204, Chiranjiv Tower, Nehru Place, New Delhi-110019 2. **Registered Office Address** OSIL House, Gangadhar Meher Marg, KIITI, Bhubaneswar - 751024
S	Credit Ratings	:	The company has not issued any debt instruments and does not have any fixed deposit programme or any scheme during the financial year ended 31.03.2025. Whereas Company has raised fund through issuing Optionally convertible debenture after the end of financial year 2024-25. The Company has not taken any credit rating from any credit rating agency.
T	Transfer to the Investor Education and Protection Fund	:	N.A.

9. OTHER DISCLOSURES

i. Related Party Transactions

All related party transactions that were entered into during the financial year under review were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions during the year which may have a potential conflict with the interest of the Company at large.

Details of transactions with related parties as specified in Indian Accounting Standards (IND AS 24) have been reported in the Financial Statements.

The Audit Committee approves the related party transactions, from the perspective of fulfilling the criteria of meeting arm's length pricing and being transacted in the ordinary course of business. The detailed Policy on Related Party Transactions is available on the website of the Company at www.orissasponge.com.

The details of remuneration paid to the employee of the company, who is relative of Director as on 31st March, 2025 is as under:

Name of employee	Nature of relationship with Director(s)	Remuneration (Amount in Rs.)
NIL		

ii. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: N.A

iii. Vigil Mechanism and Whistle Blower Policy

As per the provisions of Section 177 of the Act and Regulation 22 of the Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015, the Company has adopted a Whistle Blower Policy to enable its employees, Directors, customers and vendors to report violations, genuine concerns, unethical behavior and irregularities, if any, which could adversely affect the Company.

The said policy is displayed on the Company's website at www.orissasponge.com None of the Whistle Blowers was denied access to the Audit Committee of the Board.

iv. Disclosure of commodity price risks or foreign exchange risk and hedging activities: N.A.

v. Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the Listing Regulations:

The Company has not raised funds through preferential allotment or qualified institutional placement.

vi. Certificate from Practicing Company Secretary

The Company has obtained a certificate from M/s Neeraj Jain and Associates, Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such authority.

vii. Recommendations of Committees of the Board

There were no instances during the financial year 2024-25, wherein the Board had not accepted recommendations made by any committee of the Board.

viii. Total fees paid to Statutory Auditors of the Company

Total fees of Rs. 4,00,000 (Rupees four Lakh Only) for financial year 2024-25, for all services, was paid by the Company to the statutory auditors.

ix. Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no incident of sexual harassment was reported, pursuant to Prevention of Sexual Harassment Policy adopted by the Company.

x. Disclosure by listed entity and its subsidiaries of 'Loan and advances in the nature of loans to firms/companies in which directors are interested by name and amount: Not Applicable.

xi. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: There is no material subsidiary of the Company.

xii. Disclosure of certain types of agreements binding listed entities: N.A.

xiii. Risk Management

The Audit Committee reviews key risks affecting the Company and mitigation measures thereof.

xiv. Code of Conduct

All the Board members and Senior Management personnel have affirmed compliance with the code of conduct. The Company has in place a comprehensive Code of Conduct (‘the Code’) applicable to the Directors and employees. The Code is applicable to Non-Executive Directors including Independent Directors to such an extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law.

A copy of the Code has been put up on the Company’s website and can be accessed at www.orissasponge.com. The code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration to this effect signed by Mr. Prasanta Kumar Mohanty, Managing Director of the company forms part of this Report. In accordance with the provisions of Regulation 26 (6) of the Listing Regulations, the Key Managerial Personnel, Director(s) and Promoter(s) of the Company have affirmed that they have not entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

xv. Designated e-mail address for investor services

To serve the investors better and as required under Regulation 46(2)(j) of the SEBI Listing Regulations, the designated e-mail address for investor complaints is Companysecretary@orissasponge.com The e-mail address for grievance redressal is monitored by the Company’s Compliance Officer.

xvi. Accounting Treatment

The Financial Statements of the Company for FY 2024-25 have been prepared in accordance with the applicable accounting principles in India and the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with the rules made thereunder.

xvii. Annual Certificate on Security Transfer

In terms of Regulation 40(9) and 61(4) of the SEBI Listing Regulations, certificates, on annual basis, have been issued by a Company Secretary in Practice with respect to due compliance of share and security transfer formalities by the Company.

xviii. CEO/ CFO Certification

a. The CEO and CFO have issued certificate pursuant to the Regulation 33(2)(a) of Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015, certifying that the financial statements do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

b. The CEO and CFO have issued certificate pursuant to the provisions of Regulation 17(8) read with Part-B of Schedule-II of the Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company’s affairs.

xix. Compliance Reports

The Board has reviewed the compliance reports pertaining to the laws applicable to the Company at its meetings on quarterly basis.

xx. Subsidiary Companies Monitoring Framework:

The Company has no material non-listed Indian subsidiary company in terms of Regulation 16 of the Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015.

The Policy for determining material subsidiaries has been uploaded and can be accessed on the Company’s website at www.orissasponge.com.

xxi. Audit of Reconciliation of Share Capital

As stipulated by SEBI, a Practicing Company Secretary carries out the Audit of Reconciliation of Share Capital on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital.

xxii. Corporate Identification Number (CIN): L27102OR1979PLC000819.

xxiii. Information flow to the Board Members:

As required under Regulation 17(7), Part A of Schedule II of Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015, information is provided to the Board members for their information, review, inputs and approval from time to time.

xxiv. Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons:

The Company has adopted a Code of Conduct to Regulate, Monitor and Report trading by Designated Persons (Insider Trading Code) under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (SEBI Insider Trading Regulations).

The Code of Conduct to Regulate, Monitor and Report trading by Designated Persons, Code of Fair Disclosure & Conduct and Whistle Blower Policy have been uploaded on website of the Company at www.orissasponge.com.

The Audit Committee review cases of non-compliances, if any, and makes necessary recommendations w.r.t. action taken against such defaulters.

xxv. Website

The Company ensures dissemination of applicable information under Regulation 46(2) of the Listing Regulations. Detailed information on the Company's business and products, quarterly/half yearly/nine months and annual financial results are displayed on the Company's website and can be accessed at www.orissasponge.com.

xxvi. Secretarial Compliance Report

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder.

The Company has engaged the services of Mr. Neeraj Jain, Company Secretary in Practice, M/s Neeraj Jain and Associates, Company Secretaries, Company Secretaries for providing this certification.

The said Secretarial Compliance report was not submitted by the company to Stock Exchange due to suspension of trading activities by the BSE Limited. Compliance with mandatory requirements

The Company has complied with all mandatory requirements of Listing Regulations relating to Corporate Governance except disclosures mandatorily required to be done due to suspension of trading activities by the BSE Limited. The BSE Limited took action for compulsory delisting under Regulation 24 of SEBI (Delisting) Regulations, 2009. However, the same is on hold due to shareholding of government entity in the Company.

xxvii. Adoption and Non-Mandatory Requirements

The discretionary requirements as stipulated in Part E of Schedule II of the Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015, have been adopted to the extent and in the manner as stated under the appropriate headings in this Report.

xxviii. Reporting of Internal Auditor

The Internal Auditors of the Company reports to the Audit Committee which oversees the internal audit functions.

xxix. Plant Locations

Our Plant is located at P.O. Palaspanga Dist. Keonjhar, Odisha – 758031

xxx. The Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub- regulation (2) of Regulation 46 are as follows:

The Company has complied with all mandatory requirements of Listing Regulations relating to Corporate Governance except mandatory disclosures due to suspension of trading activities by the BSE Limited. The BSE Limited took action for compulsory delisting under Regulation 24 of SEBI (Delisting) Regulations, 2009. However, the same is on hold due to shareholding of government entity in the Company.

DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

In accordance with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, I hereby confirm that all the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for Board Members and Senior Management for the year ended 31st March, 2025.

For **ORISSA SPONGE IRON AND STEEL LIMITED**

Sd/-
Munir Kamal Mohanty
Chairman
DIN: 00264239

Place: Delhi
Date: 24.09.2025

COMPLIANCE CERTIFICATE

We hereby certify that-

a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2025 and that to the best of our knowledge and belief;

   i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

   ii. These statements together present a true and fair view of the Company's affair and are in accordance with existing accounting standards, applicable laws and regulations.

b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2025 are fraudulent, illegal or violate the Company's code of conduct.

c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal controls system of the company pertaining to financial reporting and have disclosed to Auditors and the Audit Committee of deficiencies, if any in the design or operation of such internal controls of which we are aware and steps have been taken or proposed to take to rectify these deficiencies.

d) There has not been any significant change in internal control over financial reporting during the year under reference.

   i. There has not been any significant change in accounting policies during the year under reference except those disclosed in the notes to the financial statements.

   ii. We are not aware of any instance during the year under reference of significant fraud with involvement therein of the management or any employee having a significant role in the company's internal control system over financial reporting.

	Sd/-	**Sd/-**
Place: Delhi	**Sabyasachi Mohanty**	**Munir Kamal Mohanty**
Date: 24.09.2025	**(Chief Financial Officer)**	**(Chairman)**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant To Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligation and Disclosure Requirements) Regulations, 2015]

To
The Members
Orissa Sponge Iron and Steel Limited
OSIL House, Gangadhar Mehar Marg,
Kitti Bhubaneswar- 751024, Orissa

This is to certify that on verification of declarations made by the Directors and records maintained by **Orissa Sponge Iron and Steel Limited** ("The Company"), None of the Directors on the Board of the company as on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities Exchange Board of India (SEBI) / Ministry of Corporate Affairs or any such Statutory Authority, as per the requirement of Regulation 34 (3) read with Schedule V para C sub-clause 10 (i) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

For Neeraj Jain & Associates
Practicing Company Secretaries

Sd/-
CS Neeraj Jain
(Proprietor)
M. No.: F9599
COP No.: 26163
Peer Review No.: 3258/2023
UDIN: F009599G000789180

Place: New Delhi
Date: 16.07.2025

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Orissa Sponge Iron & Steel Limited
OSIL House, Gangadhar Meher Marg,
Kiiti, Bhubaneswar, Orissa -751024

I, **Neeraj Jain**, Proprietor of M/s. Neeraj Jain & Associates, Company Secretaries, the Secretarial Auditors of **Orissa Sponge Iron & Steel Limited** (the "Company") have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2025 as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

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 the compliance with conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

1. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. 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.
2. We have examined relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance and Guidance Note on Reports or Certificates. For Special Purposes issued by the ICSI which requires that we comply with the ethical requirements of the code of Ethics issued by the ICSI.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that:

1. ***The company has not made any compliance / submissions/intimation/returns with stock exchanges pursuant to the provisions of the SEBI Listing Regulations.***
2. ***The Company had to provide declaration / undertaking that company or its promoters or whole-time directors are not in violation of the Regulation 24 of the SEBI Delisting Regulations, 2009 which could not be submitted as the Company has already been debarred and not able to raise funds in the Securities Market nor seek listing for any equity shares for a period of 10 years due to Compulsory delisting of Bilati (Orissa) Limited. Meanwhile, BSE Limited ("Exchange") also initiated the delisting process which was put on hold as SEBI advised the Exchange to put on hold the compulsory delisting of all such companies where either Government or Government controlled/owned entity(ies) is (are) disclosed as part of promoter and IPICOL being a government controlled entity is part of promoter group of the Company.***
3. ***The Company has applied for delisting of its shares from the Calcutta Stock Exchange Limited ("CSE") vide letter dated 25.03.2009 and the same is still pending at CSE.***
4. ***The trading in shares of the company has been suspended with effect from 25th February, 2016 from BSE Limited. The company, its promoters and Whole-time Directors have been subjected to the consequences of SEBI (Delisting) Regulations, 2009 due to its association as a promoter of Bilati (Orissa) Limited, whose shares were delisted under the aforesaid regulations. As a result, the company could not pursue it's "in principle approval" for revocation of suspension from trading ofn its shares from BSE Limited.***
5. ***The company's compulsory delisting has been put on hold by the BSE Limited due to Industrial Promotion Investment Corporation of Orissa Limited (IPICOL) being the promoter of the company, therefore due to ambiguity in the status of the delisting, the company has not done any Listing Compliances under SEBI (LODR) Regulations, 2015.***

We 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 Neeraj Jain & Associates
Practicing Company Secretaries

Sd/-
CS Neeraj Jain
(Proprietor)
M. No.: F9599
COP No.: 26163
Peer Review No.: 3258/2023
Firm Unique code: S2023DE908600
UDIN: F009599G000789103

Date: 16.07.2025
Place: New Delhi

INDEPENDENT AUDITORS' REPORT

To the Members of
ORISSA SPONGE IRON & STEEL LIMITED

Opinion

We have audited the accompanying IndAS Financial Statements of "M/S. ORISSA SPONGE IRON & STEEL LIMITED" (the "Company"), which comprise of the Balance Sheet as at 31st March, 2025, the related Statement of Profit and Loss(including Other Comprehensive Income), and the Cash Flow Statement for the year ended and the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information which we have signed under reference to this report.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid IndAS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the IndAS and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

	Key Audit Matters	Principal Audit Procedures
1	**Evaluation of Uncertain tax positions** The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.	Our procedure included, amongst others, assessing the appropriateness of management's assumptions and estimates in relation to uncertain tax positions. We have reviewed management's assessment of the tax positions and we concur with their estimates and the outcome of their procedures to determine the relevant provision/ liability.
2	**Secured Loan** In Jan 22, the secured loan from BKM was restructured with following history: 1. Principal of Rs 98.74 Cr upto Mar 21, interest upto Mar 21 of Rs 32.58 Crores@ 14%/16% IRR and fresh disbursal of loan Rs 35.05 lacs in 21-22 upto Dec 21 was added to make the New principal amount of Rs 131.68 Cr, outstanding as of 01.01.22. 2. Interest from April to Dec 21 was waived off,17% Interest from Jan 22 was applicable on the total principal. Later, Interest was provided for Jan 22-Mar 22 Rs 4.97 crores. 3. The agreement was again restructured and the entire dues were converted to principal amounting to Rs 136.65 crores against which interest waiver is received for the period Apr 22 to Mar 25 4. During the current financial year (2024-2025) the company repaid partial loan amount of Rs 65 crore to BKM Mining Pvt Ltd. as mutually agreed between the parties.	Our Procedure included, amongst others, the review of various agreements, preparing calculation as per IndAS, review of implication of statutory TDS liability. We concur with management estimates and the outcome of their procedures to determine the relevant provision/ liability.
3	**Advance received against supply of goods** An amount of Rs 88.43 Crore is received from Shree Global Steel FZE for supply of sponge iron and billets in the year, but due to non production of the quality of goods as agreed in the agreement, the goods are not supplied and amount continues to remain	As per the audit procedure we have reviewed the modified agreement, submission to RBI in terms of FEMA and do not qualify our opinion in the report owing to this.

	unadjusted. The agreement was to supply within one year from the date of advance, which was later modified to complete the supply within 5 years.	

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

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

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

Responsibilities of Management and those charged with governance for the Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these IndAS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, change in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) and accounting principles generally accepted in India, specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of Ind AS Financial Statement

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

A further description of the auditor's responsibilities for the audit of the Ind AS financial statements is included in Annexure A. This description forms part of our auditor's report.

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 sub-section (11) of Section 143 of the Companies Act, 2013 we give in the Annexure B, a statement on the matters specified in Paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Companies Act, 2013 we report that:
   a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
   c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
   d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
   e) On the basis of written representations received from the directors , as on 31st March,2025, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of sub–section (2) of Section 164 of the Companies Act, 2013;
   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"; and

g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and information and according to the explanation given to us:-

   i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS Financial Statements-Refer Note 40A to the Ind AS Financial Statements;

   ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses,

   iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

h) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (c) Based on the audit procedures that have been 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

   Based on our examination which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which did not had feature of recording audit trail (edit log) facility during the reporting period, however the company has now implemented Audit trail (edit log) feature in their present Accounting software before the signing of this Balance sheet.

For B D S & Co.
Chartered Accountants
Firm Registration No. 326264E

(**Shweta Bagaria Sarawgee)**
Partner
Membership No.: 063679

Place: Kolkata
Date: 24th September, 2025
UDIN: 25063679BMLXXQ1445

Annexure - A to the Auditors' Report of Orissa Sponge Iron & Steel Limited

ADDITIONAL INFORMATION ANNEXED TO THE INDEPENDENT AUDITORS' REPORT

As required by the Companies (Auditor's Report) Order, 2020, issued by the Company Law Board in terms of section 143(11) of the Companies Act, 2013, and on the basis of such checks as we considered appropriate and as per the information and explanations given to us during the course of audit, we further state that:

i. In respect of the Company's Property,Plant and Equipment and Intangible Assets:

(a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

(ii) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets in a phased manner every year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) Based on our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed/ conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right- of-use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder

(ii) In respect of the Company's Inventory:

(a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.

(b) The Company has been sanctioned working capital limits in excess of 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets but no quarterly statements are required to be submitted as per terms of the agreement.

(iii) (a) The Company has not made investments in, companies and firms, and have not granted unsecured loans or advances in the nature of loans or stood guarantee, or provided security to any other entity, during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) In our opinion, the investments made during the earlier years are, prima facie, not prejudicial to the Company's interest.

(iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the investments made however no loan made.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public. Therefore, the provisions of clause 3 (v) of the Companies (Auditors' Report) Order, 2020 are not applicable to the Company.

(vi) The Company is maintaining cost records as prescribed under sub-section (1) of section 148 of the Companies Act, 2013 and has appointed cost auditor in accordance with the said provision.

(vii) (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Goods and Service Tax, Cess and any other statutory dues applicable to it with the appropriate authorities. No undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2025 for a period of more than six months from the date they became payable except for the following old liabilities for the period from shut down to beginning of revamp project:

Particulars	**Amount (in Lakhs)**	**Period**
Provident Fund	898.10	2012-2019
Water Tax	105.31	2012-2019
Pension fund	50.48	2012-2019
Contractor PF	10.03	2012-2019
Payable to KIDCO, Orissa	42.03	2012-2019

(b) According to the information and explanations given to us, and on the basis of our examination there are no material disputed dues on account of Sales Tax, Service Tax, Custom Duty, Excise duty, Value Added Tax, Goods and Service Tax and any other statutory dues that have not been deposited with appropriate authorities on account of any dispute except the following:-

Particulars	Amount (Rs. in Lakhs)	Period	Forum where disputes is pending
Provident & PensionFund	1099.12	2007-08 to 2018-19	Regional Provident Fund Commissioner, Keonjhar, Orissa High Court & Tribunal
Central Sales Tax	4567.03	1996-97 to 2012-13	Various Authorities
Orissa Sales Tax & VAT	2290.84	1996-97 to 2011-12	Various Authorities
Income Tax Act	80.81	2020-21	Commissioner (A)

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) In our opinion and as per information and explanations given to us, the Company has not defaulted in repayment of Loans and borrowings or in the payment of interest thereon.

(b) In our opinion and as per information and explanations given to us the company is not declared wilful defaulter by any bank or financial institution or other lender

(c) In our opinion and as per information and explanations given to us the term loans were applied for the purpose for which the loans were obtained.

(d) In our opinion and as per information and explanations given to us, the funds raised on the short term basis have not been utilized for the long term basis.

(e) 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 and hence reporting under Clause 3(ix)(e)of the Order is not applicable.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting under Clause 3(ix)(f) of the Order is not applicable.

(x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) but advance of Rs 75 Crores has been received for issuance of security. The compliance as per companies Act, 2013 has been made till the receipt of application money.

(xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) No whistle blower complaints received by the Company during the year (and upto the date of this report), hence not applicable.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

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

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

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

xvii) The Company has not incurred cash losses during the financial year covered by our audit and the cash losses in the immediately preceding financial year amounted to Rs 2608.73 lacs.

xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due

(xx) The Company is not eligible for any Corporate Social Responsibility undersection 135 of the Companies Act 2013 hence reporting under clause (xx) of the Order is not applicable.

(xxi) The Company does not have any Subsidiary or associate and Consolidated Audit report is not applicable hence reporting under clause (xxi) of the Order is not applicable

For B D S & Co.
Chartered Accountants
Firm Registration No. 326264E

(**Shweta Bagaria Sarawgee)**
Partner
Membership No.: 063679

Place: Kolkata
Date: 24th September, 2025
UDIN: 25063679BMLXXQ1445

Annexure –B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/s. ORISSA SPONGE IRON & STEEL LIMITED ("the Company") as of 31 March 2025 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, 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 B D S & Co.
Chartered Accountants
Firm Registration No. 326264E

Place: Kolkata
Date: 24th September, 2025
UDIN: 25063679BMLXXQ1445

(**Shweta Bagaria Sarawgee**)
Partner
Membership No.: 063679

BALANCE SHEET AS AT 31ST MARCH 2025

(All amounts in Lakhs Rupees except as otherwise stated)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
I ASSETS			
(1) Non-Current Assets			
Property, Plant and Equipment	**3**	36,363.02	33,299.17
Capital Work-in-Progress	**4**	16,289.19	16,118.32
Financial Assets			
(i) Investments	**5A**	21.28	2.83
(ii) Loans & Deposits	**5B**	1,094.68	888.28
(iii) Others	**5C**	150.84	127.21
Other Non-Current Assets	**6**	-	-
		53,919.01	**50,435.81**
(2) Current Assets			
Inventories	**7**	12,514.83	5,224.28
Financial Assets			
(i) Investments	**5A**	-	-
(ii) Trade Receivables	**8**	3,488.96	738.60
(iii) Cash and Cash Equivalents	**9**	62.97	49.25
(iv) Loans	**5B**	-	-
(v) Others	**5C**	-	-
Current Tax Assets (Net)	**15**	72.65	41.37
Other Current Assets	**6**	5,746.24	3,915.04
		21,885.65	**9,968.54**
Total Assets		**75,804.66**	**60,404.35**
II EQUITY AND LIABILITIES			
(1) Share Capital			
Share Capital	**10**	4,979.00	4,979.00
Other Equity	**11**	-9,194.00	-9,705.05
		-4,215.00	**-4,726.05**
(2) LIABILITIES			
(a) Non-Current Liabilities			
Financial liabilities			
(i) Borrowings	**12**	37,537.71	41,412.71
(ii) Other Financial Liabilities	**14**	819.07	776.00
(iii) Lease Liabilities	**14**	59.48	44.11
Provisions	**17**	101.67	113.51
Other non current liabilities	**16**	43.52	93.27
		38,561.45	**42,439.60**
(b) Current Liabilities			
Financial Liabilities			
(i) Borrowings	**12**	297.13	297.13
(ii) Lease Liabilities	**14**	1.38	18.00
(iii) Trade Payables	**13**		
(a) Micro & Small Enterprises		-	-
(b) Others		16,654.83	6,718.02
(iv) Other Financial Liabilities	**14**	4,098.69	3,898.28
Provisions	**17**	26.74	34.13
Other Current Liabilities	**16**	20,379.44	11,725.24
		41,458.21	**22,690.80**
Total Equity and Liabilities		**75,804.66**	**60,404.35**
Significant Accounting Policies Notes on Financial Statements	**1 to 47**		

The accompanying Notes form and integral part of the Standalone Balance Sheet

This is the Standalone Balance Sheet referred to our Report of even date

For B D S & CO.
Chartered Accountants
FRN 326264E

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
Shweta Bagaria Sarawgee	**Suraj Kumar Thakur**	**Sabyasachi Mohanty**	**Ashish Saxena**	**Munir Kamal Mohnaty**
Partner	Company Secretary	Chief Financial Officer	Wholetime Director	Chairman
Membership No.063679				

UDIN No.: 25063679BMLXXQ1445
Place : New Delhi/Kolkata
Dated: 24th September, 2025

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2025

(All amounts in Lakhs Rupees except as otherwise stated)

	Particulars	Notes	For the Year ended 31 March 2025	For the Year ended 31 March 2024
I	**REVENUE**			
	Revenue from operations	**18**	45,780.58	14,200.44
	Other income	**19**	536.73	52.00
	Total Income (I)		**46,317.31**	**14,252.44**
II	**EXPENSES**			
	Cost of material consumed	**20**	41,538.00	12,291.33
	Employee benefits expenses	**21**	527.73	781.63
	Finance cost	**22**	2,613.83	1,133.22
	Depreciation and amortization expenses	**23**	917.85	655.69
	Other expenses	**24**	4,344.57	3,133.24
	Increase/ Decrease In Stock	**25**	-3,280.63	313.21
	Total Expenses		**46,661.34**	**18,308.32**
	Total Net Expenses (II)		**46,661.34**	**18,308.32**
III	**Profit before exceptional items and tax from continuing operations (I-II)**		**-344.03**	**-4,055.88**
IV	**Exceptional Items**	**25 (A)**	**812.23**	-
V	**Profit/(loss) before tax from continuing operations (III-IV)**		**468.20**	**-4,055.88**
VI	**Tax expense:**			
	(1) Current Tax		-	-
	(2) Deferred Tax		-	-
VII	**Profit (Loss) for the Year from continuing operations (V-VI)**		**468.20**	**-4,055.88**
	Discontinued operations			
	Profit/(loss) before tax for the year from discontinued operations		-	-
	Tax Income/ (expense) of discontinued operations		-	-
VIII	**Profit/ (loss) for the year from discontinued operations**		-	**-**
IX	**Profit/ (loss) for the year (VII+VIII)**		**468.20**	**-4,055.88**
X	**Other Comprehensive Income**			
	A Items that will not be reclassified to profit or loss			
	Re-measurement gains (losses) on defined benefit plans		24.39	35.60
	Net (loss)/gain on FVTOCI equity securities		18.44	-
			42.84	**35.60**
XI	**Total Comprehensive Income for the Year (IX + X)**			
	(Comprising Profit (Loss) and Other Comprehensive Income for the Year)		**511.03**	**-4,020.29**
	Earnings per equity share for continuing operations			
	(1) Basic, computed on the basis of profit from continuing operations	**27**	1.57	-13.61
	(2) Diluted, computed on the basis of profit from continuing operations		1.57	-13.61
	Significant Accounting Policies Notes on Financial Statements	**1 to 47**		

The accompanying Notes form and integral part of the Standlone Statement of Profit & Loss

This is the Standalone Statement of Profit & Loss referred to our Report of even date

For B D S & CO.
Chartered Accountants
FRN 326264E

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
Shweta Bagaria Sarawgee	**Suraj Kumar Thakur**	**Sabyasachi Mohanty**	**Ashish Saxena**	**Munir Kamal Mohanty**
Partner	Company Secretary	Chief Financial Officer	Wholetime Director	Chairman
Membership No.063679				

UDIN No.: 25063679BMLXXQ1445
Place : New Delhi/Kolkata
Dated: 24th September, 2025

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2025

(All amounts in Lakhs Rupees except as otherwise stated)

(a) Equity Share Capital

Equity shares of Rs. 10 each issued, subscribed and fully paid	No. of Shares (In Lakhs)	Rs In Lakhs
At 31 March 2024	297.90	2,979.00
At 31 March 2025	297.90	2,979.00

For FY 2024-2025

Balance at the beginning of 24-25	Changes in Equity Share Capital	Restated balance at the beginning of 24-25	Changes in equity share capital during the year	Balance at the end of 24-25
2,979.00		2,979.00		2,979.00

For FY 2023-2024

Balance at the beginning of 23-24	Changes in Equity Share Capital	Restated balance at the beginning of 23-24	Changes in equity share capital during the year	Balance at the end of 23-24
2,979.00		2,979.00		2,979.00

(b) Preference shares of Rs 10 each, issued, subscribed and fully paid

	No. of Shares (In Lakhs)	Rs In Lakhs
At 31 March 2024	200.00	2,000.00
At 31 March 2025	200.00	2,000.00

(c) Reserve and Surplus

For FY 2024-2025

	Reserves and Surplus						Items of Other Comprehensive Income		Total
	Securities Premium	Capital Reserve	Revaluation Reserve	General Reserve	Forfeiture of Share Warrant	Retained Earning	Defined Benefit Obligation	FVTOCI reserve	
At March 31, 2024	**26,767.84**	**51,880.64**	**11,845.81**	**1,672.23**	**159.75**	**-1,02,822.17**	**883.98**	**-93.12**	**-9,705.04**
Profit/(Loss) for the period						**468.20**			**468.20**
Other Comprehensive Income							**42.84**		**42.84**
Adjustment for Depreciation									-
At March 31, 2025	**26,767.84**	**51,880.64**	**11,845.81**	**1,672.23**	**159.75**	**-1,02,353.97**	**926.82**	**-93.12**	**-9,194.00**

(All amounts in Lakhs Rupees except as otherwise stated)

For FY 2023-2024

	Reserves and Surplus						Items of Other Comprehensive Income		Total
	Securities Premium	Capital Reserve	Revaluation Reserve	General Reserve	Forfeiture of Share Warrant	Retained Earning	Defined Benefit Obligation	FVTOCI reserve	
At March 31, 2023	**26,767.84**	**51,880.64**	**11,845.81**	**1,672.23**	**159.75**	**-98,766.30**	**848.38**	**-93.12**	**-5,684.76**
Profit/(Loss) for the period						**-4,055.88**			**-4,055.88**
Other Comprehensive Income							**35.60**		**35.60**
Adjustment for Depreciation								-	-
At March 31, 2024	**26,767.84**	**51,880.64**	**11,845.81**	**1,672.23**	**159.75**	**-1,02,822.17**	**883.98**	**-93.12**	**-9,705.05**

The accompanying Notes form and integral part of the Standlone Statement of Changes in Equity

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

For B D S & CO.
Chartered Accountants
FRN 326264E

Sd/-
Shweta Bagaria Sarawgee
Partner
Membership No.063679

Sd/-
Suraj Kumar Thakur
Company Secretary

Sd/-
Sabyasachi Mohanty
Chief Financial Officer

Sd/-
Ashish Saxena
Wholetime Director

Sd/-
Munir Kamal Mohanty
Chairman

UDIN No.: 25063679BMLXXQ1445
Place : New Delhi/Kolkata
Dated: 24th September, 2025

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2025

(All amounts in Lakhs Rupees except as otherwise stated)

Particulars			For the period 31 March 2025	For the period 31 March 2024
A	**Cash Flow from Operating Activities**			
	1	**Profit Before Tax**		
		Profit Before Tax	**511.03**	**-4,020.29**
	2	**Adjustments for :**		
		Unrealised Gain	-1.04	-1.39
		Liability written back since no longer payable	-428.38	-
		Exceptional Income	-812.23	-
		Depreciation of property, plant and equipment	917.85	655.69
		Finance income	-108.35	-52.00
		Finance costs	2,613.83	1,133.21
	3	**Operating Profit before Working Capital Changes (1+2)**	**2,692.71**	**-2,284.77**
	4	**Change in Working Capital:** (Excluding Cash & Bank Balances)		
		Trade Receivables	-2,750.35	75.38
		Inventories	-7,290.55	243.27
		Other Financial Assets	-	-
		Other Assets	-998.90	1,073.33
		Loans & Deposits	-206.40	53.32
		Provisions	-19.22	-24.44
		Trade Payables	9,936.81	2,696.45
		Other Financial Liabilities	671.86	1,526.01
		Other Liabilities	8,604.45	1,134.61
		Change in Working Capital	**7,947.72**	**6,777.92**
	5	**Cash Generated From Operations (3+4)**	**10,640.42**	**4,493.14**
	6	**Taxes**	-	-
	7	**Net Cash Flow from Operating Activities (5-6)**	**10,640.42**	**4,493.14**
B	**Cash Flow from Investing Activities:**			
	Purchase of Property, plant and equipment		-3,980.65	-87.64
	Expenditure for Plant Redevelopment (CWIP)		-170.88	-7,525.90
	Purchase of Investments		-18.44	-
	Purchase of Intangible Assets		-	-
	Interest received (Finance Income)		33.37	21.66
	Dividend Income		-	-
	Investment in Bank Deposits		-	-
	Expenditure on Construction Work in Progress		-	-
	Proceeds under finance lease arrangement		-	-
	Net Cash Generated/(Used) in Investing Activities:		**-4,136.60**	**-7,591.89**

(All amounts in Lakhs Rupees except as otherwise stated)

Particulars		For the period 31 March 2025	For the period 31 March 2024
C	**Net Cash Flow From Financing Activities:**		
	Proceeds/Repayments of Long-Term Borrowings (Including finance lease)	-3,875.00	4,240.01
	Lease Payments	-1.25	-12.00
	Proceeds from/(Repayments of) Short-Term Borrowings	-	-
	Interest paid	-2,613.86	-1,129.27
	Dividends paid	-	-
	Dividend distribution tax paid	-	-
	Net Cash Generated/(Used) from Financing Activities:	**-6,490.11**	**3,098.74**
D	**Net Change in Cash & cash equivalents (A+B+C)**	**13.72**	**-0.02**
	E - 1 Cash & cash equivalents as at end of the Year	62.97	49.25
	E - 2 Cash & cash equivalents as at the beginning of Year	49.25	49.27
	NET CHANGE IN CASH & CASH EQUIVALENTS (E 1-2)	**13.72**	**-0.02**
	Cash & cash equivalents comprises:-		
	Bank Balances - Current account	**62.74**	48.84
	Cheques, Drafts in hand	**0.23**	0.41
	Cash Balances, Including Imprest	**-**	-
		-	-
		62.97	49.25
	Reconciliation of cash and cash equivalents		
	Cash & cash equivalents as per statement of cash flows	62.97	49.25
	Adjustment: Cash credit/ Bank overdraft	-	-
	Cash & cash equivalents as per Balance sheet	**62.97**	**49.25**

The accompanying Notes form an integral part of the Standlone Cash Flow Statement

This is the Standalone Cash Flow Statement referred to our Report of even date

For B D S & CO.
Chartered Accountants
FRN 326264E

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
Shweta Bagaria Sarawgee	**Suraj Kumar Thakur**	**Sabyasachi Mohanty**	**Ashish Saxena**	**Munir Kamal Mohanty**
Partner	Company Secretary	Chief Financial Officer	Wholetime Director	Chairman
Membership No.063679				

UDIN No.: 25063679BMLXXQ1445
Place : New Delhi/Kolkata
Dated: 24th September, 2025

Notes to the Financial Statements for the year ended 31st March 2025

SIGNIFICANT ACCOUNTING POLICIES

1. CORPORATE INFORMATION

ORISSA SPONGE IRON & STEEL LIMITED ('OSISL' or 'the Company') is a public limited Company , incorporated in India in the year 1979 under the provisions of the Companies Act, 1956 having CIN No. L27102OR1979PLC000819. OSISL established manufacturing facilities to produce Sponge Iron, Steel Billets and Power at its works at Palaspanga, Dist Keonjhar, Odisha. The Company suspended production from July 2012 due to unviable cost economics and continuing losses. In the present scenario viability of the Company is largely dependent on availability of raw material from captive sources.

The Registered Office is situated at OSIL House, Gangadhar Meher Marg, Bhubaneshwar, Odisha - 75102024 and Corporate Office at 1203-1204, 12th Floor, Chiranjiv Tower, Nehru Place, New Delhi- 110019

The Company was allotted Iron Ore Mines by the Central Government and the State Government of Odisha. Commencement of mining operations from the mines requires several approvals, clearances and fulfilment of conditions as specified in the respective documents. The Company has received all statutory approvals and clearances including final forest clearance from the Ministry of Environment and Forest vide Compliance Certificate under the Scheduled Tribes and Other Traditional Dwellers (Recognition of Forest Rights Act) 2006 vide Letter dated 23rd June, 2016 as well as clearance from the Central Government under Section 2 (iii) of the Forest Conservation Act, 1980. Thereafter Company submitted its compliance of Terms & Conditions of Provisional Grant Order issued by Government of Odisha in 2004 for proceeding to execute the Mining Lease and also deposited a sum of Rs. 28.97 crores to the Compensatory Afforestation Fund Management and Planning Authority (CAMPA) Fund of the Ministry of Environment and Forests (MOEF) towards NPV of afforestation cost. The Screening Committee of Steel and Mines Department of Government of Odisha recommended the case for issuance of Final Grant order and signing of mining lease. However , as the deadline of 11th January, 2017 for execution of mining lease as mentioned under the Mines and Minerals (Development and Regulation) Act, 1957 as amended and Rules framed there under was fast approaching, the Company took the decision to move Court. The High court of Orissa by an Order dated 09.01.2017 passed a stay order making it clear that under the circumstances the cut-off date of 11.01.2017 will not come in the way of granting relief to the petitioners if it becomes necessary. By the same order, the court granted four weeks' time to the Central Government and the State Government to file counter affidavit and the petitioners will have two weeks thereafter to file rejoinder affidavit. The State Government of Odisha and its concerned departments have filed a counter affidavit on 12.05.2017. How ever no response was received from the Central Government on the reference made by the Orissa High Court. The Hon'ble High Court of Orissa has deferred further hearing on this matter till disposal of similar case referred to the Hon'ble Supreme Court. Further, vide order dated 09th Dec 2022 of The Hon'ble Supreme court of India, directions have issued to High court of Orissa to dispose of this case on merits. This matter was taken up by the Hon'ble High Court of Orissa on various dates including on 27.09.2023 and also on 23.12.2024, whereby, the matter was discussed in detail and is continuing up till now. Also, the interim order as passed on 09.01.2017, by the Hon'ble High Court of Orissa is continuing.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Statement of Compliance with Ind AS

These financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as notified under Section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules 2015, comprising of the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of Significant Accounting Policies and other Explanatory Statements. The Company has uniformly applied the accounting policies during the periods presented. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013. The Company adopted IND AS from 1st April, 2017 onwards.

2.2 Basis of preparation

The financial statements are prepared in accordance with the historical cost convention on accrual basis, except for certain financial assets and liabilities and defined benefit plans which are measured at fair value as explained in the accounting policies. Historical cost is generally based on the fair value of the consideration in exchange for goods and services.

All amount disclosed in the financial statements including notes thereon have been rounded off to the nearest rupees in lakh as per the requirement of Schedule III to the Act, unless stated otherwise.

2.3 Use of estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and commitments at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

2.4 Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements. The Company has ascertained its operating cycle to be 12 months for the purpose of current, non-current classification of assets and liabilities.

2.5 Property, plant and equipment (PPE) and Depreciation/Amortisation

a) Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation/amortisation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of PPE recognised as at 1st April, 2016 measured as per the previous GAAP.

b) Cost is inclusive of inward freight, non-refundable taxes and duties and directly attributable costs of bringing an asset to the location and condition of its intended use. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. All up gradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits. The Present value of the expected cost for the decommissioning of an asset is recorded if the recognition criteria for a provision are met.

c) The cost and related accumulated depreciation are derecognised from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use. Depreciation on items of PPE is provided on a straight-line basis to allocate their cost, net of their residual value over the estimated useful life of the respective asset as specified in Schedule II to the Companies Act, 2013 which in the view of the management best represents the period for which the asset is expected to be used. Additional charge of depreciation on amount added on revaluation is adjusted against revaluation reserve

For the estimated useful lives of PPE, the Company follows the useful life as specified in Schedule II to the Companies Act, 2013

Leased assets are depreciated over the shorter of the estimated useful life of the asset or the term of the relevant lease.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. Currently the residual value is considered as 5% of the value of PPE.

d) Capital work-in-progress

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest, if any

Projects under construction or revamp are commissioned initially under "Trial Run" and later capitalised only after it is able to operate at 50% of the installed capacity for two continuous months. All the production related expenses and income of the Trial run period is added to the capital cost of the project.

2.6 Leases

Leases are recognised as a finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

2.6.1 Company as a Lessee

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

(i) the contract involves the use of an identified asset;

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and

(iii) the Company has the right to direct the use of the asset.

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

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset

if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

2.6.2 Leased Assets as a Lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

2.7 Intangible assets

a) Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of intangible assets recognised as at 1st April, 2016 measured as per the previous GAAP

b) Intangible assets are recognized when it is probable that future economic benefits that are attributable to asset will flow to the company and the cost of the asset can be measured reliably.

Cost (net of taxes) includes acquisition price, licence fees and costs of implementation/system integration services and any directly attributable expenses, wherever applicable for bringing the assets to its working condition and for their intended use.

The estimated useful lives, residual values and amortization method are reviewed at-least at the end of each financial year and adjusted prospectively, if appropriate.

2.8 Impairment of Non-Financial Assets

As at each balance sheet date, the Company assesses whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, if any, an impairment loss is recognized for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs to sell and value in use.

For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the impairment loss previously recognized is reversed such that the asset is recognized at its recoverable amount but not exceeding written down value which would have been reported if the impairment loss had not been recognized.

2.9 Inventories

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, stores and spares, packing materials and other products are determined on weighted average basis. By-products are valued at net realizable value.

2.10 Revenue recognition

Revenue is recognised to the extent it is probable that economic benefits would flow to the Company and the revenue can be reliably measured, regardless of when the revenue proceeds is received from customers. Revenue is measured at the fair value of the consideration received/receivable taking into account contractually defined terms of payment net of rebate and taxes.

The specific recognition criteria for revenue recognition are as follows:

a) Sale of goods and services.

I. Revenue from sale of products is recognized when the products are dispatched against orders from customers in accordance with the contract terms, which coincides with the transfer of risks and rewards.

II. Revenue from Contract with Customer is recognised in accordance with the Indian Accounting Standard-115 (IND AS-115) upon transfer of control of promised goods & services to customers in an amount that reflects the consideration, the Company expects to receive in exchange for those products or services.

III. Revenue from services are recognized when services have been rendered in accordance with the contract terms.

IV. Revenue from the sale of power is recognized on daily meter reading basis .

b) Interest income

Interest income is recorded on accrual basis.

c) Dividend Income

Dividend income is recognised when the Company's right to receive the dividend is established.

d) Revenue from Certified Emission Reduction

Revenue from Certified Emission Reductions (CER) is recognized in the financial statements only after certification by accredited agency i.e. United Nation Framework Convention on Climate Change (UNFCCC)

e) All other income is accounted for on accrual basis.

2.11 Research And Development

Revenue expenditure on research and development is charged to the Statement of Profit and Loss. Capital expenditure on tangible assets for research and development is shown as additions to Fixed Assets.

2.12 Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee.

Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains/ losses arising on settlement as also on translation of monetary items are recognised in the Statement of Profit and Loss. Monetary assets or liabilities in currency other than the reporting currency and foreign exchange transaction remaining unsettled at the Balance sheet date are valued at the year-end exchange rate.

2.13 Borrowing costs

Borrowing costs that are directly attributable to the acquisition and/or construction of a qualifying asset are capitalized as part of the cost of such asset till such time that is required to complete and prepare the asset to get ready for its intended use. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

2.14 Provisions, contingent liabilities and contingent assets

a) Provisions are recognized only when there is a present obligation, as a result of past events and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

b) Contingent liability is disclosed for possible obligations which will be confirmed only by future events not wholly within the control of the Company or present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

c) Contingent assets are neither recognized nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

d) Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.15 Employee benefits

a) Short-term employee benefits

Short-term employee benefits in respect of salaries and wages, are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

b) Defined contribution plans

Company's Contributions to Provident fund are charged to the Statement of Profit and Loss in the year when the contributions to the respective funds are due. Shortfall in the funds, if any, is adequately provided by the Company.

c) Defined benefit plans

Gratuity is in the nature of a defined benefit plan. The cost of providing benefits under the defined benefit obligation is calculated on the basis of actuarial valuations carried out at reporting date by independent actuary using the projected unit credit method. The Company has taken a group policy with Life Insurance Corporation of India ('LICI') to cover the gratuity liability to the employee and contribution paid to LICI is charged to the Statement of Profit and Loss. The difference between the actuarial valuation of gratuity of the employees at the year end and the balance of fund with LICI on account of re-measurements is recognised immediately through other comprehensive income in the period in which they occur.

Superannuation Fund for certain class of employees is a defined contribution scheme. Liability and contribution in respect of superannuation fund of the concerned employees is accounted as per company's scheme and paid to LICI every year. The contribution to the Fund is charged in the Statement of Profit and Loss for the year. He Company does not have any other obligation to the fund other than the contribution payable to LICI.

d) Other employee benefits

The employees of the Company are entitled to compensate leave which is recognised as an expense in the statement of profit and loss account as and when they accrue. The liability is calculated based on actuarial valuation using projected unit credit method. These benefits are unfunded.

2.16 Financial instruments, Financial assets, Financial liabilities and Equity instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities.

i) Financial Assets

(a) Recognition

Financial assets include Investments, Loans, Trade receivables, Advances, Security Deposits, Cash and cash equivalents, etc. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

(b) Classification

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

1) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.

2) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.

3) fair value through profit or loss (FVTPL), where the assets does not meet the criteria for categorization as at amortized cost or as FVTOCI. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Loans, Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

(c) Impairment of Financial Assets

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort.

The Company recognizes loss allowances using the expected credit loss (ECL) model and ECL impairment loss allowance are measured at an amount equal to lifetime ECL.

Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

(d) De-recognition

Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. If the asset is one that is measured at:

(i) amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;

(ii) fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

ii) Financial liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Financial liabilities are derecognised when the liabilities are extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

iii) Equity instruments

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

iv) Derivatives

Derivatives are initially recognised at fair value and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gains / losses is recognised in the Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of recognition in profit or loss / inclusion in the initial cost of non-financial asset depends on the nature of the hedging relationship and the nature of the hedged item.

v) Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

vi) Dividend distribution

Dividends paid (including income tax thereon) is recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

vii) Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

For some assets and liabilities, observable market transactions or market information might be available. For other assets and liabilities, observable market transactions and market information might not be available. However, the objective of a fair value measurement in both cases is the same to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions.

In determining the fair value of financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each balance sheet date.

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

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

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

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

2.17 Taxes

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income and tax credits for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognized for deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet 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 assets to be utilised.

Unrecognised deferred tax assets are re-assessed at each balance sheet 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.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

2.18 Earnings per Share

a) Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted-average number of equity shares outstanding during the period.

b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted-average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potential dilutive equity shares are adjusted retrospectively for all periods presented for any share split and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

2.19 Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM).

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director.

The Company's business activities falls within a single primary business segment viz. "Iron & Steel" in accordance with the Accounting Standard 17 and therefore segmental reporting is presently not applicable to the Company. The accounting policies to be adopted for segment reporting as and when applicable will be in line with the accounting policies adopted for preparing and presenting the Financial Statements of the Company as a whole. In addition, the following specific accounting policies will be followed for segment reporting.

a) Segment revenue includes sales and other income directly identifiable with/allocable to the segment including inter segment transfers.

b) Revenue, expenses, assets and liabilities are identified to segments on the basis of their relationship to the operating activities of the segment. Segment results represent profits before finance charges, unallocated corporate expenses and taxes. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on direct and/or on a reasonable basis, have been disclosed as "Unallocable".

2.20 Cash and cash equivalents

Cash and cash equivalents in the Balance sheet comprise cash on hand, cheques on hand, balance with banks on current accounts and short term fixed deposits with an original maturity of three months or less and which carry insignificant risk of changes in value.

For the purpose of the Cash Flow Statement, Cash and cash equivalents consist of Cash and cash equivalents, as defined above and net of outstanding book overdrafts as they are considered an integral part of the Company's cash management.

2.21 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/loss 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 flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.22 Significant Accounting Judgements, use of estimates and assumptions

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates due to market changes and circumstances.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

a) Judgements in applying accounting policies

The judgements, apart from those involving estimations (see note below), that the Company has made in the process of applying its accounting policies and that have a significant effect on the amounts recognised in these financial statements pertain to the following:

i) Revenue recognition

Contract revenue is recognised using the percentage of completion method as construction progresses. The percentage of completion is estimated by reference to the stage of the projects determined based on the proportion of costs incurred to date and the total estimated costs to complete.

ii) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

iii) Classification of leases

The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

b) Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(i) Useful lives of property, plant and equipment:

PPE represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual value of the asset are determined by the management when the asset is acquired and reviewed periodically including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their lives, such as change in technology.

(ii) Estimation of Defined benefit obligations

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each financial year end.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans, the actuary considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

(iii) Provisions and contingent liabilities

Contingent liabilities may arise from the ordinary course of business in relation to claims against the company including legal, contractual, land access and other claims. By their nature contingencies will be resolved only when one or more uncertain future events occur or fail to occur. Where an outflow of funds is believed to be probable and are liable, estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty.

c) Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on the quoted prices in active markets, their fair value is measured using valuation techniques. The input to these models is taken from observable markets where possible but where this is not feasible a degree of judgment is required in establishing fair value. Judgement includes consideration of inputs such as liquidity risk, credit risk and volatility. Changes in assumption about these factors could affect the reported fair value of financial instruments.

d) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount which is higher of its fair value less costs of disposal and is value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indication.

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

3 PROPERTY, PLANT AND EQUIPMENT

	AT COST				DEPRECIATION				NET BLOCK	
	Gross Block as at 1 April 2024	Additions during the Year	Write Off	Gross Block as at 31 March 2025	Total Depreciation With Impairment as at 1 April 2024	Depreciation during the Year	Write Off	Total Depreciation With Impairment upto 31 March 2025	AS AT 31 March 2025	AS AT 31st March 2024
i) Owned Assets										
Land	2,211.25	-	-	2,211.25	-	-	-	-	2,211.25	2,211.25
Buildings	7,537.74	-	-	7,537.74	6,844.88	33.60	-	6,878.49	659.25	692.86
Computers	36.22	-	-	36.22	21.12	8.02	-	29.14	7.07	15.10
Plant and Equipments	41,355.12	3,980.86	-	45,335.98	20,951.28	846.26	-	21,797.54	23,538.44	20,403.84
Furniture & Fixtures	115.47	-	-	115.47	7.82	10.80	-	18.62	96.84	107.64
Office Equipments	137.00	0.74	-	137.73	23.55	14.74	-	38.29	99.45	113.45
Vehicles	87.62	-	-	87.62	68.34	3.38	-	71.72	15.90	19.28
Total - Owned Assets (i)	**51,480.42**	**3,981.59**	**-**	**55,462.01**	**27,916.99**	**916.81**	**-**	**28,833.80**	**26,628.21**	**23,563.42**
ii) Leasehold Assets										
Land	9,673.60	-	-	9,673.60	-	-	-	-	9,673.60	9,673.60
Right of Use	73.00	62.25	73.00	62.25	10.85	1.04	10.85	1.04	61.21	62.15
Total - Leasehold Assets (ii)	**9,746.60**	**62.25**	**-**	**9,735.85**	**10.85**	**1.04**	**10.85**	**1.04**	**9,734.81**	**9,735.75**
Total FY 2024-2025 (i+ii)	**61,227.02**	**4,043.84**	**73.00**	**65,197.86**	**27,927.85**	**917.85**	**10.85**	**28,834.84**	**36,363.02**	**33,299.17**
Total FY 2023-2024	**41,034.54**	**20,228.94**	**-**	**61,227.02**	**27,272.15**	**655.69**	**-**	**27,927.85**	**33,299.17**	**13,762.38**

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

4 CAPITAL WORK IN PROGRESS

Particulars	31 March 2025	31 March 2024
CWIP	16,289.19	16,118.32

As of 31 March 2025

CWIP/ Intangible assets under development	Amount in CWIP				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	6,842.03	6,535.25	-	2,911.91	**16,289.19**
Projects temporarily suspended	-	-	-	-	-

CWIP/ Intangible assets under development	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	13,377.29	-	-	2,911.91	**16,289.19**
Projects temporarily suspended	-	-	-	-	-

As of 31 March 2024

CWIP/ Intangible assets under development	Amount in CWIP				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	6,842.04	6,364.37	-	2,911.91	**16,118.32**
Projects temporarily suspended	-	-	-	-	-

CWIP/ Intangible assets under development	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	13,206.41	-	-	2,911.91	**16,118.32**
Projects temporarily suspended	-	-	-	-	-

1 Revamped DRI Plants 350 TPD, DRI 500TPD along with RHMS and Captive Power Plants of 12MW and 24MW were capitalised on 30.09.2023.The new 132 KVA Power Service Station project was capitalised on 31.12.2024.Now the CWIP represents the cost of new SMS Plant project.

2 CWIP includes an amount of Rs 29.11 Crores against cost incurred for Mining License. Company was alloted Iron Ore Mines by Orissa Government and in the course of the execution of lease a deposit of Rs 28.97 Crores was made by the company in the year 2016-17 to Compensatory Afforestation Fund Management and Planning Authority Fund of Misnitry of Environment & forests towards NPV of afforrestation cost. Although the lease is not yet executed by the government and is being contested by the company in Orissa High Court.

3 There is no CWIP where completion is overdue against planned timelines or where cost exceeded its original planned cost as on 31.03.25 and 31.03.24

4 Gain recognised on termination of long term lease recognised in current year is Rs 1.04 Lakh (Prev Year Rs 1.39 Lakh)

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

5 FINANCIAL ASSETS

Particulars	Non Current		Current	
	31 Mar 2025	31 Mar 2024	31 Mar 2025	31 Mar 2024
A. Investments measured at Fair Value Through OCI				
a) Equity Instruments,Unquoted				
Sponge Iron Employees' Consumer Co-operative				
500 (500) Equity Shares @Rs.200/- each	1.00	1.00	-	-
OSIL-TRFI Community Services.	-			
5,000 (5,000) Equity Shares @Rs10/- each	0.50	0.50	-	-
Keonjhar Infrastructure Development Company Ltd, Palaspanga				
7,200 (7,200) Equity Shares of Rs. 10/- each	-	-	-	-
Bilati Orissa Limited	-	-	-	-
1,419,930 (1,419,930)Equity Shares of Rs 10 each				
	1.50	1.50		
b) Equity Instruments,Quoted				
Rathi Steel & Power Limited.				
63,524 (63,524)Equity Shares of Rs. 31.13/- each	19.78	1.33	-	
	19.78	1.33		
Total FVTOCI Investments	**21.28**	**2.83**	**-**	**-**
Aggregate market value of quoted investments	19.78	1.33		
Aggregate value of unquoted investments	1.50	1.50		
Aggregate value of Fair Value of investments	**21.28**	**2.83**		
B. Loans & Deposits				
Deposits				
a) Security Deposits				
Unsecured, considered good	498.02	421.10	-	-
Unsecured, considered doubtful	-	-		
b) Other Deposits	-			
Unsecured, considered good	374.69	269.87	-	-
Unsecured, considered doubtful				
Total - Deposits (a+b)	872.71	690.97	-	-

Security Deposits are primarily in relation to public utility services and rent deposit

As the tenure of security deposits is not ascertainble because it is repayable on disconnection of services, the amortisation impact as per Financial Instruments, IND AS 109 is not applicable

	31 Mar 2025	31 Mar 2024	31 Mar 2025	31 Mar 2024
Loans				
b) Investments in Preference Shares (at FVTPL)	221.97	197.31		
Total Loans - (a+b)	**1,094.68**	**888.28**	**-**	**-**

Preference Shares of Keonjhar Infrastructure Development Company Ltd held by the Company as Investment is considered to be a Debt instrument as defined in Ind AS 109- Financial Instruments, and is determined at fair value thru PL.

	31 Mar 2025	31 Mar 2024	31 Mar 2025	31 Mar 2024
C. Other financial assets				
Deposit with original maturity of more than 12 months	150.84	127.21		
	150.84	**127.21**	**-**	**-**
	150.84	**127.21**	**-**	**-**
Claims Receivable	-	-		
Total Other financial assets	**150.84**	**127.21**	**-**	**-**

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

6. OTHER ASSETS

Particulars	Non Current		Current	
	31 Mar 2025	31 Mar 2024	31 Mar 2025	31 Mar 2024
a) Capital advance				
Unsecured, considered good	-	-	864.13	793.55
Doubtful	-	-	-	-
	-	-	864.13	793.55
Less: Provision	-	-	-	-
	-	-	864.13	793.55
b) Deposit with Tax Authority	-	-	3,889.41	2,867.21
c) Advance to Employee	-	-	27.33	30.01
d) Prepaid expenses	-	-	17.58	4.69
e) Advance to suppliers	-	-	914.71	186.50
f) Advances to Related Party	-	-	33.08	33.08
Total (a+b+c+d+e+f)	**-**	**-**	**5,746.24**	**3,915.04**

7. INVENTORIES

Particulars	31 March 2025	31 March 2024
Valued at cost or net relisable value		
i) In Hand		
Finished Goods	2,839.50	837.07
Work in Progress	76.66	63.41
Raw Materials	5,684.60	2,405.61
Spares and Consumables	1,296.05	905.62
Co Product/By Product	2,277.51	1,012.57
	12,174.32	5,224.28
ii) In Transit		
Raw materials	340.51	-
Spares and Consumables	-	-
	340.51	-
Total	**12,514.83**	**5,224.28**

Finished Goods including By Product and Co Product held are valued at Cost or Market Price whichever is lower as per IND AS 2 . In 24-25, the inventory has been valued on cost (being lower than market price) but in 23-24, operation of plant is not to the optimum because of trial run production and so the cost of production is higher than the market price and hence the inventory is devalued to market price. The cost of production is very high and is more than the realisable value of the product.

Notes to the Financial Statements for the year ended 31st March 2025
(All amounts in Lakhs Rupees except as otherwise stated)

8. TRADE RECEIVABLES

Particulars	31 March 2025	31 March 2024
Trade receivables	3,488.96	738.60
	3,488.96	**738.60**
Breakup of Trade receivables:		
Unsecured, Considered Good	3,488.96	738.60
Doubtful	-	-
	3,488.96	738.60
Less: Provision for doubtful receivables	-	-
Less: Expected Credit Losses	-	-
	3,488.96	738.60
Total	**3,488.96**	**738.60**

Ageing of Trade Receivables as of 31.03.2025

Particulars	Less than 6 months	6-12 months	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables– considered good	3,477.04	0.03	0.69	11.19	-	**3,488.96**
Undisputed Trade Receivables – which have significantincrease in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed TradeReceivables– considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significantincrease in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Ageing of Trade Receivables as of 31.03.2024

Particulars	Less than 6 months	6-12 months	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables– considered good	579.55	0.64	158.41	-	-	**738.60**
Undisputed Trade Receivables – which have significantincrease in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed TradeReceivables– considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significantincrease in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

9. CASH AND CASH EQUIVALENT

Particulars	31 March 2025	31 March 2024
a) Balance with banks		
- In current accounts	62.74	48.84
b) Cash in hand	0.23	0.41
c) FD (less than 3 months)	-	
	62.97	**49.25**

10 SHARE CAPITAL

Particulars	31 March 2025	31 March 2024
a) Authorised Share Capital		
i) Equity share capital		
20,00,00,000 (March 31, 2025: 20,00,00,000) equity shares of Rs. 10/- each	20,000.00	20,000.00
ii) Preference share capital		
5,00,00,000 (March 31, 2025: 5,00,00,000) preference shares of Rs. 10/- each	5,000.00	5,000.00
Total	**25,000.00**	**25,000.00**
b) Issued capital		
i) Equity share capital		
2,97,90,000 (March 31, 2025: 2,97,90,000) equity shares of Rs. 10/- each	2,979.00	2,979.00
ii) Preference share capital		
2,00,00,000 (March 31, 2025: 2,00,00,000) preference shares of Rs. 10/- each	2,000.00	2,000.00
	4,979.00	**4,979.00**
c) Subscribed and paid up capital		
i) Equity share capital		
2,97,90,000 (March 31, 2025: 2,97,90,000) equity shares of Rs. 10/- each	2,979.00	2,979.00
ii) Preference share capital		
2,00,00,000 (March 31, 2025: 2,00,00,000) preference shares of Rs. 10/- each	2,000.00	2,000.00
	4,979.00	**4,979.00**

d) Reconciliation of number of shares outstanding and the amount of share capital

i) Equity share capital

Particulars	31 March 2025		31 March 2024	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	297.90	2,979.00	297.90	2,979.00
Shares issued during the year	-	-		
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	**297.90**	**2,979.00**	**297.90**	**2,979.00**

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

ii) Preference share capital

Particulars	31 March 2025		31 March 2024	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	200.00	2,000.00	200.00	2,000.00
Shares restored during the year	-	-	-	-
Shares cancelled during the year	-	-	-	-
Shares outstanding at the end of the year	**200.00**	**2,000.00**	**200.00**	**2,000.00**

e) Rights, preferences and restrictions attached to the equity shares

Each Shareholder is eligible for one vote for every equity shares held and are entitled to dividend, if any, declared from time to time. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all prreferential amounts, in proportion to their shareholding.

Rights, preferences and restrictions attached to the Preference shares

Each Shareholder is eligible for one vote for every preference shares held in the class Meeting of Preference share Holders and are entitled to dividend, if any, declared from time to time. If no dividend is declared by the company for two years, they shall have a right to vote on all the Resolutions placed before the Company in terms of section 47 of the Act.

f) Details of the Equity Shareholders holding more than 5% share in the Company

Particulars	31 March 2025		31 March 2024	
	Number of shares held	% of holding	Number of shares held	% of holding
Equity shares of INR 10/- each fully paid up				
1. BKM Mining Private Limited	55.00	18.46%	55.00	18.46%
2. Twenty20 Securities Private Limited	38.27	12.85%	38.27	12.85%
3. TRFI Investment Private Limited	36.82	12.36%	36.82	12.36%
4. Saini Alloys Pvt Ltd	27.90	9.37%	27.90	9.37%
5. Prasanta Kumar Mohanty	25.28	8.48%	25.28	8.48%
6. ICICI Bank Limited	20.00	6.71%	20.00	6.71%

g) Details of the Preference Shareholders holding more than 5% share in the Company

Particulars	31 March 2025		31 March 2024	
	Number of shares held	% of holding	Number of shares held	% of holding
Preference shares of INR 10/- each fully paid up				
1. BKM Mining Private Limited	180.60	90.30%	180.60	90.30%
2. UJJWAL HOLDINGS PRIVATE LIMITED	14.50	7.25%	14.50	7.25%

BKM Mining Pvt Ltd has relinquished its right attached to Preference Shares to vote and assess any control or management of the company upto Mar 31,2025.

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

h) Disclosure of promoters shareholding

Equity Shares

Particulars	Shares held by promoters at the end of the year 31/03/2025			Shares held by promoters at the end of the year 31/03/2024		
Promoter Name	**No. of Shares (In Lakhs)**	**% of Total Shares**	**% change during the year**	**No. of Shares (In Lakhs)**	**% of Total Shares**	**% change during the year**
1. TRFI Investment Private Limited	36.82	12.36%	-	36.82	12.36%	-
2. Prasanta Kumar Mohanty	25.28	8.48%	-	25.28	8.48%	-
3. Industrial Promotion And Investment Corporation Of Orissa Ltd	14.56	4.89%	-	14.56	4.89%	-
4. Torsteel Research Foundation In India	1.39	0.46%	-	1.39	0.46%	-
5. Mahmooda Mohanty	0.39	0.13%	-	0.39	0.13%	-
Total	**78.43**	**26.33%**	-	**78.43**	**26.33%**	-

Preference Shares- Nil

11. RESERVE AND SURPLUS

Particulars	31 March 2025	31 March 2024
a) Security Premium		
At Begining of the year	26,767.84	26,767.84
Changes during the period	-	-
Closing balance	**26,767.84**	**26,767.84**
b) Revaluation Reserve		
At Begining of the year	11,845.81	11,845.81
Changes during the period	-	-
Closing balance	**11,845.81**	**11,845.81**
Revaluation Reserve represents revaluation of Factory land in Orissa.		
c) Capital Reserve		
At Begining of the year	51,880.64	51,880.64
Changes during the period	-	-
Closing balance	**51,880.64**	**51,880.64**
d) General Reserve		
At Begining of the year	1,672.23	1,672.23
Changes during the period	-	-
Closing balance	**1,672.23**	**1,672.23**
e) Retained Earnings		
At Begining of the year	-1,02,822.18	-98,766.30
Profit/(loss) during the period	468.20	-4,055.88
Adjustment	-	-
Closing balance	**-1,02,353.98**	**-1,02,822.18**

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

(Contd.)

Particulars	31 March 2025	31 March 2024
f) Forfeiture of Share Warrant		
At Begining of the year	159.75	159.75
Adjustment	-	-
Closing balance	**159.75**	**159.75**
g) Other Comprehensive Income		
At Begining of the year	790.87	755.27
Profit/(loss) during the period	42.84	35.60
Closing balance	**833.71**	**790.87**
Grand Total		
At Begining of the year	-9,705.03	-5,684.74
Closing balance	-9,194.00	-9,705.03

12 FINANCIAL LIABILITIES

A Borrowings

Non-current borrowings

Particulars	31 March 2025	31 March 2024
Secured Loan		
BKM Mining Pvt Ltd	7,165.18	13,665.18
Brightsun Merchants Pvt Ltd	8,925.00	8,925.00
Moon Star Securities Trading & Finance Company Pvt Ltd	12,500.00	12,500.00
Lotus Capital Services Pvt Ltd	1,000.00	1,000.00
Ujjwal Holdings Pvt Ltd	2,475.00	2,400.00
Shivalik Capital Services Pvt Ltd	3,381.00	2,000.00
Shubham Capital Leasing Pvt Ltd	1,859.00	690.00
Inter Corporate Deposit		
From BKM Mining Pvt Ltd	232.53	232.53
	37,537.71	41,412.71
Less: Current portion of non-current borrowings	-	-
Total non-current borrowings	37,537.71	41,412.71

The Loan taken from BKM Mining Private Limited is secured by hypothecation of immovable fixed assets and receivables both present and future and additionally pledge of promoters equity shares.Loan Balance as of March 21 along with the accrued interest as of Mar 21 was restructured as of Jan 1, 2022 into a new loan carrying interest @ 17% on quarterly compounding. Interest on the earlier loan for the period April 21 to dec 21 was waived off by the lender, further the company got waiver of interest from the lender for the period from April 22 to Mar 25. Loan can be converted into Equity Shares at anytime, at the option of Lender in case of any default or otherwise. During the current financial year (2024-25) the company repaid partial loan amount of Rs. 65 crore to BKM Mining Pvt. Ltd. , as mutually agreed between the parties.

ICD from BKM Mining Private Limited was originally taken from Monet Ispat & Energy Ltd, which was then assigned to SREI and later by SREI to BKM Mining Private Limited at a restructured price of Rs 40 lacs only. ICD does not bear any interest.It is secured against company's assets

Loan from Moon Star Securities Trading & Finance Company Pvt Ltd is secured against second Charge on Plant Land at Palspanga. Interest Rate is 14%

Loan from Bright Sun Merchants Pvt Ltd is secured against third Charge on Plant Land at Palspanga. Interest Rate is 12%

Loan from Lotus capital Services Pvt Ltd and Ujjwal Holdings Pvt Ltd is against Promissory Note and PDC. Rate of Interest is 14%

Loan from Shivalik Capital Services Pvt Ltd and Shubham Capital Leasing Pvt Ltd is against Promissory Note and PDC. Rate of Interest is 14%

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

All loans other than loan from BKM Mining Pvt Ltd can be called of for repayment at any time at the option of the lender and so EIR is not calculated for the same.

Current borrowings

Particulars	31 March 2025	31 March 2024
Loan from Related Parties		
Torsteel Research Foundation in India	297.13	297.13
Total current borrowings	**297.13**	**297.13**
Aggregate Secured Borrowings	37,537.71	41,412.70
Aggregate UnSecured Borrowings	297.13	297.13

Note- Interest free unsecured loan from Torsteel Research Foundation in India was taken during FY 2016-17 to clear the current liabilities of various parties. The same is repayable on demand

13 TRADE PAYABLE

Particulars	As on	
	31 March 2025	31 March 2024
Sundry Creditors:		
For Capital Items	628.60	628.60
For Others	16,026.23	6,089.41
Dues of Micro, Small and Medium Enterprises	-	-
Dues to others	16,654.83	6,718.01
	16,654.83	**6,718.01**

Outstanding for following periods from due date of payment/transaction (01 April 2024 to 31 March 2025)

Particulars	Not Due	Less then 1 Year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-	-
Others	-	14,750.38	569.96	1,328.10	6.39	**16,654.83**
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-	-

Outstanding for following periods from due date of payment/transaction (01 April 2023 to 31 March 2024)

Particulars	Not Due	Less then 1 Year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-	-
Others	1,504.21	5,181.83	25.39	6.58	-	**6,718.01**
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-	-

Amount due to micro and small enterprises as defined in the “The Micro, Small and Medium Enterprises Development Act, 2006” has been determined to the extent such parties have been identified on the basis of information available with the Company. All the oustandings to MSME is within the credit period and hence no interest provision is made for delayed payments

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

14 OTHER FINANCIAL LIABILITIES

Particulars	Non Current		Current	
	31 Mar 2025	31 Mar 2024	31 Mar 2025	31 Mar 2024
Financial liabilities at amortised cost				
Interest Payable	-	-	3,414.21	2,949.59
Lease Liabilities	59.48	44.11	1.38	18.00
Payable to Employees	-	-	684.48	948.69
Retention Money Payables	317.00	319.58	-	-
Security Deposit	502.07	456.42	-	-
Total Other Financial Liabilities	**878.55**	**820.12**	**4,100.07**	**3,916.28**

15 CURRENT TAX ASSETS AND CURRENT LIABILITIES

Particulars	Non-Current	
	31 March 2025	31 March 2024
Current tax liabilities		
Provision for taxes	-	-
	-	-
Current tax assets		
Advance Income Tax	72.65	41.37
	72.65	41.37
Net Non-current tax assets/(liabilities)	**72.65**	**41.37**

16 OTHER LIABILITIES

Particulars	Non Current		Current	
	31 Mar 2025	31 Mar 2024	31 Mar 2025	31 Mar 2024
Deferred Income	43.52	93.26	49.74	49.74
Statutory & Government Dues	-	-	1,531.88	1,728.20
Advance Received From Customers	-	-	11,297.82	9,947.29
Application Money Received against issue of OCD	-	-	7,500.00	-
	43.52	**93.26**	**20,379.44**	**11,725.23**

Statutory & Government Dues include Rs 9.09 Crores (2023-2024: Rs 8.62 Crores) payable to PF Trust for employer and employee contribution and loan taken by employee not repaid to PF Trust and for the period prior to 2012 and interest @12% on the dues.

Advance received from Customer includes Rs 88.43 crores(previous year Rs.88.43 Crores) received from Shree Global Steel FZE of Dubai against proposed export of Sponge Iron and Billets

Application Money received agsinst Optionally Convertible Debentures (OCD) from Divinus Fund-l Rs.56.00 Crore & Aether Capital Trustee Pvt Ltd Rs.19.00 Crores respectively. The OCD shall be alloted as per the terms of the agreements in fy 2025-2026.

17 PROVISIONS

Particulars	Non Current		Current	
	31 Mar 2025	31 Mar 2024	31 Mar 2025	31 Mar 2024
Provision for employee benefits(Refer Note **28** for Ind AS 19 disclosures)				
- Gratuity	73.40	79.46	20.70	26.98
- Leave Encashment	28.27	34.05	6.04	7.15
Total	**101.67**	**113.51**	**26.74**	**34.13**

Provision for Gratuity and Leave encashment is made on the basis of actuarial valuation.

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

18 REVENUE FROM OPERATIONS

Particulars	31 March 2025	31 March 2024
Sale of Products	39,774.15	23,737.08
Less: Transfer to Projects as Sales of Trial Run production	-	11,477.48
Total sale of products	**39,774.15**	**12,259.60**
Sale of Power	1,060.91	404.03
Less: Transfer to Projects as Sales of Trial Run	-	228.44
	1,060.91	**175.59**
Other Operating Revenue		
Sale of Scrap	190.21	170.78
Sale of Old Fines	-	305.89
Sale of Fines	2,613.27	716.95
Unbilled Income on Operational Contract	2,142.03	571.63
Total	**45,780.58**	**14,200.44**

19 OTHER INCOME

Particulars	31 March 2025	31 March 2024
Interest Income on:		
i) -From banks on FDRs	33.37	21.66
ii) -From others	25.24	24.12
iii) Liability written back since no longer payable*	428.38	-
iv) Deferred Income	49.74	6.22
	536.73	**52.00**

The fair value of company s investement in redemmable preference shares of KIDCO is arrived at after amortising its maturity value to its fair value at the close of every year. Interest others includes Rs 24.66 lacs (2023-24 Rs 24.12 lacs) represent the amortisation impact.

*Liability written back in current year since no longer payable of Rs 4.28 Crores include 1) Rs 1.32 Crores against old dues payable to employees, it is written back in books of account in line with extinguishment of liability of payment of the same as per terms of OTS settlement with the employees in 2020. 2) Rs 2.96 Crores is on account of old liabilty for water tax settled by the Government of Odisha,Department of Water Resources.

20 COST OF MATERIALS CONSUMED

Particulars	31 March 2025	31 March 2024
Cost of raw material consumed	41,538.00	23,674.12
Less: Transfer to Projects as cost of raw materials consumed in production of goods sold in Trial Run	-	11,382.79
Cost of Material Consumed	**41,538.00**	**12,291.33**
Details of Raw Material Consumed		
Opening Stock	2,405.61	2,430.74
Purchase of Raw Material	44,816.99	23,648.97
Write Back of Old Raw Materials	-	-
Closing Stock	5,684.60	2,405.61
Raw Material Consumed	**41,538.00**	**23,674.12**

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

21 EMPLOYEE BENEFIT EXPENSE

Particulars	31 March 2025	31 March 2024
Salary, wages, bonus and allowance	537.38	742.60
Contribution to provident fund and other funds	47.86	58.91
Staff Welfare expenses	43.84	40.51
	629.08	842.02
Less: Transfer to SMS Projects as Project Emp Cost	101.35	60.39
	527.73	**781.63**

22 FINANCE COSTS

Particulars	31 March 2025	31 March 2024
Borrowing Costs	3,793.56	3,277.32
Less: Interest Cost on qualifying assets upto capitalisation, transferred to project Cost	1,232.22	2,169.10
	2,561.34	1,108.22
Other Borrowing Costs	6.84	15.43
Interest Cost on Lease Liabilities	-	3.94
Interest Cost on Security Deposit	45.64	5.63
	2,613.83	**1,133.22**

Net Interest Cost 21-22 and 22-23- On loan from BKM Mining Pvt Ltd

Interest on secured loan from BKM Mining Pvt Ltd of Rs 98.74 Crores is applicable at 2% p.a. A Premium is payable at the time of repayment after seven years so that IRR of 16% and 14% on 95 Crores and 3.74 Crore respectively is received by the lender. As per Ind AS 109, EIR is calculated to give impact of premium payment at the time of repayment. out of total interest provided for Rs 27.91 Crore in Previous year, Rs 26.12 Crore is on account of EIR calculation and Rs 1.78 Crore is for current year interest @ 2% p.a. In 21-22 Rs 551.99 lacs is the interest for Jan 22-Mar 22 as per the restructured agreement.In Jan 22, the secured loan from BKM was restructred with following clauses: (i) Principal of Rs 98.74 Cr upto Mar 21, interest upto Mar 21 of Rs 32.58 Crores@ 14%/16% IRR and fresh disbursal of loan Rs 35.05 lacs in 21-22 upto Dec 21 was added to make the New principal amount of Rs 131.68 Cr, outstanding as of 01.01.22, (ii). Interest from April to Dec 21 was waived off, (iii) 17% Interest from Jan 22 was applicable on the total principal.Further,interest is waived off by BKM Mining from Apr 22- Sep 23, Again BKM waived off interest from Oct 2023 to March 2025. Hence, in current year, the net interest charged on the specific loan is Nil.

Interest Transferred to Project Cost

Interest on loans other than loan from BKM Mining Pvt Ltd qualify as loans taken for financing the qualifying Asset as per Ind AS 23 and hence are transferred to Project Cost upto the capitalisation date.

23 DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	31 March 2025	31 March 2024
Depreciation of property, plant and equipment	916.81	646.24
Depreciation on ROU	1.04	9.45
	917.85	**655.69**

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

24 OTHER EXPENSES

Particulars	31 March 2025	31 March 2024
Direct Cost of Production		
DRI & Power Plant Operatinng Expense	1,669.65	1,610.28
Electricity, Power & Fuel Expenses	547.74	490.94
Cariiage & Freight Expenses	31.32	34.00
Power Plant Operating Expenses	-	-
Packing Expenses	-	0.32
Other Operational Expenses	357.38	335.24
Consumption of Spares & Consumables	1,189.30	632.96
	3,795.38	**3,103.73**
Less: Transfer to Projects as direct cost of production of goods sold during Trial Run	-	1,140.36
Other Direct Cost of Production of FG as on 31.03.25	**3,795.38**	**1,963.37**
Rent	18.48	7.83
Insurance	1.00	0.56
Rates and taxes	24.62	27.05
Repairs and maintenance:	-	-
- Machinery	112.51	34.56
- Others	5.28	6.97
Printing & Stationery	1.55	1.80
Penalty	-	0.25
Donation	-	0.56
Advertisement Expenses	1.36	1.74
Payment to the Auditor	-	-
Statutory Audit Fee	4.00	2.50
Tax Audit Fee	0.75	0.55
Cost Audit Fees	0.70	-
Internal Audit Fees	1.00	0.35
Secretarial Audit Fess	0.45	0.35
Upkeep maintenance	17.11	24.43
Travelling and Conveyance	37.20	43.71
Postage & Telephone	5.80	12.66
Legal & Professional Expenses	83.71	57.20
Selling & Distribution Expenses	72.69	40.86
Foreign Exchange Loss	30.17	812.23
Other Miscellanious Expenses	130.80	93.72
Total	**4,344.57**	**3,133.24**

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

25 INCREASE DECREASE IN INVENTORY

Particulars	31 March 2025	31 March 2024
FINISHED GOODS		
Opening Stock	837.07	856.39
Closing Stock	2,839.50	837.07
Write off	-	-
Increase /Decrease	**2,002.43**	**-19.32**
WIP		
Opening Stock	63.41	-
Closing Stock	76.66	63.41
Write off	-	-
Increase /Decrease	**13.25**	**63.41**
BY PRODUCT/CO PRODUCT		
Opening Stock	1,012.57	1,369.87
Closing Stock	2,277.51	1,012.57
Write Back	-	-
Increase /Decrease	**1,264.94**	**-357.30**
Total Increase/Decrease in Inventory	**3,280.63**	**-313.21**

25 (A) Exceptional Items

Particulars	31 March 2025	31 March 2024
Exceptional Income	812.23	-
Total	**812.23**	**-**

The company received an advance form Shree Global Steel FZE (Dubai) against export sale of sponge iron and steel billets (Advance being in nature of non monetary item as per (IND AS) 12) and there is no need to calculate the foreign exchange flatution on it but during the fy 23-24 the company worngly calculated foreign exchange flatution of rs. 8.12 crores on it and charged to profit and loss account, now reversed and shown as exceptional income.

26 TRANSFER OF TRIAL RUN RELATED INCOME AND EXPENSES TO PROJECT COST

Particulars	31 March 2025	31 March 2024
Cost of Production of goods sold during Trial Run		
Raw Material Consumed	-	11,382.79
Workmen Salary	-	60.39
Other Direct Cost of Production	-	1,140.36
Other Expenses	-	-
	-	**12,583.54**
Value of Sales		
Sale of Finished Goods	-	11,477.48
Sale of Power	-	228.44
	-	**11,705.92**
Transfer to Project Cost	**-**	**877.62**

In Previous Year The Revamped DRI 500 and Power Plant 24MW was commissioned in Oct 2022 but was under Trial Run up to Sep-2023 because as per the policy of the company the plant achieved optimum capacity utilisation of 50% of the installed capacity for 2 consecutive months in Aug and Sep 2023. Thus, all the related costs of goods sold out of trial run production and the sale proceeds of the same are transferred to Project Cost in CWIP.

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

27 EARNING PER SHARE

Basic and Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	31 March 2025	31 March 2024
Profit attributable to equity holders of the Company:		
Continuing operations	468.20	-4,055.88
Discontinued operations	-	-
Profit attributable to equity holders for basic earnings	**468.20**	**-4,055.88**
Dilution effect	-	
Profit attributable to equity holders adjusted for dilution effect	**468.20**	**-4,055.88**
Weighted Average number of equity shares used for computing Earning Per Share (Basic & Diluted) *	**297.90**	**297.90**
* There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorisation of these financial statements.		
Earning Per Share - Continuing operations		
Basic	1.57	(13.61)
Diluted	1.57	(13.61)

28 TAX RECO

(a) Income tax expense:

The major components of income tax expenses for the year ended Mar 31, 2025 and March 31, 2024 are as follows:

(i) Profit or loss section

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax expense	-	-
Deferred tax expense	-	-
Total income tax expense recognised in statement of Profit & Loss	**-**	**-**

(ii) OCI Section

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Net (gain) on remeasurement of defined benefit plans	-	-
Unrealised (gain)/loss on FVTOCI equity securities	-	-
Income tax charged to OCI	-	-

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 Mar 2025 and 31 March 2024:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Accounting profit before tax from continuing operations	468.20	-4,055.88
Accounting profit before tax from discontinuing operations	-	
Accounting profit before income tax	**468.20**	**-4,055.88**
At India's statutory income tax rate	-	-
Adjustments in respect of current income tax of previous years	-	-
Non-deductible expenses for tax purposes:		
Other non-deductible expenses	-	-
At the effective income tax rate	-	-
Income tax expense reported in the statement of profit and loss	-	-
	-	-

In view of the time uncertainty over the availability of iron ore from captive mines; cash losses suffered by the company for the year as well as in the recent past and with noproduction started yet, possibility of utilising the deferred tax asset out of future income is under serious doubt.Company had derecognised deferred tax asset in preparation of accounts of 18-19 and continued to not recognise the deferred tax asset subsequently till the operations are stabilised.

29 EMPLOYEE BENEFITS

Changes in the present value of the defined benefit obligation are, as follows: **Rs in Lakhs**

	Gratuity	Leave Encashment
Defined benefit obligation at 31 March 2025:	**141.72**	**41.19**
Current service cost	13.09	13.33
Interest expense	10.12	2.94
Benefits paid	(8.65)	(23.15)
Actuarial (gain)/ loss on obligations	(24.39)	0.00
Defined benefit obligation at 31 March 2025	**131.89**	**34.31**

Reconciliation of fair value of plan assets and defined benefit obligation: **Rs in Lakhs**

	2024-25		2023-24	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Fair value of plan assets	37.80	-	35.28	-
Defined benefit obligation	131.89	34.31	141.72	41.19
Amount appearing in the Balance Sheet at year end	**94.09**	**34.31**	**106.44**	**41.19**

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

Amount recognised in Statement of Profit and Loss: **Rs in Lakhs**

	2024-25		2023-24	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Current service cost	13.09	13.33	16.68	15.42
Interest Expense	10.12	2.94	12.75	2.54
Interest Income on Plan Assets	(1.54)		(1.54)	-
Remeasurement of Net Benefit Liability/ Asset		-		(10.81)
Amount recognised in Statement of Profit and Loss for year ended	**21.67**	**16.27**	**27.89**	**7.15**

Amount recognised in Other Comprehensive Income: **Rs in Lakhs**

	2024-25		2023-24	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Actuarial (gain)/ loss on obligations	-24.39	-	-35.60	-
Return on plan assets (excluding amounts included in net interestexpense)	-	-		-
Amount recognised in Other Comprehensive Income for year	**-24.39**	**-**	**-35.60**	**-**

The principal assumptions used in determining gratuity and leave encashment obligations for the Company's plans are shown below:

	31 March 2025	31 March 2024
Discount rate (in %)		
Gratuity	7.15%	7.45%
Leave Encashment	7.15%	7.45%
Salary Escalation (in %)		
Gratuity	9.00%	9.00%
Leave Encashment	9.00%	9.00%

A quantitative sensitivity analysis for significant assumption as at 31 March 2025 is as shown below:

Gratuity	**31-Mar-25**		**31-Mar-24**	
Assumptions	**Discount rate**		**Salary escalation**	
Sensitivity Level	+ 1.00%	- 1.00%	+ 1.00%	- 1.00%
	INR Lakhs	**INR Lakhs**	**INR Lakhs**	**INR Lakhs**
Impact on defined benefit obligation	131.90	131.88	141.74	141.71

Leave Encashment	**31-Mar-25**		**31-Mar-24**	
Assumptions	**Discount rate**		**Salary escalation**	
Sensitivity Level	+ 1.00%	- 1.00%	+ 1.00%	- 1.00%
	INR Lakhs	**INR Lakhs**	**INR Lakhs**	**INR Lakhs**
Impact on defined benefit obligation	34.32	34.30	41.21	41.18

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

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

30 DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

The dues to Micro, Small and Medium Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent information available with the company is given below:

Particulars	31 March 2025	31 March 2024
(a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to micro and small enterprises	-	-
Interest due on above	-	-
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

31 EXCEPTIONAL / EXTRAORIDANRY ITEMS

Particulars	31 March 2025	31 March 2024
Old Store Inventory (written Back)	-	-
Old Raw Material Inventory (written Back)	-	-
Liability written back since no longer payable	-	-
Exceptional Income	812.23	-
Fixed Asset Write Off	-	-
FG and By Product Inventory written back	-	-
	812.23	-

The company received an advance form Shree Global Steel FZE (Dubai) against export sale of sponge iron and steel billets (Advance being in nature of non monetary item as per (IND AS) 12) and there is no need to calculate the foreign exchange flatution on it but during the fy 23-24 the company worngly calculated foreign exchange flatution of rs. 8.12 crores on it and charged to profit and loss account, now reversed and shown as exceptional income.

32 SEGMENT REPORTING

The business activity of the company falls within one broad business segment viz. “Iron & Steel”. The Gross income and profit from the other segment is below the norms prescribed in Ind AS 108. Hence the disclosure requirement of Indian Accounting Standard 108 of “Segment Reporting” issued by the Institute of Chartered Accountants of India is not considered applicable.

33 RELATED PARTY DISCLOSURES

Names of related parties and description of relationship

Name of the related party

A Relationship

i) Key Manager Person

Dr P.K.Mohanty
Mr Munir Mohanty

ii) Enterprises over which Key Management Personnel are able to exercise significant influence

Torstel Research Foundation in India
TRFI Investment Pvt Ltd
OSIL-TRFI Community Services
Bilati (Orissa) Limited
Torsteel Services Pvt Ltd
Keonjhar Infrastructure Development Co Ltd

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

(Rs in Lakhs)

Particulars	31 March 2025	31 March 2024
I. Transactions with key managerial personnel:		
Remuneration	Nil	**Nil**
II. Transactions with Significant influence Companies/ Entities :	Nil	**Nil**
III. Balances of KMP		
IV. Balances of Significant influence Companies/ Entities :		
Torsteel Services Pvt Ltd		
Advances given	**49.00**	**49.00**
Torsteel Research Foundation in India		
Loan Received	**297.12**	**297.12**
OSIL-TRFI Community Services		
Investments	**0.50**	**0.50**

34 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the company’s financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the company’s accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

Impairment of non-financial asset

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm’s length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow (DCF) model.

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Defined benefit plans and other long term benefit plan (gratuity benefits and leave encashment)

The cost and present value of the defined benefit gratuity plan and leave encashment (other long term benfit plan) are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation and other long term benefits are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations and leave encashment are given in Note 32.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 38 and 39 for further disclosures.

35 FAIR VALUE

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

	31 March 2025		31 March 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
Measured at amortized cost				
Loans	1,094.68	1,094.68	888.28	888.28
Other financial Assets	150.84	150.84	127.21	127.21
Trade receivables	3,488.96	3,488.96	738.60	738.60
Cash and cash equivalents	62.97	62.97	49.25	49.25
Bank balances other than cash and Cash equivalents	-	-	-	-
Current Investments	-	-	-	-
Total Financial assets at amortised cost (A)	**4,797.44**	**4,797.44**	**1,803.34**	**1,803.34**
Financial Assets				
Measured at fair value through other Comprehensive Income				
Non Current Investments	21.28	21.28	2.83	2.83
Total financial assets at fair value through other comprehensive Oncome (B)	**21.28**	**21.28**	**2.83**	**2.83**
Total financial assets (A+B)	**4,818.71**	**4,818.71**	**1,806.18**	**1,806.18**
Financial liabilities				
Long term borrowings	37,537.71	37,537.71	41,412.71	41,412.71
Short term borrowings	297.13	297.13	297.13	297.13
Trade payables	16,654.83	16,654.83	6,718.02	6,718.02
Other financial liabilities	4,917.76	4,917.76	4,674.28	4,674.28
Total	**59,407.43**	**59,407.43**	**53,102.14**	**53,102.14**

The management assessed that cash and cash equivalents, other bank balances, trade receivables and trade payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- Long-term fixed-rate and variable-rate receivables/Borrowings are evaluated by the company based on parameters such as interest Rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

36 FAIR VALUE HIERARCHY

The following table provides the fair value measurement hierarchy of the Company's's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2025:

	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value					
FVOCI financial instruments:	31-Mar-25	21.28	19.78	1.50	
FVPL financial intruments	31-Mar-25	221.97		221.97	
Security Deposit	31-Mar-25	872.71		872.71	

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2024:

	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value					
FVOCI financial instruments:	31-Mar-24	2.83		2.83	
FVPL financial intruments	31-Mar-24	197.31		197.31	
Security Deposit	31-Mar-24	690.97		690.97	

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31 March 2025:

	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Liabilities for which fair values are disclosed					
Obligation under finance lease	31-Mar-25	60.86		60.86	
Fixed rate borrowings	31-Mar-25	37,834.84		37,834.84	
Floating rate borrowings	31-Mar-25				

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31 March 2024:

	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Liabilities for which fair values are disclosed					
Obligation under finance lease	31-Mar-24	62.11		62.11	
Fixed rate borrowings	31-Mar-24	41,709.84		41,709.84	
Floating rate borrowings	31-Mar-24				

37 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial Risk Management Framework

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed primarily to Credit Risk, Liquidity Risk and Market risk (fluctuations in foreign currency exchange rates and interest rate), which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

A. Credit Risk

Credit risk is the risk or potential of loss that may occur due to failure of borrower/counterparty to meet the obligation on agreed terms and conditions of the financial contract. Credit risk arises from financial assets such as cash and cash equivalents, loans, trade receivables, derivative financial instruments and financial guarantees. The company have a credit risk management policy in place to limit credit losses due to non-performance of financial counterparties and customers. We monitor our exposure to credit risk on an ongoing basis at various levels. We only deal with financial counterparties that have a sufficiently high credit rating.

Trade receivables:

The Company routinely assesses the financial strength of its customers and, as a consequence, believes that its trade receivable credit risk exposure is limited. The management of the company regularly evaluate the individual customer receivables. This evaluation takes into consideration a customer's financial condition and credit history, as well as current economic conditions. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded when received. Further the company also mitigate the risk of trade receivables by taking letter of credit and bank guarantees from the banks. The company regularly track the outstanding trade receivables and proper action is taken by the company for collection of overdue trade receivables.

Cash and cash equivalents, derivatives and financial guarantees

All of our cash equivalents and short-term available-for-sale investments are carried at fair value. Cash and cash equivalents are deposited with financial institutions that management believes are of high credit quality and accordingly, minimal credit risk exists. The company mitigates the credit risk of financial instruments by dealing with nationalized banks and reputed private banks with high credit rating.

B. Liquidity Risk

Liquidity risk refers to the probability of loss arising from a situation where there will not be enough cash and/or cash equivalents to meet the needs of depositors and borrowers, sale of illiquid assets will yield less than their fair value and illiquid assets will not be sold at the desired time due to lack of buyers. The primary objective of liquidity management is to provide for sufficient cash and cash equivalents at all times and any place in the world to enable us to meet our payment obligations. Currently the company is facing liquidity crises due to huge interest cost.

The below table is based on the earliest date on which the company required to pay.

Year ended 31 March 2025

Particulars	**< 1 year**	**2-3 years**	**> 3 years**	**Total**
Financial Liabilities				
Long term borrowings	-	-	37,537.71	**37,537.71**
Short term borrowings	297.13	-		**297.13**
Trade payables	16,654.83	-		**16,654.83**
Other financial liabilities	4,098.69	-	819.07	**4,917.76**
Total financial liabilities	**21,050.65**	**-**	**38,358.79**	**59,407.43**

Year ended 31 March 2024

Particulars	**< 1 year**	**2-3 years**	**> 3 years**	**Total**
Financial Liabilities				
Long term borrowings	-	-	41,412.71	41,412.71
Short term borrowings	297.13			297.13
Trade payables	6,718.02			6,718.02
Other financial liabilities	3,898.28		776.00	4,674.28
Total financial liabilities	**10,913.42**	**-**	**42,188.72**	**53,102.14**

C. Market Risk

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

Company has borrowed from companies other than Banks at fixed rate of intererst and so it is not exposed t interest rate risk.

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

Particulars	31 March 2025	31 March 2024
Fixed rate borrowing	37,834.84	41,709.84
Total borrowings	**37,834.84**	**41,709.84**

The following assumptions have been made in calculating the sensitivity analyses:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2025 and 31 March 2024: including the effect of hedge accounting

Company imports raw materials used in production and export of finished goods resulting in currency risk on the outstanding receivables and payables. The same is not hedged by any derivative contracts

Foreign currency exposure that are not hedged by a derivative instrument as at Balance Sheet are as follows

Particulars	Currency	March 31, 2025			March 31, 2024		
		Amount in Foreign Currency USD	Amount	Conversion Rate	Amount in Foreign Currency USD	Amount	Conversion Rate
Unhedged Payables							
Creditors		15.00	1,253.25	-	15.00	1,253.25	-
Loans/ Interest payables		-	-	-	-	-	-

38 CAPITAL MANAGEMENT

For the purpose of the Company’s capital management, capital includes issued equity capital and preference capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company’s capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

In order to achieve this overall objective, the Company’s capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2025 and 31 March 2024.

39 IN COMPLIANCE OF AMENDED CLAUSE 32 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, THE REQUIRED INFORMATION IS GIVEN AS UNDER:

Rs in Lakhs

	Amount as on		Maximum Amount Outstanding during the year ended	
	31 Mar 2025	31 Mar 2024	31 Mar 2025	31 Mar 2024
I. Loans and Advances in the nature of loans:				
A) To Subsidiary Companies				
1. Torsteel Services Pvt Ltd	49.00	49.00	49.00	49.00
B) To Associates /Joint Venture				
C) To Firms/Companies in which directors are interested				
D) Where there is no repayment schedule or repayment beyond seven year or no interest or interest below section 186 of Companies Act.				
II. Investment by the loanee (as detailed above) in the shares of HFL and its subsidiaries				

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

40 COMMITMENTS AND CONTINGENCIES

Particulars	31 March 2025	31 March 2024
A. Contingent Liabilities		
(a) Claims against the company not acknowledge as debts		
(i) Disputed Sales Tax (under appeal)		
Includes 13.69 crores for non submission of decleration forms, out of which 13.57 Crores has since been collected / submitted and 54.93 crores other disallowance items. Predeposit of Rs 23.68 crores is already paid in appeal against various cases.	6,857.87	6,580.65
(ii) Income Tax Demand (under appeal) AY 2021-22	80.81	80.81
(iii) Provident & Pension Fund (under appeal)	1,099.12	1,099.12
(iv) Other Claims not acknowledged as debt	51.97	51.97
(v) Guarantee given to Keonjhar Central Co-Operative Bank Ltd. for cash credit facilities obtained by Bilati (Orissa) Ltd.	126.93	126.93
B. Commitments		
Estimated amount of contracts (Net of advance) remaining to be executed on Capital Account and not provided for.	1,945.09	2,391.01
	10,161.79	**10,330.49**

41 EXPOSURE TO FINANCIAL AND COMMODITY DERIVATIVES

1. The Company has not entered into any derivative instruments to hedge their foreign currency contracts.
2. **Foreign currency exposure that are not hedged by a derivative instrument as at Balance Sheet are as follows**

	March 31, 2025					March 31, 2024		
	Currency	Currency	Amount in Foreign Currency USD	Amount	Conversion Rate	Amount in Foreign Currency	Amount	Conversion Rate
Unhedged Payables								
Creditors			15.00	1,253.25	-	15.00	1,253.25	-
Loans/ Interest payables			-	-	-	-	-	-

42 CIF VALUE OF IMPORTS

Particulars	31 March 2025	31 March 2024
Raw Material	-	-
	-	-

43 VALUE OF IMPORTED/ INDIGENOUS FUEL, STORES AND SPARE PARTS CONSUMED

	31 March 2025		31 March 2024	
	% of Total consumption	Rs. Lakhs	% of Total consumption	Rs. Lakhs
Fuel				
Imported	0.00%	-	0.00%	-
Indigenous	100.00%	547.74	100%	490.94
	100.00%	547.74	100%	490.94
Stores and Spares				
Imported	0.00%	-	-	-
Indigenous	100.00%	1,189.30	100%	632.96
	100.00%	1,189.30	100%	632.96

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

44 EXPENDITURE IN FOREIGN CURRENCY ON ACCOUNT OF

Particulars	31 March 2025	31 March 2024
- Interest and finance charges	-	-
	-	-

45 LEASE DISCLOSURES:

a) Company as Lessor:

Company has not given any assets under any lease arrangement.

b) Company as Lessee:

i) Effective April 1, 2019, company has adopted "Ind AS 116- Leases" and has applied the same on all the leases existing on the transition date April 1, 2019 using modified retrospective approach.

ii) Applied the exemption provided on transition and have not recognised the Right of Use asset and Liability for leases which had less than 12months period on the transition date

iii) Applied the exemption and have not recognised the impact for leases which are not substantial in value

iv) Details of movement in Right of use Asset during the year is as follows:

Particulars	Other Leases
Balance as on April 1, 2023	44.87
Addition during the year	64.59
Deletion during the year	36.46
Accumulated Depreciation upto 31.03.2024	1.40
Depreciation during the year	9.45
Balance as on March 31, 2024	62.15

Particulars	Other Leases
Balance as on April 1, 2024	62.15
Addition during the year	62.24
Deletion during the year	73.00
Accumulated Depreciation upto 31.03.2025	1.03
Depreciation Write of during the year	10.85
Depreciation during the year	1.03
Balance as on March 31, 2025	61.21

v) Details of movement in Lease Liability during the year is as follows:

Particulars	Other Leases
Balance as on April 1, 2023	43.44
Addition during the year	64.58
Payments during the year	12.00
Deletion during the year	37.85
Finance Cost for the year	3.94
Balance as on March 31, 2024	62.11

Particulars	Other Leases
Balance as on April 1, 2024	62.11
Addition during the year	62.25
Payments during the year	1.39
Deletion during the year	62.11
Finance Cost for the year	-
Balance as on March 31, 2025	60.86

vi) Incremental borrowing rate applied to lease liability is 10%.

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

46 DISCLOSURE OF RATIOS:

Ratio Analysis and its elements

Ratios:

Particulars	31 March 2025	31 March 2024	% change	Reason
Current ratio	0.53	0.44	20.45%	-
Debt- Equity Ratio	(8.98)	(8.83)	1.70%	-
Debt Service Coverage ratio	0.11	(0.05)	(320.00%)	Increase in Finance cost in current year
Return on Equity ratio	0.11	NA	-	-
Inventory Turnover ratio	5.16	4.85	7%	-
Trade Receivable Turnover Ratio	13.12	35.07	-63%	Increase in Turnover
Trade Payable Turnover Ratio	2.78	4.02	-31%	Increase in Turnover
Net Capital Turnover Ratio	(10.86)	NA	-	-
Net Profit ratio	0.01	NA	-	-
Return on Capital Employed	0.08	-0.08	(200.00%)	Due to Previous year loss

Elements of Ratio

Ratios	Numerator	Denominator	March 31, 2025		March 31, 2024	
			Numerator	Denominator	Numerator	Denominator
Current Ratio	Current Assets	Current Liabilities	**21,885.65**	**41,458.21**	9,968.54	22,690.80
Debt- Equity Ratio	Debt (Borrowing)	Total Equity	**37,834.84**	**-4,215.00**	41,709.84	-4,726.05
Debt Service Coverage ratio	Earnings before interest, depreciation and taxes (Profit Before Tax + Finance cost + Depreciation)	Debt (Borrowing)	**3,999.87**	**37,834.84**	-2,266.97	41,709.84
Return on Equity ratio	Profit for the period/year	Total Equity	**468.20**	**-4,215.00**	-4,055.88	-4,726.05
Inventory Turnover ratio	Revenue from operations	Avg Inventory	45,780.58	8,869.56	25,906.36	5,345.91
Trade Receivable Turnover Ratio	Revenue from operations	Closing Trade Receivable	45,780.58	**3,488.96**	25,906.36	738.60
Trade Payable Turnover Ratio	Purchases	Closing Trade Payable	46,366.88	**16,654.83**	24,493.97	6,089.42
Net Capital Turnover Ratio	Revenue from operations	Total Equity	45,780.58	**-4,215.00**	25,906.36	-4,726.05
Net Profit Turnover Ratio	Profit for the period/year	Revenue from operations	**468.20**	45,780.58	-4,055.88	25,906.36
Return on Capital Employed	Profit Before Tax + Finance cost - Interest Income on fixed deposits, bonds and debentures - Dividend Income - Profit on sale of investments - Profit on fair valuation of investments carried at FVTPL	Equity + Debt (Borrowings) - Current Investments - Non Current Investments - Other bank balances	2,526.85	33,535.60	-2,974.66	36,931.71

47 OTHER NOTES

(i) **Details of benami property held**

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

(ii) **Borrowing secured against property**

Company has borrowed against Property, Plant and receivables, both current and future, but there is no need to submit any periodical statement of inventory or receivables to the Lender, hence there is no question of dicrepancies in submission of reports for loans secured against current assets.

(iii) **Wilful defaulter**

The Company have never been declared wilful defaulter by any bank or financial institution or government or any government authority.

Notes to the Financial Statements for the year ended 31st March 2025

(All amounts in Lakhs Rupees except as otherwise stated)

(iv) **Relationship with struck off companies**

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) **Compliance with number of layers of companies**

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(vi) **Compliance with approved scheme(s) of arrangements**

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(viii) **Undisclosed income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(ix) **Details of crypto currency or virtual currency**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) **Valuation of Property, Plant and Equipment, intangible asset and investment property**

The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

(xi) **Title deeds of immovable properties not held in name of the company**

All the Title deeds of immoveable properties are in the name of the company

(xii) **Registration of charges or satisfaction with Registrar of Companies has been filed timely and nothing is due as of 31.03.25**

The Loan facility availed from SREI Equipment Finance Limited against which Charge Id 100323133 and 100225183 was created at that time, which has been satisfied now. Subsequent to satisfaction of aforementioned charge/release of security, the Company is in process of creation of charge in favour of M/s BKM Mining Private Limited, M/s Moon Star Securities Trading and Finance Private Limited and M/s Brightsun Merchants Private Limited with whom the respective loan facilities availed by the Company.

Further, the charge Id 90078591 was created on 22.01.1981 in favour of Industrial Finance Corporation of India was already satisfied and no loan is appearing in Company's books of accounts for long. Moreover, Industrial Finance Corporation of India is also not reporting the same to the CIBIL as per the report dated May, 2023. Further, the Company is trying to approach to Party and the Registrar of Companies to get the said charge removed from their records.

(xiii) **Figures for the previous years have been reclassified to conform to current year's classifications.**

For B D S & CO.
Chartered Accountants
FRN 326264E

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
Shweta Bagaria Sarawgee	**Suraj Kumar Thakur**	**Sabyasachi Mohanty**	**Ashish Saxena**	**Munir Kamal Mohanty**
Partner	Company Secretary	Chief Financial Officer	Wholetime Director	Chairman
Membership No.063679				

UDIN No.: 25063679BMLXXQ1445
Place : New Delhi/Kolkata
Dated: 24th September, 2025