

43rd ANNUAL GENERAL MEETING SPS STEELS ROLLING MILLS LIMITED



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S T E E L

INDIA'S **no.1** QST BAR

ELEGANT QST 550D

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Deepak Kumar Agarwal, Managing Director
Mr. Vikrant Ranjan, Non- Executive Director
Mrs. Priyanka Goenka, Independent Director
Mr. Ashok Kumar Sharma, Independent Director
Mr. Pranab Sarkar, Independent Director

CHIEF FINANCIAL OFFICER

Mr. Binod Kumar Agarwal

COMPANY SECRETARY

Mr. Ashutosh Sharma

BANKERS

Punjab National Bank
Indian Bank
Canara Bank
State Bank of India

STATUTORY AUDITORS

M/s. V. Singhi & Associates
Chartered Accountants
Four Mangoe Lane
Surendra Mohan Ghosh Sarani,
Kolkata – 700001

REGISTRAR & SHARE TRANSFER AGENT

M/S. Niche Technologies Pvt. Ltd
3A, Auckland Place, 7th Floor, Room No. 7A &
7B Kolkata-700017
Email- nichetechpl@nichetechpl.com

REGISTERED OFFICE

Diamond Prestige" 41 A, A.J.C Bose Road
7th Floor, Suite No 701 Kolkata-700001
CIN
L51909WB1981PLC034409

WEBSITE

www.spsgroup.co.in

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SPS STEELS ROLLING MILLS LIMITED

Diamond Prestige, 41A, A.J.C. Bose Road, 7th Floor, Suite No. 701, Kolkata – 700017

CIN: L51909WB1981PLC034409

E-mail: compliance@shakambhargroup.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **43rd Annual General Meeting** (AGM) of the members of **SPS STEELS ROLLING MILLS LIMITED** ("the Company") will be held on Saturday, September 27, 2025 at 10:00 A.M. Indian Standard Time (IST) at the Registered Office of the Company at Diamond Prestige, Suite No. 701, 7th Floor, 41A, A.J.C Bose Road, Kolkata-700017 to transact the following businesses:

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

- 1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the reports of Auditors thereon and Board of Directors**

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered, and adopted.

RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the report of Auditors thereon, be and are hereby received, considered, and adopted."

- 2. To re-appoint Mr. Vikrant Ranjan as a Director, liable to retire by rotation**

"RESOLVED THAT Mr. Vikrant Ranjan (DIN: 06954394), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

- 3. To ratify remuneration to be paid to M/s Sohan Lal Jalan & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 2025-26.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and

reimbursement of out-of-pocket expenses, as approved by the Board upon recommendation of the Audit Committee, to be paid to M/s Sohan Lal Jalan & Associates, Cost Accountants (Firm registration no. 000521) as Cost Auditors of the Company for conducting the cost audit for financial year 2025-26, be and is hereby ratified, confirmed and approved."

4. To approve material related party transaction(s) with Eloquent Steel Private Limited

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded for entering into/ undertaking the transaction(s) by the Company with Eloquent Steel Private Limited (a "Related Party" within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations):

- i. in relation to purchase/sale of iron ore, manganese ore, coke, dolomite, ferro alloys, sponge iron, wire rod, TMT Bar, slab/ billets/ blooms, coal/ coke/ DRI/ pellets/ pig iron/ stores, spares and consumables/ capital equipment/ fixed assets by product and other allied steel products on requirement basis, availing of working capital loan/advances and providing and availing of services for conversion of products / materials, shared services and obtaining/rendering of lease on office space and use of brand owned by the Company by Eloquent Steel Private Limited including transactions as set out in the explanatory statement to this Item, for the period beginning 01 April 2025 till 31 March 2026, and upto to a maximum aggregate value of INR 3,000 crores (Rupees Three Thousand Crores Only);

in the ordinary course of business of the Company and at arm's length basis in accordance with the provisions of Section 177, 188 and other applicable provisions, if any, of the Act and the rules made thereunder on such terms and conditions as detailed in the explanatory statement to this Resolution, and as may be mutually agreed between the Company and Eloquent Steel Private Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

5. To approve material related party transaction(s) with Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited)

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded for entering into/ undertaking the transaction(s) by the Company with Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited) (a "Related Party" within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations):

- i. in relation to purchase/sale of iron ore, manganese ore, coke, dolomite, ferro alloys, sponge iron, wire rod, TMT Bar, slab/billets/blooms, coal/ coke/DRI/ pellets/pig iron/stores, spares and consumables/capital equipment/fixed assets/ by product and other allied steel products on requirement basis, availing of working capital loan/advances and providing and availing of services for conversion of products / materials, shared services and obtaining/rendering of lease on office space including transactions as set out in the explanatory statement to this Item, for the period beginning 01 April 2025 till 31 March 2026, and upto to a maximum aggregate value of INR 5,000 crores (Rupees five Thousand Crores Only);

in the ordinary course of business of the Company and at arm's length basis in accordance with the provisions of Section 177, 188 and other applicable provisions, if any, of the Act and the rules made thereunder on such terms and conditions as detailed in the explanatory statement to this Resolution, and as may be mutually agreed between the Company and Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited).

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

6. To approve Re-appointment of Mr. Ashok Kumar Sharma (DIN: 09273096) as an Independent Director

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Ashok Kumar Sharma (DIN: 09273096), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years upto 12th August, 2029.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

7. To approve Re-appointment of Mrs. Priyanka Goenka (DIN: 08489182) as an Independent Director

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mrs. Priyanka Goenka (DIN: 08489182), who has submitted a declaration that he/she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years upto 19th June, 2029.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if

any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

8. To approve Increase in Remuneration payable to Mr. Deepak Kumar Agarwal (DIN: 00646153), Managing Director

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

"RESOLVED THAT pursuant to Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof, currently in force) and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company, be and is hereby accorded for revising the remuneration of Mr. Deepak Kumar Agarwal [DIN: 00646153], Managing Director of the Company, from Rs. 25,00,000/- per month to Rs. 75,00,000/- per month, effective from April 01, 2025, and continuing as long as he remains the Managing Director of the Company, all other terms and conditions of his appointment remaining the same.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Deepak Kumar Agarwal shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Deepak Kumar Agarwal be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

9. To approve Appointment of Ms. Ankita Dalmia, Practicing Company Secretary as Secretarial Auditor of the Company

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

"RESOLVED THAT pursuant to the provisions of section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, Ms. Ankita Dalmia (COP: 25664/ Membership No. A67299), Peer reviewed Company Secretary (Peer Review Certificate No. 5398/2024) be and is hereby appointed as the Secretarial Auditor of the Company for the term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by her during the course of the secretarial audit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be authorised on behalf of the Company, including but not limited to determine role and responsibilities/ scope of work of the Secretarial Auditor, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Act or Listing Regulations and such other requirements without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution."

By order of the Board

Date: August 29, 2025
Place: Kolkata

Ashutosh Sharma
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. NO PHOTOCOPY/ SCANNED COPY OF A COMPLETED PROXY FORM WILL BE ACCEPTED.
2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. If a person holding more than 10% of the total share capital of the Company is proposed to be appointed as a proxy for a member, such person shall not act as proxy for any other person or shareholder.
3. Information regarding appointment/reappointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 ("the Act") and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
4. Members are requested to notify immediately any change in their addresses to the Company's RTA.
5. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Act, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).
8. In line with the Ministry of Corporate Affairs Circulars, the Notice calling the AGM along with Annual Report for Financial year 2024-25 has been uploaded on the website of the Company at www.spsgroup.co.in. The Notice & Annual Report can also be accessed from the websites of the Stock Exchanges i.e., The Calcutta Stock Exchange Limited at www.cse-india.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.

9. The Register of members and share transfer books of the Company will remain closed from Monday, September 22, 2025 to Saturday, September 27, 2025 (both days inclusive) for the purpose of AGM.
10. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
11. In terms of Section 72 of the Act, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection at the AGM.
13. Process and manner for Members opting for voting through electronic means:
 - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting will be provided by NSDL.
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Saturday, September 20, 2025, shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e., Saturday, September 20, 2025 shall be entitled to exercise his/her vote either electronically i.e., remote e-voting by following the procedure mentioned in this part.
 - iv. The remote e-voting will commence on Wednesday, September 24, 2025 at 9.00 a.m. and will end on Friday, September 26, 2025 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e., Saturday, September 20, 2025 may cast their vote electronically. The Members will not be able to cast their vote electronically

beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

- v. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., Saturday, September 20, 2025.
- vii. The Company has appointed CS Mayank Daga, Practising Company Secretary (Membership No. ACS: 41279; CP No: 16509), to act as the Scrutinizer for remote e-voting as well as voting at the AGM, in a fair and transparent manner.

Since remote e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed. ***The facility for voting through ballot paper shall also be made available for the members at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.***

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on September 24, 2025 at 09:00 A.M. and ends on September 26, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 20, 2025.

Process to cast votes through remote e-voting:

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

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

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories

and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

	For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***	
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered</p> <p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.</p> <p>b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p> <p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p> <p>8. Now, you will have to click on "Login" button.</p> <p>9. After you click on the "Login" button, Home page of e-Voting will open.</p>		

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mayankdaga89@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022- 4886 7000 or send a request to Ms. Pallavi Mhatre , Senior Manager at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to compliance@shakambhargroup.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to compliance@shakambhargroup.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to

the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Please note the following:

- a) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- c) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- d) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- e) The results declared with the consolidated scrutinizer's report shall be placed on the website of the Company (Company Website) and on the website of NSDL <https://evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO.- 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Sohan Lal Jalan & Associates, Cost Accountants to conduct the audit of cost records of the Company for the financial year ending March 31, 2026.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends Ordinary Resolution set out at Item No. 3 of the Notice for approval of shareholders.

ITEM NO.- 4 & 5

Background

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

In the financial year 2025-26, the Company, along with its subsidiary(ies), propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 4 and 5 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided herein below:

Material Related Party Transactions by the Company

A. Resolution Item No. 4:

Particulars of material related party transactions to be entered by SPS Steels Rolling Mills Limited with Eloquent Steel Private Limited.

Sr.No	Particulars	Details
i.	Name of the Related Party	Eloquent Steel Private Limited
ii.	Type of transaction	<p>The Company undertakes/proposes to undertake the following transactions with Eloquent Steel Private Limited</p> <ul style="list-style-type: none"> • Purchase of iron ore, manganese ore, dolomite, sponge iron, billets, blooms, slabs, wire rods, TMT bars, pig iron, DRI, pellets, stores, spaces, capital equipment, coke, anthracite coal/ coke breeze, coal, ferro alloys, PCI Coal and Corex fines and other raw materials, capital equipment's/fixed assets, stores and spares, consumables, by-products, steel and allied steel products and consumables; • Sale of raw materials, iron ore, manganese ore, dolomite, billets, blooms, wire rods, TMT bars, store, spaces, capital equipment, coal, DRI, ferro alloys, pellets, steel, slabs and other allied steel products including by-products, equipment's/fixed assets, consumables, and allied steel products and consumables; • Use of any Brand owned by SPS Steels Rolling Mills Limited • Availing or providing services, shared services, entering agreements for

		<p>lease or leave and license for premises, providing/receiving services for conversion of products/materials on job work contract or such other services.</p> <ul style="list-style-type: none"> • Availing and/or providing working capital loans, unsecured loans/ advances for its business, from time to time, on arms' length basis • Sharing or usage of each other's resources and reimbursement • Any transfer of resources, services, or obligations to meet its objectives /requirements
iii.	Material terms and particulars of the proposed transaction	Material terms and conditions are / will be based on the contract(s) entered / proposed to be entered into, which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Eloquent Steel Private Limited is an entity under common control with the Company.
v.	Tenure of the proposed transaction	During the financial year 2025-26
vi.	Value of the proposed transaction	Not to exceed Rs. 3000 crores
vii.	<p>Value of RPT as % of –</p> <ul style="list-style-type: none"> • Company's audited consolidated annual turnover of Rs. 2108.90 Crores for the financial year 2024-2025. • Subsidiary's annual standalone turnover for the financial year 2024-25. 	<p>Approx. 142.25%.</p> <p>Not Applicable</p>
viii.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	a) Details of financial Indebtedness incurred	None
	b) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.
	c) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.

	d) Justification as to why the RPT is in the interest of the Company	Refer No. 2 - Justification for entering into these related party transactions;
	e) Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
	f) Any other information relevant or important for the members to take a decision on the proposed transaction	None

D. Resolution Item No. 7:

Particulars of material related party transactions to be entered by SPS Steels Rolling Mills Limited with Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited).

Sr.No	Particulars	Details
i.	Name of the Related Party	Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited)
ii.	Type of transaction	<p>The Company undertakes/proposes to undertake the following transactions with Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited)</p> <ul style="list-style-type: none"> • Purchase of iron ore, manganese ore, dolomite, sponge iron, billets, blooms, slabs, wire rods, TMT bars, pig iron, DRI, pellets, stores, spaces, capital equipment, coke, anthracite coal/ coke breeze, coal, ferro alloys, PCI Coal and Corex fines and other raw materials, capital equipment's/fixed assets, stores and spares, consumables, by-products, steel and allied steel products and consumables; • Sale of raw materials, iron ore, manganese ore, dolomite, billets, blooms, wire rods, TMT bars, store, spaces, capital equipment, coal, DRI, ferro alloys, pellets, steel, slabs and other allied steel products including by-products, equipment's/fixed assets, consumables, and allied steel products and consumables; • Use of the any brand name owned by Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee

		<p>Aluminium Limited) by the Company and the use of the any brand name owned by the Company by Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited)</p> <ul style="list-style-type: none"> • Availing or providing services, shared services, entering agreements for lease or leave and license for premises, providing/receiving services for conversion of products/materials on job work contract or such other services. • Availing of unsecured loans/ advances for its business, from time to time, on arms' length basis • Sharing or usage of each other's resources and reimbursement • Any transfer of resources, services, or obligations to meet its objectives /requirements
iii.	Material terms and particulars of the proposed transaction	Material terms and conditions are / will be based on the contract(s) entered / proposed to be entered into, which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited) is an entity under common control with the Company.
v.	Tenure of the proposed transaction	During the financial year 2025-26
vi.	Value of the proposed transaction	Not to exceed Rs. 5000 crores
vii.	Value of RPT as % of – <ul style="list-style-type: none"> • Company's audited consolidated annual turnover of Rs. 2108.90 Crores for the financial year 2024-2025. • Subsidiary's annual standalone turnover for the financial year 2024-25. 	<p>Approx. 237.1%.</p> <p>Not Applicable</p>
viii.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	g) Details of financial Indebtedness incurred	None

	h) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.
	i) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.
	j) Justification as to why the RPT is in the interest of the Company	Refer No. 2 - Justification for entering into these related party transactions;
	k) Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
	l) Any other information relevant or important for the members to take a decision on the proposed transaction	None

Note 1: Providing and Obtaining Financial Assistance by the Company

The Company on its own is growing organically and inorganically and, in this pursuit, it is exploring opportunities including acquiring iron & steels plants and developing projects. For funding of these projects / requirements and any cashflow mismatch, the Company may, in its ordinary course of business, require borrowing / Corporate Guarantee from various entities of Shakambhari Group. The terms of borrowing including interest rates will be in line with the market conditions prevailing at the time of borrowing and on arm's length basis.

The Company, being a flagship entity and incubator of Shakambhari Group, and extend financial assistance to various entities of Shakambhari Group on need basis, in form of corporate guarantee/ revolving interest bearing inter corporate deposits/ loans/ advances. In a similar manner, the Company may also seek financial assistance from other entities of Shakambhari Group for business purposes.

The financial assistance will be utilised by the borrowing entity(ies) for its business purposes including expansion, working capital requirements and other business purposes.

The financial assistance would be unsecured with repayment over a period of one - five years from date of disbursement; however, the borrowing entity may have the right to make pre-payment, without any pre-payment penalty during the tenor of relevant financial assistance.

The financial assistance will carry interest at appropriate market rate prevailing at the time of disbursement and may vary depending upon the credit profile of the borrowing entity(ies).

Note 2: The following is the justification for entering into these related party transactions;

Our company, SPS Steels Rolling Mills Limited, operates in the Steel & Iron industry, specializing in the manufacture of T.M.T Rods under the brand name "Elegant." Our products, known for their good quality and high durability, have a significant market demand both locally and in other states. The key raw materials required for our production process include ferro alloys, pig iron, iron ore sponge fines, silico manganese, ferro silicon, billets, pellet sponge, ferro manganese, non-coking coal, MS pipes, and other related raw materials.

Within the Shakambhari Group, several entities, namely, Eloquent Steel Private Limited, Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited) and others, act as procurement agencies for raw materials on behalf of our company and related parties. As these entities are also involved in the Steel & Iron business, they serve as sources for the same commodities that our company requires. By conducting related party transactions, we can benefit from their larger procurement volumes and negotiate better prices for our relatively smaller volumes, ensuring cost optimization and efficient purchasing of quality raw materials.

Furthermore, engaging in related party transactions allows us to enter into long-term contracts with service providers for the transportation of key raw materials, thereby optimizing logistics costs. The strong market presence of Eloquent Steel Private Limited, Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited) and other entities within the Shakambhari Group provides us with a competitive advantage in selling our finished products at a larger volume and at competitive pricing in both regional and other state markets.

In addition to the procurement of raw materials, we also enter into related party transactions with Eloquent Steel Private Limited, Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited) and other entities within the Shakambhari Group for various business auxiliary services, property leasing, and the use of their brands. These transactions are conducted in the ordinary course of business and are necessary for seamless operations and the assurance of quality and quantity of materials.

The transactions between our company and the entities within the Shakambhari Group also serve to fulfil our business requirements and expand our presence across India. We have a mutual benefit from these transactions, which enable us to maintain continuity in working capital for our operations. To ensure transparency and fair dealings, we propose to avail borrowings from and provide loans to Eloquent Steel Private Limited, Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited) and other entities within the Shakambhari Group on an arms' length basis and as part of our normal business operations.

ITEM NO. 6

Pursuant to the provisions of Section 149(10) and 149(11) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment for a second term on passing of a Special Resolution by the Members of the Company and disclosure of such re-appointment in the Board's Report.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC") and taking into account the performance evaluation of Mr. Sharma, the Board of Directors of the Company has, approved his re-appointment as an Independent Director for a second term of five consecutive years up to 12th August, 2029, subject to the approval of the Members by way of Special Resolution.

Mr. Sharma has confirmed that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). He has also provided a declaration under Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or is reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not disqualified from being appointed as a Director under Section 164 of the Act and has complied with the requirement of inclusion of his name in the data bank maintained by the Indian Institute of Corporate Affairs under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Sharma fulfils the conditions specified in the Act, the Rules made thereunder, and the SEBI Listing Regulations for his re-appointment as an Independent Director and is independent of the management. Considering his qualifications, rich experience, integrity, and valuable contribution to the deliberations of the Board during his tenure, the Board is of the view that continued association of Mr. Sharma would be beneficial to the Company.

Brief Profile:

Mr. Ashok Kumar Sharma is a distinguished alumnus with a Master's degree in Science (Agriculture – Agronomy). He brings with him vast knowledge and deep industry insights in the steel and iron sector, having been associated with various projects and initiatives that have contributed to the growth and operational excellence of the industry.

Over the years, Mr. Sharma has demonstrated exceptional leadership, strategic thinking, and a strong commitment to corporate governance. His expertise spans across production planning, resource optimization, process improvements, and stakeholder engagement within the steel and iron manufacturing ecosystem.

His unique combination of academic excellence in agronomy and practical experience in a core industrial sector enables him to bring a fresh perspective to the Board's deliberations, particularly in the areas of sustainability, resource management, and operational efficiency.

The Board values Mr. Sharma's integrity, strategic vision, and unwavering commitment to the highest standards of governance, and believes that his continued association will be beneficial to the Company's long-term growth objectives.

Brief profile, details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read together with Secretarial Standards – 2 are disclosed in the Annexure – 1 (Part – I) attached to this Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act.

Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice in relation to appointment of Mr. Ashok Kumar Sharma as an Independent Director, for a period of 5 (five) consecutive years, for approval of the Members.

Except Mr. Ashok Kumar Sharma and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mr Sharma is not related to any other Director or Key Managerial Personnel of the Company.

ITEM NO. 7

Pursuant to the provisions of Section 149(10) and 149(11) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment for a second term on passing of a Special Resolution by the Members of the Company and disclosure of such re-appointment in the Board's Report.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC") and taking into account the performance evaluation of Mrs. Priyanka Goenka, the Board of Directors of the Company has, approved her re-appointment as an Independent Director for a second term of five consecutive years up to 19th June, 2029, subject to the approval of the Members by way of Special Resolution.

Mrs. Goenka has confirmed that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). She has also provided a declaration under Regulation 25(8) of the SEBI Listing Regulations that she is not aware of any circumstance or situation which exists or is reasonably anticipated that could impair or impact her ability to discharge her duties. Further, she is not disqualified from being appointed as a Director under Section 164 of the Act and has complied with the requirement of inclusion of his name in the data bank maintained by the Indian Institute of Corporate Affairs under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mrs. Goenka fulfils the conditions specified in the Act, the Rules made thereunder, and the SEBI Listing Regulations for her re-appointment as an Independent Director and is independent of the management. Considering her qualifications, rich experience, integrity, and valuable contribution to the deliberations of the Board during her tenure, the Board is of the view that continued association of Mrs. Goenka would be beneficial to the Company.

Brief Profile:

Mrs. Priyanka Goenka, aged about 42 years, is a distinguished Commerce graduate with extensive expertise in the iron and steel industry. Over the course of her career, she has acquired in-depth knowledge and practical experience across various operational, commercial, and strategic aspects of the sector.

Her professional journey reflects a strong understanding of industry dynamics, market trends, and operational efficiencies, enabling her to contribute effectively to business growth and organizational sustainability. She has been actively involved in areas such as supply chain

management, procurement, production coordination, and strategic planning, bringing valuable insights to the table.

Mrs. Goenka's blend of academic acumen and industry experience positions her as a key contributor to the Company's governance and strategic decision-making processes. The Board values her integrity, commitment, and deep industry understanding, which are expected to significantly benefit the Company's long-term objectives.

Brief profile, details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read together with Secretarial Standards – 2 are disclosed in the Annexure – 1 (Part – II) attached to this Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act.

Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice in relation to appointment of Mrs. Priyanka Goenka as an Independent Director, for a period of 5 (five) consecutive years, for approval of the Members.

Except Mrs. Priyanka Goenka and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mrs. Goenka is not related to any other Director or Key Managerial Personnel of the Company.

ITEM NO. 8

The Members of the Company, at the 42nd Annual General Meeting held on 24th September, 2024 had approved the re-appointment of Mr. Deepak Kumar Agarwal (DIN: 00646153) as the Managing Director of the Company for a term of 5 years with effect from 24th August, 2024 along with remuneration payable to him in accordance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Considering Mr. Agarwal's exceptional leadership, strategic direction, and significant contribution towards the sustained growth, operational excellence, and profitability of the Company, the Nomination and Remuneration Committee ("NRC") and the Board of Directors, at their respective meetings held on 14th August, 2024, have recommended the revision of his remuneration from ₹25,00,000/- per month to ₹75,00,000/- per month, with effect from April 1, 2025, keeping all other terms and conditions of his appointment unchanged.

The proposed revision in remuneration is in line with:

- The scope of responsibilities undertaken by Mr. Agarwal;
- His rich industry experience and proven track record of delivering strong business results;
- Prevailing remuneration benchmarks in peer companies in the steel and iron sector; and
- The Company's performance under his stewardship.

Pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulations 17(6)(e), 17(6)(ca), and other applicable provisions of the SEBI Listing Regulations,

any revision in remuneration to an executive director, where such remuneration may exceed prescribed thresholds, requires the approval of Members by way of a Special Resolution.

As per Regulation 17(6)(e) of the SEBI Listing Regulations, the approval of shareholders by special resolution is required if the remuneration payable to a single executive director who is a promoter or member of the promoter group exceeds prescribed limits; and under Regulation 17(6)(ca), the approval of shareholders is required for payment of remuneration to an executive director who is not a promoter, in excess of the limits specified under the Companies Act, 2013. Accordingly, the approval of Members is being sought through this resolution.

In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the remuneration as set out in the resolution shall be treated as the minimum remuneration payable to Mr. Agarwal, subject to the limits and conditions specified in Schedule V to the Act, as may be amended from time to time.

In terms of Section 197(16) of the Act and the applicable provisions of the SEBI Listing Regulations, the remuneration paid to Mr. Agarwal will also be disclosed in the Board's Report and the Corporate Governance section of the Annual Report.

Brief Profile:

Mr. Deepak Kumar Agarwal (DIN: 00646153) is the Founder and Managing Director of the Shakambhari Group and a visionary leader in the iron and steel industry. With over 28 years of rich entrepreneurial and managerial experience, he has been instrumental in steering the Group to become a prominent and diversified player in the manufacturing and trading of iron & steel products, metcoke, and related commodities.

A commerce graduate, Mr. Agarwal possesses deep business acumen and exceptional strategic foresight. Under his leadership, the Shakambhari Group has achieved sustained growth through both organic expansion and strategic acquisitions, particularly of distressed industrial units, which he has successfully revived into profitable ventures. His approach has consistently generated employment opportunities, revitalized local economies, and strengthened the industrial base in the regions of operation.

Known for his integrity, ethical leadership, and strong commitment to corporate governance, Mr. Agarwal has built a reputation for resilience, operational excellence, and innovation in the steel sector. Beyond business performance, he has demonstrated a strong sense of responsibility towards stakeholders and the community at large.

Mr. Agarwal's strategic insights, operational expertise, and unwavering commitment to excellence continue to guide the Shakambhari Group to new milestones in its growth journey.

Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice in relation to Increase in Remuneration payable to Mr. Deepak Kumar Agarwal (DIN: 00646153), Managing Director, for approval of the Members.

Except Mr. Deepak Kumar Agarwal and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in

the Resolution set out in the Notice. Mr. Agarwal is not related to any other Director or Key Managerial Personnel of the Company.

ITEM NO.9

As per section 204 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary.

Further, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), requires every listed entity to undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and shall annex a secretarial audit report with the annual report of the listed entity.

Under the Listing Regulations, every listed entity shall basis recommendation of the Board of Directors appoint / re-appoint an individual as a secretarial auditor for not more than one term of five consecutive years or a secretarial audit firm as secretarial auditor for not more than two terms of five consecutive years, subject to shareholders' approval at the Annual General Meeting. Further, the secretarial auditor should not have incurred any of the disqualifications as specified by the Securities and Exchange Board of India ("SEBI").

Basis the recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting held on 14th August, 2025, has approved the appointment of Ms. Ankita Dalmia (COP: 25664/ Membership No. A67299), a peer reviewed practicing company secretary (Peer Review Certificate No. 5398/2024), as Secretarial Auditor of the Company to hold the office for term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, subject to approval of the Members of the Company at this Annual General Meeting.

Profile:

Ms. Ankita Dalmia is an accomplished Practicing Company Secretary holding a Certificate of Practice No. 25664 and Membership No. A67299. She is a Peer-Reviewed Company Secretary, accredited with Peer Review Certificate No. 5398/2024, reflecting her adherence to the highest professional and ethical standards.

With a strong background in corporate governance, compliance, and secretarial practices, Ms. Dalmia has extensive experience in conducting secretarial audits, advising on Companies Act, 2013 provisions, and ensuring adherence to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Eligibility:

Ms. Dalmia has confirmed that she is not disqualified and is eligible to be appointed as Secretarial Auditor of the Company under the Act, Listing Regulations and Circular(s) issued by SEBI in this regard and have given her consent for her appointment as Secretarial Auditor of the Company.

Term of Appointment:

Ms. Ankita Dalmia is proposed to be appointed as Secretarial Auditor of the Company to hold the office for first term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, subject to approval of the Members of the Company at this Annual General Meeting.

Remuneration:

The remuneration proposed to be paid to the Secretarial Auditor to conduct the Secretarial Audit will be determined by the Board of Directors of the Company, basis the recommendation of the Audit Committee and in consultation with the Secretarial Auditor, which will be commensurate with the scope of work and other requirements as mutually agreed. The Company may also obtain the Annual Secretarial Compliance Report and such other certifications as may be mandatory or permitted to be sought from Secretarial Auditor under the applicable laws and engage with them on the other services which are not prohibited by SEBI or any other authority.

Basis of Recommendation:

The Audit Committee and the Board of Directors has recommended the appointment of Ms. Ankita Dalmia, as Secretarial Auditor of the Company to the Members of the Company for her approval. The recommendation is based on various factors like fulfilment of eligibility criteria, capability, knowledge, expertise, industry experience, audit methodology, time and efforts required to be put in by her.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends Ordinary Resolution set out at Item No. 9 of the Notice for approval of shareholders.

**Details of Directors seeking appointment/reappointment
[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations
2015 and Secretarial Standard – 2]**

Annexure – 1 (Part – I)

Name of the Director	Mr. Ashok Kumar Sharma
Director Identification Number (DIN)	09273096
Date of Birth	09-04-1959
Nationality	Indian
Category	Non - Executive Independent Director
Date of Appointment on the Board	August 13, 2021
Expertise in specific functional areas	Iron and steel industry
Skill & Capabilities required for the role	over 40 years of rich experience in the iron and steel industry
Qualifications	Mr. Ashok Kumar Sharma is a distinguished alumnus with a Master's degree in Science (Agriculture – Agronomy)
No. of Shares held in the Company	Nil
Relationships between Directors and Key Managerial Personnel inter-se	None
Terms and Conditions of appointment	Re-Appointed as a Independent Director for a period of 5 years upto, August 12, 2029.
Directorships held in other public companies (Excluding foreign companies) as on date of this Notice	1.Mukund Security & Investment Limited 2.Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited) 3.S P S Metal Cast & Alloys Limited
Position held in mandatory Committees of Other companies.	<u>Chairman-Audit Committee</u> 1. S P S Metal Cast & Alloys Limited 2. Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited) <u>Chairman-Nomination & Remuneration Committee</u> 1. S P S Metal Cast & Alloys Limited 2. Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited)
Listed entities from which the Director resigned in the past three years	Nil
Details of Remuneration sought to be paid	NA

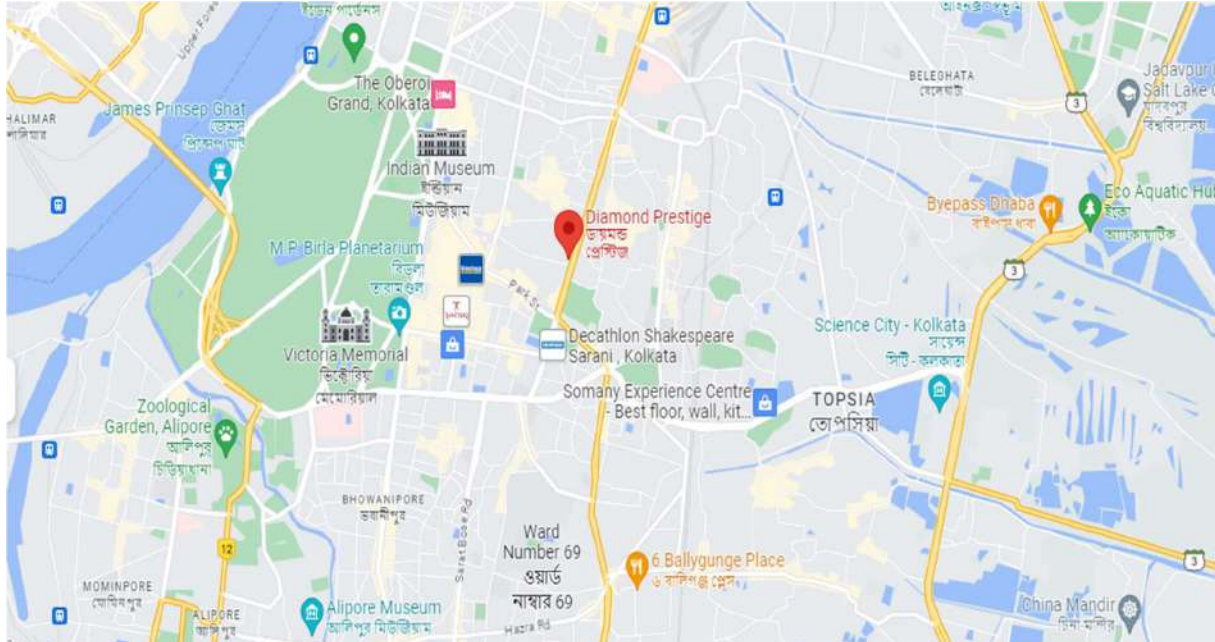
Annexure – 1 (Part – II)

Name of the Director	Mrs. Priyanka Goenka
Director Identification Number (DIN)	08489182
Date of Birth	03-11-1981
Nationality	Indian
Category	Non - Executive Independent Director
Date of Appointment on the Board	June 20, 2019
Expertise in specific functional areas	Iron and steel industry
Skill & Capabilities required for the role	over 10 years of rich experience in the iron and steel industry
Qualifications	Mrs. Priyanka Goenka, is a distinguished Commerce graduate with extensive expertise in the iron and steel industry
No. of Shares held in the Company	Nil
Relationships between Directors and Key Managerial Personnel inter-se	None
Terms and Conditions of appointment	Re-Appointed as a Independent Director for a period of 5 years upto, June 19, 2029.
Directorships held in other public companies (Excluding foreign companies) as on date of this Notice	1.Citrine Consultants Ltd 2. Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited)
Position held in mandatory Committees of Other companies.	<u>Member-Audit Committee</u> 1. Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited) 2. Citrine Consultants Ltd <u>Member-Nomination & Remuneration Committee</u> 1. Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited) 2. Citrine Consultants Ltd
Listed entities from which the Director resigned in the past three years	Nil
Details of Remuneration sought to be paid	Rs. 25000/- per month

ROUTE MAP

SPS STEELS ROLLING MILLS LIMITED

Diamond Prestige, 41A, A.J.C. Bose Road, 7th Floor, Suite No. 701, Kolkata – 700017



Google Link: <https://goo.gl/maps/DyaSjBVU6oViEif28>

BOARD REPORT 2024-25

Dear Members,

Your directors are pleased to present the 43rd Annual Report of SPS Steels Rolling Mills Limited along with the Audited (Standalone & Consolidated) Financial Statements for the financial year ended March 31, 2025.

FINANCIAL RESULTS

During the year under review, performance of your company was as under:

(INR in Lacs)

Particulars	Standalone		Consolidated	
	31-03-2025	31-03-2024	31-03-2025	31-03-2024
Revenue from Operation	1,92,682.87	1,77,110.38	2,10,889.56	2,05,478.56
Other Income	918.88	372.02	947.01	549.84
Profit/loss before Depreciation, Finance Costs and Tax Expense	16,022.10	19,123.57	17,322.86	20,414.65
Less: Finance Cost	4813.95	4628.19	4,843.54	4,628.19
Profit /loss before Depreciation	11,208.15	14,495.38	12,479.32	15786.46
Less: Depreciation	3,343.52	2,997.24	3,453.97	3,111.04
Profit before Tax (PBT) and Exceptional Items	7,864.63	11,498.14	9,025.35	12675.42
Less: Exceptional Items	-	-	-	-
Profit Before Tax (PBT)	7,864.63	11,498.14	9,025.35	12675.42
Less: Current Tax	0.70	-	1.87	0.14
Deferred Tax	804.86	1075.16	804.86	1076.45
Profit After Tax (PAT)	7,059.07	10,422.98	8,218.61	11,598.83
Other Comprehensive Income	4.04	39.78	4.04	39.78
Total Comprehensive Income	7,063.11	10462.76	8,222.65	11,638.61
Earnings per share (Basic)	8.77	12.95	10.21	14.41
Earnings per Share (Diluted)	8.77	12.95	10.21	14.41

STATE OF COMPANY'S AFFAIRS

During the year under review, the Company achieved a standalone turnover of ₹1,926.82 Crores, as against ₹1,771.10 Crores in the previous financial year, reflecting a growth of 8.8%. The standalone net profit for the year stood at ₹70.63 Crores, as compared to ₹104.62 Crores in the preceding year, indicating a decline in profitability.

On a consolidated basis, the Group recorded a turnover of ₹2,108.89 Crores, as against ₹2,054.79 Crores in the previous financial year, marking a growth of 2.63%. The consolidated net profit for the year was ₹82.23 Crores, compared to ₹116.39 Crores in the previous year, reflecting a decrease in overall profitability.

DIVIDEND

With a view to conserve the resources of the company for further investments, your directors do not recommend any dividend for the financial year ended March 31, 2025.

RESERVES

The Company proposes to retain the entire amount of Profit in the Profit & Loss Account.

SHARE CAPITAL

The Authorized Share Capital of the Company as on 31st March, 2025 is Rs. 82,50,00,000 comprising of 8,25,00,000 Equity Shares of Rs.10 each. The Issued, Subscribed and Paid-up Capital of the Company as on 31st March, 2025 is Rs. 80,50,00,000 comprising of 8,05,00,000 Equity Shares of Rs 10 each. During the year under review, there is no change in share capital structure of the company.

CHANGES IN THE NATURE OF BUSINESS

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

DEPOSITS

The Company has not accepted any deposits from public during the year and as such, there is no outstanding deposit in terms of Companies (Acceptance of Deposits) Rules, 2014.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as the "Listing Regulations"), the Management Discussion and Analysis Report is attached herewith as "Annexure-1".

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointment/Re-appointment/Resignation

During the year under review, the following appointment and Resignation were made to in the Board of Directors of the Company.

Director retiring by rotation

In terms of the provisions of the Companies Act, 2013, Mr. Vikrant Ranjan (DIN: 06954394), Director of the Company, retires at the ensuing AGM and being eligible, seeks re-appointment. The necessary resolution for re-appointment of Mr. Vikrant Ranjan will be included in the Notice convening 43rd Annual General Meeting for the approval of Members.

Appointment

During the year under review, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, considered and approved the following appointments and re-appointments:

1. Re-appointment of Managing Director

The Board of Directors, at its meeting held on August 24, 2024, re-appointed Mr. Deepak Kumar Agarwal (DIN: 00646153) as the Managing Director of the Company for a period of five (5) years, commencing from August 24, 2024 and ending on August 23, 2029 (both days inclusive). The Members of the Company approved the said re-appointment through a Special Resolution passed at the 42nd Annual General Meeting held on September 24, 2024.

2. Re-appointment of Independent Directors

- The Board, at its meeting, approved the re-appointment of Mr. Ashok Kumar Sharma (DIN: 09273096) as an Independent Director of the Company for a second term of five (5) consecutive years, subject to the approval of Members at the ensuing Annual General Meeting.

- Similarly, the Board, at its meeting, approved the re-appointment of Mrs. Priyanka Goenka (DIN: 08489182) as an Independent Director of the Company for a second term of five (5) consecutive years, subject to the approval of Members at the ensuing Annual General Meeting.

Resignation

During the year under review, none of the Directors of the Company resigned from the Board.

Key Managerial Personnel

In terms of Section 2(51) and Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the year following persons functioned as Key Managerial Personnel.

- Mr. Deepak Kumar Agarwal (DIN: 00646153), Managing Director.
- Mr. Binod Kumar Agarwal, Chief Financial Officer.
- Mr. Ashutosh Sharma, Company Secretary

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declaration from each of the Independent Directors under Section 149(7) of the Companies Act, 2013 that, they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience, and expertise in the fields of finance, people management, strategy, auditing, tax and risk advisory services, banking, financial services, investments; and they hold highest standards of integrity.

The Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs, ('IICA') as required under Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014.

BOARD MEETINGS

During the year under review, Nine Board Meetings were convened and held. The details of which are given in Corporate Governance Report forming part of this Report. The provisions of the Companies Act, 2013 and the Listing Regulations were adhered to while considering the time gap between two meetings.

ANNUAL EVALUATION OF BOARD, ITS COMMITTEES, AND INDIVIDUAL DIRECTORS

Annual evaluation of Board, its performance, Committees, and individual Directors pursuant to applicable provisions of the Companies Act, 2013 and applicable regulations of the Listing Regulations, were carried out.

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

The Board and Nomination & Remuneration Committee had evaluated / reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

The Securities and Exchange Board of India vide circular SEBI /HO /CFD /CMD/ CIR/ 2017/004 dated January 05, 2017, issued a Guidance Note on Board Evaluation about various aspects involved in the Board Evaluation process to benefit all stakeholders. While evaluating the performance, the above guidance note was considered. Performance evaluation of Independent Directors was carried out by the entire board, excluding the Independent Director being

evaluated. A meeting of the Independent Director for the FY 2024-25, was held on March 24, 2025, to review the performance of the Non-Independent Directors and performance of the Board as a whole, on the parameters of effectiveness and to assess the quality, quantity and timeliness of the flow of information between the Management and the Board.

The same were discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the board, its committees, and individual Directors were also discussed. The Directors expressed their satisfaction with the evaluation process.

MANAGERIAL REMUNERATION

The information required pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of managerial personnel and employees of the company are attached herewith as **"Annexure-2"**.

Details of employees required pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is annexed as a separate Annexure, however it is not being sent along with this annual report to the members of the Company in line with the provisions of Section 136 of the Companies Act, 2013 and rules made there under. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid Annexure is also available for inspection by members at the Registered Office of the Company, 21 days before and up to the date of the ensuing Annual General Meeting during the business hours on working days.

SUBSIDIARIES, JOINT VENTURES & ASSOCIATE COMPANIES

As of the date of this report, your company has only one wholly-owned subsidiary, namely SPS Metal Cast & Alloys Limited.

The annual reports of the subsidiary will be available for inspection by any member of the company at the registered office, located at Diamond Prestige, 41A, A.J.C Bose Road, 7th Floor, Room No. 701, Kolkata – 700017, West Bengal. The inspection can be done between 11:00 A.M. and 1:00 P.M. on any working day leading up to the date of the upcoming Annual General Meeting (AGM). Upon written request, the annual reports of the subsidiary for the financial year ended March 31, 2025, will be provided to any member of your company. Alternatively, members can also request an electronic inspection of these documents by sending an advance request to the email address mentioned.

The annual reports, along with the audited financial statements of the subsidiaries of your company, are also available on the website www.spsgroup.in.

In accordance with Section 129(3) of the Act, read with Rule 5 of the Companies (Accounts) Rules, 2014 (as amended), a statement containing the salient features of the financial statements of the subsidiary has been provided in Form AOC-1, which is included in this annual report as **"Annexure – 3"**.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTY

All related party transactions that were entered into during the financial year under review were at arm's length basis and were in the ordinary course of business. Accordingly, the transactions are being reported in specified Form No. AOC-2 in terms of Section 134 of the Act in **"Annexure - 4."**

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has in place a Vigil Mechanism/ Whistle Blower Policy to deal with unethical behaviour and to provide a framework to promote responsible and secured reporting of undesired activities. The Vigil Mechanism/ Whistle Blower Policy is available on the website of the Company at www.spsgroup.in. During the year, no case was reported under this policy.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013, are given in the notes to the financial statements.

REMUNERATION POLICY

The Company has formulated a policy on director's selection and appointment, payment of remuneration, directors' qualifications, positive attributes, independence of directors, selection, and appraisal of performance of Key Managerial Personnel and Senior Management and their remuneration and other related matters as applicable under Section 178(3) of the Companies Act, 2013. The Company's Criteria for payment of remuneration to the Non -Executive Directors and Familiarization Programme undertaken for Independent Directors are available on the Company's website www.spsgroup.in.

RISK MANAGEMENT POLICY

The Company has a defined risk management framework to identify, assess, monitor, and mitigate risks involved in its business. The Company understands that risk evaluation and risk mitigation is an ongoing process within the organization and is fully committed to identify and mitigate the risks in the business. The Company has formulated and implemented a risk management policy in accordance with the Listing Regulations, to identify and monitor business risk and assist in measures to control and mitigate such risks. In accordance with the policy, the risk associated with the Company's business is always reviewed by the management team and placed before the Audit Committee. The Audit Committee reviews these risks on periodical basis and ensures that mitigation plans are in place. The Board is briefed about the identified risks and mitigation plans undertaken.

INTERNAL FINANCIAL CONTROL

The Company has adequate internal control procedures commensurate with its size and nature of business. The objective of these procedures is to ensure efficient use and protection of the Company's resources, accuracy in financial reporting and due compliance of statutes and corporate policies and procedures. The Internal Financial Control (IFC) system ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded, and reported correctly.

Necessary certification by the Statutory Auditors in relation to Internal Financial Control u/s 143(3) (i) of the Companies Act, 2013 forms part of the Audit Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- i) That in the preparation of the accounts for the year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit/loss of the Company for the year on that date;
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- iv) That the Directors have prepared the accounts for the year ended March 31, 2025 on a 'going concern' basis.
- v) That the Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively.
- vi) That the Directors incorporated proper systems to ensure compliance with the provisions of all applicable laws was in place and were adequate and operating effectively.

CORPORATE GOVERNANCE

The Company has in place the SEBI guidelines pertaining to Corporate Governance. The Corporate Governance Report giving the details as required under the Listing Regulations is given separately as **"Annexure-5"**.

The Corporate Governance Certificate for the financial year ended on March 31, 2025 issued by CS Pankaj Kumar Modi, Practicing Company Secretary, is also attached herewith as **"Annexure-6"**.

Certificate pursuant to Regulation 17(8) of the Listing Regulations is attached herewith as **"Annexure-7"**.

COMMITTEES OF BOARD OF DIRECTORS

The Board has four committees mandatorily constituted in compliance with the requirements of the Companies Act, 2013 and the Listings Regulations while three non-mandatory Committees have been constituted to assist it in the management of the day-to-day affairs of the Company and to increase the efficacy of governance. The Board has adopted charters setting forth the roles and responsibilities of each of the Committees. The Board has constituted following Committees to deal with matters and to monitor activities falling within their respective terms of reference:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

Details of composition of the above Committees, their terms of reference, number of meetings held during the year, attendance therein and other related aspects are provided in the Corporate Governance Report forming part of the Annual Report. There has been no instance where the Board has not accepted the recommendations of its committee.

AUDITORS

Statutory Auditors

M/s. V. Singhi & Associates, Chartered Accountants (Firm Registration No. 311017E) were appointed as the Statutory Auditors of the Company at the 40th Annual General Meeting of the Company held on July 30, 2022, for a term of 5 consecutive years commencing from the conclusion of 40th Annual General Meeting till the conclusion of 45th Annual General Meeting to be held for financial year 2026-2027. Further, they have confirmed their eligibility under Section 141 of the Act and the Rules framed thereunder. As required under the Listing Regulations, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Auditors' Report on Standalone and Consolidated Financial Statements for the financial year 2024-25 issued by M/s. V. Singhi & Associates, Chartered Accountants, does not contain any qualification, observation, disclaimer, reservation, or adverse remark.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Ms. Ankita Dalmia, Practicing Company Secretaries was appointed as the Secretarial Auditors of the Company to conduct the Secretarial Audit for the year ended March 31, 2025.

The Secretarial Audit Report (MR-3) for the Financial Year ended March 31 2025, is also attached herewith as "**Annexure-8**". The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

Cost Auditors

In terms of Section 148 of the Act, the Company is required to maintain cost records and have the audit of its cost records conducted by a Cost Accountant. Cost records are prepared and maintained by the Company as required under Section 148(1) of the Act.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Sohan Lal Jalan & Associates, Cost Accountants, as the cost auditors of the Company (Firm Registration No. 000521) for the year ending March 31, 2026. M/s. Sohan Lal Jalan & Associates have vast experience in the field of cost audit and have been conducting the audit of the cost records of the Company for the past several years.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration of ₹50,000/- plus applicable taxes and reimbursement of out-of-pocket expenses payable to the Cost Auditors for conducting cost audit of the Company for Financial Year - 2025-26 as recommended by the Audit Committee and approved by the Board has to be ratified by the Members of the Company. The same is placed for ratification of Members and forms part of the Notice of the AGM.

Secretarial Audit of Unlisted Material Indian Subsidiary

For the FY 2024-25, SPS Metal Cast & Alloys Limited is the unlisted material subsidiary of the Company. None of the said Audit Report contain any qualification, reservation, adverse remark or disclaimer. The Secretarial Audit Report of material subsidiary for the Financial Year ended 31st March, 2025, is annexed herewith and marked as "**Annexure-9**" to this Report.

INVESTOR EDUCATION & PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 is not applicable for the Company as no dividend was declared in the last financial year.

STOCK EXCHANGE LISTING

The Equity Shares of the Company is listed at the Calcutta Stock Exchange Limited. The Company has paid the listing fee to the Calcutta Stock Exchange Limited for the financial year 2025-2026.

CORPORATE SOCIAL RESPONSIBILITY

In terms of section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors of your Company constituted a CSR Committee. The Committee comprises of Independent Director and Executive director. CSR Committee of the Board has developed a CSR Policy which has been uploaded at the website of the company at www.spsgroup.co.in. Annual report on CSR activities has been provided in "**Annexure-10**".

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in “Annexure-11” attached herewith.

ANNUAL RETURN

Pursuant to the provisions of Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, the Annual Return as on March 31, 2025 is available at the website, i.e., www.spsgroup.in.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitment affecting the financial position of the Company have occurred between the end of the financial year to which the financial statements relate and the date of the Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operation.

SETTLEMENTS WITH BANKS OR FINANCIAL INSTITUTIONS

During the year under review, no settlements were made by the Company with any Banks or Financial Institutions.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

The Company provides a safe and conducive work environment to its employees and has 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 framed thereunder. Internal Complaints Committees have been constituted to enquire into complaints, and to recommend appropriate action, wherever required in compliance with the provisions of the said Act.

The details of sexual harassment complaints received and disposed of during the financial year are as follows:

Particulars	Number
(a) Number of Sexual Harassment Complaints received during the year	NIL
(b) Number of Sexual Harassment Complaints disposed off during the year	NIL
(c) Number of Sexual Harassment Complaints pending beyond 90 days	NIL

THE COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT 1961

The Company has complied with the provisions of the Maternity Benefit Act, 1961 and the rules made thereunder. All eligible women employees have been extended the benefits under the Act, including paid maternity leave, nursing breaks, and other facilities as prescribed.

ACKNOWLEDGEMENT

Your directors place on records their gratitude to the dealers, agents, suppliers, investors, and bankers for their continued support, co-operation, and their valuable guidance to the Company and for their trust reposed in the Company's management. Your directors also place on record their sincere appreciation to employees at all levels for their hard work, dedication, and continuous contribution to the Company.

For and on behalf of the Board

Date: August 29, 2025
Place: Kolkata

DEEPAK KUMAR AGARWAL
MANAGING DIRECTOR
DIN:00646153

ASHOK KUMAR SHARMA
DIRECTOR
DIN: 09273096

Annexure 1

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW

This report aims to provide insights into Management's view of the external environment and the steel industry, as well as our strategy, operational and financial performance, and key developments in human resources and industrial relations. It also addresses risks and opportunities and evaluates the adequacy of our internal control systems for the Financial Year 2024-25. For a comprehensive understanding, this report should be reviewed alongside the Company's financial statements, schedules, notes thereto. Our financial statements have been prepared in line with Indian Accounting Standards ('Ind AS') and comply with the Companies Act, 2013, as amended, and the regulations issued by the Securities and Exchange Board of India ('SEBI').

OUTLOOK

Global Economy

In 2025, the global economy is experiencing a slowdown, with growth projected between 2.3% and 2.9%, down from 2024 levels. Persistent inflation, tighter monetary policy, and geopolitical tensions—particularly rising trade barriers—are weighing on economic momentum. Advanced economies like the U.S. and the Eurozone are seeing modest growth (around 1–2%), while developing economies are expanding at a slower pace (~4%), with South Asia remaining a bright spot. China faces challenges from a weak property sector and lower exports, moderating its growth to below 5%. Meanwhile, structural risks such as climate shocks, de-globalization, and weakening U.S. dollar dominance add to the uncertainty. Investors are shifting away from traditional portfolios, and global institutions are calling for renewed cooperation, supply chain resilience, and policy reforms to sustain long-term stability.

Economic Outlook

The global economic outlook for 2025 and 2026 remains cautious, with growth projected at around 2.8% in 2025, rising modestly to 3.0% in 2026, according to the IMF. This slowdown reflects persistent inflation, tighter monetary conditions, rising trade tensions—particularly due to new U.S. tariffs—and geopolitical uncertainty. Advanced economies like the U.S. and Eurozone are expected to grow slowly (around 1.4% in 2025), while emerging markets, especially India, continue to outperform with projected growth above 6%. Inflation is expected to gradually ease, falling from 4.3% in 2025 to 3.6% in 2026, though still above pre-pandemic levels in many regions.

On the commodity front, energy prices—particularly for coal and natural gas—are expected to decline over the period due to weaker industrial demand and a continued global shift toward renewables. After spiking in previous years, coal prices are forecast to drop further in 2025–26 as demand from major importers like China and India stabilizes. Natural gas prices, which surged due to geopolitical disruptions, are also projected to ease as supply chains normalize and storage levels remain healthy in Europe and Asia.

Meanwhile, non-fuel commodity prices (like metals and agricultural goods) are expected to remain relatively stable or decline slightly as global demand cools and supply-side pressures ease. For example, base metals such as copper and aluminum may see modest price drops amid slower construction activity and trade restrictions. However, climate events could cause volatility in agricultural commodities. Overall, commodity markets are adjusting to a new equilibrium shaped by decelerating growth, energy transition, and trade fragmentation.

Indian Economy

India has displayed steady and robust economic growth while facing global challenges and geopolitical concerns and it continues to maintain its position as the fastest-growing major economy. India is estimated to clock in a GDP growth of 6.2 and 6.3 per cent in FY25 and FY26, respectively, backed by strong domestic demand, substantial infrastructure development initiatives, a spike in rural demand and effective government policy measures.

The report underscores a sustained drop in inflation in recent months, shrinking fiscal deficit due to an increase in tax revenue and growth in exports year on year in FY25, highlighting a robust macroeconomic foundation for India. These trends also play a key role in reinforcing economic stability and investor confidence. The manufacturing sector continues to expand sharply despite experiencing a slowdown for over a year, driven by significant domestic and global demand.

Major government initiatives such as Make in India and the Production Linked Incentive (PLI) scheme further boost domestic production and enhance India's competitiveness. Over the past two decades, India has consistently contributed a sizable share to global activity and growth. The nation continues to cement its position as a sought-after hub for innovation and entrepreneurship with its rapidly expanding start-up ecosystem and its status as the world's third most preferred destination for technology investments. As increased volatility and constraints on global capital flows have affected foreign direct investment (FDI) flows to India in the past few years, the country is focusing on deregulation to boost growth and attract investment by fostering a more business-friendly environment.

India's strong economic performance presents an opportunity for the country to implement essential structural reforms to realise the ambition of becoming an advanced economy by 2047.

STEEL INDUSTRY AND DEVELOPMENTS

Global Steel Industry

The World Steel Association (world steel) has released its updated Short Range Outlook (SRO) for 2024 and 2025, projecting that global steel demand will decline by 0.9% in 2024, reaching 1,751 million tonnes (Mt). However, a modest recovery is expected in 2025, with demand anticipated to increase by 1.2%, reaching 1,772 Mt. This forecast follows three consecutive years of global demand contraction.

According to Dr. Martin Theuringer, Chair of the world steel Economics Committee, 2024 has presented significant challenges for the steel sector, largely due to ongoing global economic headwinds. These include declining household purchasing power, tight monetary policies, geopolitical tensions, and a slump in housing construction caused by high financing costs.

Steel demand in China, the world's largest market, is expected to fall by 3.0% in 2024, with an additional decline of 1.0% forecast for 2025. The downturn in China's real estate sector remains a key factor in this decline, though potential government interventions could offer some upside to these projections.

On the other hand, India is emerging as a bright spot, with strong growth in steel demand projected through 2025. India's demand is forecast to grow by 8.0% over 2024 and 2025, driven by infrastructure investments and expansion across multiple steel-consuming sectors. In addition, steel demand in the developing world, excluding China, is projected to rise by 3.5% in 2024 and 4.2% in 2025, reflecting recoveries in regions such as the Middle East, North Africa, and Southeast Asia.

Indian Steel Industry

The Indian steel industry is a vital component of the country's economy and ranks as the second-largest steel producer globally, after China. In recent years, India has consistently produced around 125 to 130 million tonnes of crude steel annually, with plans to expand capacity to over 150 million tonnes by 2030. This growth is driven by strong domestic demand fueled by the government's infrastructure development programs, urbanization, and a growing manufacturing base. Major players like Tata Steel, JSW Steel, Steel Authority of India Limited (SAIL), and Jindal Steel & Power dominate the market, contributing significantly to India's steel output and exports.

Demand for steel in India is largely driven by sectors such as construction, automotive, and infrastructure. Massive investments in roads, railways, smart cities, and affordable housing projects continue to boost steel consumption. Additionally, the growth in automobile manufacturing and expanding industrial production further underpin the demand outlook. Rural electrification and rising incomes are also supporting steady consumption. With India's ambitious plans for infrastructure and industrialization under initiatives like Make in India, the steel sector is expected to maintain a strong growth trajectory over the coming years.

Despite its strengths, the Indian steel industry faces several challenges. The country relies heavily on imports for critical raw materials such as coking coal and certain alloys, making the industry vulnerable to global price fluctuations and supply disruptions. Energy costs remain a significant factor since steel production is highly energy-intensive.

The government has taken several steps to support the industry's growth and competitiveness. Schemes like the Production-Linked Incentive (PLI) program encourage domestic manufacturing and value addition, while import duties help protect local producers from cheap imports and dumping. There is also a growing focus on sustainability, with policies aimed at promoting green steel production through renewable energy use and low-carbon technologies. Looking ahead, India's steel demand is expected to grow at a rate of 6 to 8 percent annually, with the industry poised to not only meet domestic needs but also strengthen its position in global markets. Successfully managing raw material security, energy efficiency, and environmental compliance will be crucial for sustaining this growth.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company has one reportable segment i.e., Steel & Iron. There is a general improvement in business of the company by eliminating all its competitors in the market and having an edge over the Brand name "**Elegant Steel**". The products of "Elegant" are always in high demand in the territories of West Bengal, North Eastern States, Bihar, Jharkhand, Eastern UP etc. and sold at premium of Rs. 5000 – 6000 per Ton as compared to other brands.

RISKS AND CONCERNS

The Company operates in an increasingly complex, volatile, and uncertain business environment with stringent regulatory and environmental requirements. The Company aspires to create long term value for its stakeholders by embedding risk intelligence and building resilience within the organization.

The Company has implemented an Enterprise Risk Management ('ERM') framework to provide a holistic view of aggregated risk exposures as well as to facilitate more informed decision-making. The ERM framework includes identification of risks and risk owners for regular tracking, mitigation, and reporting of risks to help the Company meet its business objectives. The Company through the ERM framework has identified key risks under various categories such as financial risks, macroeconomic and market risks, operational risks, safety risks, commodity risks, supply chain risks, information security risks, regulatory risks, climate change risks, and community risks. The Company has also mapped the severity of these risks and the likely

impact on the Company and has developed mitigation strategies to eliminate or minimize the impact of the risks.

OPPORTUNITIES AND THREATS

Alongside identification of risks, the Company has a continuous process of monitoring and leveraging opportunities presented by the external and internal environment. The Company has identified various opportunities for growth and improvement and has developed strategies to leverage these opportunities. These opportunities include identifying potential for organic and inorganic growth, foraying into new lines of business to cater to evolving needs of customers as well as to make the business more sustainable, developing business models to address issues on climate change, and embarking on the path of digital transformation to be a technology leader in the industry and to gain a competitive advantage over other players.

In spite of several opportunities, threats are always be present. It is imperative to ensure that the system we run and the data we generate or collect have to be safe and secure from continuously evolving cyber threats. Hence, our cyber security policies and practices take all stake holders into consideration, including employees, customers, suppliers, regulators and other associated third parties.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Financial Controls ('IFC') framework, commensurate with the size, scale, and complexity of the Company's operations. The Board of Directors of the Company is responsible for ensuring that IFC have been laid down by the Company and that such controls are adequate and operating effectively. The internal control framework has been designed to provide reasonable assurance with respect to recording and providing reliable financial and operational information, complying with applicable laws, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies. The Company's internal financial control framework commensurate with the size and operations of the business and is in line with requirements of the Companies Act, 2013. The Company has laid down Standard Operating Procedures and policies to guide the operations of each of its functions. Business heads are responsible to ensure compliance with these policies and procedures. Robust and continuous internal monitoring mechanisms ensure timely identification of risks and issues. To make the controls more robust and comprehensive.

COMPANY FINANCIAL PERFORMANCE

During the year under review, the Company achieved a turnover of Rs. 1,926.82 Crores compared to Rs. 1,771.10 Crores in the preceding financial year, representing a growth of 8.8%. The company also recorded a net profit of Rs. 70.63 Crores, a decrease from the net profit of Rs. 104.62 Crores in the previous year. With a view to conserve the resources of the company for further investments, Board of Directors did not recommend any dividend for the financial year ended March 31, 2025.

HUMAN RESOURCES MANAGEMENT

In the past year, our company has continued to prioritize the development and well-being of our workforce, recognizing that our employees are our most valuable asset. We have focused on strengthening talent acquisition, retention, and skill development to support our strategic goals and foster a high-performance culture. Key initiatives included comprehensive training programs, leadership development, and enhanced employee engagement activities aimed at promoting diversity, inclusion, and workplace satisfaction.

We also invested in digital HR tools to streamline recruitment, performance management, and employee communication, improving efficiency and transparency. Our commitment to employee health and safety remained a top priority, with rigorous protocols and wellness programs implemented across all locations. As we move forward, we remain dedicated to

nurturing a supportive and innovative work environment that empowers our people to contribute their best and drive sustainable business growth. The Company's permanent employee strength stood at 1212 as on March 31, 2025.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

In accordance with the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, as amended, details of significant changes in key financial ratios, refer Financial Statement Notes No. 41.

CAUTIONARY STATEMENT

Certain statements in this Management Discussion and Analysis, describing the Company's objectives, outlook, and expectations, may constitute "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied. Several factors make a significant difference to the Company's operations, including climatic conditions, economic scenario affecting demand and supply, Government regulations, taxation, natural calamity, and such other factors over which the Company does not have any direct control.

For and on behalf of the Board

Date: August 29, 2025
Place: Kolkata

DEEPAK KUMAR AGARWAL
MANAGING DIRECTOR
DIN:00646153

ASHOK KUMAR SHARMA
DIRECTOR
DIN: 09273096

Annexure-2

**Part A: Information pursuant to Section 197(12) of the Companies Act, 2013
[Read with Rule 5(1) of the Companies (Appointment and Remuneration of
Managerial Personnel) Rules, 2014]**

Requirement of Rule 5(1)		Details	
(i)	The ratio of each Director to the median remuneration of the employees of the Company for the financial year 2024-25	Independent Directors Mr. Ashok Kumar Sharma : Nil Mrs. Priyanka Goenka : 1.03 Mr. Pranab Sarkar* : Nil Non-Executive Directors : Nil Mr. Vikrant Ranjan** : 5.60 Executive Directors Mr. Deepak Kumar Agrawal : 103.62	
(ii)	The percentage increase in remuneration of each Director, Chief Executive Officer (MD), or Manager, if any, in the financial year 2024-25	Independent Directors Mr. Ashok Kumar Sharma : Nil Mrs. Priyanka Goenka : Nil Mr. Pranab Sarkar* : Nil Non-Executive Directors Mr. Vikrant Ranjan** : 45.95% Executive Director Mr. Deepak Kumar Agrawal : 257.14%	
(iii)	The percentage increase in the median remuneration of employees in the financial year	6.17%	
(iv)	The number of permanent employees on the rolls of the Company	1212 permanent employees as on March 31, 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	As per Company's increment guidelines.	

(vi) Affirmation that the remuneration is as per the remuneration policy of the Company	:	Remuneration paid during the year ended March 31, 2025 is as per the Remuneration Policy of the Company.
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Note: 1) Sitting Fees paid to the Independent Directors is not considered as remuneration paid to the Independent Directors.

For and on behalf of the Board

Date: August 29, 2025
Place: Kolkata

DEEPAK KUMAR AGARWAL
Managing Director
DIN:00646153

ASHOK KUMAR SHARMA
Director
DIN:09273096

Annexure-3

FORM AOC-1

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

[Pursuant to first proviso to Sub-Section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014]

Part-A: Subsidiaries

Details of Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)

1. Number of subsidiaries

1

Block -1		
CIN/ any other registration number of subsidiary company		U27104WB1990PLC049475
Name of the subsidiary		S P S METAL CAST & ALLOYS LIMITED
Date since when subsidiary was acquired		04.05.2022
Provisions pursuant to which the company has become a subsidiary (Section 2(87)(i)/Section 2(87)(ii))		Section 2(87)(ii)
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	From	01-04-2024
	To	31-03-2025
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries:-	Reporting Currency	INR
	Exchange Rate	Not Applicable
Share capital		Rs. 13,00,00,000/-
Reserves & surplus		Rs. 55,21,27,623
Total assets		Rs. 2,69,49,28,610.06
Total Liabilities		Rs. 2,01,28,00,985.95
Investments		Nil
Turnover		1,82,00,41,555.97
Profit before taxation		11,64,22,427.34
Provision for taxation		NA
Profit after taxation		11,64,22,427.34
Proposed Dividend		NA
% of shareholding		100%

2. Number of subsidiaries which are yet to commence operations

0

SI. No.	CIN /any other registration number	Names of subsidiaries which are yet to commence operations

3. Number of subsidiaries which have been liquidated or have ceased to be a subsidiary during the year.

0

SI. No.	CIN /any other registration number	Names of subsidiaries

Part "B": Associates and Joint Ventures

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

4. Number of Associate / Joint Venture

0

Block-1		
1.	Name of Associate/Joint Venture	
2.	Latest audited Balance Sheet Date	
3.	Date on which the Associate or Joint Venture was associated or acquired	
4.	Shares of Associate/Joint Ventures held by the company on the year end	
A	Number	
B	Amount of Investment in Associates/Joint Venture	
C	Extent of Holding %	
5.	Description of how there is significant influence	
6.	Reason why the associate/joint venture is not consolidated	
7.	Net worth attributable to Shareholding as per latest audited Balance Sheet	
8.	Profit / Loss for the year	
A	Considered in Consolidation	
B	Not Considered in Consolidation	

5. Number of associates or joint ventures which are yet to commence operations

0

SI. No.	CIN/any other registration number	Names of Associates and Joint Ventures which are yet to commence operations

6. Number of associates or joint ventures which have been liquidated or have ceased to be associate or joint venture during the year

0

SI. No.	CIN/any other registration number	Names of Associates and Joint Ventures

For and on behalf of the Board

Date: August 29, 2025
Place: Kolkata

DEEPAK KUMAR AGARWAL
MANAGING DIRECTOR
DIN: 00646153

ASHOK KUMAR SHARMA
DIRECTOR
DIN: 09273096

Annexure-4

FORM NO. AOC – 2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under fourth proviso thereto

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

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

Number of contracts or arrangements or transactions not at arm's length basis 0

Block-1	
Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	
Name(s) of the related party	
Nature of relationship	
Nature of contracts/ arrangements/ transactions	
Duration of the contracts / arrangements / transactions	
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	
Justification for entering into such contracts or arrangements or transactions	
Date of approval by the Board (DD/MM/YYYY)	
Amount paid as advances, if any	
Date on which the resolution was passed in general meeting as required under first proviso to section 188 (DD/MM/YYYY)	
SRN of MGT-14	

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

Number of material contracts or arrangements or transactions at arm's length basis 24

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U27109WB2001PLC093869
Name(s) of the related party	SHAKAMBHARI ISPAT & POWER LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Purchase of Goods
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 4,46,33,92,000.00
Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U27106WB1997PTC082921
Name(s) of the related party	BRAVO SPONGE IRON PRIVATE LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Purchase of Goods
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 3,37,83,13,000.00
Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U51909WB2012PTC185734
Name(s) of the related party	ELOQUENT STEEL PRIVATE LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Purchase of Goods
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 52,18,16,000.00
Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U27320WB2020PTC239666
Name(s) of the related party	ELOQUENT STEEL IRON PRIVATE LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Purchase of Goods
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 13,54,76,000.00
Date of approval by the Board (DD/MM/YYYY)	NA
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U24109WB2004PLC170941
Name(s) of the related party	ESS DEE ALUMINIUM LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Purchase of Goods
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 16,31,000.00
Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U27109WB2001PLC093869
Name(s) of the related party	SHAKAMBHARI ISPAT & POWER LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Sale of Goods
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 3,02,70,68,000.00
Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U27106WB1997PTC082921
Name(s) of the related party	BRAVO SPONGE IRON PRIVATE LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Sale of Goods
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 42,63,72,000.00
Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U51909WB2012PTC185734
Name(s) of the related party	ELOQUENT STEEL PRIVATE LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Sale of Goods
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 16,96,44,000.00
Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U24109WB2004PLC170941
Name(s) of the related party	ESS DEE ALUMINIUM LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Sale of Goods
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 2,33,00,000.00
Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U52190WB2012PTC176128
Name(s) of the related party	INFRATEX COMMERCIAL PRIVATE LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Rent Paid
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 5,48,000.00
Date of approval by the Board (DD/MM/YYYY)	NA

Amount paid as advances, if any	NA
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Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U27109WB2001PLC093869
Name(s) of the related party	SHAKAMBHARI ISPAT & POWER LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Rent Paid
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 1,42,000.00
Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U27320WB2020PTC239666
Name(s) of the related party	ELOQUENT STEEL IRON PRIVATE LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Rent Paid
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 70,33,000.00
Date of approval by the Board	NA

(DD/MM/YYYY)	
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U51909WB2012PTC185734
Name(s) of the related party	ELOQUENT STEEL PRIVATE LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Rent Paid
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 85,000.00
Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U27109WB2005PTC103109
Name(s) of the related party	BENGAL ALLOYS & MELTERS PRIVATE LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Rent Paid
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual /expected contractual amount	Rs. 1,12,000.00

Date of approval by the Board (DD/MM/YYYY)	NA
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U27109WB2001PLC093869
Name(s) of the related party	SHAKAMBHARI ISPAT & POWER LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Royalty Paid
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 5,90,000.00
Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U85300WB2021NPL248797
Name(s) of the related party	ELEGANT CARE FOUNDATION
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	CSR Contribution
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 1,43,00,000.00

Date of approval by the Board (DD/MM/YYYY)	NA
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U27109WB2001PLC093869
Name(s) of the related party	SHAKAMBHARI ISPAT & POWER LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Royalty Received
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 37,78,000.00
Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U51909WB2012PTC185734
Name(s) of the related party	ELOQUENT STEEL PRIVATE LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Royalty Received
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 5,90,000.00

Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U27109WB2001PLC093869
Name(s) of the related party	SHAKAMBHARI ISPAT & POWER LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Rent Received
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 71,000.00
Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U27106WB1997PTC082921
Name(s) of the related party	BRAVO SPONGE IRON PRIVATE LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Rent Received
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 71,000.00

Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U51909WB2012PTC185734
Name(s) of the related party	ELOQUENT STEEL PRIVATE LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Rent Received
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 71,000.00
Date of approval by the Board (DD/MM/YYYY)	30-05-2024
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U27104WB1990PLC049475
Name(s) of the related party	S P S METAL CAST & ALLOYS LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Rent Received
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 71,000.00

Date of approval by the Board (DD/MM/YYYY)	NA
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	BPYPA4544K
Name(s) of the related party	TANESHA AGARWAL
Nature of relationship	Director's Relative
Nature of contracts/ arrangements/ transactions	Salary Paid
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 90,00,000.00
Date of approval by the Board (DD/MM/YYYY)	NA
Amount paid as advances, if any	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN) /Passport for individuals or any other registration number	U27104WB1990PLC049475
Name(s) of the related party	S P S METAL CAST & ALLOYS LIMITED
Nature of relationship	Enterprises owned or significantly influenced by KMP or relatives
Nature of contracts/ arrangements/ transactions	Reimbursement of Expenses
Duration of the contracts / arrangements/ transactions	All the transactions were entered in regular course of business of the Company.
Salient terms of the contracts or arrangements or transactions including actual/expected contractual amount	Rs. 10,54,000.00
Date of approval by the Board	NA

(DD/MM/YYYY)	
Amount paid as advances, if any	NA

For and on behalf of the Board

Date: August 29, 2025
Place: Kolkata

DEEPAK KUMAR AGARWAL
MANAGING DIRECTOR
DIN:00646153

ASHOK KUMAR SHARMA
DIRECTOR
DIN: 09273096

Annexure-5

REPORT ON CORPORATE GOVERNANCE

[Pursuant to Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015]

Company's philosophy on Corporate Governance in brief

Company's Corporate Governance is more than a regulatory requirement—it is a commitment to ethical conduct, transparency, and accountability across all levels of the organization.

Our governance framework is designed to ensure responsible management, protect stakeholder interests, and promote long-term value creation. We uphold the highest standards of integrity, guided by the principles of fairness, transparency, and responsibility in all our dealings.

The Board of Directors plays a central role in upholding governance standards by providing strategic oversight and ensuring that management acts in the best interests of shareholders and other stakeholders.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as applicable, with regard to corporate governance.

Board of Directors

As on date of this Report the Board comprises of 5 (Five) Directors, of which 3 (three) are Independent Directors.

The composition of the Board of Directors as on March 31, 2025, the number of other committees of which a director is a member/ Chairperson and the attendance of each director at the Board Meetings and the last Annual General Meeting (AGM) of the Company were as follows:

Name of the Directors, DIN, Category of Directors	No. of Board Meetings Attended	Attendance at last A.G.M held on 24.09.2024	No. of membership(s) in committee(s) including this listed entity#	No. of post of Chairperson in Committee held in listed entities including this listed entity
Mr. Deepak Kumar Agarwal (DIN: 00646153) Managing Director - Promoter	9	YES	3	-
Mrs. Priyanka Goenka (DIN: 08489182) Non-Executive Independent Director	9	YES	5	-
Mr. Ashok Kumar Sharma (DIN: 09273096) Non-Executive Independent Director	9	YES	5	2
Mr. Vikrant Ranjan (DIN: 06954394) Non-Executive Director	9	YES	-	-
Mr. Pranab Sarkar (DIN: 10195531) Non-Executive Independent Director	9	YES	2	-
# Only Audit Committee and Stakeholders Relationship Committee have been considered.				

As required under Para C (2) of Schedule to the listing Regulations, following are the number of other directorships and the names of the listed entities where the Directors of the Company are also a director and the Category of their Directorship therein:

Name of Director	No. of Directorships including this Company*	Name of the Listed entities in which the concerned Director is a director (excluding this Company)	Category of Directorship
DEEPAK KUMAR AGARWAL	4	-	-
PRIYANKA GOENKA	3	-	-
ASHOK KUMAR SHARMA	5	-	-
PRANAB SARKAR	1	-	-
VIKRANT RANJAN	2	-	-
*Foreign Companies, Private Companies and Companies under Section 8 of the Companies Act, 2013 are excluded for the above purpose			

There is no inter-se relationship among the Directors of the Company. In terms of Regulation 25(8) of the Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective of independent judgement and without any external influence. Based on the declarations received from the Independent Directors, the Board of Directors have confirmed that all the Independent Directors meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and under Section 149(6) of the Companies Act, 2013 and that they are independent of the management.

Board meetings held during the financial year ended March 31, 2025

During the financial year Nine Board Meetings were held on May 30, 2024, July 10, 2024, August 14, 2024, August 24, 2024, October 17, 2024, November 14, 2024, January 10, 2025, February 12, 2025, March 24, 2025.

Information placed before the Board of Directors

As required under the Regulation 17(7) read with Part – A of Schedule-II of the Listing Regulations, all the information were placed before the Board.

Code of Conduct

The Board of Directors of the Company has adopted a Code of Conduct for the Directors, Key Managerial Personnel, and Senior Management Personnel of the Company. The said Code of Conduct of the Company has been uploaded on the website of the Company and can be accessed at www.spsgroup.co.in.

Independent Directors Meeting

During the year, the Independent Directors of the Company met separately on March 24, 2025 without the presence of other directors or management representatives, to review the performance of non-independent directors and the performance of the Board as whole and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

Details of Familiarisation Programmes imparted to Independent Directors

Pursuant to Regulation 25(7) of the Listing Regulations, the Company should familiarise the Independent Directors through various programs about the Company. The Company has familiarisation programme for Independent Directors with regard to their roles, rights,

responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company etc. During the year, senior management team has from time to time made presentations to Independent Directors giving an overview of the Company's operations, function, strategy and risk management plan of the Company. The details of familiarisation programme imparted to the Independent Directors during the year are available on the website of the Company.

Skill/Expertise/Competencies of the Board of Directors

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

- Experience in and knowledge of the industries in which company operates.
- Behaviour Skills – The attributes and competencies enabling individual Board Member to use their knowledge and skill to function well as team member and to interact with the key stakeholders.
- Financial and Management Skill
- Technical/Professional skills and specialist knowledge to assist with ongoing aspects of the board's role.
- Business Strategy, Sales, & Marketing, Corporate Governance, Forex Management, Administration, Decision Making.

In the table below, the specific areas of focus or expertise of individual board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skills:

Area of Expertise	Name of Directors				
	DEEPAK KUMAR AGARWAL	PRANAB SARKAR	PRIYANKA GOENKA	ASHOK KUMAR SHARMA	VIKRANT RANJAN
Industry knowledge/ experience	✓	✓	✓	✓	✓
Technical skills/ experience	✓	-	-	✓	-
Behavioural competencies/ personal attributes	✓	✓	✓	✓	✓
Strategic expertise	✓	✓	✓	-	✓
Financial expertise	✓	✓	✓	✓	✓

AUDIT COMMITTEE

Composition of the Committee

The Audit Committee has been constituted by Board in accordance with the section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Committee comprised of the following Directors as its members, as on March 31, 2025:

- Mr. Ashok Kumar Sharma - Independent Director- Chairperson
- Mrs. Priyanka Goenka - Independent Director- Member
- Mr. Pranab Sarkar –Independent Director - Member
- Mr. Deepak Kumar Agarwal - Managing Director- Member

All members of the Audit Committee are financially literate and have accounting and related financial management expertise. The Company Secretary acts as the Secretary to the Audit Committee. During the year under review, the Board had accepted all the recommendations of Audit Committee.

Terms of Reference

The terms of reference of the Committee as specified in Regulation 18 read with part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013 are as follows:

- I. The Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- II. The annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of subsection (3) of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any Related Party Transactions;
 - Modified opinion(s) in the draft audit report;
- III. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- IV. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- V. Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- VI. Reviewing with the management, the statement of users/ 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

- VII. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- VIII. Approval or any subsequent modification of transactions of the Company with related parties;
- IX. Scrutiny of inter-corporate loans and investments;
- X. Valuation of undertakings or assets of the Company, wherever it is necessary;
- XI. Evaluation of internal financial controls and risk management systems;
- XII. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- XIII. 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;
- XIV. Discussion with internal auditors of any significant findings and follow up there on;
- XV. 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;
- XVI. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- XVII. 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;
- XVIII. To review the functioning of the whistle blower mechanism;
- XIX. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- XX. Audit Committee shall mandatorily review the following information:
 - management discussion and analysis of financial condition and results of operations;
 - statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - management letters / letters of internal control weaknesses issued by the statutory auditors;
 - internal audit reports relating to internal control weaknesses; and the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to

review by the audit committee.

- statement of deviations: quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) and annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
- it should also review (as and when it becomes applicable) 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.

Audit Committee Meetings held during the financial year ended March 31, 2025

During the year under review, Five Audit Committee Meetings were held on May 30, 2024, August 14, 2024, August 24, 2024, November 14, 2024 and February 12, 2025.

Attendance at the Audit Committee Meetings

Name of the Directors	No. of Meetings Held	No. of Meetings Attended
Mr. Ashok Kumar Sharma	5	5
Mrs. Priyanka Goenka	5	5
Mr. Deepak Kumar Agarwal	5	5
Mr. Pranab Sarkar	5	5

NOMINATION & REMUNERATION COMMITTEE

Composition of the Committee

The Nomination & Remuneration Committee has been constituted by Board in accordance with the section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The Committee comprised of the following Directors as its members, as on March 31, 2025:

- Mr. Ashok Kumar Sharma- Independent Director- Chairperson
- Mrs. Priyanka Goenka - Independent Director- Member
- Mr. Pranab Sarkar-Independent Director-Member.

The Company Secretary acts as the Secretary to the Committee.

Terms of Reference

The terms of reference of the Committee as specified in Regulation 19 read with Part D of Schedule II of the Listing Regulations, are as follows:

- I. 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;
- II. Formulation of criteria for evaluation of performance of Independent Directors and the board of directors;

- III. Devising a policy on diversity of the board of directors;
- IV. 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 and remuneration payable to them.
- V. 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.

Nomination & Remuneration Committee Meeting held during the financial year ended March 31, 2025

During the year under review, Two Nomination & Remuneration Committee Meeting were held on May 30, 2024 and August 24, 2024.

Attendance at the Nomination & Remuneration Committee Meetings

Name of the Directors	No. of Meetings Held	No. of Meetings Attended
Mr. Ashok Kumar Sharma	2	2
Mrs. Priyanka Goenka	2	2
Mr. Pranab Sarkar	2	2

Performance Evaluation criteria for Independent Directors

The following are the evaluation criteria for the Performance evaluation of the Independent Directors.

- Compliance with Articles of Association, Companies Act & other laws
- Compliance with ethical standards & code of conduct of Company
- Assistance in implementing corporate governance practices
- Rendering independent, unbiased opinion
- Attendance & presence in meetings of Board & committees
- Attendance & presence in general meetings
- Disclosure of independence, if exists
- Review of integrity of financial information & risk management
- Safeguard of stakeholders' interests
- Updation of skills and knowledge (Awareness program through presentation at the Board and Committee meetings)
- Information regarding external environment
- Raising of concerns to the Board
- Safeguarding interest of whistle blowers under vigil mechanism
- Reporting of frauds, violation etc.
- Safeguard of confidential information

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and as per requirement of Regulation 17(10) of the Listing Regulations, the Board has adopted the criteria for evaluation of its own performance, its committees and individual directors and carried out the required annual evaluation.

In respect of each of the evaluation factors, various aspects covering general parameters in respect of all the directors and its committees have been considered and set out in the Performance Evaluation Policy in accordance with their respective functions and duties.

Self-appraisal by the directors, based on their delegated specific responsibilities has also been carried out.

Further, the Independent Directors have evaluated the performance of Non-Independent Directors and the Board of Directors as a whole as per requirement of Regulation 25 (3) & (4) of the Listing Regulations.

Nomination and Remuneration Committee had also evaluated performance of each of the Directors based on the aforesaid evaluation factors.

Remuneration of Directors

Pecuniary Relationship of Non-Executive Directors

The Company has no pecuniary relationship or transaction with its non-executive and independent directors other than payment of sitting fees to them for attending Board and committee meetings. Criteria of making payments to the Non-Executive Directors are disclosed in the Policy and the same is available on the website of the Company and can be accessed at www.spsgroup.in.

Details of remuneration to Directors

Name of the Director	Salary & Perks	Sitting Fees	Total
Deepak Kumar Agarwal	3,00,00,000	-	3,00,00,000
Pranab Sarkar	-	54,000	54,000
Priyanka Goenka	3,00,000	-	3,00,000
Ashok Kumar Sharma	-	90,000	90,000
Vikrant Ranjan	16,20,000	-	16,20,000

Notes:

- The Company does not pay any commission or performance linked incentives to any of its directors.
- The company pays sitting fees to Independent Directors for attending the Board and Committee meetings. Other than that, Independent Directors have no pecuniary relationships or transactions with the Company.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition of the Committee

The Stakeholders Relationship Committee has been constituted by Board in accordance with the section 178(5) of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The Stakeholders Relationship Committee comprised of the following Directors as its members, as on March 31, 2025:

- Mr. Ashok Kumar Sharma- Independent Director- Chairperson
- Mrs. Priyanka Goenka - Independent Director- Member

- Mr. Deepak Kumar Agarwal- Managing Director- Member
- Mr. Pranab Sarkar-Independent Director, Member

Terms of Reference

The Committee performs amongst others the role/functions as are set out in the Listing Regulations and includes:

- to consider, review and redress grievances of shareholders, debenture holders and other security holders of the Company;
- to consider and resolve the grievances of the shareholders / Investors like transfer of shares, debenture, non-receipt of balance sheet, non-receipt of declared dividends;
- to deal with all aspects relating to issue and allotment of shares and debentures and / or other securities of the Company.
- to consider and approve subdivision, consolidation, transfer and issue of duplicate shares and debenture certificate;
- to delegate any of the powers mentioned above to the Company executives;
- authority to take a decision in any other matter in relation to the above functions / powers;
- to do such other acts, deeds and things as may be directed by the Board and required to comply with the applicable laws; and
- to specifically look into the various aspects of interest of shareholders, debenture holders and other security holders.

Stakeholders Relationship Committee Meetings held during the financial year ended March 31, 2025

During the year under review, one Stakeholders Relationship Committee Meeting was held on May 30, 2024.

Name of the Director	No. of meetings	
	Held	Attended
Mr. Ashok Kumar Sharma	1	1
Mrs. Priyanka Goenka	1	1
Mr. Deepak Kumar Agarwal	1	1
Mr. Pranab Sarkar	1	1

Compliance Officer

Mr. Ashutosh Sharma, Company Secretary is the Compliance Officer of the Company.

Shareholders' Complaints

During the year ended March 31, 2025, the Company had received nil complaints from its shareholders. No complaints were pending at the beginning and at the closing of the year except those under litigation, dispute or Court orders.

Corporate Social Responsibility Committee

Pursuant to the applicable provisions of the Act, the CSR Committee is required to recommend the amount of expenditure to be incurred for undertaking CSR activities by the

Company in terms of the Corporate Social Responsibility Policy. It also monitors the CSR Policy of the Company from time to time. The Committee also oversees the preparation, implementation and reporting in a responsible manner.

The details of the composition, meetings and attendance of the members of the CSR Committee are as follows:

Sr. No.	Name of the Directors	Position	No. of Meeting held	No. of Meeting attended
1	Mr. Ashok Kumar Sharma	Chairperson	1	1
2	Mrs. Priyanka Goenka	Member	1	1
3	Mr. Pranab Sarkar	Member	1	1
4	Mr. Deepak Kumar Agarwal	Member	1	1

The Board has adopted the CSR Policy as formulated and recommended by the CSR Committee. The same is displayed on the website of the Company.

During the Financial Year 2024-25, one CSR Committee meetings were held on May 30, 2024

GENERAL BODY MEETINGS

Details of the last three Annual General Meetings are as under:

Year	Location	Date	Time	Whether special resolutions passed
2021-22	Diamond Prestige, Room No. 701, 7 th Floor, 41A, AJC Bose Road, Kolkata-700017	July 30, 2022	10.30 A.M	Eight
2022-23	Diamond Prestige, Room No. 701, 7 th Floor, 41A, AJC Bose Road, Kolkata-700017	August 31, 2023	03.30 P.M	Two
2023-24	Diamond Prestige, Room No. 701, 7 th Floor, 41A, AJC Bose Road, Kolkata-700017	September 24, 2024	—	One

No Extraordinary General Meeting (EGM) was held by the Company during the financial year ended March 31, 2025.

Details of Resolutions passed through Postal Ballot:

During the financial year ended March 31, 2025, No Special Resolution was passed through Postal Ballot.

DISCLOSURES

- a) As a matter of policy, the Company does not enter into any transaction with any related party that may have potential conflict with the interests of the Company at large. During the financial year ended March 31, 2025 approval were optioned from Audit Committee, Board of Directors, and Members at the 42nd Annual General Meeting. The Disclosure on Related Party Transactions forms an integral part of the Notes to Financial Statements for the financial year ended March 31, 2025 (both Standalone and Consolidated basis) as included in this Annual Report.

- b) The Company has adopted Vigil Mechanism/Whistle blower policy. No personnel were denied access to the Audit Committee.
- c) The Company has complied with all the mandatory requirement and discretionary requirement of unqualified financial statements.
- d) The Company has complied with corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations.

e) **Subsidiary Companies:**

As on the date of this Report, the Company has one wholly-owned subsidiary, S P S Metal Cast & Alloys Limited.

During the financial year under review, S P S Metal Cast & Alloys Limited did not meet the criteria prescribed under Regulation 16(1)(c) read with Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to be classified as a Material Subsidiary. In accordance with the Listing Regulations, the Audit Committee of the Company periodically reviews the financial statements, including investments made, if any, of the unlisted subsidiary. Further, the minutes of the meetings of the Board of Directors of the subsidiary are regularly placed before the Board of Directors of the Company. Significant transactions and arrangements, if any, entered into by the subsidiary are also brought to the attention of the Board of Directors of the Company.

However, as on the date of this Report, S P S Metal Cast & Alloys Limited qualifies to be classified as a Material Subsidiary under Regulation 16(1)(c) of the Listing Regulations, based on its turnover and net worth. Accordingly, the Company shall ensure compliance with the applicable provisions relating to the governance of material subsidiaries, including Regulation 24 of the Listing Regulations. The Board of Directors shall also formulate and, if already formulated, review the policy for determining 'Material Subsidiaries' from time to time, to ensure continued compliance with the regulatory framework.

- f) The Company has framed Related Party Transaction Policy and is placed on the Company's website and may be referred to, at the Company's official website at www.spsgroup.co.in.
- g) During the financial year ended March 31, 2025 the Company did not engage in commodity hedging activities.
- h) During the financial year 2024-25, Board had accepted all the recommendation of committees of the Board.
- i) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
 - i. Number of complaints filed during the financial year – NIL

- ii. Number of complaints disposed of during the financial year – NIL
- iii. Number of complaints pending as on end of the financial year – NIL
- j) **Fee to Statutory Auditors:** During the year, an amount of Rs. 6,74,840 /- (Rupees Six Lakhs Seventy-Four Thousand Eight Hundred Forty) was paid to M/s. V. Singhi & Associates, Chartered Accountants, the statutory auditors of the Company for the services rendered by it to the Company.

MEANS OF COMMUNICATION

- a) Quarterly, half yearly and annual financial results of the Company are communicated to the Stock Exchanges immediately after they are approved by the Board.
- b) Financial results are normally published in the Financial Express in English language and in Aajkaal in Bengali language.
- c) Financial results of the company are displayed on its website www.spsgroup.in.
- d) No presentations were made to institutional investors or analysts.

GENERAL SHAREHOLDER INFORMATION

I. Annual General Meeting:	As per the Annual General Meeting Notice
Date and time	
Venue	
II. Financial Calendar for the year 2025-26:	
Particulars of Quarter	Tentative Dates
Results for the first quarter	On or before second week of August
Results for the second quarter	On or before second week of November
Results for the third quarter	On or before second week of February
Annual Audited Results	On or before last week of May
III. Book Closure Date:	As provided in Annual General Meeting Notice
IV. Dividend Payment Date:	Not Applicable
V. Listing on Stock Exchange:	The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata-700001
VI. Scrip Code:	015077
VII. Share Transfer System	

M/s. Niche Technologies Private Limited are the Share Transfer Agents/Registrars of

the Company. The Board of Directors of the Company has authorized Shri Deepak Kumar Agarwal, Managing Director and Shri Ashutosh Sharma, Company Secretary of the Company to approve all valid share transfer requests on regular basis and accordingly all valid transfer is effected within a fortnight. Details of approved share transfers are submitted to the Stakeholders Relationship Committee.

VIII. Distribution of shareholding as on March 31, 2025:

Equity Shares held	No. of Shareholders	% of Total Shareholders	No. of Shares held	% of Shares held
5,001 to 10,000	1	5.00	6,833	0.01
10,001 and above	19	95.00	8,04,93,167	99.99
Total	20	100.00	8,05,00,000	100.00

IX. Credit Rating:

Acuite Ratings & Research has given the following credit ratings to the Company at present.

Sr. No.	Particulars	Credit rating
1.	Long Term Rating	ACUITE A- Stable (Upgraded)
2.	Short Term Bank Facilities	ACUITE A2+(Upgraded)

X. Dematerialisation of shares:

As per directives of SEBI, the Company's shares are tradable Compulsorily in electronic form. The Company's shares are available for dematerialization at National Securities Depository Ltd ('NSDL') and Central Depository Services (India) Ltd ('CDSL'). The International Securities Identification Number (ISIN) of the Company, as allotted by NSDL and CDSL, is INE114G01026. As on 31 March, 2025, 100 % of the shares of the Company stand dematerialized.

XI. Outstanding GDR/ADR/Warrants:

Not Applicable

XII. Plant Location:

Unit I: Dr. Zakir Hussain Avenue, GT Road, Durgapur, West Bengal-713206
Unit II: Vill; P.O: Poradiha, P.S: Santuri, District: Purulia, West Bengal-722153

XIII. Address for Correspondence:

- Company Secretary & Compliance Officer
Mr. Ashutosh Sharma
Diamond Prestige, Room No.701, 7th floor
41A, A.J.C. Bose Road, Kolkata 700 017
Phone: 033 66255252
E-mail ID: compliance@shakambhargroup.in

2. Registrar & Share Transfer Agent
Niche Technologies Private Limited
Registered Office: 7A & 7B, Auckland place
Kolkata 700017
Telephone No.: 033 2234 3576
E-mail nichetechpl@nichetechpl.com

For and on behalf of the Board

Date: August 29, 2025
Place: Kolkata

DEEPAK KUMAR AGARWAL
Managing Director
DIN:00646153

ASHOK KUMAR SHARMA
Director
DIN:09273096

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
SPS Steels Rolling Mills Limited
Diamond Prestige, 41A, A.J.C Bose Road,
7th Floor, Room No.701,
Kolkata - 700017

I, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. SPS Steels Rolling Mills Limited having CIN L51909WB1981PLC034409 and having registered office at Diamond Prestige, 41A, A.J.C Bose Road, 7th Floor, Room No.701, Kolkata - 700017 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I, hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory.

Sl. No.	Name of Director	DIN	Date of appointment in Company	Date of cessation (if any)
1.	DEEPAK KUMAR AGARWAL	00646153	11/04/2019	-
2.	PRIYANKA GOENKA	08489182	20/06/2019	-
3.	ASHOK KUMAR SHARMA	09273096	13/08/2021	-
4.	VIKRANT RANJAN	06954394	30/05/2023	-
5.	PRANAB SARKAR	10195531	01/08/2023	-

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

Place: Kolkata Date: August 29, 2025	sd/- CS Pankaj Kumar Modi Company Secretary in Practice Membership No. ACS 28600 CP. No. 12472 UDIN: A028600G001114300 Peer Review Cert. No.: 3854/2023
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**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

On the basis of the written declarations received from members of the Board and Senior Management Personnel in terms of the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it is hereby certified that both the Members of the Board and the Senior Management Personnel of the Company have affirmed compliance with the respective provisions of the Code of Conduct of the Company as laid down by the Board for the financial year ended March 31, 2025.

Date: August 29, 2025
Place: Kolkata

DEEPAK KUMAR AGARWAL
Managing Director
DIN:00646153

Annexure-6

**CERTIFICATE TO THE MEMBERS OF SPS STEELS ROLLING MILLS LIMITED ON
THE CONDITIONS OF CORPORATE GOVERNANCE FOR THE YEAR ENDED
MARCH 31, 2025.**

To the Members of
SPS Steels Rolling Mills Limited

I have examined the compliance of the conditions of Corporate Governance by SPS Steels Rolling Mills Limited for the year ended March 31, 2025 as stipulated in Regulation 17 to 27, 46(2) (b) to (i), Schedule II and V (paragraphs C, D and E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time.

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

In our opinion and to best of our information and according to the explanations given to us, and the representation made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in the SEBI Listing Regulations for the year ended on March 31, 2025.

On the basis of records maintained by the Company, I state that, as on March 31, 2025, there were no investor grievances remaining pending for a period exceeding one month against the Company.

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

Sd/-
Pankaj Kumar Modi
Company Secretary in Practice
Membership No. ACS 28600
CP. No. 12472
UDIN: A028600G001114333
Peer Review Cert. No.: 3854/2023

Date: August 29, 2025
Place: Kolkata

**CERTIFICATE UNDER REGULATION 17(8) OF THE SEBI (LISTING
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

CERTIFICATION

**To
The Board of Directors
SPS Steels Rolling Mills Limited**

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby certify that:

- A. We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2025 and that to the best of our knowledge and belief, we state that:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further states that to the best of our knowledge and belief, there are no transactions entered into by company during the financial year ended March 31, 2025, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls over the financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
1. there has been no significant change in internal control over financial reporting during the financial year.
 2. there has been no significant changes in the accounting policies during the financial year, except to the extend, if any, disclosed in the notes to the financial statements; and
 3. there has been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control systems over financial reporting.

**Date: August 29, 2025
Place: Kolkata**

**Deepak Kumar Agarwal
Managing Director
DIN:00646153**

**Binod Kumar Agarwal
Chief Financial Officer**



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,

SPS Steels Rolling Mills Limited

Diamond Prestige, 41A, A.J.C Bose Road,
7th Floor, Room No.701,
Kolkata - 700017

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SPS Steels Rolling Mills 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 books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2025 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;



5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(Not applicable to the Company during the Audit Period)*
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not applicable to the Company during the Audit Period)*
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; *(Not applicable to the Company during the Audit Period)*
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as applicable. *(Not applicable to the Company during the Audit Period)*
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time;
 - j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and amendments from time to time;
6. Other laws applicable to the company as per the representations made by the management.



Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL		

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) I have also examined compliance with the applicable clauses of Secretarial Standard-1 and Secretarial Standard-2 issued by The Institute of Company Secretaries of India. (Applicable to the Company during the audit period as it has come into force on 01st day of July, 2015).
- (d) During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

We further report that:

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

During the period under review the following changes took place in the Board and Management of the Company: -

- I. Re-appointment of Mr. Deepak Kumar Agarwal (DIN: 00646153) as a Managing Director of the Company w.e.f. 24-08-2024.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.



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

Date: 29-08-2025
Place: Kolkata

ANKITA DALMIA
(Proprietor)
C. P. No. 25664
Membership No. A67299
ICSI UDIN: A067299G001113949

Note: This Report is to be read with 'Annexure A' attached herewith and forms an integral part of this Report.



"ANNEXURE – A"

To,
The Members

SPS STEELS ROLLING MILLS LIMITED

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

Date: 29-08-2025
Place: Kolkata

ANKITA DALMIA
(Proprietor)
C. P. No. 25664
Membership No. A67299
ICSI UDIN: A067299G001113949

Form No. MR-3

Secretarial Audit Report

For the Financial Year Ended March 31, 2025

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

To,
The Members,
S P S Metal Cast & Alloys Limited
Room No- 701, 7th floor,
Diamond Prestige, 41A, A.J.C Bose Road,
Kolkata - 700017
West Bengal

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **S P S Metal Cast & Alloys Limited (CIN: U27104WB1990PLC049475)** (hereinafter called "the company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company, and the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period, covering the financial year ended on March 31, 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:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the company for the financial year ended on March 31, 2025, according to the provisions of:

1. The Companies Act, 2013, (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956, (SCRA) and the rules made thereunder;
(Not applicable to the company)
3. The Depositories Act, 1996, and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder;

5. The following regulations and guidelines prescribed under the Securities and Exchange Board of India, 1992, (SEBI Act); (Not applicable to the company)

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the company)

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable to the company)

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company)

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (including erstwhile Regulations) to the extent applicable; (Not applicable to the company)

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company)

(f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993; (Not applicable to the company)

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the company)

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company)

6. Other laws specifically applicable to company have substantially complied with. We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings;

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Not applicable to the company)

7. Further the functions of the company secretary inter-alia include reporting to the Board of Directors about the compliance about the Act and rules made thereunder and other laws applicable to the company vide section 205(a) of the Companies Act, 2013.

8. Trading Window closure was intimated to the Designated and Connected Person's through Inter Office Memo's.

We further report that The Board of Directors of the company is duly constituted with proper balance of executive directors and non-executive directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All the decisions are carried through majority.

We further report that there are adequate systems and processing the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For CS Pankaj Kumar Modi
Company Secretaries

Sd/-
Pankaj Kumar Modi
Mem No.: 28600
COP No.: 12472
Peer Review Cert. No: 3854/2023
UDIN: A028600G001110692

Date: 29th August, 2025
Place: Kolkata

Note: This report is to be read with our letter of even date which is attached as "ANNEXURE-A" and forms an integral part of this report.

ANNEXURE-A

To,
The Members,
S P S Metal Cast & Alloys Limited

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

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

For CS Pankaj Kumar Modi

Company Secretaries

Sd/-

Pankaj Kumar Modi

Mem No.: 28600

COP No.: 12472

Peer Review Cert. No: 3854/2023

UDIN: A028600G001110692

Date: 29th August, 2025

Place: Kolkata

Annexure 10

ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT FOR FINANCIAL YEAR ENDED 31ST MARCH, 2025

1. Brief outline on CSR Policy of the Company.

The CSR Policy encompasses philosophy for social responsibilities and lays down the guidelines and mechanism for undertaking projects, programs and activities towards such responsibilities.

2. Composition of CSR Committee:

Sl. No.	Name of Directors	Designation	No. of Meetings of CSR Committee held during the year	No. of Meetings of CSR Committee attended during the year
1	Mr. Ashok Kumar Sharma	Chairman	1	1
2	Mrs. Priyanka Goenka	Member	1	1
3	Mr. Deepak Kumar Agarwal	Member	1	1
4	Mr. Pranab Sarkar	Member	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company – www.spsgroup.in

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). – Not applicable.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for financial years, if any (in Rs)
1	2023-24	5471198.51	5471198.51
2	2022-23	NA	NA
3	2021-22	NA	NA
	Total	5471198.51	5471198.51

6. Average net profit of the company as per section 135(5): Rs. 910660174.3

(Amount in Rs.)

Particulars	2023-24	2022-23	2021-22
Profit/(loss) before exceptional items and tax	1,14,98,14,150.00	112,98,39,337.00	41,33,00,638.00

6.1. Two percent of average net profit of the company as per section 135(5): Rs. 1,82,13,203.49/-

6.2. Surplus arising out of the CSR projects or programmes or activities of the previous financial years. NA

6.3. Amount required to be set off for the financial year, if any: Rs. 54,71,198.51/-

6.4. Total CSR obligation for the financial year (6.1+6.2-6.3): Rs. 1,27,42,004.98/-

7.

7.1. CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
1,43,75,304.00 /-	Not Applicable				

7.2. Details of CSR amount spent against **ongoing projects** for the financial year:

Sl. No	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency		
				State	District						CSR Registration number.	Name	
Not Applicable													

7.3. Details of CSR amount spent against **other than ongoing projects** for the financial year:

Sl. No	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent in the current financial Year (In Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	District			CSR Registration number	Name
1.	• Ensuring Environmental sustainability, animal welfare	Clause (iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal	Yes	West Bengal,	Kolkata/ Durgapur/ Purulia	34,38,329/-	No	CSR00 024108	Elegant Care Foundation (Formally Known as SHREE SHYAM SEVA SANSTHAN)

		welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water [including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga].						
2.	Eradicating hunger, poverty, and malnutrition	Clause (i) Eradicating hunger, poverty and malnutrition, ["promoting health care including preventive health care"] and sanitation [including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation] and making available safe drinking water.	Yes	West Bengal, Durgapur/ Purulia/ Kolkata	55,29,414/-	No	CSR00 024108	Elegant Care Foundation (Formally Known as SHREE SHYAM SEVA SANSTHAN)
3.	Promoting education, including special education and employment	Clause (ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.	Yes	West Bengal, Kolkata/ Durgapur/ Purulia	12,81,404/-	No	CSR00 024108	Elegant Care Foundation (Formally Known as SHREE SHYAM SEVA SANSTHAN)
4.	Promoting health care including preventive health care and sanitation	Clause (i) Eradicating hunger, poverty and malnutrition, ["promoting health care including preventive health care"] and sanitation [including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation] and making available safe drinking water.	Yes	West Bengal, Kolkata/ Durgapur/ Purulia	10,00,265/-	No	CSR00 024108	Elegant Care Foundation (Formally Known as SHREE SHYAM SEVA SANSTHAN)

5.	Rural Development Projects	Clause (x) rural development projects	Yes	West Bengal, Kolkata/ Durgapur/ Purulia	27,71,837	No	CSR00 024108	Elegant Care Foundation (Formally Known as SHREE SHYAM SEVA SANSTHAN)
6.	Training to promote rural sports, nationally recognized sports, paralympic sports, and Olympic sports.	Clause (vii) training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports	Yes	West Bengal, Kolkata/ Durgapur/ Purulia	1,53,000	No	CSR00 024108	Elegant Care Foundation (Formally Known as SHREE SHYAM SEVA SANSTHAN)
					1,41,74,249/-			

7.4. Amount spent in Administrative Overheads-	2,01,055
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7.5. Amount spent on Impact Assessment, if applicable

7.6. Total amount spent for the Financial Year (7.2+7.3+7.4+7.5): Rs. 1,43,75,304/-

7.7. Excess amount for set off, if any: Rs. 16,33,299.02/-

Sl. No.	Particular	Amount (in Rs)
(i)	Total CSR obligation for the financial year	1,27,42,004.98 /-
(ii)	Total amount spent for the Financial Year	1,43,75,304.00/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	16,33,299.02/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	16,33,299.02/-

8.

a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
Not Applicable							

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

Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
Not Applicable								

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year **(Asset-wise details)**. – Nil

- a) Date of creation or acquisition of the capital asset(s). – NA
- b) Amount of CSR spent for creation or acquisition of capital asset- NA
- c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc- NA
- d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)- NA

10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5)- **Not Applicable**

For and on behalf of the Board

Date: August 29, 2025	DEEPAK KUMAR AGARWAL	ASHOK KUMAR SHARMA
Place: Kolkata	MANAGING DIRECTOR	DIRECTOR
	DIN:00646153	DIN: 09273096

**STATEMENT OF PARTICULARS UNDER RULE 8(3) OF COMPANIES (ACCOUNTS)
RULES, 2014**

A. Particulars with Respect to conservation of Energy:

i) The Steps taken or impact on conservation of energy

The power consumption of the Company as a percentage of total turnover comes to a negligible percentage. Several measures to conserve energy and to reduce the costs associated with it have been taken. The Company has installed energy efficient devices in the projects also. Training programs were conducted to increase awareness on energy saving.

ii) The Steps taken by the Company for utilizing alternate sources of energy

As the energy consumption to total turnover is very minimal use of alternate source of energy is not required.

iii) The Capital investment on energy conservation equipment

As the energy consumption to total turnover is very minimal investment in energy conservation equipment is presently not required.

B. Particulars with Respect to Technology absorption:

i) The efforts made towards technology absorption

The Company has taken efficient steps towards technology absorption.

ii) The benefits derived like product improvement, cost reduction, product development or import substitution

The benefits derived by the Company for such adoption have been evident in reducing cost. Thus, it helps the company to satisfy consumer needs and business requirements.

iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Not Applicable

- Details of technology imported
- The year of import
- Whether the technology been fully absorbed
- If not fully absorbed, areas where absorption has taken place and the reasons thereof; and

iv) The expenditure incurred on Research and Development: NA

C. Foreign exchange earnings and outgoes:

		(Rs in Lacs)
Foreign Exchange earnings and outgo	2024-25	2023-24
Earning	66.49	209.05
Outgo	34.00	1637.37

For and on behalf of the Board

Date: August 29, 2025
Place: Kolkata

DEEPAK KUMAR AGARWAL
MANAGING DIRECTOR
DIN:00646153

ASHOK KUMAR SHARMA
DIRECTOR
DIN: 09273096

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SPS STEELS ROLLING MILLS LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of SPS STEELS ROLLING MILLS LIMITED ("the Company"), which comprise of the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, together with Notes to the financial statement including a summary of the Material Accounting Policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("The Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, and its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How the matter was addressed in our audit
<p>1. Expenditure on capital projects</p> <p>We consider capital expenditure as a key audit matter due to :</p> <ul style="list-style-type: none">• Significance of amount incurred on such items during the year ended March 31, 2025.• Judgements and estimates required by management in assessing assets meeting the capitalization criteria set out in Ind AS 16 Property Plant and Equipment.• Judgment involved in determining the eligibility of costs including borrowing cost and directly attributable cost for capitalization as per the criteria set out in Ind AS 16 Property Plant and Equipment.	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none">• We obtained an understanding of the company's capitalization policy and assessed for compliance with the relevant accounting standards.• We obtained an understanding, evaluated the design and tested the operating effectiveness of controls related with capital expenditure and capitalization of assets.• We performed substantive testing on a sample basis for each element of capitalised costs including inventory issued to contractors for the purpose of these projects and physical verification performed by management along with reconciliation and directly attributable cost, including verification of underlying supporting evidence and understanding nature of the costs capitalized.

Information Other than the Standalone Financial Statements and Auditors' Report thereon:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Directors' Report including Annexures to Directors' Report, Management Discussion and Analysis Report and Report on Corporate Governance, but does not include the Standalone Financial Statements and our Auditors' Report thereon.

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

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CHARTERED ACCOUNTANTS

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available, and in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of Auditors' report, 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. When we read the other information, which we will obtain after the date of Auditors' Report and if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and designing, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the company's financial reporting process.

V. SINGHI & ASSOCIATES

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Auditors' Responsibility for the Audit of Standalone Financial Statements

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

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

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

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by 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 Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable
2. As required by Section 143 (3) of the Act, we report that;
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of changes in equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act;

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- (e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of directors, none of the directors are disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, as required under Section 143 (3)(i) of the Act, refer to our separate report in “Annexure B”.
- (g) With respect to the other matters to be included in the Auditors’ Report in accordance with the requirements of section 197(16) of the Act, the Company has complied with the provisions of Section 197 read with Schedule V to the Act, relating to managerial remuneration.
- (h) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements- refer Note 31 to the standalone 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 were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company;
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (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 to 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

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("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend to 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), (a) and (b) above, contain any material misstatement.

- v. The company has neither declared nor paid any dividend during the financial year.
- vi. Based on our examination, including test checks, the company has used an accounting software with audit trail (edit log) feature for maintaining its books of account, which has been consistently operated throughout the year for all relevant transactions. During our audit, we did not find any instance of the audit trail feature being tampered with and the audit trail has been preserved by the company as per statutory requirements for record retention.

For V Singhi & Associates
Chartered Accountants
Firm Regn. No:311017E

(V.K. Singhi)
Partner
Membership No.:050051
UDIN: 25050051BMJONE2805

Place: Kolkata
Date: 30th May, 2025

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Annexure A to the Independent Auditors' Report

Referred to in Paragraph-1 of Other Legal and Regulatory Requirements section of our Report of even date to the members of SPS STEELS ROLLING MILLS LTD. on the Standalone Financial Statements for the year ended 31st March, 2025.

- (i) (a) (A) The Company is maintaining proper records which are under updation to show full particulars, including quantitative details and situation of its Property, Plant & Equipment and Right-of-use assets.
- (B) The Company is maintaining proper records showing full particulars of its Intangible Assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the physical verification of property, plant and equipment is being carried out by the company in a phased manner to cover all its assets over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and on the basis of our examination of records of the company, the title deeds of all the immovable properties (other than Right of Use assets) as disclosed in financial statement are held in the name of the company.
- (d) The company has not revalued its property, plant and equipment or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of records of the company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) According to the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management and, in our opinion and to the best of our knowledge, the coverage and procedure of such verification by the management is appropriate. No discrepancies were noticed between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

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(iii)

- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither invested in nor provided advance in the nature of loan, stood guarantee or provided security to companies or Limited Liability Partnerships or any other parties. The Company has following balance of loan provided to Companies (Refer Note 14 to the financial statements) :

(Rs. in Lakhs)	
Loan	Amount
Aggregate amount provided during the period	
– Subsidiaries, Joint ventures and associates	-
– Others	-
Balance outstanding as at balance sheet date in respect of the above case	
– Subsidiaries, Joint ventures and associates	-
– Others	3,089.30

- b) According to the information and explanations given to us, the Company has neither invested nor provided advances in the nature of loans or provided guarantees or securities to companies, firms, limited liability partnerships or any other parties. Based on our examination of the records of the Company, the loans provided are, in our opinion, prima facie, not prejudicial to the interest of the Company.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of loans and advances in the nature of loans given, the repayment of principal and payment of interest are stipulated to be on demand and the repayments or receipts have been made on regular basis as and when demanded by the company.
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the over dues of existing loans given to the same party.
- f) According to the information and explanations given to us and based on our examination of the records of the Company, during the year the Company has not granted loans and advances repayable on demand to related parties as defined in clause (76) of section 2 of the Act. Accordingly, clause 3(iii)(f) of the Order is not applicable.

- (iv) According to the information and explanations given to us and based on our examination of the records, the Company has complied with the provisions as specified under Section 185 and 186 of the Companies Act, 2013 in respect of loans and investments. Since the company has not provided any guarantee or security, hence the compliance of the aforesaid section are not applicable with respect to guarantee or security.

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- (v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the cost records maintained by the company as specified by the Central Government under sub-section (1) of section 148 of the Companies Act and are of the opinion that, prima facie, such accounts and records have been made and maintained.
- (vii)(a) According to the information and explanations given to us the company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and any other statutory dues to the appropriate authorities. According to the information and explanations given to us and on the basis of our examination of the records, no undisputed amounts are payable in respect of statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues outstanding on account of any disputes except the following:

Nature of the Statute	Nature of the Dues	Amount (Rs. in Lakhs)	Period to which it relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	117.40	AY 2020-21	CIT (Appeals)
GST Act, 2017	Goods and Services Tax	1.37	FY 2019-20	CGST & Central Tax (Appeals)
GST Act, 2017	Goods and Services Tax	1.23	FY 2020-21	CGST & Central Tax (Appeals)

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 (43 of 1961) as income during the year.

- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company had been declared wilful defaulter by the banks as mentioned below before it was taken over by the new management under Insolvency and Bankruptcy Code, 2016, where by all the loans defaults were waived. However, the banks have not removed the company from the Wilful defaulters list maintained by RBI. It has been explained that steps have been taken by the Company to pursue the banks for such removal.

Rs. in Lakhs

Bank Name	Outstanding amount as on 30.09.2024
India Overseas Bank	935.2
Central Bank of India	501.9
UCO Bank	452.6
Total	1889.7

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(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, term loans obtained were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us on an overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been utilized for long term purposes.

(e) According to the information and explanations given to us and based on our examination of the financial statement of the company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

(x) (a) According to the information and explanations given to us and based on our examination of the books and records, we report that the Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and based on our examination of the books and records, we report that the company has not made preferential allotment of equity shares during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on our examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us, no whistle blower complaint has been received by the Company during the year.

(xii) According to the information and explanations given to us, the company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to information and explanations given to us and based on our examination of the books and records, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.

(xiv) (a) According to the information and explanations given to us and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.

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(b) We have considered the Internal Audit Reports of the company issued for the year under audit.

(xv) According to the information and explanations given to us and based on our examination, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-1A of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

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

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

(xvii) According to the information and explanations given to us and based on our examination, the Company has not incurred any cash loss in the financial year or in the immediately preceding financial year.

(xviii) According to the information given to us and based on our examination, there has not been any resignation of the Statutory Auditors of the Company during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

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

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project.

For V Singhi & Associates
Chartered Accountants
Firm Regn. No:311017E

(V.K. Singhi)
Partner
Membership No.:050051
UDIN: 25050051BMJONE2805

Place: Kolkata
Date: 30th May, 2025

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

Annexure B to the Independent Auditors' Report

The Annexure B referred to in paragraph 2(f) of Report on Other Legal and Regulatory Requirements paragraph of our report of even date to the members of SPS Steels Rolling Mills Limited on the Standalone Financial Statements for the year ended 31st March, 2025.

Report on the Internal Financial Control with reference to the aforesaid Standalone Financial Statements under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 ("The Act").

We have audited the internal financial controls with reference to financial reporting of SPS Steels Rolling Mills Limited ("the Company") as of 31st March 2025 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to 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 with reference to Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls With reference to Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the 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 with reference to financial reporting was established and maintained and if such controls operated effectively in all material respects.

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

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

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

Meaning of Internal Financial Controls with reference to Financial Reporting

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

Inherent Limitations of Internal Financial Controls with reference to Financial Reporting

Because of the inherent limitations of internal financial controls with reference to financial reporting, including the possibility of collusion or improper management with reference to ride 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 with reference to financial reporting to future periods are subject to the risk that the internal financial control with reference to financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial reporting and such internal financial controls with reference to financial reporting were operating effectively as at 31st March 2025, based on the internal control with reference to 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 with reference to Financial Reporting issued by the Institute of Chartered Accountants of India.

For V Singhi & Associates
Chartered Accountants
Firm Regn. No:311017E

(V.K. Singhi)
Partner
Membership No.:050051
UDIN: 25050051BMJONE2805

Place: Kolkata
Date: 30th May, 2025

SPS STEELS ROLLING MILLS LIMITED
Standalone Balance Sheet as at 31st March, 2025
(Rs. in Lakhs)

	Note	As at 31.03.2025	As at 31.03.2024
ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment	3	45,641.93	42,306.33
(b) Right of use assets	4	2,317.17	2,458.01
(c) Capital work-in-progress	5	1,905.82	3,827.26
(d) Other Intangible Assets	6	14.10	18.60
(e) Financial Assets			
(i) Investments	7	1,465.82	1,453.74
(ii) Other Financial Assets	8	4,938.40	1,111.13
(f) Deferred Tax assets (net)	9	-	412.99
(g) Other Non-Current assets	10	158.36	337.61
Total Non-current assets		56,441.60	51,925.67
2 Current assets			
(a) Inventories	11	30,017.18	26,272.35
(b) Financial assets			
(i) Investments	7	2,836.74	-
(ii) Trade receivables	12	17,815.77	17,037.96
(iii) Cash and cash equivalents	13	6,813.60	42.31
(iv) Loans	14	3,089.30	3,155.00
(v) Other Financial Assets	8	326.98	57.53
(c) Current tax assets (net)	15	368.26	544.89
(d) Other current assets	10	8,660.37	13,488.01
Total Current assets		69,928.20	60,598.04
TOTAL ASSETS		1,26,369.80	1,12,523.71
EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	16	8,050.00	8,050.00
(b) Other equity	17	55,798.67	48,721.60
Total Equity		63,848.67	56,771.60
Liabilities			
2 Non-current liabilities			
(a) Financial liabilities			
Borrowings	18	13,685.63	17,993.02
(b) Provisions	19	425.95	388.65
(c) Deferred Tax liabilities (net)	9	394.05	-
Total Non-current liabilities		14,505.63	18,381.67
3 Current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	27,734.65	19,434.25
(ii) Trade payables	20		
- total outstanding dues of micro & small enterprises;		447.40	120.18
- total outstanding dues of creditors other than micro and small enterprises		9,054.20	5,831.84
(iii) Other Financial Liabilities	21	141.92	57.07
(b) Other current liabilities	22	10,511.03	11,827.37
(c) Provisions	19	126.31	99.73
Total Current liabilities		48,015.50	37,370.44
TOTAL EQUITY AND LIABILITIES		1,26,369.80	1,12,523.71

The accompanying notes form an integral part of the Standalone Financial Statements
As per our report of even date attached
For V.SINGHI & ASSOCIATES

Chartered Accountants

Firm Registration No. 311017E

For and on behalf of the Board
(V.K. Singhi)
Partner
Membership No. 050051
Deepak Kumar Agarwal

Managing Director

DIN : 00646153

Ashok Kumar Sharma

Director

DIN : 09273096

Place: Kolkata
Date: 30th May, 2025
Binod Kumar Agrawal

Chief Financial Officer

AGEPA5572F

Ashutosh Sharma

Company Secretary

M. No.: 9045

SPS STEELS ROLLING MILLS LIMITED**Standalone Statement of Profit and Loss for the year ended 31st March, 2025****(Rs. in Lakhs)**

	Note	Year ended 31.03.2025	Year ended 31.03.2024
I Revenue from operations	23	1,92,682.87	1,77,110.38
II Other income	24	918.88	372.02
III Total income (I + II)		1,93,601.75	1,77,482.40
IV Expenses			
Cost of materials consumed	25	1,22,449.36	95,672.02
Purchase of stock-in-trade		11,590.24	32,910.27
Changes in inventories of finished goods and stock-in-trade	26	440.74	(7,103.38)
Employee benefits expense	27	4,880.18	3,893.18
Finance costs	28	4,813.95	4,628.19
Depreciation and amortisation expense	29	3,343.52	2,997.24
Other expenses	30	38,219.12	32,986.74
Total expenses		1,85,737.12	1,65,984.26
V Profit before tax (III- IV)		7,864.63	11,498.14
VI Tax :			
Current tax		0.70	-
Deferred tax		804.86	1,075.16
VII Profit for the year (V-VI)		7,059.07	10,422.98
VIII Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of Defined Benefit Plan		(5.87)	4.86
(b) Fair value changes of investments in mutual fund		12.08	56.29
Income tax on items that will not be reclassified subsequently to profit and loss		2.17	21.37
Other comprehensive income/(Loss) for the year		4.04	39.78
IX Total comprehensive income for the year (VII+VIII)		7,063.11	10,462.76
X Earnings per equity share	31		
[Face value of equity share Rs. 10 each (PY Rs. 10 each)]			
- Basic		8.77	12.95
- Diluted		8.77	12.95

The accompanying notes form an integral part of the Standalone Financial Statements

As per our report of even date attached

For V.SINGHI & ASSOCIATES

Chartered Accountants

Firm Registration No. 311017E

For and on behalf of the Board

(V.K. Singhi)

Partner

Membership No. 050051

Deepak Kumar Agarwal

Managing Director

DIN : 00646153

Ashok Kumar Sharma

Director

DIN : 09273096

Place: Kolkata

Date: 30th May, 2025

Binod Kumar Agrawal

Chief Financial Officer

AGEPA5572F

Ashutosh Sharma

Company Secretary

M. No.: 9045

SPS STEELS ROLLING MILLS LIMITED
Standalone Statement of Cash Flows for the year ended 31st March, 2025
(Rs. in Lakhs)

	Year ended 31.03.2025	Year ended 31.03.2024
A Cash flow from operating activities		
Profit Before Tax	7,864.63	11,498.14
Adjustment for Non-Cash/Non-Operating Items		
Interest income	(494.45)	(130.38)
Depreciation and amortisation expense	3,343.52	2,997.24
Finance costs	4,813.95	4,628.19
Allowance for doubtful receivables	61.80	306.77
Provision for inventories	-	28.93
Sundry balance written off	31.57	-
Fair value gain on current Investments (Net)	(80.07)	-
Loss on sale of Current Investments (Net)	9.21	-
(Profit)/Loss on sale of property, plant and equipments	(96.20)	12.71
Liabilities written back	-	(53.48)
Operating profit before working capital changes	15,453.96	19,288.12
Adjustment for Working Capital Changes		
Trade receivables, advances and other assets	3,752.72	(6,951.28)
Inventories	(3,744.83)	(6,650.74)
Trade payables, other liabilities and provisions	2,376.09	1,682.68
Cash generated from operations	17,837.95	7,368.78
Income tax paid	175.92	(214.53)
Net Cash from operating activities	18,013.86	7,154.25
B Cash flow from investing activities		
Acquisition of property, plant and equipment & Expenditure on Capital Work-in-Progress	(4,687.96)	(9,400.50)
Proceeds from sale of property, plant and equipment	171.80	85.85
Investment in Securities	(3,230.19)	-
Sale proceeds from sale of Securities	464.32	-
Decrease in Capital Advances	179.24	-
Investment in Term deposit	-	(0.01)
(Investment)/Redemption of fixed deposits	(3,827.27)	(320.00)
Interest received	494.45	130.38
Net cash used in investing activities	(10,435.62)	(9,504.28)
C Cash flow from financing activities		
Proceeds /(Re-payment) of borrowings	3,993.03	4,493.59
Interest paid	(4,813.95)	(4,628.19)
Net cash used in financing activities	(820.92)	(134.60)
Net increase in cash & cash equivalents	6,757.33	(2,484.64)
Cash & Cash equivalents at beginning of the year	42.31	2,525.92
Add : Transferred from Business Re-organisation Reserve A/c	13.96	1.03
Cash & Cash equivalents at closing of the year	6,813.60	42.31

Note :

- i) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS- 7 on Statement of Cash Flows.

Company Information and Material Accounting Policy and the accompanying Notes form part of the Standalone Financial Statements
As per our report of even date attached
For V.SINGHI & ASSOCIATES

Chartered Accountants

Firm Registration No. 311017E

For and on behalf of the Board
(V.K. Singhi)
Partner
Membership No. 050051
Deepak Kumar Agarwal

Managing Director

DIN : 00646153

Ashok Kumar Sharma

Director

DIN : 09273096

Place: Kolkata
Date: 30th May, 2025
Binod Kumar Agrawal

Chief Financial Officer

AGEPA5572F

Ashutosh Sharma

Company Secretary

M. No.: 9045

SPS STEELS ROLLING MILLS LIMITED

Standalone Statement of Changes in Equity for the year ended 31st March, 2025

(Rs. in Lakhs)

A. Equity share capital

1) Current Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
8,050.00	-	8,050.00

2) Previous Reporting Period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
8,050.00	-	8,050.00

B. Other equity

Particulars	Reserves and surplus				Items of Other Comprehensive Income	Total
	Securities Premium	Business Re-organisation Reserve	Revaluation Reserve	Retained earnings		
Balance as at 1 April 2023	9,150.00	48,071.04	7,437.62	(26,398.28)	(2.58)	38,257.81
Profit or Loss for the year	-	-	-	10,422.98	-	10,422.98
Additional depreciation due to Revaluation	-	-	(1,603.77)	1,603.77	-	-
Other Comprehensive Income	-	-	-	3.16	36.62	39.78
Total Comprehensive Income	-	-	(1,603.77)	12,029.91	36.62	10,462.76
Transferred to Business Re-organisation Reserve	-	1.03	-	-	-	1.03
Balance as at 31 March 2024	9,150.00	48,072.07	5,833.85	(14,368.36)	34.04	48,721.60
Profit or Loss for the year	-	-	-	7,059.07	-	7,059.07
Additional Depreciation due to Revaluation	-	-	(1,873.68)	1,873.68	-	-
Other Comprehensive Income	-	-	-	(3.82)	7.86	4.04
Total Comprehensive Income	-	-	(1,873.68)	8,928.93	7.86	7,063.11
Transferred to Business Re-organisation Reserve	-	13.96	-	-	-	13.96
Balance as at 31st March, 2025	9,150.00	48,086.03	3,960.17	(5,439.43)	41.90	55,798.67

Company Information and Material Accounting Policy and the accompanying Notes form part of the Standalone Financial Statements

As per our report of even date attached

For V.SINGHI & ASSOCIATES

Chartered Accountants

Firm Registration No. 311017E

For and on behalf of the Board

(V.K. Singhi)

Partner

Membership No. 050051

Deepak Kumar Agarwal

Managing Director

DIN : 00646153

Ashok Kumar Sharma

Director

DIN : 09273096

Place: Kolkata

Date: 30th May, 2025

Binod Kumar Agrawal

Chief Financial Officer

AGEPA5572F

Ashutosh Sharma

Company Secretary

M. No.: 9045

SPS STEELS ROLLING MILLS LIMITED

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

1. Corporate information

The Company is a public limited Company incorporated in India on 26th December, 1981 having its registered office at Diamond Prestige, 41A, A.J.C. Bose Road, 7th Floor, Room No -701, Kolkata-700017. The Company's shares are listed in Calcutta Stock Exchange Limited.

The Company is principally engaged in the business of manufacturing and trading of iron and steel products and is the owner of the "Elegant" brand.

The Standalone Financial Statements are approved for issue by the company's Board of Directors on 30th May, 2025.

2. Material Accounting policy

a. Statement of Compliance

The Standalone Financial Statements have been prepared in accordance with the provisions of Companies Act, 2013 and in compliance with the Indian Accounting Standards (Ind AS), as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, as amended from time to time.

b. Basis of preparation

The Standalone Financial Statements are prepared under the historical cost convention on the accrual basis following the Going Concern principles except for Derivative Financial Instruments, Plan Assets related to employee benefits and certain Financial Liabilities and Financial assets which are measured at fair values as per respective notes included hereafter.

The Standalone Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest two decimal lakhs except otherwise stated.

c. Use of judgments and estimates

In preparing these Standalone Financial Statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Critical accounting judgements and key sources of estimation uncertainty

i. Useful lives of Property, Plant and Equipment:

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the remaining useful life of the assets.

ii. 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 certain valuation techniques. 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.

iii. Defined benefit plans:

The cost of the defined benefit plan includes gratuity and the present value of the gratuity obligation are determined using actuarial valuations using projected unit credit method. 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 reporting date.

iv. Recognition and measurement of provisions and contingencies:

There are certain key assumptions about the likelihood and magnitude of an outflow of resources. Provision is made towards known contractual obligation, litigation cases and pending assessments in respect of taxes, duties and other levies, if any, in respect of which management believes that there are present obligations and the settlement of such obligations are expected to result in outflow of resources, to the extent provided for.

d. 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 based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

SPS STEELS ROLLING MILLS LIMITED

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

Current and Non-current classification

The company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- i. Expected to be realized or intended to be sold or consumed in normal operating cycle.
- ii. Held primarily for the purpose of trading.
- iii. Expected to be realized within twelve months after the reporting period, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle.
- ii. It is held primarily for the purpose of trading.
- iii. It is due to be settled within twelve months after the reporting period, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

e. Property, Plant and Equipment

An item of property, plant and equipment is recognized as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognized in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is de-recognized. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Property, plant and equipment is stated at cost or deemed cost applied on transition to Ind AS or at revalued figures, less accumulated depreciation and impairment. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses are capitalized. Borrowing costs incurred during the period of construction is capitalized as part of cost of qualifying asset. The additional depreciation on account of revaluation has been debited from revaluation reserve and credited to retained earnings.

SPS STEELS ROLLING MILLS LIMITED

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

The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item, and is recognized in the statement of profit and loss.

Assets retired from active use and held for disposal are stated at the lower of their net book value and net realizable value and shown under 'Non- current Asset held for sale'.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal. Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.

When an item of Property, Plant and Equipment is revalued, the carrying amount of that asset is adjusted to the revalued amount. At the date of the revaluation, the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset based on independent valuers report.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

f. Intangible assets

Cost of intangible assets are capitalized when it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity, the cost of the asset can be measured reliably and the asset is ready for its intended use. Intangible assets are stated at the amount initially recognized less accumulated amortization and accumulated impairment losses.

The Company follows cost model for recognition and measurement of intangible assets. Cost of computer software is amortized over the useful life not exceeding five years from the date of capitalization. Any intangible asset, when determined obsolete and of no further use, is written off.

g. Depreciation and amortization of property, plant and equipment, right-of-use assets and intangible assets

Depreciation or amortization is provided so as to write off, on a straight-line basis, the cost/deemed cost of property, plant and equipment and intangible assets to their residual value. These charges are commenced from the date the assets are available for their intended use and are spread over their estimated useful economic lives or, in the case of right-of-use assets, over the lease period. The estimated useful lives of assets, residual values and depreciation method are reviewed regularly and, when necessary, revised prospectively. Depreciation on assets under construction commences only when the assets are ready for their intended use.

SPS STEELS ROLLING MILLS LIMITED**Notes to the Standalone Financial Statements for the year ended 31st March, 2025**

The estimated useful lives, which are subject to change, for main categories of property, plant and equipment and intangible assets are:

Building	30 years
Plant & Machinery	15 years
Plant & Machinery	20 years
Plant & Machinery	25 years
Furniture & Fixtures	10 years
Motor Vehicle	8 years
Office Equipment	5 years
Computer and Data Processing	3 years
Computer and Data Processing	6 years

h. Impairment**Impairment of financial instruments: financial assets**

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognizes 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased materially since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases materially since its initial recognition. The Company's trade receivables do not contain material financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognized in Statement of Profit and Loss.

Impairment of non-financial assets

The Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest Company of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

SPS STEELS ROLLING MILLS LIMITED

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

An impairment loss is recognized in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

i. Leases

The Company determines whether an arrangement contains a lease by assessing whether the fulfilment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to control the use of that asset to the Company in return for payment.

The Company as lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. The Company recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception comprises of the amount of initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date.

Certain lease arrangements include options to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that such options would be exercised. The right-of-use assets are subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss. Lease liability is measured at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and re-measuring the carrying amount to reflect any reassessment or lease modifications. The Company recognizes the amount of the re-measurement of lease

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

liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in statement of profit and loss.

Variable lease payments not included in the measurement of the lease liabilities are expensed to the statement of profit and loss in the period in which the events or conditions which trigger those payments occur.

In a sale and lease back transaction, the Company measures right-of-use asset arising from the leaseback as the proportion of the previous carrying amount of the asset that relates to the right-of-use retained. The gain or loss that the company recognizes in the statement of profit and loss is limited to the proportion of the total gain or loss that relates to the rights transferred to the buyer.

j. Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

Deposit works/cost plus contracts are accounted for on the basis of statements of account received from the contractors.

Unsettled liabilities for price variation/exchange rate variation in case of contracts are accounted for on estimated basis as per terms of the contracts.

k. Investments in subsidiaries, associates and joint ventures

Investments in subsidiaries, associates and joint ventures are carried at cost/deemed cost applied on transition to Ind AS, less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of investment is assessed and an impairment provision is recognized, if required immediately to its recoverable amount. On disposal of such investments, difference between the net disposal proceeds and carrying amount is recognized in the statement of profit and loss.

l. Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities 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 at fair value through profit and loss) are added to or deducted from the fair value

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

measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognized in the statement of profit and loss.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

i. Financial assets

a. Cash and bank balances

Cash and bank balances consist of:

- i. Cash and cash equivalents - which includes cash on hand, deposits held at call with banks and other short-term deposits which are readily convertible into known amounts of cash, are subject to an immaterial risk of change in value and have original maturities of less than 3 months. These balances with banks are unrestricted for withdrawal and usage.
- ii. Other bank balances - which includes balances and deposits with banks that are restricted for withdrawal and usage.

b. Financial assets at amortized cost

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

c. Financial assets at FVTOCI

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

Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

d. Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if such financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and to sell such financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

The Company in respect of certain equity investments (other than in subsidiaries, associates and joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Company on an instrument by instrument basis at the time of initial recognition of such equity investments. These investments are held for medium or long-term strategic purpose. The Company has chosen to designate these investments in equity instruments as fair value through other comprehensive income as the management believes this provides a more meaningful presentation for medium or long-term strategic investments, than reflecting changes in fair value immediately in the statement of profit and loss.

e. Financial assets at FVTPL

Financial assets not measured at amortized cost or at fair value through other comprehensive income are carried at fair value through profit and loss.

f. Interest income

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

g. Dividend income

Dividend income from investments is recognized when the right to receive payment has been established.

h. De-recognition of financial assets

The Company de-recognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a borrowing for the proceeds received.

ii. Financial liabilities and equity instruments

Classification as debt or equity Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

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

a. Equity instruments

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

b. Financial liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost, using the effective interest rate method where the time value of money is material.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognized over the term of the borrowings in the statement of profit and loss.

c. De-recognition of financial liabilities

The Company de-recognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

d. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

iii. Employee Benefits

a. Defined contribution plans

Contributions under defined contribution plans are recognized as expense for the period in which the employee has rendered service. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Company's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

b. Defined benefit plans

For defined benefit retirement schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each year-end balance sheet date.

Re-measurement gains and losses of the net defined benefit liability/(asset) are recognized immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/(asset) are recognized as an expense within employee costs. Past service cost is recognized as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognized, whichever is

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

earlier. The retirement benefit obligations recognized in the balance sheet represents the present value of the defined benefit obligations as reduced by the fair value of plan assets.

c. Leave Encashment:

Liability for leave encashment is provided on the basis of valuation by an independent Actuary as at the year end.

iv. Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is ascertained on a weighted average basis. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realizable value is the price at which the inventories can be realized in the normal course of business after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution.

Provisions are made to cover slow-moving and obsolete items based on historical experience of utilization on a product category basis.

v. Provisions (other than for employee benefits), Contingent Liabilities and Contingent Assets

Provisions are recognized in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, provisions are measured on a discounted basis. Constructive obligation is an obligation that derives from an entity's actions where:

- i. by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities and;
- ii. as a result, the entity has created a valid expectation on the part of those other parties that it will discharge such responsibilities.

Contingent liabilities are disclosed only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets where it is probable that future economic benefits will flow to the Company are not recognized but disclosed in the financial statements.

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

vi. Tax Expenses

Tax expense for the year comprises of current and deferred

tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Income Tax

Income tax expense comprises of current and deferred tax. Current tax and deferred tax is recognized in the statement of profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax Expenses

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying value of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences. In contrast, deferred tax assets are only recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized based on the tax rates and tax laws that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying value of its assets and liabilities. Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction. Current and deferred tax are recognized as an expense or income in the statement of profit and loss, except when they relate to items credited or debited either in

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

other comprehensive income or directly in equity, in which case the tax is also recognized in other comprehensive income or directly in equity.

vii. Revenue

The Company manufactures and sells a range of steel and other products.

Sale of products

Revenue from sale of products is recognized when control of the products has transferred, being when the products are delivered to the customer. Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, the risks of loss has been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied. Sale of products include related ancillary services, if any. Goods are often sold with volume discounts based on aggregate sales over a 12 months period. Revenue from these sales is recognized based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the most likely method, and revenue is only recognized to the extent that it is highly probable that a material reversal will not occur. A liability is recognized for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are generally made with a credit term of 30-90 days, which is consistent with market practice. Any obligation to provide a refund is recognized as a provision. A receivable is recognized when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

viii. Foreign currency transactions and translations

The Standalone Financial Statements of the Company are presented in Indian Rupees ("₹"), which is the functional currency of the Company and the presentation currency for the Standalone Financial Statements. In preparing the Standalone Financial Statements, transactions in currencies other than the Company's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the re-translation or settlement of monetary items are included in the statement of profit and loss for the period.

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

ix. Borrowing costs

Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for the intended use or sale.

Investment income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is recognized in the statement of profit and loss. Discounts or premiums and expenses on the issue of debt securities are amortised over the term of the related securities and included within borrowing costs. Premiums payable on early redemptions of debt securities, in lieu of future finance costs, are recognized as borrowing costs.

All other borrowing costs are recognized as expenses in the period in which it is incurred.

x. Events occurring after balance sheet date

Material events occurring after the Balance Sheet are considered up to the date of approval of the accounts by the board of directors.

xi. Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segment for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

xii. Earnings per Share

Basic earnings per share is computed by dividing profit or loss for the year attributable to equity holders by the weighted average number of shares outstanding during the year. Partly paid-up shares are included as fully paid equivalents according to the fraction paid-up. Diluted earnings per share is computed using the weighted average number of shares and dilutive potential shares except where the result would be anti-dilutive.

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

3. Recent Accounting Pronouncements

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2024 dated August 12, 2024, to amend the following Ind AS which are effective for annual periods beginning on or after April 01, 2024. The Company applied these amendments for the first-time.

There are no standards that are notified and not yet effective as on the date.

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Amendment Rules as issued from time to time. As on 31st March, 2025 no such pronouncements were announced by MCA.

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Notes to the Standalone Financial Statements for the year ended 31st March, 2025
3 Property, Plant and Equipment

	(Rs. in Lakhs)						
	Freehold Land	Building	Plant and equipment	Vehicles	Office Equipment	Computers	Total
A. Gross carrying amount							
As at April 1, 2023	612.48	12,359.44	32,045.65	79.54	85.80	21.13	45,204.04
Additions	-	530.64	4,754.22	457.92	17.45	6.55	5,766.78
Transfer from CWIP	-	-	3,301.86	-	-	-	3,301.86
Deletions / Disposal	-		(99.71)	-	-	(0.42)	(100.13)
As at March 31, 2024	612.48	12,890.08	40,002.02	537.45	103.25	27.26	54,172.55
Additions	-	95.95	2,634.60	81.06	24.56	9.52	2,845.69
Transfer from CWIP	-	334.19	3,429.52	-	-	-	3,763.71
Deletions / Disposal	-	-	(1,599.87)	-	-	-	(1,599.87)
As at March 31, 2025	612.48	13,320.22	44,466.27	618.51	127.81	36.78	59,182.08
B. Depreciation							
Upto March 31, 2023	-	2,557.63	6,342.68	50.74	50.48	14.61	9,016.13
For the year		704.59	2,117.31	18.26	7.14	4.35	2,851.65
Deletions / Disposal	-		(1.51)	-	-	(0.06)	(1.57)
As at March 31, 2024	-	3,262.22	8,458.48	69.00	57.62	18.90	11,866.22
For the year		724.80	2,399.80	59.50	9.42	4.67	3,198.19
Deletions / Disposal	-		(1,524.26)	-	-		(1,524.26)
As at March 31, 2025	-	3,987.02	9,334.02	128.50	67.04	23.57	13,540.14
C. Net Carrying Amount							
As at March 31, 2024	612.48	9,627.86	31,543.53	468.46	45.63	8.35	42,306.33
As at March 31, 2025	612.48	9,333.20	35,132.25	490.01	60.77	13.20	45,641.93

(a) During FY 2019-20, Fixed Assets of the Company were revalued as per the Report of Registered Valuer which resulted in net addition of INR 13,369.00 lakhs. Depreciation on the enhanced amount on revaluation amounting to Rs 1,873.68 lakhs (PY Rs 1,603.77 lakhs) has been transferred from revaluation reserve to Retained Earnings.

Carrying amount of revalued assets under cost model

	As at 31.03.2025	As at 31.03.2024
Freehold Land	227.01	227.01
Building	8,367.38	7,940.94
Plant and equipment	36,539.85	30,618.39
Vehicles	550.50	471.84
Office Equipment	72.61	49.75
Computers	20.48	12.51
	45,777.83	39,320.44

(b) The title deeds of all immovable properties are held in the name of the Company.

(c) Details of Property, Plant & Equipment pledged against borrowings is as presented in Note 18.

4 Right of Use Assets**Leasehold Land****a) Gross carrying amount (at cost or deemed cost)**

Balance at the beginning of the year	3,148.03	3,148.03
(+/-) Changes made during the year	-	-
Balance at the end of the year	<u>3,148.03</u>	<u>3,148.03</u>

b) Depreciation

Balance at the beginning of the year	690.02	549.18
For the year	140.84	140.84
Balance at the end of the year	<u>830.86</u>	<u>690.02</u>

Net Carrying Amount (a) - (b)

<u>2,317.17</u>	<u>2,458.01</u>
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Note 1: The lease rights of land are recognised as Right to Use Assets. However, since the entire consideration had been paid in advance, hence Lease liability is Nil and accordingly there is no impact in Profit & Loss statement regarding finance cost.

5 Capital work-in-progress

Balance as at the beginning of the year	3,827.26	3,495.74
Additions during the year	1,842.27	7,963.91
Transferred to Property, Plant & Equipment*	(3,763.71)	(7,632.39)
Balance at the end of the year	<u>1,905.82</u>	<u>3,827.26</u>

Capital Work in Progress ageing schedule	Amount in CWIP for a period of				Total
	< 1 Year	1-2 years	2-3 years	> 3 years	
As on 31.03.2025	1,905.82	-	-	-	1,905.82
As on 31.03.2024	3,633.36	193.90	-	-	3,827.26

* a) The Capital work-in-progress has not exceeded its cost compared to its original plan and their completion is also not overdue.

6 Other Intangible Assets**Computer Software****a) Gross carrying amount**

Balance as at the beginning of the year	38.37	38.02
Additions	-	0.35
Balance at the end of the year	<u>38.37</u>	<u>38.37</u>

b) Depreciation

Balance as at the beginning of the year	19.77	15.02
For the year	4.50	4.75
Balance at the end of the year	<u>24.27</u>	<u>19.77</u>

Net Carrying Amount (a) - (b)

<u>14.10</u>	<u>18.60</u>
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7 Investments**Non-current****(i) Unquoted investments carried at amortised cost****In equity shares of subsidiary**

SPS Metal Cast & Alloys Ltd (1,30,00,000 Equity Shares of Rs. 10/- each)	1,300.00	1,300.00
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Other equity shares

Shivalik Solid Waste Management Ltd (250 Equity Shares of Rs.	0.03	0.03
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(ii) Quoted Investment carried at fair value through other comprehensive income (FVTOCI)

Motilal Oswal India Excellence Fund - Mid to Mega - Series II	165.79	153.71
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Total	<u>1,465.82</u>	<u>1,453.74</u>
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Aggregate market value of unquoted investments	1,300.03	1,300.03
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Current**Quoted Investment carried at fair value through Profit or Loss (FVTPL)**

Investment in Shares	2,719.70	-
Investment in Mutual Funds	117.04	-
	<u>2,836.74</u>	<u>-</u>

Investments designated at fair value through profit and loss (FVTPL)

In quoted Equity Shares - Fully paid up

	As at 31.03.2025		As at 31.03.2024			
	FaceValue	Units	Face Value	Units		
Afcons Infrastructure Limited	10	12,500	-	-	60.88	-
AIA Engineering Limited	2	200	-	-	6.70	-
Amara Raja Energy & Mobility Limited	1	250	-	-	2.51	-
Angel One Limited	10	500	-	-	11.57	-
Central Depository Services (India)	10	23,792	-	-	290.27	-
Coforge Limited	10	906	-	-	73.47	-
Computer Age Management Services Limited	10	10,000	-	-	372.34	-
CreditAccess Grameen Limited	10	7,000	-	-	66.64	-
Dixon Technologies (India) Limited	2	1,200	-	-	158.15	-
Electrosteel Castings Limited	1	4,000	-	-	3.93	-
Grasim Industries Limited	2	200	-	-	5.22	-
Hemisphere Properties India Limited	10	6,000	-	-	7.42	-
Hitachi Energy India Limited	2	200	-	-	25.31	-
Housing And Urban Development Corporation Limited	10	15,000	-	-	29.92	-
Indian Energy Exchange Limited	1	5,000	-	-	8.79	-
Indus Towers Limited	10	4,000	-	-	13.37	-
Indusind Bank Limited	10	35,100	-	-	228.10	-
Inox Wind Limited	10	41,266	-	-	67.28	-
ITD Cementation India Limited	1	100	-	-	0.56	-
Jindal Drilling Industries Limited	5	6,500	-	-	54.19	-
Jyoti CNC Automation Limited	2	4,000	-	-	42.34	-
K.P. Energy Limited	5	5,400	-	-	20.02	-
Kaynes Technology India Limited	10	200	-	-	9.49	-
KEC International Limited	2	300	-	-	2.35	-
KP Green Engineering Limited	5	2,000	-	-	7.53	-
Mahindra And Mahindra Limited	5	3,500	-	-	93.30	-
NHPC Limited	10	20,000	-	-	16.44	-
Oriana Power Limited.	10	975	-	-	12.77	-
Persistent Systems Limited	5	2,100	-	-	115.79	-
PG Electroplast Limited	1	4,600	-	-	42.16	-
Power Finance Corporation Limited	10	27,500	-	-	113.92	-
Prakash Industries Limited	10	25,000	-	-	39.78	-
Prudent Corporate Advisory Services Limited	5	2,108	-	-	49.25	-
Reliance Infrastructure Limited	10	8,000	-	-	20.69	-
Reliance Power Limited	10	40,000	-	-	17.19	-
Rockingdeals Circular Economy Limited	10	250	-	-	0.57	-
Shyam Metalics & Energy Limited	10	996	-	-	8.50	-
Solar Industries India Limited	2	1,400	-	-	157.42	-
Storage Technologies and Automation Limited	10	12,000	-	-	9.44	-
Suzlon Energy Limited	2	60,000	-	-	34.00	-
Tata Motors Limited	2	19,000	-	-	128.15	-
Techno Electric & Engineering Company Limited	2	8,651	-	-	86.79	-
Tilaknagar Industries Limited	10	2,000	-	-	4.74	-
Ujjivan Small Finance Bank Limited	10	20,000	-	-	6.88	-
Welspun Corp. Limited	5	22,257	-	-	193.59	-
					2,719.70	-

In quoted Mutual Funds - Fully Paid-Up

DSP S&P BSE LIQUID RATE ETF	1,880	-	20.01	
DSP SILVER ETF	1,00,000	-	97.03	
			117.04	-

Aggregate Market Value of Quoted Investments **2,836.74** **-**

		(Rs. in Lakhs)	
		As at 31.03.2025	As at 31.03.2024
8	Other Financial Assets		
	Non-Current		
	Security deposit	255.57	166.31
	Earnest Money Deposits	944.33	-
	Bank Deposits *	3,738.49	944.82
	Total	4,938.40	1,111.13
* Bank Deposits of Rs 3,738.49 lakhs (Previous Year - Rs 944.82 lakhs) has been liened with banks against Non-fund based credit limits.			
	Current		
	Security deposit	32.43	-
	Earnest Money Deposits	9.38	-
	Interest accrued on loans	285.17	57.53
		326.98	57.53
9	Deferred Tax Asset /(Liability)		
	Deferred tax Asset	5,683.95	6,544.59
	Deferred Tax Liability	6,078.00	6,131.60
		(394.05)	412.99
Components of Deferred Tax Asset and Liability:			
Deferred Tax Asset*:			
	Remeasurement of defined benefit plans	192.98	170.66
	Unabsorbed Depreciation	1,488.04	1,345.42
	Provisions	4,002.93	3,853.58
	Brought Forward Losses	-	1,174.92
		5,683.95	6,544.59
Deferred Tax Liability:			
	Depreciation & Amortization expenses	4,661.96	4,074.25
	Fair value gain on investment	32.20	18.77
	Revaluation of Assets	1,383.84	2,038.58
		6,078.00	6,131.60
	Net Deferred Tax Asset	(394.05)	412.99
10	Other Assets		
	Non-Current		
	Capital advances*	158.36	337.61
		158.36	337.61
* Refer Note No. 32			
	Current		
	Advance to suppliers	8,378.02	12,615.49
	Advance to employees	39.09	21.11
	Balances with government authorities	187.02	763.96
	Pre-paid expenses	56.24	87.45
		8,660.37	13,488.01
11	Inventories		
	Raw materials	10,377.29	7,225.25
	Stock in trade	1,252.24	626.01
	Stores and spares	3,661.55	2,628.01
	Finished goods	14,755.03	15,822.01
		30,046.11	26,301.28
	Less: Provision for obsolescence		
	Stores and spares	28.93	28.93
		30,017.18	26,272.35

	As at 31.03.2025	As at 31.03.2024
12 Trade Receivables		
Unsecured, considered good	17,922.55	17,344.72
Credit impaired	7,603.33	10,692.18
	25,525.88	28,036.90
Less: Allowance for credit losses	7,710.11	10,998.94
	17,815.77	17,037.96

Trade Receivables ageing schedule as on 31.03.2025

Particulars	Outstanding for following periods from due dates of payments					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivable considered good	16,218.74	1,036.72	623.10	43.99	-	17,922.55
(ii) Undisputed Trade Receivables credit impaired	-	-	-	-	7,603.33	7,603.33
Total	16,218.74	1,036.72	623.10	43.99	7,603.33	25,525.88

Trade Receivables ageing schedule as on 31.03.2024

Particulars	Outstanding for following periods from due dates of payments					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivable considered good	16,584.84	218.25	267.89	84.88	188.86	17,344.72
(ii) Undisputed Trade Receivables credit impaired	-	-	-	-	10,692.18	10,692.18
Total	16,584.84	218.25	267.89	84.88	10,881.04	28,036.90

13 Cash and cash equivalents		
Balances with banks		
- Current accounts	0.31	0.20
- Trust and Retention Accounts	4.46	4.46
- Cash Credit Account (favourable balance)	6,788.77	-
Cash in hand (as certified by the management)	20.06	37.65
	6,813.60	42.31

14 Loans		
Advances considered good – Unsecured		
- To body corporates	3,089.30	3,155.00
	3,089.30	3,155.00

15 Current tax assets		
Income taxes paid	368.26	544.89
	368.26	544.89

16 Equity share capital		
Authorised		
8,25,00,000 (Previous Year 8,25,00,000) Equity Shares of Rs. 10/- each	8,250.00	8,250.00
Issued, subscribed and paid up		
8,05,00,000 (Previous Year 8,05,00,000) Equity Shares of Rs.10/- each	8,050.00	8,050.00

A. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year		
Balance as at the beginning of the year	8,05,00,000	8,05,00,000
Add : Issued during the year	-	-
Balance as at the end of the year	8,05,00,000	8,05,00,000

B. Rights, preferences and restrictions attaching to equity shares		
(i) The Company has only one class of Equity Shares having par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share.		
(ii) In the event of liquidation, the shareholders of equity shares of the company are eligible to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.		
(iii) The shareholders have the right to declare and approve dividend, as proposed by the Board of Directors for any financial year, to be paid to the members according to their rights and interest in the profits. However, no larger dividend shall be declared than that recommended by the Board of Directors.		

Shares held by the promoters at the end of the year :

	As at 31st March, 2025		As at 31st March 2024		% Change during the year
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
Krishna Sudama Marketing Private Limited	30,00,000	3.73%	30,00,000	3.73%	-
Swapno Marketing Private Limited	80,00,000	9.94%	80,00,000	9.94%	-
Aryavrat Plot Managers Private Limited	91,91,406	11.42%	91,91,406	11.42%	-
BMS Sales Private Limited	72,91,342	9.06%	72,91,342	9.06%	-
Shakambari Tie-Up Private Limited	99,75,000	12.39%	99,75,000	12.39%	-
Shivratri Vyapaar Pvt.Ltd.	20,00,000	2.48%	20,00,000	2.48%	-
Shivkripa Commercial Pvt. Ltd.	20,00,000	2.48%	20,00,000	2.48%	-

C. Particulars of shareholders holding more than 5% shares of fully paid up equity shares

	As at 31 March 2025			As at 31 March 2024		
	Number	% of total shares in the class	% change during the year	Number	% of total shares in the class	% change during the year
Shakambari Tie-Up Private Limited	99,75,000	12.39%	-	99,75,000	12.39%	-
Swapno Marketing Private Limited	80,00,000	9.94%	-	80,00,000	9.94%	-
Aryavrat Plot Managers Private Limited	91,91,406	11.42%	-	91,91,406	11.42%	-
BMS Sales Private Limited	72,91,342	9.06%	-	72,91,342	9.06%	-
Cancon Agencies Private Limited	1,06,00,000	13.17%	-	1,06,00,000	13.17%	-
Expeditors Distributors Private Limited	1,00,00,000	12.42%	-	1,00,00,000	12.42%	-
Shree Sudharshan Castings Private Limited	65,00,000	8.07%	-	65,00,000	8.07%	-

17 Other Equity**(Rs. in Lakhs)**

Particulars	Securities Premium	Business Re-organisation Reserve	Revaluation Reserve	Retained Earning	Equity instruments through other comprehensive income	Total
Balance as on 1st April 2023	9,150.00	48,071.04	7,437.62	(26,398.27)	(2.58)	38,257.81
Profit or Loss for the year	-	-	-	10,422.98	-	10,422.98
Increased depreciation due to upward revaluation	-	-	(1,603.77)	1,603.77	-	-
Other Comprehensive Income	-	-	-	3.16	36.62	39.78
Total Comprehensive Income	-	-	(1,603.77)	12,029.91	36.62	10,462.76
Transferred to Business Re-organisation Reserve	-	1.03	-	-	-	1.03
Balance as on 1st April 2024	9,150.00	48,072.07	5,833.85	(14,368.36)	34.04	48,721.60
Profit or Loss for the year	-	-	-	7,059.07	-	7,059.07
Increased depreciation due to upward revaluation	-	-	(1,873.68)	1,873.68	-	-
Other Comprehensive Income	-	-	-	(3.82)	7.86	4.04
Total Comprehensive Income	-	-	(1,873.68)	8,928.93	7.86	7,063.11
Transferred to Business Re-organisation Reserve	-	13.96	-	-	-	13.96
Balance as on 31st March 2025	9,150.00	48,086.03	3,960.17	(5,439.43)	41.90	55,798.67

Nature and purpose of reserves

- (a) **Securities Premium:** Securities Premium represents the excess of the amount received over the face value of the shares. This reserve will be utilized in accordance with the provisions of the Companies Act, 2013.
- (b) **Business Re-organisation Reserve:** Business Re-organisation Reserve is the reserve which is created by transferring capital items such as the share capital, reserves, loans and deposits outstanding prior to take over as per NCLT Order and not admitted by RP (Resolution Professional) . This reserve is not available for distribution of dividend.
- (c) **Revaluation Reserve:** Cumulative gains and losses arising from fair value changes of upward revaluation of Property, Plant and Equipment measured at fair value through other comprehensive income are recognised in revaluation reserve. The Company has elected to transfer such surplus directly to retained earnings when the asset is derecognised.
- (d) **Retained earnings:** Retained Earnings represents accumulated Profit and losses of the company as on reporting date. Such Profits and losses are arrived after adjustment of payment of dividend, transfer to any reserves as Statutorily required and adjustment for realised gain/loss on derecognition of Equity Instruments measured at FVTOCI. Remeasurement of Defined Benefit is also adjusted. This includes Other Comprehensive Loss of Rs. 3.82 lakhs (31st March 2024: Other Comprehensive Income Rs. 5.13 lakhs) relating to remeasurement of defined benefit plans (net of tax) which cannot be reclassified to Statement of Profit and Loss.
- (e) **Equity instruments through other comprehensive income:** Company has designated an investment in equity instrument at fair value through other comprehensive income in which cumulative changes in fair value of such instrument is accumulated in a separate reserve 'equity instruments through other comprehensive income' within other comprehensive income.

SPS STEELS ROLLING MILLS LIMITED
Notes to the Standalone Financial Statements for the year ended 31st March, 2025

(Rs. in Lakhs)

		As at 31.03.2025		As at 31.03.2024	
18	Borrowings				
	Non-current				
	Secured				
	(i) Term Loans				
	a. From Punjab National Bank	8,239.38		12,569.76	
	Less: Current maturities	<u>(3,083.15)</u>	5,156.23	<u>(5,851.88)</u>	6,717.88
	b. From Indian Bank	2,185.05		2,500.00	
	Less: Current maturities	<u>(400.00)</u>	1,785.05	<u>(400.00)</u>	2,100.00
	c. From State Bank of India	6,491.75		7,079.76	
	Less: Current maturities	<u>(916.00)</u>	5,575.75	<u>(855.76)</u>	6,224.00
	(ii) GECL Term Loan	2,679.29		4,374.83	
	Less: Current maturities	<u>(1,692.45)</u>	986.84	<u>(1,693.50)</u>	2,681.33
	(iii) Auto loan	290.93		398.92	
	Less: Current maturities	<u>(109.17)</u>	181.76	<u>(129.11)</u>	269.81
		13,685.63		17,993.02	

Repayment Terms		Securities	
Term Loans	Primary	Collateral	
a) Punjab National Bank- Rs. 16,500 Lakhs - repayable in 20 quarterly instalments varying from Rs. 400 Lakhs to Rs.1,225 Lakhs beginning from September 2019.	1st pari passu charge on all the fixed assets, movable as well as immovable, both present and future, including CWIP and the proposed expansion project, located at Dr Zakir Hussain Avenue, GT Road, Durgapur of Unit -1 under consortium with other term lenders on reciprocal basis.	2nd pari passu charge on entire current assets of the Company as a whole both present and future.	
Punjab National Bank- Rs. 3,000 Lakhs- repayable in 30 Equated quarterly instalments of Rs. 100 Lakhs beginning from June 2023.		Mortgage on the property at 6th Floor Flat No.10604 together with CAR parking space in Tower 1,"Fort Oasis" situated at 37, Panditia Road, P.S. Lake. Kolkata 700029 owned by Starwise Vincom Private Limited., a group company.	
Punjab National Bank- Rs. 4,000 Lakhs - repayable in 32 varying quarterly instalments from Rs. 87 Lakhs to Rs.163 Lakhs beginning from June 2024.		Personal Guarantees of: Mr Deepak Kumar Agarwal, Ramavatar Agarwal (Promoter Directors), Swati Agarwal (Guarantor) Corporate Guarantees of: Starwise Vincome Pvt. Ltd., Shakambhari Tie up Private Limited, Krishna Sudama Marketing Private Limited, BMS Sales Private Limited	
State Bank of India- Rs. 2,500 Lakhs-repayable in 29 varying quarterly instalments from Rs. 13 Lakhs to Rs.156 Lakhs beginning from June 2024.		Personal Guarantees of: Mr Deepak Kumar Agarwal, Ramavatar Agarwal (Promoter Directors), Swati Agarwal (Guarantor) Corporate Guarantees of: Starwise Vincome Pvt. Ltd., Shakambhari Tie up Private Limited, Krishna Sudama Marketing Private Limited, BMS Sales Private Limited	
Indian Bank- repayable in 30 Equated quarterly instalments of Rs. 1 Crore beginning from June 2023.			
b) Punjab National Bank -Rs. 2,500 Lakhs - repayable in 29 varying quarterly instalments from Rs. 25 Lakhs to Rs.157 Lakhs beginning from June 2024.	1st pari passu charge on all the fixed assets, movable as well as immovable, both present and future, including CWIP and the proposed expansion project, lying at Poradiha village, Purulia District, of Unit -II under consortium along with other term lenders on reciprocal basis.	First pari passu charge by way of assignment of brand "Elegant"	
State Bank of India- Rs. 7,500 Lakhs - repayable in 32 varying quarterly instalments from Rs.163 Lakhs to Rs.307 Lakhs beginning from June 2024.			
Other Loans		Primary Security	
a) Term Loan GECL			
From Punjab National Bank, for Rs. 4,516 Lakhs; repayable in 48 equated monthly instalments of Rs. 94 Lakhs beginning from April 2022.		Extension of charge over entire current assets of the Company as a whole both present and future.	
From Punjab National Bank, for Rs. 2,258 Lakhs and is repayable in 48 equated monthly instalments of Rs. 4,704 Lakhs beginning from January 2024.			
b) Auto Loan			
From Punjab National Bank, is repayable in 60 equated monthly instalments of Rs. 0.47 Lakhs beginning from April 2022.		Against hypothecation of Toyota Innova Crysta 2.4 ZX Diesel BS Model:2022	
From Axis Bank, is repayable in 47 monthly instalments of Rs 10.12 Lakhs starting from October 2023.		Against hypothecation of the motors acquired under respective vehicle loans.	
From Canara Bank, is repayable in 60 monthly instalments of Rs 0.75 Lakhs starting from October 2023.			

SPS STEELS ROLLING MILLS LIMITED
Notes to the Standalone Financial Statements for the year ended 31st March, 2025
(Rs. in Lakhs)

	As at 31.03.2025		As at 31.03.2024	
Current Secured				
(i) Current Maturities				
For Term Loans	4,399.15		7,107.64	
For Term Loan under GECL	1,692.45		1,693.50	
For Auto Loan	<u>109.17</u>	6,200.77	<u>129.11</u>	8,930.25
(ii) Working Capital Loans				
- Punjab National Bank	7,359.29		4,953.53	
- Indian Bank	2,880.69		1,812.31	
- Canara Bank	1,200.00		746.53	
- State Bank of India	<u>3,000.00</u>	14,439.98	<u>2,991.63</u>	10,504.00
Unsecured Loan				
Factoring against supplier's invoices		7,093.90		-
		<u>27,734.65</u>		<u>19,434.25</u>
Security for Working Capital Loans:				
Primary				
a) 1st pari-passu charge under consortium arrangement on all Current Assets, present and future, including stocks, book debts, and other current assets of iron and steel materials store or to be stored at Dr. Zakir Hussain Avenue, G. T. Road, Durgapur, West Bengal and at Vill. - Poradiha, Police Station - Santuri, Dist- Purulia (West Bengal)-723145				
b) 2nd Charge on all existing and proposed fixed assets and other non-current assets of Unit I & Unit II of the Company on pari-passu basis.				
Secondary				
c) Pari-passu second charge with term lenders on property at 6th Floor Flat No.10604 together with car parking space in Tower 1, Fort Oasis situated at 37, Panditia Road, P.S. Lake. Kolkata 700029				
d) Second pari passu charge by way of assignment of brand Elegant.				
e) Personal Guarantees of: Mr Deepak Kumar Agarwal, Mr Ramabatar Agarwal (Promoter Directors) and Mrs Swati Agarwal (Guarantor)				
f) Corporate Guarantees of Starwise Vincome Private Limited, Shakambhari Tie up Private Limited, Krishna Sudama Marketing Private Limited, BMS Sales Private Limited				

19 Provisions
Non-current

Provisions for employee benefits

- For gratuity	341.78		315.04	
- For leave salary	<u>84.17</u>	425.95	<u>73.61</u>	388.65

Current

Provisions for employee benefits

- For gratuity	45.00		20.27	
- For leave salary	11.99		7.46	
- For bonus	<u>69.32</u>	126.31	<u>72.02</u>	99.73
	<u>552.26</u>		<u>488.38</u>	

SPS STEELS ROLLING MILLS LIMITED
Notes to the Standalone Financial Statements for the year ended 31st March, 2025
(Rs. in Lakhs)

	As at 31.03.2025	As at 31.03.2024
20 Trade Payables		
Due to Micro & Small Enterprises	447.40	120.18
Due to other than Micro & Small Enterprises:		
- For goods and services	8,530.92	4,625.39
- For other expenses	523.28	1,206.45
	9,501.60	5,952.02

The company has availed factoring facilities against supplier's invoices, whose outstanding balance as on 31.03.2025 Rs. 7,093.90 lakhs (PY Nil) has been disclosed as unsecured loans under Note no. 18.

Trade Payables ageing schedule as on 31.03.2025

Particulars	Outstanding for following periods from due dates				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	447.40	-	-	-	447.40
Others	8,958.68	39.15	22.36	34.01	9,054.20
Total	9,406.08	39.15	22.36	34.01	9,501.60

Trade Payables ageing schedule as on 31.03.2024

Particulars	Outstanding for following periods from due dates				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	120.18	-	-	-	120.18
Others	5,765.27	17.62	36.87	12.08	5,831.84
Total	5,885.45	17.62	36.87	12.08	5,952.02

Note : The company has identified Micro & Small Enterprises to whom the company owes dues as under:

Particulars	As at 31.03.2025	As at 31.03.2024
a) The principal amount remaining unpaid to MSMEs supplier	447.40	120.18
b) The interest due thereon remaining unpaid to MSMEs supplier	-	-
c) The amount of interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) 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 Micro, Small and Medium Enterprises Development Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of the year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest above are actually paid to the small enterprise, for the purpose of disallowance of deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

21 Other current financial liabilities		
Interest accrued on loan	141.92	57.07
	141.92	57.07
22 Other current liabilities		
Security Deposits from customers	4,655.73	4,440.93
Advance from customers	1,556.28	1,112.39
Creditors for Capital goods	140.43	187.22
Statutory liabilities	174.38	1,226.80
Liabilities for expenses	3,984.21	4,860.03
	10,511.03	11,827.37

SPS STEELS ROLLING MILLS LIMITED
Notes to the Standalone Financial Statements for the year ended 31st March, 2025
(Rs. in Lakhs)

	Year ended 31.03.2025		Year ended 31.03.2024	
23 Revenue from operations				
Sale of products				
- Finished goods	1,69,828.43		1,30,687.28	
- Traded goods	<u>13,907.95</u>	1,83,736.38	<u>43,279.44</u>	1,73,966.73
Other operating revenues				
- Sale of raw materials and stores & spares	8,563.85		3,143.66	
- Sale of Services	276.68		-	
- Scrap Sales	<u>105.97</u>	8,946.49	<u>-</u>	3,143.66
		<u>1,92,682.87</u>		<u>1,77,110.38</u>
24 Other income				
Interest :				
- From Deposits with banks	150.20		38.20	
- From Others	<u>344.26</u>	494.45	<u>92.18</u>	130.38
Dividend		0.88		-
Rent		2.40		1.90
Royalty		37.14		14.00
Foreign Exchange Fluctuation Gain		126.06		17.08
Fair value gain on current Investments (Net)		80.07		-
Profit on sale of Property, Plant and Equipment		96.20		-
Liabilities no longer required written back		-		53.48
Miscellaneous receipts		<u>81.68</u>		<u>155.18</u>
		<u>918.88</u>		<u>372.02</u>
25 Cost of materials consumed				
Inventory of raw materials at the beginning of the year		7,225.25		7,146.10
Add: Purchases		<u>1,33,983.07</u>		<u>1,01,544.77</u>
		1,41,208.32		1,08,690.87
Less: Cost of Raw Materials sold		(8,381.68)		(5,793.60)
Less: Inventory of raw materials at the end of the year		<u>(10,377.29)</u>		<u>(7,225.25)</u>
Cost of raw materials consumed		<u>1,22,449.36</u>		<u>95,672.02</u>
26 Changes in inventories of finished goods and stock in trade				
Opening stock				
Finished goods	15,822.01		8,817.92	
Traded goods	<u>626.01</u>	16,448.02	<u>526.72</u>	9,344.64
Less :- Closing Stock				
Finished goods	14,755.03		15,822.01	
Traded goods	<u>1,252.24</u>	16,007.28	<u>626.01</u>	16,448.02
		<u>440.74</u>		<u>(7,103.38)</u>
27 Employee benefits expense				
Salaries and Wages		4,140.09		3,448.69
Directors' Remuneration		319.20		95.10
Contribution to provident and other funds		379.74		333.84
Staff welfare expenses		<u>41.14</u>		<u>15.56</u>
		<u>4,880.18</u>		<u>3,893.18</u>

SPS STEELS ROLLING MILLS LIMITED
Notes to the Standalone Financial Statements for the year ended 31st March, 2025
(Rs. in Lakhs)

	Year ended 31.03.2025		Year ended 31.03.2024	
28 Finance cost				
Interest expense				
- on Term Loans	2,330.98		2,663.98	
- on Working Capital Loans	1,390.85		1,178.54	
- others	615.53	4,337.36	469.32	4,311.84
Bank charges & other borrowing costs		476.59		316.35
		4,813.95		4,628.19
29 Depreciation and amortisation expenses				
Property, Plant & Equipment		3,198.19		2,851.65
Right-of-use assets		140.84		140.84
Intangible Assets		4.49		4.75
		3,343.52		2,997.24
30 Other expenses				
Stores and consumables		4,362.18		3,671.32
Power and fuel consumed		15,545.31		12,390.63
Processing Labour Charges		3,659.00		2,494.70
Water Charges		63.11		74.08
Repairs and Maintenance				
- Buildings	207.14		97.98	
- Plant and Machinery	229.60		157.22	
- Others	37.89	474.63	28.74	283.94
Rates and Taxes		103.62		76.11
Insurance Charges		59.85		63.84
Rent		130.57		62.20
Security Charges		256.24		356.50
Hire Charges		605.55		492.84
Travelling and Conveyance		420.41		382.51
* Payments to auditor		6.75		7.03
Legal and professional charges		213.91		268.37
CSR Expenditure (Refer Note - 37)		143.70		168.94
Freight Charges		3,441.82		3,182.93
Commission on Sales		932.80		1,127.25
Business Promotion Expenses		4,364.47		4,275.25
Advertisement expenses		3,048.97		3,097.96
Loss on sale of property, plant and equipments		-		12.71
Loss on sale of Current Investments (Net)		9.21		-
Allowance for doubtful receivables		61.80		306.77
Provision for inventory obsolescence		-		28.93
Sundry balances written off		31.57		-
Miscellaneous expenses		283.67		161.92
Total		38,219.12		32,986.74
* Payments to auditor				
Auditor's Remuneration for				
- Statutory audit		4.00		4.00
- Tax audit		0.55		0.50
- Limited Review		2.00		2.00
- Others		0.20		0.53
		6.75		7.03

	(Rs. in Lakhs)	
	Year ended 31.03.2025	Year ended 31.03.2024
31 Basic and diluted earnings per share		
(a) Profit attributable to equity shareholders of the company (Rs. in lakhs)	7,059.07	10,422.98
(b) Total number of ordinary shares outstanding for the purpose of basic earnings per share	8,05,00,000	8,05,00,000
(c) Weighted average number of ordinary shares outstanding for the purpose of basic and diluted earnings per share	8,05,00,000	8,05,00,000
(d) Earnings per share on profit for the year (Face Value Rs. 10/- per share)		
– Basic and Diluted (a/d)	8.77	12.95
– Diluted (b/d)	8.77	12.95
32 Contingent liability and commitments		
a) Letter of Credit & Bank Guarantees outstanding (net of margin money)	4,230.08	3,440.98
b) Claims against the Company currently under litigation	259.00	273.54
c) Capital Commitments (net of advances)	3,617.88	3,389.22

The management does not see any liability accruing on the company for the same Cases are pending before City Sessions Court, Calcutta under the Prevention of money Laundering Act, 2002 initiated by ED against the company and its erstwhile management. Since the present management took control of the company upon a resolution application moved under the IBC wide order dated 8th April, 2019 of the Hon’ble NCLT , Kolkata, no criminal proceeding can lie or continue against the company
A petition has been filed by the company before the Hon’ble High court at Calcutta, seeking to quash the cases and granting reliefs and exemptions.

33 Segment information
Based on the guiding principles given in Ind AS 108 on Segmental Reporting issued by The Institute of Chartered Accountants of India, the Company is a single segment Company mainly engaged in the manufacturing and trading of Steel and therefore Segment Reporting is not applicable.

34 Employee Benefits	(Rs. in lakhs)	
	Year ended 31.03.2025	Year ended 31.03.2025
(a) Defined contribution plans:		
Contribution to defined contribution plans, recognised as expense for the year are as Employer's contribution to Provident Fund and ESI	172.65	80.20
(b) Defined benefit plans:		
	Leave Encashment (Unfunded)	
	Gratuity (Unfunded)	
Statement of Assets and Liabilities for defined benefit obligation	As at 31.03.2025	As at 31.03.2024
Plan Assets	-	-
Defined benefit obligation		
Non-current	84.17	73.61
Current	11.99	7.46
Net Defined Benefit Obligation	96.16	81.07
	386.78	335.31

Defined benefits - Gratuity (Unfunded)
The valuation has been carried out using the **Project Unit Credit Method** as per Ind AS 19 to determine the Present Value of Defined Benefit Obligations and related service cost. The benefits valued in this report are made in accordance with Payment of Gratuity Act 1972, as amended up to date. Every employee who has rendered continuous service of five years or more is entitled to gratuity at 15 days salary (15/26 X last drawn basic salary plus dearness allowance) for each completed year of service subject to a maximum of Rs. 20 lakhs on superannuation, resignation, termination, disablement or on death.
These defined benefit plans expose the Company to interest rate risk, liquidity risk, salary escalation risk, demographic risk and regulatory risk.

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

The following tables analyse present value of defined benefit obligations, expense recognised in statement of Profit and Loss, actuarial assumptions and other information.

(Rs. in lakhs)

Reconciliation of the net defined benefit (asset)/ liability:	Leave Encashment		Gratuity	
	As at 31.03.2025	As at 31.03.2024	As at 31.03.2025	As at 31.03.2024
(i) Reconciliation of present value of defined benefit obligation				
(a) Balance at the beginning of the year	81.07	64.16	335.31	284.09
(b) Current service cost	15.76	14.43	58.53	48.88
(c) Interest cost	5.65	4.62	23.37	20.45
(d) Actuarial (gains)/ losses recognised in other comprehensive income				
- financial assumptions	2.31	1.67	8.79	6.72
- experience adjustment	(2.98)	0.43	(2.93)	(11.57)
(e) Benefits paid	(5.64)	(4.24)	(36.30)	(13.26)
(f) Balance at the end of the year	96.16	81.07	386.78	335.31
(ii) Expense recognised in Profit or Loss				
(a) Current service cost	15.76	14.43	58.53	48.88
(b) Interest cost	5.65	4.62	23.37	20.45
(c) Actuarial (gains) / losses	(0.68)	2.10	-	-
	20.73	21.15	81.90	69.33
(iii) Remeasurements recognised in Other Comprehensive Income				
Actuarial loss/ (gain) arising on defined benefit obligation from				
- financial assumptions	-	-	8.79	6.72
- experience adjustment	-	-	(2.93)	(11.57)
	-	-	5.87	(4.85)
(iv) Actuarial assumptions				
Financial Assumptions				
Discount rate (in %)	6.70%	6.97%	6.70%	6.97%
Expected rate of salary increase (in %)	5.00%	5.00%	5.00%	5.00%
(v) Demographic Assumptions				
Mortality Rate (100%)	IALM 2012-14	IALM 2012-14	IALM 2012-14	IALM 2012-14
Retirement age (in years)	58	58	58	58
Attrition Rates (p.a)	2	2	2	2
(vi) Sensitivity analysis				
Defined Benefit obligation (Base)	96.16	81.07	386.78	335.31
(a) Discount Rate (+/- 1%)				
Decrease - Rs. in Lakhs	105.64	89.09	422.66	367.32
Decrease - % change compared to base due to sensitivity	9.86%	9.89%	9.28%	9.55%
Increase - Rs. in Lakhs	88.09	74.24	355.88	307.67
Increase - % change compared to base due to sensitivity	-8.40%	-8.43%	-7.99%	-8.24%
(b) Salary Growth Rate (+/- 1%)				
Decrease - Rs. in Lakhs	87.33	73.96	354.37	306.22
Decrease - % change compared to base due to sensitivity	-9.18%	-9.26%	-8.38%	-8.67%
Increase - Rs. in Lakhs	106.40	89.76	423.83	368.49
Increase - % change compared to base due to sensitivity	10.65%	10.73%	9.58%	9.90%
(c) Attrition Rate (-/+ 50% of base assumption)				
Decrease - Rs. in Lakhs	94.65	79.55	383.09	331.20
Decrease - % change compared to base due to sensitivity	-1.58%	-1.87%	-0.96%	-1.22%
Increase - Rs. in Lakhs	97.50	82.40	389.95	338.87
Increase - % change compared to base due to sensitivity	1.39%	1.65%	0.82%	1.06%
(d) Mortality Rate (+/- 10%)				
Decrease - Rs. in Lakhs	95.96	80.87	386.03	334.54
Decrease - % change compared to base due to sensitivity	-0.21%	-0.25%	-0.19%	-0.23%
Increase - Rs. in Lakhs	96.36	81.26	387.52	336.06
Increase - % change compared to base due to sensitivity	0.21%	0.24%	0.19%	0.23%

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Notes to the Standalone Financial Statements for the year ended 31st March, 2025
35 Related Party Disclosures
i) Key Management Personnel (KMP) Nature of Relationship

Mr. Deepak Kumar Agarwal	Managing Director
Mr. Vikrant Ranjan	Non Executive Director
Mr. Pranab Sarkar	Independent Director
Mrs. Priyanka Goenka	Independent Director
Mr. Ashok Kumar Sharma	Independent Director
Mr. Binod Kumar Agarwal	Chief Financial Officer
Mr. Ashutosh Sharma	Company Secretary

ii) Wholly-owned Subsidiary Company

SPS Metal Cast & Alloys Limited

iii) Private companies in which a director or manager or his relative is a member or director

Eloquent Steel Private Limited	Starwise Vincom Private Limited
Infratex Commercial Private Limited	Shakambhari Tie Up Private Limited
Elegant Care Foundation	Krishna Sudama Marketing Private Limited
Bravo Sponge Iron Private Limited	BMS Sales Private Limited
Eloquent Steel Iron Private Limited	Bengal Alloys and Melters Private Limited
Shakambhari Ispat & Power Limited	Nexon Iron and Steel Private Limited
Ess Dee Aluminium Limited	

iv) Body Corporates in which a director or manager or his relative is a member or director

Damodar Valley Power Consumer's

v) Other related parties

Mrs. Swati Agarwala	Relative of KMP
Mr. Ramabatar Agarwal	Relative of KMP
Mrs. Tanesha Agarwal	Relative of KMP
Mr. Mridul Agarwal	Relative of KMP

(Rs. in Lakhs)

vi) The following transactions were carried out with related parties in the ordinary course of business:

Nature of transaction	Name of related party	Transaction for the year ended	
		31-03-2025	31-03-2024
Purchase of Goods	Shakambhari Ispat & Power Limited	44,633.92	69,281.92
	Bravo Sponge Iron Private Limited	33,783.13	31,487.45
	Eloquent Steel Private Limited	5,218.16	4,002.64
	Eloquent Steel Iron Private Limited	1,354.76	-
	Ess Dee Aluminium Limited	16.31	705.23
	SPS Metal Cast & Alloys Limited	-	455.58
Sale of Goods	Shakambhari Ispat & Power Limited	30,270.68	17,758.85
	Bravo Sponge Iron Private Limited	4,263.72	4,375.05
	Eloquent Steel Private Limited	1,696.44	3,985.95
	Ess Dee Aluminium Limited	233.00	162.55
Sale of Investment	SPS Metal Cast & Alloys Limited	-	61.00
Director's Remuneration	Mr. Deepak Kumar Agarwal	300.00	84.00
	Mr. Vikrant Ranjan	16.20	11.10
	Mrs. Priyanka Goenka	3.00	-
Rent	Infratex Commercial Private Limited	5.48	6.00
	Shakambhari Ispat & Power Limited	1.42	-
	Eloquent Steel Iron Private Limited	70.33	54.13
	Eloquent Steel Private Limited	0.85	-
	Bengal Alloys & Melters Private Limited	1.12	-
Earnest Money Deposit paid	Nexon Iron & Steel Private Limited	700.00	-
Earnest Money Deposit refunded	Nexon Iron & Steel Private Limited	700.00	-
Royalty Paid	Shakambhari Ispat & Power Limited	5.90	5.90

(Rs. in Lakhs)

vii) The following transactions were carried out with related parties in the ordinary course of business (contd.) :

Nature of transaction	Name of related party	Transaction for the year ended	
		31-03-2025	31-03-2024
Membership Subscription	Damodar Valley Power Consumers	2.00	-
Unsecured Loan & Advances Given	SPS Metal Cast & Alloys Limited	-	2,000.00
	Bengal Alloys & Melters Pvt Ltd	-	7.50
Unsecured Loan & Advances Repaid	SPS Metal Cast & Alloys Limited	-	2,000.00
	Bengal Alloys & Melters Pvt Ltd	-	7.50
Loans Taken	SPS Metal Cast & Alloys Limited	-	968.00
Loans Refunded	SPS Metal Cast & Alloys Limited	-	973.42
CSR Contribution	Elegant Care Foundation	143.00	168.00
Royalty Received	Shakambhari Ispat & Power Ltd	37.78	16.52
	Eloquent Steel Pvt. Ltd.	5.90	-
Rent Received	Shakambhari Ispat & Power Ltd	0.71	0.71
	Bravo Sponge Iron Pvt. Ltd.	0.71	0.41
	Eloquent Steel Pvt. Ltd.	0.71	0.41
	SPS Metal Cast & Alloys Limited	0.71	0.71
Professional Service	Tanesha Agarwal	-	90.00
Salraries and Wages	Tanesha Agarwal	90.00	-
Reimbursement of Expenses	SPS Metal Cast & Alloys Limited	10.54	3.60

(Rs. in Lakhs)

viii) Outstanding balances:

Name of related party	Balance for the year ended	
	31-03-2025	31-03-2024
Receivables from Customers		
Shakambhari Ispat & Power Ltd.	2,740.12	-
Miscellaneous		
Eloquent Steel Iron Pvt Ltd(Security Deposit)	170.00	70.00
SPS Metal Cast & Alloys Ltd.(Investment - Subsidiary)	1,300.00	1,300.00
Guarantees given by		
Starwise Vincom Private Limited	4,357.47	4,717.49
Shakambari Tie Up Private Limited	4,357.47	4,717.49
Krishna Sudama Marketing Private Limited	4,357.47	4,717.49
BMS Sales Private Limited	4,357.47	4,717.49
Mr. Deepak Kumar Agarwal	4,357.47	4,717.49
Mr. Ramabatar Agarwal	4,357.47	4,717.49
Mrs. Swati Agarwala	4,357.47	4,717.49

As the future liability for gratuity and compensated encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to the key management personnel is not ascertainable and, therefore, not included above.

All decisions relating to the remuneration of the directors are taken by the board of directors of the Company, in accordance with shareholder approval, wherever necessary.

Terms and conditions of transactions with related parties

The transactions with related parties are made in the ordinary course of business and on terms equivalent to those that prevailed in arm’s length transactions during the financial year.

36 Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- (i) Credit risk
- (ii) Liquidity risk
- (iii) Market risk

Risk management framework

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

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

The Company has standard operating procedures and investment policy for deployment of surplus liquidity, which is periodically approved by the board of directors.

(i) Credit risk

Credit risk is the risk of financial loss of the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations under the contract. Financial instruments that are subject to credit risk and concentration thereof principally consists of trade receivables, security deposits given, earnest money deposits given, balances with bank and bank deposits. The maximum exposure in respect of these instruments amounts to **Rs. 37,353.05 Lakhs (PY : Rs. 29,152.69 Lakhs)** excluding loss allowance of Rs. 7,710.11 Lakhs (PY Rs. 10,998.94 Lakhs) on trade receivables. The company has Rs. 1,241.72 outstanding as security deposits and earnest money deposit which are largely confirmed and considered good. The Company has not provided any financial guarantees to third parties.

(ii) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's finance team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has fund and non-fund based working capital lines from various banks. Furthermore, the Company have access to undrawn lines of committed and uncommitted borrowing/ facilities. The company invests its surplus funds in bank fixed deposit (presently liened) and in securities, which are subject to market risk.

The cash and cash equivalents of the company amounts to **Rs 6,813.60 lakhs (PY : Rs 42.31 lakhs)**.

Exposure to liquidity risk

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

(Rs in Lakhs)				
As at 31st March 2025	Less than 1	1-5 years	> 5 years	Total
Borrowings	27,734.64	13,376.00	309.64	41,420.28
Trade payables	9,406.08	95.52	-	9,501.60
	37,140.72	13,471.52	309.64	50,921.88

(Rs in Lakhs)				
As at 31st March 2024	Less than 1	1-5 years	> 5 years	Total
Borrowings	19,591.34	14,549.55	3,343.46	37,484.35
Trade payables	5,885.45	66.57	-	5,952.02
	25,476.79	14,616.12	3,343.46	43,436.37

(iii) Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, payables and borrowings.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to its long-term debt obligations with floating interest rates. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

Exposure to interest rate risk (Rs in Lakhs)

The interest rate profile of the Company's interest bearing financial instruments at the end of the reporting period are as follows:

Particulars	As at 31.03.2025	As at 31.03.2024
Variable rate instruments		
Financial liabilities	41,420.28	37,427.27

(b) Equity price risks

Equity price risks is related to the change in market reference price of investments in equity securities held by the Group. The fair value of quoted investments held by the Group exposes the Group to equity price risks. In general, these investments are not held for trading purposes.

(c) Currency risk

The company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The carrying amounts of the company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	As at 31.03.2025		As at 31.03.2024	
	USD	INR	USD	INR
Financial Assets	5.15	475.84	8.87	739.42
Financial Liabilities	0.06	5.11	0.88	73.37

37 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The management monitors the return on capital, as well as the level of dividends to equity shareholders.

The Company's objective when managing capital are to:

For the purpose of the Company's capital management, capital includes issued equity share capital and other equity reserves attributable to the equity holders.

	As at 31.03.2025	(Rs. in Lakhs) As at 31.03.2024
Equity Share Capital	8,050.00	8,050.00
Other Equity	55,798.67	48,721.60
Total Equity (A)	63,848.67	56,771.60
Non-Current Borrowings	13,685.63	17,993.02
Current Borrowings	27,734.65	19,434.25
Gross Debt (B)	41,420.28	37,427.27
Total (A+B)	1,05,268.95	94,198.87
Gross Debt (as above)	41,420.28	37,427.27
Less: Cash and Cash Equivalents	6,813.60	42.31
Net Debt (C)	34,606.68	37,384.95
Net debt to equity	0.57	0.96

38 Financial instruments and related disclosures**38.1 Fair value measurement**

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

The Company has established the following fair value hierarchy that categories the value into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: The hierarchy uses quoted (adjusted) prices in active markets for identical assets or liabilities. The fair value of all bonds which are traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date.

Level 2: The fair value of financial instruments that are not traded in an active market (for example traded bonds, over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on company specific estimates. The mutual fund units are valued using the closing net asset value. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

The management assessed that trade receivables, cash and cash equivalent, trade payable and other financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The company uses the discounted cash flow techniques (in relation to interest-bearing borrowings and loans) which involves determination of present value of expected receipt/payment discounted using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The fair value so determined is classified as Level 2.

38.2 Financial instruments by category

The following table shows fair values of financial assets and liabilities, including their levels in financial hierarchy, together with the carrying amounts shown in the statement of financial position.

(Rs. in Lakhs)				
	As at		As at	
	31st March 2025		31st March 2024	
	Carrying amount	Fair value Level 1	Carrying amount	Fair value Level 1
A. Financial assets:				
Measured at amortised cost				
Investments	1,300.03	2,836.74	1,300.03	-
Trade receivables	17,815.77	-	17,037.96	-
Cash and cash equivalents	6,813.60	-	42.31	-
Other financial assets	5,265.38	-	1,168.66	-
Measured at fair value through other comprehensive income				
Investments	-	165.79	-	153.71
B. Financial liabilities:				
Measured at amortised cost				
Borrowings	41,420.28	-	37,427.27	-
Trade payables	9,501.60	-	5,952.02	-
Other financial liabilities	141.92	-	57.07	-

(Rs. in Lakhs)				
39 CSR Disclosures	As at 31.03.2025		As at 31.03.2024	
(a) Amount required to be spent by the company during the year		161.32		129.33
(b) Amount approved by the Board to be spent during the year		143.70		168.94
(c) Amount of expenditure incurred				
- On construction/acquisition of any asset		-		-
- On purposes other than above	143.70	143.70	168.94	168.94

(d) Out of CSR expenses above, Rs. 143.00 lakhs (Previous Year Rs. 168.00 lakhs) contributed to Elegant Care Foundation, which is a related party. (Refer Note-35)

(e) Reconciliation of CSR spending:

Particulars	Opening Balance	Amount required to be spent during the year	Amount spent during the year	Closing Balance	Balance carried forward
Previous reporting period	15.45	129.33	168.94	55.06	55.06
Current reporting period	55.06	161.32	143.70	37.44	37.44

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Notes to the Standalone Financial Statements for the year ended 31st March, 2025
40 Income Tax

Income Tax Recognised in Profit & Loss :-

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Current tax		
In respect of the current year	-	-
Total	-	-
Deferred tax		
In respect of the current year	807.03	1,096.52
Total	807.03	1,096.52
Total income tax expense recognised in the current year	807.03	1,096.52

The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Profit before tax	7,864.63	11,498.14
Applicable Tax Rate	34.944%	34.944%
Income tax expense	2,748.22	4,017.91
Tax Effect of :		
Expenses that are not deductible in determining taxable profit	(1,357.84)	(1,777.14)
Brought forward losses and Unabsorbed depreciation	(2,195.25)	(1,122.88)
Income tax expenses recognised in Profit & Loss (A)	(804.87)	1,117.89
Deferred tax on items that will not be reclassified to profit or loss		
Remeasurements of Defined Benefit Plan	2.05	(1.70)
Fair value changes of investments in mutual fund	(4.22)	(19.67)
Income tax expenses recognised in Other Comprehensive Income (B)	(2.17)	(21.37)
Total income tax expense recognised in the current year (A + B)	(807.03)	1,096.53

41 Financial Ratios

Particulars	As at 31st March, 2025		As at 31st March, 2024		% Change in ratios	Reason of % Change beyond 25%
Current Ratio						
Current Assets	69,928.20		60,598.04			NA
Current Liability	48,015.50	1.46	37,370.44	1.62	-10.19%	
Debt - Equity Ratio						
Total Debt	41,420.28		37,427.27			NA
Shareholders Equity	63,848.67	0.65	56,771.60	0.66	-1.60%	
Debt Service Coverage Ratio						
Earnings available for debt services	14,842.53		18,027.00			NA
Debt Services	11,380.18	1.30	12,138.39	1.49	-12.18%	
Return on Equity Ratio						
Net Profit after tax	7,059.07		10,422.98			Increase in Price of Raw Materials & Decrease in Selling price of goods resulting in lower profit.
Average Shareholders Equity	60,310.14	11.70%	51,539.70	20.22%	-42.12%	
Inventory Turnover Ratio						
Sales	1,92,682.87		1,77,110.38			NA
Average Inventory	28,144.76	6.85	22,961.45	7.71	-11.24%	
Trade Receivables Turnover Ratio						
Sales	1,92,682.87		1,77,110.38			NA
Average Trade Receivables	17,426.87	11.06	15,748.54	11.25	-1.68%	

41 Financial Ratios (Cont.)

Particulars	As at 31st March, 2025		As at 31st March, 2024		% Change in ratios	Reason of % Change beyond 25%
Trade Payables Turnover Ratio						
Net Credit Purchases	1,45,573.31		1,34,455.04			NA
Average Trade Payables	7,726.81	18.84	7,005.97	19.19	-1.83%	
Net Capital Turnover Ratio						
Revenue from Operations	1,92,682.87		1,77,110.38			NA
Working Capital	21,912.70	8.79	23,227.61	7.62	15.32%	
Net Profit Ratio						
Net Profit	7,059.07		10,422.98			Increase in Price of Raw Materials & Decrease in Selling price of goods resulting in lower profit.
Revenue from Operations	1,92,682.87	3.66%	1,77,110.38	5.89%	-37.75%	
Return on Capital employed						
EBIT	12,201.99		15,809.98			Increase in Price of Raw Materials & Decrease in Selling price of goods resulting in lower profit.
Capital Employed	1,02,937.67	11.85%	91,309.27	17.31%	-31.54%	
Return on investment						
Income generated from Investments	93.04		12.07			Incresed investment in quoted securities
Time weighted average Investments	4,222.48	2.20%	1,453.74	0.83%	165.30%	

42 The Company has entered into operating lease agreements in letting out space. The lease agreements are made for specific period. Lease payments recognized in the Statement of Profit & Loss for the year ended 31st March, 2025 amounted to Rs 2.40 Lakhs (Previous Year- Rs. 1.90 Lakhs). Future receivables for operating lease are as follow:

(Amount in Rs. Lakhs)		
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Not Later than 1 Year	2.40	2.40
Later than one year but not later than 5 years	7.20	7.20
More than 5 years	5.90	7.70

Since the lease is an operating lease, the Company is accounting for the rental income in the books as per the requirement of Ind AS 116 over the period of the lease term.

43 The Company has entered into leave & license agreement for letting in space. The lease agreements are made for specific period as per agreement. Lease payments paid are recognized in the Statement of Profit & Loss ended 31 March 2025 amounted to Rs 130.57 lakhs (Previous Year Rs 62.20 Lakhs). Future payments for operating leases are as follow:

(Amount in Rs. Lakhs)		
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Not Later than 1 Year	98.94	47.00
Later than one year but not later than 5 years	239.64	98.58
More than 5 years	48.00	3.36

44 Additional regulatory information pursuant to the requirement of Schedule III to the Companies Act 2013

The management hereby declares that ;

(i) The company does not have any Benami property, where any proceeding has been initiated or is pending against the company for holding any Benami property.

(ii) The company does not have any transactions with companies struck off.

(iii) The company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(iv) The company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The company has not advanced or loaned or invested funds to or in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

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

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

(a) directly or indirectly lend or to invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

vii) The company has not made any such transaction which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

(viii) The company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the company with banks and financial institutions are in agreement with the books of accounts.

(ix) The company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(x) The company has complied with the number of layers prescribed under the Companies Act, 2013.

(xi) The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

45 Figures for the previous periods have been re-grouped/rearranged to confirm to the current period's classification as under:

a) Rs. 3,155.00 Lakhs has been regrouped from Other Current Assets to Loans.

b) Rs. 57.53 Lakhs has been regrouped from Other Current Assets to Other Financial Assets.

c) Rs. 100.01 Lakhs has been regrouped from Non-Current Borrowing to Current Borrowing.

d) Rs.57.07 Lakhs has been regrouped from Other Current Financial Liabilities to Current Borrowing.

As per our Report Annexed

For V.SINGHI & ASSOCIATES

Chartered Accountants

Firm Registration No. 311017E

(V.K. Singhi)

Partner

Membership No. 050051

Place: Kolkata

Date: 30th May, 2025

For and on behalf of the Board

Deepak Kumar Agarwal

Managing Director

DIN : 00646153

Ashok Kumar Sharma

Director

DIN : 09273096

Binod Kumar Agrawal

Chief Financial Officer

AGEPA5572F

Ashutosh Sharma

Company Secretary

M. No.: 9045

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SPS STEELS ROLLING MILLS LIMITED

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of SPS Steels Rolling Mills Limited (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2025, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement for the year ended, the Consolidated Statement of Changes in Equity for the year then ended together with Material Accounting Policies and Additional Notes (hereinafter referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standard (Ind AS), the consolidated financial position of the Company as at 31st March, 2025, and its financial performance including other comprehensive income, its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How the matter was addressed in our audit
<p>1. Expenditure on capital projects</p> <p>We consider capital expenditure as a key audit matter due to:</p> <ul style="list-style-type: none">• Significance of amount incurred on such items during the year ended March 31, 2025.• Judgements and estimates required by management in assessing assets meeting the capitalization criteria set out in Ind AS 116 Property Plant and Equipment• Judgment involved in determining the eligibility of costs including borrowing cost and directly attributable cost for capitalization as per the criteria set out in Ind AS 116 Property Plant and Equipment	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none">• We obtained an understanding of the company's capitalization policy and assessed for compliance with the relevant accounting standards.• We obtained an understanding, evaluated the design and tested the operating effectiveness of controls related with capital expenditure and capitalization of assets. <p>We performed substantive testing on a sample basis for each element of capitalised costs including inventory issued to contractors for the purpose of these projects and physical verification performed by management along with reconciliation and directly attributable cost, including verification of underlying supporting evidence and understanding nature of the costs capitalised.</p>

Information Other than the Consolidated Financial Statements and Auditors' Report thereon:

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Directors' Report including Annexures to Directors' Report, Management Discussion and Analysis Report and Report on Corporate Governance, but does not include the Consolidated Financial Statements and our Auditors' Report thereon.

Our opinion on the Consolidated 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 Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available, and in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of Auditors' report, 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.

When we read the other information, which we will obtain after the date of Auditors' Report and if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility and those charged with governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group, for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the designing, 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatements, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the Company included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditors' Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatements, 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 Consolidated Financial Statements.

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

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

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

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

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

Other Matters

We did not audit the consolidated financial statements / financial information in respect of the subsidiary, 'SPS Metal Cast & Alloys Limited' (including its subsidiaries), included in the consolidated financial statements, whose financial statements / financial information reflect total assets of Rs.27,793.15 lakhs as at 31st March, 2025, total revenue of Rs.18,206.69 lakhs, net cash inflow of Rs. 153.24 lakhs for the year ended on that date, as considered in the Consolidated Financial Results. This financial statements / financial information has been audited by other auditor, whose report has been furnished to us by the Management of the Parent Company and our conclusion on the Statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-section (3) of section 143 of the Act, is based solely on the report of the other auditor.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial statements/ financial information certified by the management.

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 Act, and on the basis of our examination of the books and records of the company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we give in the Annexure 'A', a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid Consolidated Financial Statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the report of the other auditor.

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards (Ind AS) specified under Section 133 of the Act;
- (e) On the basis of the written representations received from the directors of the Holding company as on 31st March, 2025 taken on record by the Board of directors and on the basis of the reports of the statutory auditors of subsidiary, none of the directors are disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, its subsidiary company incorporated in India and the operating effectiveness of such controls, as required under Section 143 (3)(i) of the Act, refer to our separate report in Annexure 'B'.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Financial Statements have disclosed the impact of pending litigations on its consolidated financial position of the Holding Company and its subsidiary in its Consolidated Financial Statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts; and
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company;
 - iv. (a) The respective managements of the holding company and its subsidiary have represented that, to the best of their 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 Holding Company and its subsidiary 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 Holding Company and its subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective managements of the holding company and its subsidiary have 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 holding company and its subsidiary from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the holding company and its subsidiary shall, whether, directly or indirectly, lend to 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 (a) and (b) above, contain any material misstatement.

- v. Neither the Holding company nor its subsidiary has declared or paid any dividend during the financial year. Hence the compliance of Sec 123 of The Companies Act, 2013 is not applicable.
- vi. Based on our examination, including tests checks, the Group has used an accounting software with audit trail (edit log) feature for maintaining its books of account, which have been consistently operated throughout the year for all relevant transactions. During our audit, we did not find any instance of the audit trail feature being tampered with and the audit trail has been preserved by the company as per statutory requirements for record retention.

For V Singhi & Associates
Chartered Accountants
Firm Regn. No:311017E

(V.K. Singhi)
Partner
Membership No.:050051
UDIN: 25050051BMJONF4003

Place: Kolkata
Date: 30th May, 2025

Annexure A to the Independent Auditors' Report

Referred to in Paragraph-1 of Other Legal and Regulatory Requirements section of our Report of even date to the members of SPS STEELS ROLLING MILLS LTD. on the Consolidated Financial Statements for the year ended 31st March, 2025.

In terms of the information and explanations sought by us and given by the holding company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

There is no qualifications or adverse remark by the respective auditors in the Companies (Auditors Report) Order (CARO) report of the companies included in the Consolidated Financial Statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For V Singhi & Associates
Chartered Accountants
Firm Regn. No:311017E

(V.K. Singhi)
Partner
Membership No.:050051
UDIN: 25050051BMJONF4003

Place: Kolkata
Date: 30th May, 2025

Annexure B to the Independent Auditors' Report

The Annexure B referred to in paragraph 2(f) of Report on Other Legal and Regulatory Requirements paragraph of our report of even date to the members of SPS STEELS ROLLING MILLS LIMITED on the Consolidated Financial Statements for the year ended 31st March, 2025.

Report on the Internal Financial Control with reference to the aforesaid Consolidated Financial Statements under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 ("The Act").

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended 31st March 2025, we have audited the internal financial controls with reference to financial reporting of SPS Steels Rolling Mills Limited ("the Company") and its subsidiary company (the Holding Company and its subsidiary together referred to as "the Group"), which is incorporated in India as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their report referred to in the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to Financial Reporting

A company's internal financial control with reference to financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to 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 Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Reporting

Because of the inherent limitations of internal financial controls with reference to financial reporting, including the possibility of collusion or improper management with reference to ride 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 with reference to financial reporting to future periods are subject to the risk that the internal financial control with reference to 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 group has, in all material respects, an adequate internal financial controls system With reference to financial reporting and such internal financial controls with reference to financial reporting were operating effectively as at 31st March 2025, based on the internal control with reference to financial reporting criteria established by the holding company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls with reference to Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to one subsidiary company along with its seven step-subsiidiaries, which is incorporated in India, is based on the corresponding reports of the auditor of such subsidiary. Our opinion is not modified in respect of this matter.

For V Singhi & Associates

Chartered Accountants

Firm Regn. No:311017E

(V.K. Singhi)

Partner

Membership No.:050051

UDIN: 25050051BMJONF4003

Place: Kolkata

Date: 30th May, 2025

SPS STEELS ROLLING MILLS LIMITED
Consolidated Balance Sheet as at 31st March, 2025

		(Rs. in Lakhs)	
	Note	As at 31.03.2025	As at 31.03.2024
ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment	3	47,816.74	44,479.08
(b) Right of use assets	4	2,363.07	2,505.49
(c) Capital work-in-progress	5	2,250.99	3,937.28
(d) Goodwill		201.73	50.82
(e) Other Intangible Assets	6	14.10	18.60
(f) Financial Assets			
(i) Investments	7	2,663.44	2,650.97
(ii) Loans	8	12,059.14	5,496.02
(iii) Other Financial Assets	9	4,953.12	1,122.58
(f) Deferred Tax assets (net)	10	-	408.32
(g) Other Non-Current assets	11	236.10	559.56
Total Non-current assets		72,558.43	61,228.72
2 Current assets			
(a) Inventories	12	30,017.18	26,272.35
(b) Financial assets			
(i) Investments	7	2,836.74	-
(ii) Trade receivables	13	27,491.49	20,545.16
(iii) Cash and cash equivalents	14	7,292.89	368.37
(iv) Loans	15	3,139.20	3,198.50
(v) Other Financial Assets	9	326.98	57.53
(c) Current tax assets (net)	16	527.09	653.84
(d) Other current assets	11	8,672.95	13,498.51
Total Current assets		80,304.52	64,594.26
TOTAL ASSETS		1,52,862.95	1,25,822.98
EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	17	8,050.00	8,050.00
(b) Other equity	18	61,309.24	53,072.64
Total Equity		69,359.24	61,122.64
Non- Controlling Interest		3.00	2.00
Liabilities			
2 Non-current liabilities			
(a) Financial liabilities			
Borrowings	19	17,373.11	19,858.68
(b) Provisions	20	425.95	388.65
(c) Deferred Tax liabilities (net)	10	399.80	-
Total Non-current liabilities		18,198.85	20,247.33
3 Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	27,734.65	19,441.25
(ii) Trade payables	21		
- total outstanding dues of micro & small enterprises;		447.40	120.18
- total outstanding dues of creditors other than micro and small enterprises		20,105.87	12,610.49
(iii) Other Financial Liabilities	22	141.92	57.07
(b) Other current liabilities	23	16,745.71	12,122.29
(c) Provisions	20	126.31	99.74
Total Current liabilities		65,301.86	44,451.02
TOTAL EQUITY AND LIABILITIES		1,52,862.95	1,25,822.98

The accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date attached

For V.SINGHI & ASSOCIATES

Chartered Accountants

Firm Registration No. 311017E

For and on behalf of the Board

(V.K. Singhi)

Partner

Membership No. 050051

Deepak Kumar Agarwal

Managing Director

DIN : 00646153

Ashok Kumar Sharma

Director

DIN : 09273096

Place: Kolkata

Date: 30th May, 2025

Binod Kumar Agrawal

Chief Financial Officer

AGEPA5572F

Ashutosh Sharma

Company Secretary

M. No.: 9045

SPS STEELS ROLLING MILLS LIMITED
Consolidated Statement of Profit and Loss for the year ended 31st March, 2025
(Rs. in Lakhs)

	Note	Year ended 31.03.2025	Year ended 31.03.2024
I Revenue from operations	24	2,10,889.56	2,05,478.56
II Other income	25	947.01	549.83
III Total income (I + II)		2,11,836.57	2,06,028.39
IV Expenses			
Cost of materials consumed	26	1,22,449.35	95,672.02
Purchase of stock-in-trade		28,344.56	59,998.48
Changes in inventories of finished goods and stock-in-trade	27	440.75	(7,103.38)
Employee benefits expense	28	4,945.24	3,956.27
Finance costs	29	4,843.54	4,628.19
Depreciation and amortisation expense	30	3,453.97	3,111.04
Other expenses	31	38,333.80	33,090.36
Total expenses		2,02,811.22	1,93,352.96
V Profit before tax (III- IV)		9,025.35	12,675.43
VI Tax :			
Current tax		1.87	0.14
Deferred tax		804.86	1,076.45
VII Profit for the year (V-VI)		8,218.61	11,598.84
VIII Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of Defined Benefit Plan		(5.87)	4.86
(b) Fair value changes of investments in mutual fund		12.08	56.29
Income tax on items that will not be reclassified subsequently to profit and loss		2.17	21.37
Other comprehensive income/(Loss) for the year		4.04	39.78
IX Total comprehensive income for the year (VII+VIII)		8,222.65	11,638.61
X Earnings per equity share	32		
[Face value of equity share Rs. 10 each (PY Rs. 10 each)]			
- Basic		10.21	14.41
- Diluted		10.21	14.41

The accompanying notes form an integral part of the Standalone Financial Statements
As per our report of even date attached
For V.SINGHI & ASSOCIATES

Chartered Accountants

Firm Registration No. 311017E

For and on behalf of the Board
(V.K. Singhi)
Partner
Membership No. 050051
Deepak Kumar Agarwal

Managing Director

DIN : 00646153

Ashok Kumar Sharma

Director

DIN : 09273096

Place: Kolkata
Date: 30th May, 2025
Binod Kumar Agrawal

Chief Financial Officer

AGEPA5572F

Ashutosh Sharma

Company Secretary

M. No.: 9045

SPS STEELS ROLLING MILLS LIMITED
Consolidated Statement of Cash Flows for the year ended 31st March, 2025
(Rs. in Lakhs)

	Year ended 31.03.2025	Year ended 31.03.2024
A Cash flow from operating activities		
Profit Before Tax	9,025.34	12,675.42
Adjustment for Non-Cash/Non-Operating Items		
Interest income	(494.45)	(130.38)
Depreciation and amortisation expense	3,453.97	3,111.04
Finance costs	4,843.53	4,628.19
Allowance for doubtful receivables	61.80	306.77
Provision for inventories	-	28.93
Sundry balance written off	31.57	-
Fair value gain on current Investments (Net)	(80.07)	-
Loss on sale of Current Investment (Net)	9.21	-
(Profit)/Loss on sale of property, plant and equipments	(96.20)	12.71
Liabilities written back	-	(53.48)
Operating profit before working capital changes	16,754.71	20,579.20
Adjustment for Working Capital Changes		
Trade receivables, advances and other assets	(8,845.55)	(9,535.04)
Inventories	(3,744.83)	(6,650.74)
Trade payables, other liabilities and provisions	12,588.87	5,390.51
Cash generated from operations	16,753.21	9,783.93
Income tax paid	126.05	(322.89)
Net Cash from operating activities	16,879.26	9,461.04
B Cash flow from investing activities		
Acquisition of property, plant and equipment & Expenditure on Capital Work-in-Progress	(5,184.95)	(10,940.29)
Proceeds from sale of property, plant and equipment	171.80	85.85
Investment in Securities	(3,230.19)	-
Sale proceeds from sale of securities	464.32	-
Decrease in Capital Advances	179.24	-
Investment in Term deposit	-	(0.01)
(Investment)/Redemption of fixed deposits	(3,827.27)	(320.00)
Purchase of other Investments	(0.40)	(2,497.22)
Interest received	494.45	130.38
Net cash used in investing activities	(10,933.00)	(13,541.29)
C Cash flow from financing activities		
Proceeds /(Re-payment) of borrowings	5,807.85	6,366.25
Interest paid	(4,843.53)	(4,628.19)
Net cash used in financing activities	964.31	1,738.06
Net increase in cash & cash equivalents	6,910.57	(2,342.21)
Cash & Cash equivalents at beginning of the year	368.36	2,709.54
Add : Transferred from Business Re-organisation Reserve A/c	13.96	1.03
Cash & Cash equivalents at closing of the year	7,292.89	368.37

Note :

- i) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS- 7 on Statement of Cash Flows.

Company Information and Material Accounting Policy and the accompanying Notes form part of the Consolidated Financial Statements
As per our report of even date attached
For V.SINGHI & ASSOCIATES

Chartered Accountants

Firm Registration No. 311017E

For and on behalf of the Board
(V.K. Singhi)
Partner
Membership No. 050051
Deepak Kumar Agarwal

Managing Director

DIN : 00646153

Ashok Kumar Sharma

Director

DIN : 09273096

Place: Kolkata
Date: 30th May, 2025
Binod Kumar Agrawal

Chief Financial Officer

AGEPA5572F

Ashutosh Sharma

Company Secretary

M. No.: 9045

SPS STEELS ROLLING MILLS LIMITED
Consolidated Statement of Changes in Equity for the year ended 31st March, 2025
(Rs. in Lakhs)
A. Equity share capital
1) Current Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
8,050.00	-	8,050.00

2) Previous Reporting Period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
8,050.00	-	8,050.00

B. Other equity

Particulars	Reserves and surplus					Items of Other Comprehensive Income	Total
	General Reserves	Securities Premium	Business Re-organisation Reserve	Revaluation Reserve	Retained earnings		
Balance as at 1 April 2023	87.00	9,150.00	60,717.34	7,437.62	(35,956.38)	(2.58)	41,433.00
Profit or Loss for the year	-	-	-	-	11,598.82	-	11,598.82
Additional depreciation due to Revaluation	-	-	-	(1,603.77)	1,603.77	-	-
Other Comprehensive Income	-	-	-	-	3.16	36.62	39.78
Total Comprehensive Income	-	-	12,646.30	-	3,647.64	36.62	16,330.56
Transferred to Business Re-organisation Reserve	-	-	1.03	-	-	-	1.03
Balance as at 31 March 2024	87.00	9,150.00	60,718.37	5,833.85	(22,750.62)	34.04	53,072.64
Profit or Loss for the year	-	-	-	-	8,218.61	-	8,218.61
Additional Depreciation due to Revaluation	-	-	-	(1,873.68)	1,873.68	-	-
Other Comprehensive Income	-	-	-	-	(3.82)	7.86	4.04
Total Comprehensive Income	-	-	-	(1,873.68)	10,088.47	7.86	8,222.65
Transferred to Business Re-organisation Reserve	-	-	13.96	-	-	-	13.96
Balance as at 31st March, 2025	87.00	9,150.00	60,732.33	3,960.17	(12,662.15)	41.90	61,309.25

Company Information and Material Accounting Policy and the accompanying Notes form part of the Consolidated Financial Statements
As per our report of even date attached
For V.SINGHI & ASSOCIATES

Chartered Accountants

Firm Registration No. 311017E

For and on behalf of the Board
(V.K. Singhi)
Partner
Membership No. 050051
Deepak Kumar Agarwal

Managing Director

DIN : 00646153

Ashok Kumar Sharma

Director

DIN : 09273096

Binod Kumar Agrawal

Chief Financial Officer

AGEPA5572F

Ashutosh Sharma

Company Secretary

M. No.: 9045

Place: Kolkata
Date: 30th May, 2025

SPS STEELS ROLLING MILLS LIMITED

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

1. Corporate information

The Company is a public limited Company incorporated in India on 26th December, 1981 having its registered office at Diamond Prestige, 41A, A.J.C. Bose Road, 7th Floor, Room No -701, Kolkata-700017. The Company's shares are listed in Calcutta Stock Exchange Limited.

The Company and its subsidiaries (collectively referred to as 'the Group') have presence across the entire value chain of steel manufacturing from mining and processing iron ore and coal to producing and distributing finished products. The Company is principally engaged in the business of manufacturing and trading of iron and steel products and is the owner of the "Elegant" brand. The Group offers a broad range of steel products.

The Consolidated financial statements as at March 31, 2025 present the financial position of the Group as well as its interests in associate companies and joint arrangements. The consolidated financial statements of SPS Metal Cast & Alloys Limited which includes seven step-subsidiaries has been consolidated.

The Consolidated Financial Statements are approved for issue by the company's Board of Directors on 30th May, 2025.

2. Material Accounting policy

a. Statement of Compliance

The financial statements have been prepared in accordance with the provisions of Companies Act, 2013 and in compliance with the Indian Accounting Standards (Ind AS), as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, as amended from time to time.

b. Basis of preparation

The Financial statements are prepared under the historical cost convention on the accrual basis following the Going Concern principles except for Derivative Financial Instruments, Plan Assets related to employee benefits and certain Financial Liabilities and Financial assets which are measured at fair values as per respective Notes included hereafter.

The Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest two decimal lakhs except otherwise stated.

c. Use of judgments and estimates

In preparing these Standalone Financial Statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Critical accounting judgements and key sources of estimation uncertainty:

i. Useful lives of Property, Plant and Equipment:

The Group uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the remaining useful life of the assets.

ii. 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 certain valuation techniques. 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.

iii. Defined benefit plans:

The cost of the defined benefit plan includes gratuity and the present value of the gratuity obligation are determined using actuarial valuations using projected unit credit method. 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 reporting date.

iv. Recognition and measurement of provisions and contingencies:

There are certain key assumptions about the likelihood and magnitude of an outflow of resources. Provision is made towards known contractual obligation, litigation cases and pending assessments in respect of taxes, duties and other levies, if any, in respect of which management believes that there are present obligations and the settlement of such obligations are expected to result in outflow of resources, to the extent provided for.

d. Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Group'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 based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

SPS STEELS ROLLING MILLS LIMITED

Notes to the Consolidated Financial Statements for the year ended 31 March, 2025

Current and Non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- i. Expected to be realized or intended to be sold or consumed in normal operating cycle.
- ii. Held primarily for the purpose of trading.
- iii. Expected to be realized within twelve months after the reporting period, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle.
- ii. It is held primarily for the purpose of trading.
- iii. It is due to be settled within twelve months after the reporting period, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

e. Property, Plant and Equipment

An item of property, plant and equipment is recognized as an asset if it is probable that future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. This recognition principle is applied to costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognized in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is de-recognized. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Property, plant and equipment is stated at cost or deemed cost applied on transition to Ind AS or at revalued figures, less accumulated depreciation and impairment. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses are capitalized. Borrowing costs incurred during the period of construction is capitalized as part of cost of qualifying asset. The additional depreciation on account of revaluation has been debited from revaluation reserve and credited to retained earnings.

SPS STEELS ROLLING MILLS LIMITED

Notes to the Consolidated Financial Statements for the year ended 31 March, 2025

The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item, and is recognized in the statement of profit and loss.

Assets retired from active use and held for disposal are stated at the lower of their net book value and net realizable value and shown under 'Non- current Asset held for sale'.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal. Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.

When an item of Property, Plant and Equipment is revalued, the carrying amount of that asset is adjusted to the revalued amount. At the date of the revaluation, the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset based on independent valuers report.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

f. Intangible assets

Cost of intangible assets are capitalised when it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity, the cost of the asset can be measured reliably and the asset is ready for its intended use. Intangible assets are stated at the amount initially recognized less accumulated amortization and accumulated impairment losses.

The Group follows cost model for recognition and measurement of intangible assets. Cost of computer software is amortized over the useful life not exceeding five years from the date of capitalization. Any intangible asset, when determined obsolete and of no further use, is written off.

g. Depreciation and amortization of property, plant and equipment, right-of-use assets and intangible assets

Depreciation or amortization is provided so as to write off, on a straight-line basis, the cost/deemed cost of property, plant and equipment and intangible assets to their residual value. These charges are commenced from the date the assets are available for their intended use and are spread over their estimated useful economic lives or, in the case of right-of-use assets, over the lease period. The estimated useful lives of assets, residual values and depreciation method are reviewed regularly and, when necessary, revised prospectively. Depreciation on assets under construction commences only when the assets are ready for their intended use.

The estimated useful lives, which are subject to change, for main categories of property, plant and equipment and intangible assets are:

SPS STEELS ROLLING MILLS LIMITED**Notes to the Consolidated Financial Statements for the year ended 31 March, 2025**

Building	30 years
Plant & Machinery	15 years
Plant & Machinery	20 years
Plant & Machinery	25 years
Furniture & Fixtures	10 years
Motor Vehicle	8 years
Office Equipment	5 years
Computer and Data Processing	3 years
Computer and Data Processing	6 years

h. Impairment**Impairment of financial instruments: financial assets**

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Group recognizes 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased materially since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases materially since its initial recognition. The Group's trade receivables do not contain material financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognized in Statement of Profit and Loss.

Impairment of non-financial assets

The Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognized in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

SPS STEELS ROLLING MILLS LIMITED

Notes to the Consolidated Financial Statements for the year ended 31 March, 2025

i. Leases

The Group determines whether an arrangement contains a lease by assessing whether the fulfilment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to control the use of that asset to the Group in return for payment.

The Group as lessee

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. The Group recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception comprises of the amount of initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date.

Certain lease arrangements include options to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that such options would be exercised. The right-of-use assets are subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss. Lease liability is measured at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and re-measuring the carrying amount to reflect any reassessment or lease modifications. The Group recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the re-measurement in statement of profit and loss.

Variable lease payments not included in the measurement of the lease liabilities are expensed to the statement of profit and loss in the period in which the events or conditions which trigger those payments occur.

SPS STEELS ROLLING MILLS LIMITED

Notes to the Consolidated Financial Statements for the year ended 31 March, 2025

In a sale and lease back transaction, the Group measures right-of-use asset arising from the leaseback as the proportion of the previous carrying amount of the asset that relates to the right-of-use retained. The gain or loss that the group recognizes in the statement of profit and loss is limited to the proportion of the total gain or loss that relates to the rights transferred to the buyer.

j. Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

Deposit works/cost plus contracts are accounted for on the basis of statements of account received from the contractors.

Unsettled liabilities for price variation/exchange rate variation in case of contracts are accounted for on estimated basis as per terms of the contracts.

k. Investments in subsidiaries, associates and joint ventures

Investments in subsidiaries, associates and joint ventures are carried at cost/deemed cost applied on transition to Ind AS, less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of investment is assessed and an impairment provision is recognized, if required immediately to its recoverable amount. On disposal of such investments, difference between the net disposal proceeds and carrying amount is recognized in the statement of profit and loss.

l. Financial instruments

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities 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 at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognized in the statement of profit and loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

SPS STEELS ROLLING MILLS LIMITED

Notes to the Consolidated Financial Statements for the year ended 31 March, 2025

i. Financial assets

a. Cash and bank balances

Cash and bank balances consist of:

- i. Cash and cash equivalents - which includes cash on hand, deposits held at call with banks and other short-term deposits which are readily convertible into known amounts of cash, are subject to an immaterial risk of change in value and have original maturities of less than 3 months. These balances with banks are unrestricted for withdrawal and usage.
- ii. Other bank balances - which includes balances and deposits with banks that are restricted for withdrawal and usage.

b. Financial assets at amortized cost

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

c. Financial assets at FVTOCI

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

Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

d. Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if such financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and to sell such financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group in respect of certain equity investments (other than in subsidiaries, associates and joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Group on an instrument by instrument basis at the time of initial recognition of such equity investments. These investments are held for medium or long-term strategic purpose. The Group has chosen to designate these investments in equity instruments as fair value through other comprehensive income as the management believes this provides a more meaningful

SPS STEELS ROLLING MILLS LIMITED

Notes to the Consolidated Financial Statements for the year ended 31 March, 2025

presentation for medium or long-term strategic investments, than reflecting changes in fair value immediately in the statement of profit and loss.

e. Financial assets at FVTPL

Financial assets not measured at amortized cost or at fair value through other comprehensive income are carried at fair value through profit and loss.

f. Interest income

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

g. Dividend income

Dividend income from investments is recognized when the right to receive payment has been established.

h. De-recognition of financial assets

The Group de-recognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the assets and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a borrowing for the proceeds received.

ii. Financial liabilities and equity instruments

Classification as debt or equity Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

a. Equity instruments

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

b. Financial liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is material.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the

SPS STEELS ROLLING MILLS LIMITED

Notes to the Consolidated Financial Statements for the year ended 31 March, 2025

settlement or redemption of borrowings is recognized over the term of the borrowings in the statement of profit and loss.

c. De-recognition of financial liabilities

The Group de-recognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

d. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

iii. Employee Benefits

a) Defined contribution plans

Contributions under defined contribution plans are recognized as expense for the period in which the employee has rendered service. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

b) Defined benefit plans

For defined benefit retirement schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each year-end balance sheet date.

Re-measurement gains and losses of the net defined benefit liability/(asset) are recognized immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/(asset) are recognized as an expense within employee costs. Past service cost is recognized as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognized, whichever is earlier. The retirement benefit obligations recognized in the balance sheet represents the present value of the defined benefit obligations as reduced by the fair value of plan assets.

c) Leave Encashment:

Liability for leave encashment is provided on the basis of valuation by an independent Actuary as at the year end.

SPS STEELS ROLLING MILLS LIMITED

Notes to the Consolidated Financial Statements for the year ended 31 March, 2025

iv. Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is ascertained on a weighted average basis. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realizable value is the price at which the inventories can be realized in the normal course of business after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution.

Provisions are made to cover slow-moving and obsolete items based on historical experience of utilization on a product category basis.

v. Provisions (other than for employee benefits), Contingent Liabilities and Contingent Assets

Provisions are recognized in the balance sheet when the Group has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, provisions are measured on a discounted basis. Constructive obligation is an obligation that derives from an entity's actions where:

- i. by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities and;
- ii. as a result, the entity has created a valid expectation on the part of those other parties that it will discharge such responsibilities.

Contingent liabilities are disclosed only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets where it is probable that future economic benefits will flow to the Group are not recognized but disclosed in the financial statements.

vi. Tax Expenses

Tax expense for the year comprises of current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

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Notes to the Consolidated Financial Statements for the year ended 31 March, 2025

Income Tax

Income tax expense comprises of current and deferred tax. Current tax and deferred tax is recognized in the statement of profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax Expenses

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying value of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences. In contrast, deferred tax assets are only recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized based on the tax rates and tax laws that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying value of its assets and liabilities. Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction. Current and deferred tax are recognized as an expense or income in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognized in other comprehensive income or directly in equity.

vii. Revenue

The Group manufactures and sells a range of steel and other products.

Sale of products

Revenue from sale of products is recognized when control of the products has transferred, being when the products are delivered to the customer. Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, the risks of loss has been transferred, and either the customer has accepted the products in accordance with

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Notes to the Consolidated Financial Statements for the year ended 31 March, 2025

the sales contract, or the company has objective evidence that all criteria for acceptance have been satisfied. Sale of products include related ancillary services, if any. Goods are often sold with volume discounts based on aggregate sales over a 12 months period. Revenue from these sales is recognized based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the most likely method, and revenue is only recognized to the extent that it is highly probable that a material reversal will not occur. A liability is recognized for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are generally made with a credit term of 30-90 days, which is consistent with market practice. Any obligation to provide a refund is recognized as a provision. A receivable is recognized when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

viii. Foreign currency transactions and translations

The financial statements of the Group are presented in Indian Rupees ("₹"), which is the functional currency of the Group and the presentation currency for the financial statements. In preparing the financial statements, transactions in currencies other than the Group's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the re-translation or settlement of monetary items are included in the statement of profit and loss for the period.

ix. Borrowing costs

Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for the intended use or sale.

Investment income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is recognized in the statement of profit and loss. Discounts or premiums and expenses on the issue of debt securities are amortised over the term of the related securities and included within borrowing costs. Premiums payable on early redemptions of debt securities, in lieu of future finance costs, are recognized as borrowing costs.

All other borrowing costs are recognized as expenses in the period in which it is incurred.

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Notes to the Consolidated Financial Statements for the year ended 31 March, 2025

x. Events occurring after balance sheet date

Material events occurring after the Balance Sheet are considered up to the date of approval of the accounts by the board of directors.

xi. Segment reporting

The Group identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segment for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

xii. Earnings per Share

Basic earnings per share is computed by dividing profit or loss for the year attributable to equity holders by the weighted average number of shares outstanding during the year. Partly paid-up shares are included as fully paid equivalents according to the fraction paid-up. Diluted earnings per share is computed using the weighted average number of shares and dilutive potential shares except where the result would be anti-dilutive.

3. Recent Accounting Pronouncements

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2024 dated August 12, 2024, to amend the following Ind AS which are effective for annual periods beginning on or after April 01, 2024. These amendments introduce key changes, including the inclusion of Ind AS 117 (Insurance Contracts) and the removal of Ind AS 104. Additionally, the rules modify specific paragraphs within other Ind AS, such as Ind AS 101, 103, 105, 107, 109, and 115. The Group has evaluated the requirements of the amendments and there is no impact on its financial statements.

There are no standards that are notified and not yet effective as on the date.

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Amendment Rules as issued from time to time. As on 31st March, 2025 no such pronouncements were announced by MCA.

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Notes to the Consolidated Financial Statements for the year ended 31st March, 2025
(Rs. in Lakhs)
3 Property, Plant and Equipment

	Freehold Land	Building	Plant and equipment	Vehicles	Office Equipment	Computers	Total
A. Gross carrying amount							
As at April 1, 2023	1,273.11	13,571.00	34,813.45	79.54	85.80	21.13	49,844.03
Additions	747.63	530.64	4,755.00	457.92	18.02	6.55	6,515.76
Transfer from CWIP	-	-	-	-	-	-	-
Deletions / Disposal	-	-	(99.71)	-	-	(0.42)	(100.13)
As at March 31, 2024	2,020.75	14,101.64	42,770.60	537.45	103.82	27.26	59,561.51
Additions	103.67	95.95	2,641.35	81.06	24.56	9.52	6,719.82
Transfer from CWIP	-	334.19	3,429.52	-	-	-	-
Deletions / Disposal	-	-	(1,599.87)	-	-	-	(1,599.87)
As at March 31, 2025	2,124.42	14,531.78	47,241.61	618.51	128.38	36.78	64,681.46
B. Depreciation							
Upto March 31, 2023	-	3,180.65	8,827.44	50.74	50.48	14.61	12,123.92
For the year	-	743.43	2,186.85	18.26	7.19	4.35	2,960.08
Deletions / Disposal	-	-	(1.51)	-	-	(0.06)	(1.57)
As at March 31, 2024	-	3,924.07	11,012.79	69.00	57.67	18.90	15,082.43
For the year	-	763.63	2,469.34	59.50	9.42	4.67	3,306.56
Deletions / Disposal	-	-	(1,524.26)	-	-	-	(1,524.26)
As at March 31, 2025	-	4,687.71	11,957.86	128.50	67.09	23.57	16,864.73
C. Net Carrying Amount							
As at March 31, 2024	2,020.75	10,177.56	31,757.82	468.46	46.14	8.35	44,479.08
As at March 31, 2025	2,124.42	9,844.07	35,283.75	490.01	61.28	13.20	47,816.74

(a) The title deeds of all immovable properties are held in the name of the Company.

(b) Details of Property, Plant & Equipment pledged against borrowings is as presented in Note 19.

	As at 31.03.2025	As at 31.03.2024
4 Right of Use Assets		
Leasehold Land		
a) Gross carrying amount (at cost or deemed cost)		
Balance at the beginning of the year	3,199.68	3,199.68
Adjustment made during the year*	0.50	-
Balance at the end of the year	3,200.18	3,199.68
b) Depreciation		
Balance at the beginning of the year	694.19	551.27
For the year	142.92	142.92
Adjustment made during the year	-	-
Balance at the end of the year	837.11	694.19
Net Carrying Amount (a) - (b)	2,363.07	2,505.49

Note 1: The company has recognised Right of Use Assets as Lessee. However, since the entire consideration had been paid in advance, hence Lease liability is Nil and accordingly there is no impact in Profit & Loss statement regarding finance cost.

5 Capital work-in-progress		
Balance as at the beginning of the year	3,937.28	3,495.74
Additions during the year	2,077.42	8,073.93
Transferred to Property, Plant & Equipment*	(3,763.71)	(7,632.39)
Balance at the end of the year	2,250.99	3,937.28

Capital Work in Progress ageing schedule	Amount in CWIP for a period of				Total
	< 1 Year	1-2 years	2-3 years	> 3 years	
As on 31.03.2025	2,140.97	110.02	-	-	2,250.99
As on 31.03.2024	3,743.38	193.90	-	-	3,937.28

* a) The Capital work-in-progress has not exceeded its cost compared to its original plan and their completion is also not overdue.

6 Other Intangible Assets		
Computer Software		
a) Gross carrying amount		
Balance as at the beginning of the year	38.37	38.02
Additions	-	0.35
Balance at the end of the year	38.37	38.37
b) Depreciation		
Balance as at the beginning of the year	19.77	15.02
For the year	4.50	4.75
Balance at the end of the year	24.27	19.77
Net Carrying Amount (a) - (b)	14.10	18.60

7 Investments		
Non-current		
(i) Unquoted investments carried at amortised cost		
In equity shares of subsidiary		
SPS Metal Cast & Alloys Limited (1,30,00,000 Equity Shares of Rs. 10/- each)	-	-
Other equity shares		
Shivalik Solid Waste Management Limited (250 Equity Shares of Rs. 10/- each)	0.03	0.03
Shakambhari Ispat and Power Limited (12,30,160 Equity Shares of Rs. 10/- each)	2,497.22	2,497.23
Neyon Infratrade Private Limited (4,500 Equity Shares of Rs. 10/- each)	0.40	-
(ii) Unquoted Investment carried at fair value through other comprehensive income (FVTOCI)		
Motilal Oswal India Excellence Fund - Mid to Mega - Series II	165.79	153.71
Total	2,663.44	2,650.97
Aggregate market value of unquoted investments	2,663.44	2,650.97
Current		
Quoted Investment carried at fair value through Profit or Loss (FVTPL)		
Investment in Shares	2,719.70	-
Investment in Mutual Funds	117.04	-
	2,836.74	-

(Rs. in Lakhs)

As at
31.03.2025

As at
31.03.2024

Investments designated at fair value through profit and loss (FVTPL)**In quoted Equity Shares - Fully paid up**

	As at 31.03.2025		As at 31.03.2024			
	Face Value	Units	Face Value	Units		
Afcons Infrastructure Limited	10	12,500	-	-	60.88	-
AIA Engineering Limited	2	200	-	-	6.70	-
Amara Raja Energy & Mobility Limited	1	250	-	-	2.51	-
Angel One Limited	10	500	-	-	11.57	-
Central Depository Services (India) Limited	10	23,792	-	-	290.27	-
Coforge Limited	10	906	-	-	73.47	-
Computer Age Management Services Limited	10	10,000	-	-	372.34	-
CreditAccess Grameen Limited	10	7,000	-	-	66.64	-
Dixon Technologies (India) Limited	2	1,200	-	-	158.15	-
Electrosteel Castings Limited	1	4,000	-	-	3.93	-
Grasim Industries Limited	2	200	-	-	5.22	-
Hemisphere Properties India Limited	10	6,000	-	-	7.42	-
Hitachi Energy India Limited	2	200	-	-	25.31	-
Housing And Urban Development Corporation Limited	10	15,000	-	-	29.92	-
Indian Energy Exchange Limited	1	5,000	-	-	8.79	-
Indus Towers Limited	10	4,000	-	-	13.37	-
Indusind Bank Limited	10	35,100	-	-	228.10	-
Inox Wind Limited	10	41,266	-	-	67.28	-
ITD Cementation India Limited	1	100	-	-	0.56	-
Jindal Drilling Industries Limited	5	6,500	-	-	54.19	-
Jyoti CNC Automation Limited	2	4,000	-	-	42.34	-
K.P. Energy Limited	5	5,400	-	-	20.02	-
Kaynes Technology India Limited	10	200	-	-	9.49	-
KEC International Limited	2	300	-	-	2.35	-
KP Green Engineering Limited	5	2,000	-	-	7.53	-
Mahindra And Mahindra Limited	5	3,500	-	-	93.30	-
NHPC Limited	10	20,000	-	-	16.44	-
Oriana Power Limited	10	975	-	-	12.77	-
Persistent Systems Limited	5	2,100	-	-	115.79	-
PG Electroplast Limited	1	4,600	-	-	42.16	-
Power Finance Corporation Limited	10	27,500	-	-	113.92	-
Prakash Industries Limited	10	25,000	-	-	39.78	-
Prudent Corporate Advisory Services Limited	5	2,108	-	-	49.25	-
Reliance Infrastructure Limited	10	8,000	-	-	20.69	-
Reliance Power Limited	10	40,000	-	-	17.19	-
Rockingdeals Circular Economy Limited	10	250	-	-	0.57	-
Shyam Metalics & Energy Limited	10	996	-	-	8.50	-
Solar Industries India Limited	2	1,400	-	-	157.42	-
Storage Technologies and Automation Limited	10	12,000	-	-	9.44	-
Suzlon Energy Limited	2	60,000	-	-	34.00	-
Tata Motors Limited	2	19,000	-	-	128.15	-
Techno Electric & Engineering Company Limited	2	8,651	-	-	86.79	-
Tilaknagar Industries Limited	10	2,000	-	-	4.74	-
Ujjivan Small Finance Bank Limited	10	20,000	-	-	6.88	-
Welspun Corp. Limited	5	22,257	-	-	193.59	-
					2,719.70	-

In quoted Mutual Funds - Fully Paid-Up

DSP S&P BSE LIQUID RATE ETF	1,880	-	20.01	-
DSP SILVER ETF	1,00,000	-	97.03	-
			117.04	-

Aggregate Market Value of Quoted Investments

2,836.74

-

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

(Rs. in Lakhs)

	As at 31.03.2025	As at 31.03.2024
8 Loans		
Unsecured Loan Given to		
Related Body Corporates	8,207.00	4,451.02
Other Body Corporates	3,852.14	1,045.00
	<u>12,059.14</u>	<u>5,496.02</u>
9 Other Financial Assets		
Non-Current		
Security deposit	270.30	177.76
Earnest Money Deposits	944.33	-
Bank Deposits *	3,738.49	944.82
Total	<u>4,953.12</u>	<u>1,122.58</u>
* Bank Deposits of Rs 3,738.49 lakhs (Previous Year - Rs 944.82 lakhs) has been liened with banks against Non-fund based credit limits.		
Current		
Security deposit	32.43	-
Earnest Money Deposits	9.38	-
Interest accrued on Advances	285.17	57.53
	<u>326.98</u>	<u>57.53</u>
10 Deferred Tax Asset /(Liability)		
Deferred tax Asset	5,683.95	6,544.59
Deferred Tax Liability	6,083.75	6,126.93
	<u>(399.80)</u>	<u>408.32</u>
Components of Deferred Tax Asset and Liability:		
Deferred Tax Asset*:		
Remeasurement of defined benefit plans	192.98	170.66
Unabsorbed Depreciation	1,488.04	1,345.42
Provisions	4,002.93	3,853.58
Brought Forward Losses	-	1,174.92
	<u>5,683.95</u>	<u>6,544.58</u>
Deferred Tax Liability:		
Depreciation & Amortization expenses	4,667.70	4,083.59
Fair value gain on investment	32.20	18.77
Revaluation of Assets	1,383.85	2,038.58
	<u>6,083.75</u>	<u>6,140.94</u>
Net Deferred Tax Asset	<u>(399.80)</u>	<u>403.64</u>
11 Other Assets		
Non-Current		
Capital advances *	158.36	481.52
Investment in Diamonds	77.74	77.74
Security Deposits	-	0.30
	<u>236.10</u>	<u>559.56</u>
* Refer Note No. 33		
Current		
Advance to suppliers	8,378.02	12,615.49
Advance to employees	39.09	21.11
Advance For Expenses	1.00	-
Balances with government authorities	187.93	763.96
Pre-paid expenses	56.41	87.45
Other Receivables	10.50	10.50
	<u>8,672.95</u>	<u>13,498.51</u>
12 Inventories		
Raw materials	10,377.29	7,225.25
Stock in trade	1,252.24	626.01
Stores and spares	3,661.55	2,628.01
Finished goods	14,755.03	15,822.01
	<u>30,046.11</u>	<u>26,301.28</u>
Less: Provision for obsolescence		
Stores and spares	28.93	28.93
	<u>30,017.18</u>	<u>26,272.35</u>

	As at 31.03.2025	(Rs. in Lakhs) As at 31.03.2024
13 Trade Receivables		
Unsecured, considered good	27,598.27	20,851.90
Credit impaired	7,603.33	10,692.18
	35,201.60	31,544.08
Less: Allowance for credit losses	7,710.11	10,998.94
	27,491.49	20,545.16

Trade Receivables ageing schedule as on 31.03.2025

Particulars	Outstanding for following periods from due dates of payments					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivable considered good	21,037.23	5,436.67	1,080.37	43.99	-	27,598.27
(ii) Undisputed Trade Receivables credit impaired	-	-	-	-	7,603.33	7,603.33
Total	21,037.23	5,436.67	1,080.37	43.99	7,603.33	35,201.60

Trade Receivables ageing schedule as on 31.03.2024

Particulars	Outstanding for following periods from due dates of payments					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivable considered good	20,092.03	218.25	267.89	84.88	188.86	20,851.91
(ii) Undisputed Trade Receivables credit impaired	-	-	-	-	10,692.18	10,692.18
Total	20,092.03	218.25	267.89	84.88	10,881.04	31,544.09

14 Cash and cash equivalents

Balances with banks		
- Current accounts	460.23	316.69
- Trust and Retention Accounts	4.46	4.46
- Cash Credit Amount (favourable balance)	6,788.77	-
Cash in hand (as certified by the management)	39.43	47.22
	7,292.89	368.37

15 Loans

Advances considered good – Unsecured		
- To body corporates	3,089.30	3,155.00
Loan Given to Bodies Corporates	49.90	
	3,139.20	3,198.50

16 Current tax assets

Income taxes paid	527.09	653.84
	527.09	653.84

17 Equity share capital

Authorised		
8,25,00,000 (Previous Year 8,25,00,000) Equity Shares of Rs. 10/-	8,250.00	8,250.00
Issued, subscribed and paid up		
8,05,00,000 (Previous Year 8,05,00,000) Equity Shares of Rs.10/-	8,050.00	8,050.00

A. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Balance as at the beginning of the year	8,05,00,000	8,05,00,000
Add : Issued during the year	-	-
Balance as at the end of the year	8,05,00,000	8,05,00,000

B. Rights, preferences and restrictions attaching to equity shares

- (i) The Company has only one class of Equity Shares having par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share.
- (ii) In the event of liquidation, the shareholders of equity shares of the company are eligible to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (iii) The shareholders have the right to declare and approve dividend, as proposed by the Board of Directors for any financial year, to be paid to the members according to their rights and interest in the profits. However, no larger dividend shall be declared than that recommended by the Board of Directors.

As at 31.03.2025

(Rs. in Lakhs)
As at 31.03.2024

Shares held by the promoters at the end of the year :

	As at 31st March, 2025		As at 31st March 2024		% Change during the year
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
Krishna Sudama Marketing Private Limited	30,00,000	3.73%	30,00,000	3.73%	-
Swapno Marketing Private Limited	80,00,000	9.94%	80,00,000	9.94%	-
Aryavrat Plot Managers Private Limited	91,91,406	11.42%	91,91,406	11.42%	-
BMS Sales Private Limited	72,91,342	9.06%	72,91,342	9.06%	-
Shakambari Tie-Up Private Limited	99,75,000	12.39%	99,75,000	12.39%	-
Shivratri Vyapaar Private Limited	20,00,000	2.48%	20,00,000	2.48%	-
Shivkripa Commercial Private Limited	20,00,000	2.48%	20,00,000	2.48%	-

C. Particulars of shareholders holding more than 5% shares of fully paid up equity shares

	As at 31 March 2025			As at 31 March 2024		
	Number	% of total shares in the class	% change during the year	Number	% of total shares in the class	% change during the year
Shakambari Tie-Up Private Limited	99,75,000	12.39%	-	99,75,000	12.39%	-
Swapno Marketing Private Limited	80,00,000	9.94%	-	80,00,000	9.94%	-
Aryavrat Plot Managers Private Limited	91,91,406	11.42%	-	91,91,406	11.42%	-
BMS Sales Private Limited	72,91,342	9.06%	-	72,91,342	9.06%	-
Cancon Agencies Private Limited	1,06,00,000	13.17%	-	1,06,00,000	13.17%	-
Expeditors Distributors Private Limited	1,00,00,000	12.42%	-	1,00,00,000	12.42%	-
Shree Sudharshan Castings Private Limited	65,00,000	8.07%	-	65,00,000	8.07%	-

18 Other Equity

(Rs. in Lakhs)

Particulars	General Reserves	Securities Premium	Business Re-organisation Reserve	Revaluation Reserve	Retained Earning	Equity instruments through other comprehensive income	Total
Balance as on 1st April 2023	87.00	9,150.00	60,717.34	7,437.62	(35,956.38)	(2.58)	41,433.00
Profit or Loss for the year	-	-	-	-	11,598.82	-	11,598.82
Increased depreciation due to upward revaluation	-	-	-	(1,603.77)	1,603.77	-	-
Other Comprehensive Income	-	-	-	-	3.16	36.62	39.78
Total Comprehensive Income	-	-	12,646.30	-	3,647.64	36.62	16,330.56
Transferred to Business Re-organisation Reserve	-	-	1.03	-	-	-	1.03
Balance as on 1st April 2024	87.00	9,150.00	60,718.37	5,833.85	(22,750.62)	34.04	53,072.64
Profit or Loss for the year	-	-	-	-	8,218.61	-	8,218.61
Increased depreciation due to upward revaluation	-	-	-	(1,873.68)	1,873.68	-	-
Other Comprehensive Income	-	-	-	-	(3.82)	7.86	4.04
Total Comprehensive Income	-	-	-	(1,873.68)	10,088.47	7.86	8,222.65
Transferred to Business Re-organisation Reserve	-	-	13.96	-	-	-	13.96
Balance as on 31st March 2025	87.00	9,150.00	60,732.33	3,960.17	(12,662.15)	41.90	61,309.24

Nature and purpose of reserves

- (a) **Securities Premium:** Securities Premium represents the excess of the amount received over the face value of the shares. This reserve will be utilized in accordance with the provisions of the Companies Act, 2013.
- (b) **Business Re-organisation Reserve:** Business Re-organisation Reserve is the reserve which is created by transferring capital items such as the share capital, reserves, loans and deposits outstanding prior to take over as per NCLT Order and not admitted by RP (Resolution Professional) . This reserve is not available for distribution of dividend.
- (c) **Revaluation Reserve:** Cumulative gains and losses arising from fair value changes of upward revaluation of Property, Plant and Equipment measured at fair value through other comprehensive income are recognised in revaluation reserve. The Company has elected to transfer such surplus directly to retained earnings when the asset is derecognised.
- (d) **Retained earnings:** Retained Earnings represents accumulated Profit and losses of the company as on reporting date. Such Profits and losses are arrived after adjustment of payment of dividend, transfer to any reserves as Statutorily required and adjustment for realised gain/loss on derecognition of Equity Instruments measured at FVTOCI. Remeasurement of Defined Benefit is also adjusted. This includes Other Comprehensive Loss of Rs. 3.82 lakhs (31st March 2024: Other Comprehensive Income Rs. 8.29 lakhs) relating to remeasurement of defined benefit plans (net of tax) which cannot be reclassified to Statement of Profit and Loss.
- (e) **Equity instruments through other comprehensive income:** Company has designated an investment in equity instrument at fair value through other comprehensive income in which cumulative changes in fair value of such instrument is accumulated in a separate reserve 'equity instruments through other comprehensive income' within other comprehensive income.

	(Rs. in Lakhs)	
	As at 31.03.2025	As at 31.03.2024
19 Borrowings		
Non-current		
Secured		
(i) Term Loans		
a. From Punjab National Bank	8,239.38	12,569.76
Less: Current maturities	(3,083.15)	(5,851.88)
	5,156.23	6,717.88
b. From Indian Bank	2,185.05	2,500.00
Less: Current maturities	(400.00)	(400.00)
	1,785.05	2,100.00
c. From State Bank of India	6,491.75	7,079.76
Less: Current maturities	(916.00)	(855.76)
	5,575.75	6,224.00
(ii) GECL Term Loan	2,679.29	4,374.83
Less: Current maturities	(1,692.45)	(1,693.50)
	986.84	2,681.33
(iii) Auto loan	290.93	398.92
Less: Current maturities	(109.17)	(129.11)
	181.76	269.81
Unsecured Loan		
From		
- Related Parties	10.81	13.31
- Body Corporate	3,676.67	1,852.35
	17,373.11	19,858.68

Repayment Terms	Primary	Securities
Term Loans		Collateral
a) Punjab National Bank- Rs. 16,500 Lakhs - repayable in 20 quarterly instalments varying from Rs. 400 Lakhs to Rs.1,225 Lakhs beginning from September 2019.	1st pari passu charge on all the fixed assets, movable as well as immovable, both present and future, including CWIP and the proposed expansion project, located at Dr Zakir Hussain Avenue, GT Road, Durgapur of Unit -1 under consortium with other term lenders on reciprocal basis.	2nd pari passu charge on entire current assets of the Company as a whole both present and future.
Punjab National Bank- Rs. 3,000 Lakhs- repayable in 30 Equated quarterly instalments of Rs. 100 Lakhs beginning from June 2023.		Mortgage on the property at 6th Floor Flat No.10604 together with CAR parking space in Tower 1,"Fort Oasis" situated at 37, Panditia Road, P.S. Lake. Kolkata 700029 owned by Starwise
Punjab National Bank- Rs. 4,000 Lakhs - repayable in 32 varying quarterly instalments from Rs. 87 Lakhs to Rs.163 Lakhs beginning from June 2024.		Personal Guarantees of: Mr Deepak Kumar Agarwal, Ramavatar Agarwal (Promoter Directors), Swati Agarwal (Guarantor) Corporate Guarantees of: Starwise Vincome Private Limited, Shakambhari Tie up Private Limited, Krishna Sudama Marketing
State Bank of India- Rs. 2,500 Lakhs-repayable in 29 varying quarterly instalments from Rs. 13 Lakhs to Rs.156 Lakhs beginning from June 2024.		Personal Guarantees of: Mr Deepak Kumar Agarwal, Ramavatar Agarwal (Promoter Directors), Swati Agarwal (Guarantor) Corporate Guarantees of: Starwise Vincome Private Limited, Shakambhari Tie up Private Limited, Krishna Sudama Marketing
Indian Bank- repayable in 30 Equated quarterly instalments of Rs. 1 Crore beginning from June		
b) Punjab National Bank -Rs. 2,500 Lakhs - repayable in 29 varying quarterly instalments from Rs. 25 Lakhs to Rs.157 Lakhs beginning from June 2024.	1st pari passu charge on all the fixed assets, movable as well as immovable, both present and future, including CWIP and the proposed expansion project, lying at Poradiha village, Purulia District, of Unit -II under consortium along with other term lenders on reciprocal basis.	First pari passu charge by way of assignment of brand "Elegant"
State Bank of India- Rs. 7,500 Lakhs - repayable in 32 varying quarterly instalments from Rs.163 Lakhs to Rs.307 Lakhs beginning from June 2024.		
Other Loans		Primary Security
a) Term Loan under GECL		
From Punjab National Bank, for Rs. 4,516 Lakhs; repayable in 48 equated monthly instalments of Rs. 94 Lakhs beginning from April 2022.		Extension of charge over entire current assets of the Company as a whole both present and future.
From Punjab National Bank, for Rs. 2,258 Lakhs and is repayable in 48 equated monthly instalments of Rs. 4,704 Lakhs beginning from January 2024.		
b) Auto Loan		
From Punjab National Bank, is repayable in 60 equated monthly instalments of Rs. 0.47 Lakhs beginning from April 2022.		Against hypothecation of Toyota Innova Crysta 2.4 ZX Diesel BS
From Axis Bank, is repayable in 47 monthly instalments of Rs 10.12 Lakhs starting from October 2023.		Against hypothecation of the motors acquired under respective vehicle loans.

	As at 31.03.2025		(Rs. in Lakhs) As at 31.03.2024	
Current Secured				
(i) Current Maturities				
For Term Loans	4,399.15		7,107.64	
For Term Loan under GECL	1,692.45		1,693.50	
For Auto Loan	<u>109.17</u>	6,200.77	<u>129.11</u>	8,930.25
(ii) Working Capital Loans				
- Punjab National Bank	7,359.29		4,953.53	
- Indian Bank	2,880.69		1,812.31	
- Canara Bank	1,200.00		746.53	
- State Bank of India	<u>3,000.00</u>	14,439.98	<u>2,991.63</u>	10,504.00
Unsecured Loan				
For Factoring against Supplier's invoices		7,093.90		-
From Bodies Corporate:-				
Shivkripa Commercial Private Limited		-		7.00
		<u><u>27,734.65</u></u>		<u><u>19,441.25</u></u>

Security for Working Capital Loans:**Primary**

- a) 1st pari-passu charge under consortium arrangement on all Current Assets, present and future, including stocks, book debts, and other current assets of iron and steel materials store or to be stored at Dr. Zakir Hussain Avenue, G. T. Road, Durgapur, West Bengal and at Vill. - Poradiha, Police Station - Santuri, Dist- Purulia (West Bengal)-723145
- b) 2nd Charge on all existing and proposed fixed assets and other non-current assets of Unit I & Unit II of the Company on pari-passu basis.

Secondary

- c) Pari-passu second charge with term lenders on property at 6th Floor Flat No.10604 together with car parking space in Tower 1, Fort Oasis situated at 37, Panditia Road, P.S. Lake. Kolkata 700029
- d) Second pari passu charge by way of assignment of brand Elegant.
- e) Personal Guarantees of: Mr Deepak Kumar Agarwal, Mr Ramavatar Agarwal (Promoter Directors) and Mrs Swati Agarwal (Guarantor)
- f) Corporate Guarantees of Starwise Vincome Private Limited, Shakambhari Tie up Private Limited, Krishna Sudama Marketing Private Limited, BMS Sales Private Limited

20 Provisions**Non-current**

Provisions for employee benefits

- For gratuity	341.78		315.04	
- For leave salary	<u>84.17</u>	425.95	<u>73.61</u>	388.65

Current

Provisions for employee benefits

- For gratuity	45.00		20.27	
- For leave salary	11.99		7.46	
- For bonus	69.32	<u>126.31</u>	72.02	<u>99.74</u>
		<u><u>552.26</u></u>		<u><u>488.39</u></u>

SPS STEELS ROLLING MILLS LIMITED
Notes to the Consolidated Financial Statements for the year ended 31st March, 2025
(Rs. in Lakhs)
As at 31.03.2025
As at 31.03.2024
21 Trade Payables

Due to Micro & Small Enterprises		447.40		120.18
Due to other than Micro & Small Enterprises:				
- For goods and services	19,569.91		11,392.71	
- For other expenses	535.96	20,105.87	1,217.78	12,610.49
	20,553.27		12,730.67	

The company has availed factoring facilities against supplier's invoices, whose outstanding balance as on 31.03.2025 Rs.7093.90 lakhs (PY Nil) has been disclosed as unsecured loans under note no.19.

Trade Payables ageing schedule as on 31.03.2025

Particulars	Outstanding for following periods from due dates of payments				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	445.66	0.02	-	1.72	447.40
Others	19,851.45	196.07	24.07	34.29	20,105.88
Total	20,297.11	196.09	24.07	36.01	20,553.28

Trade Payables ageing schedule as on 31.03.2024

Particulars	Outstanding for following periods from due dates of payments				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	120.18	-	-	-	120.18
Others	12,543.92	17.62	36.87	12.08	12,610.49
Total	12,664.10	17.62	36.87	12.08	12,730.67

Note : The company has identified Micro & Small Enterprises to whom the company owes dues as under:

Particulars	As at 31.03.2025	As at 31.03.2024
a) The principal amount remaining unpaid to MSMEs supplier	447.40	120.18
b) The interest due thereon remaining unpaid to MSMEs supplier	-	-
c) The amount of interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) 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 Micro, Small and Medium Enterprises Development Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of the year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest above are actually paid to the small enterprise, for the purpose of disallowance of deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

22 Other current financial liabilities

Interest accrued on loan	141.92	57.07
	141.92	57.07

23 Other current liabilities

Security Deposits from customers	10,873.27	5,793.33
Advance from customers	1,556.28	
Creditors for Capital goods	140.43	187.22
Statutory liabilities	181.18	1,271.38
Liabilities for expenses	3,994.55	4,870.36
	16,745.71	12,122.29

SPS STEELS ROLLING MILLS LIMITED
Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

				(Rs. in Lakhs)	
		Year ended 31.03.2025		Year ended 31.03.2024	
		Rs.	Rs.	Rs.	Rs.
24	Revenue from operations				
	Sale of products				
	- Finished goods	1,87,832.20		1,58,740.49	
	- Traded goods	<u>13,907.95</u>	2,01,740.15	<u>43,279.44</u>	2,02,019.93
	Other operating revenues				
	- Sale of raw materials and stores & spares	8,563.85		3,143.66	
	- Sale of Services	479.59		314.97	
	- Scrap Sales	<u>105.97</u>	9,149.41	<u>-</u>	3,458.63
			<u>2,10,889.56</u>		<u>2,05,478.56</u>
25	Other income				
	Interest:				
	- From Deposits with banks	169.73		38.20	
	- From Others	<u>344.29</u>	514.02	<u>92.40</u>	130.60
	Dividend		0.88		-
	Rent		10.96		8.43
	Royalty		37.14		14.00
	Commision income		-		171.06
	Foreign Exchange Fluctuation Gain		126.06		17.08
	Fair value gain on current Investments (Net)		80.07		-
	Profit on sale of Property, Plant and Equipment		96.20		-
	Liabilities no longer required written back		-		53.48
	Miscellaneous receipts		<u>81.68</u>		<u>155.18</u>
			<u>947.01</u>		<u>549.83</u>
26	Cost of materials consumed				
	Inventory of raw materials at the beginning of the year		7,225.25		7,146.10
	Add: Purchases		<u>1,33,983.07</u>		<u>95,751.17</u>
			1,41,208.32		1,02,897.27
	Less: Cost of Raw Materials sold		(8,381.68)		
	Less: Inventory of raw materials at the end of the year		<u>(10,377.29)</u>		<u>(7,225.25)</u>
	Cost of raw materials consumed		<u>1,22,449.35</u>		<u>95,672.02</u>
27	Changes in inventories of finished goods and stock in trade				
	Opening stock				
	Finished goods	15,822.01		8,817.92	
	Traded goods	<u>626.01</u>	16,448.02	<u>526.72</u>	9,344.64
	Less :- Closing Stock				
	Finished goods	14,755.03		15,822.01	
	Traded goods	<u>1,252.24</u>	16,007.27	<u>626.01</u>	16,448.02
			<u>440.75</u>		<u>(7,103.38)</u>
28	Employee benefits expense				
	Salaries and Wages		4,175.16		3,482.77
	Directors' Remuneration		349.20		124.10
	Contribution to provident and other funds		379.74		333.84
	Staff welfare expenses		<u>41.14</u>		<u>15.56</u>
			<u>4,945.24</u>		<u>3,956.27</u>

SPS STEELS ROLLING MILLS LIMITED
Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

		(Rs. in Lakhs)	
	Year ended 31.03.2025	Year ended 31.03.2024	
29 Finance cost			
Interest expense			
- on Term Loans	2,330.98	2,663.98	
- on Working Capital Loans	1,390.85	1,178.54	
- others	645.12	469.32	4,311.84
Bank charges & other borrowing costs	476.59		316.35
	4,843.54	4,628.19	
30 Depreciation and amortisation expenses			
Property, Plant & Equipment	3,306.56	2,963.37	
Right-of-use assets	142.92	142.92	
Intangible Assets	4.49	4.75	
	3,453.97	3,111.04	
31 Other expenses			
Stores and consumables	4,362.18	3,671.32	
Power and fuel consumed	15,548.04	12,390.63	
Processing Labour Charges	3,659.00	2,494.70	
Water Charges	87.03	97.67	
Repairs and Maintenance			
- Buildings	207.14	97.98	
- Plant and Machinery	229.60	157.22	
- Others	70.45	72.51	327.71
Rates and Taxes	112.87	80.83	
Insurance Charges	59.85	64.02	
Rent	131.77	64.00	
Security Charges	256.24	356.50	
Hire Charges	605.55	492.84	
Travelling and Conveyance	420.53	382.59	
* Payments to auditor	7.42	7.66	
Legal and professional charges	218.27	272.62	
CSR Expenditure (Refer Note - 37)	173.70	189.44	
Freight Charges	3,441.82	3,182.93	
Commission on Sales	932.80	1,127.25	
Business Promotion Expenses	4,364.47	4,275.25	
Advertisement expenses	3,048.97	3,097.96	
Bank charges	0.48	0.74	
Loss on sale of property, plant and equipments	-	12.71	
Loss on sale of Current Investments (Net)	9.21	-	
Allowance for doubtful receivables	61.80	306.77	
Provision for inventory obsolescence	-	28.93	
Sundry balances written off	31.57	-	
Miscellaneous expenses	293.04	165.29	
Total	38,333.80	33,090.36	
* Payments to auditor			
Auditor's Remuneration for			
- Statutory audit	4.57	4.53	
- Tax audit	0.65	0.60	
- Limited Review	2.00	2.00	
- Others	0.20	0.53	
	7.42	7.66	

SPS STEELS ROLLING MILLS LIMITED
Notes to the Consolidated Financial Statements for the year ended 31st March, 2025
32 Basic and diluted earnings per share

(a) Profit attributable to equity shareholders of the company (Rs. in lakhs)	8,218.61	10,422.98
(b) Total number of ordinary shares outstanding for the purpose of basic earnings per share	8,05,00,000	8,05,00,000
(c) Weighted average number of ordinary shares outstanding for the purpose of basic and diluted earnings per share	8,05,00,000	8,05,00,000
(d) Earnings per share on profit for the year (Face Value Rs. 10/- per share)		
– Basic and Diluted (a/d)	10.21	12.95
– Diluted (b/d)	10.21	12.95

33 Contingent liability and commitments

		(Rs in Lakhs)
a) Letter of Credit & Bank Guarantees outstanding (net of margin money)	4,230.08	3,440.98
b) Claims against the Company currently under litigation	259.00	273.54
c) Capital Commitments (net of advances)	3,617.88	3,389.22

34 Segment information

Based on the guiding principles given in Ind AS 108 on Segmental Reporting issued by The Institute of Chartered Accountants of India, the Company is a single segment Company mainly engaged in the manufacturing and trading of Steel and therefore Segment Reporting is not applicable.

35 Employee Benefits

	Year ended	(Rs. in Lakhs)
(a) Defined contribution plans:	31.03.2025	Year ended 31.03.2025

Contribution to defined contribution plans, recognised as expense for the year are as under:

Employer's contribution to Provident Fund and ESI	172.65	80.20
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(b) Defined benefit plans:

Statement of Assets and Liabilities for defined benefit obligation	Leave Encashment (Unfunded)		Gratuity (Unfunded)	
	As at 31.03.2025	As at 31.03.2024	As at 31.03.2025	As at 31.03.2024
Plan Assets	-	-	-	-
Defined benefit obligation				
Non-current	84.17	73.61	341.78	315.04
Current	11.99	7.46	45.00	20.27
Net Defined Benefit Obligation	96.16	81.07	386.78	335.31

Defined benefits - Gratuity (Unfunded)

The valuation has been carried out using the **Project Unit Credit Method** as per Ind AS 19 to determine the Present Value of Defined Benefit Obligations and related service cost. The benefits valued in this report are made in accordance with Payment of Gratuity Act 1972, as amended up to date. Every employee who has rendered continuous service of five years or more is entitled to gratuity at 15 days salary (15/26 X last drawn basic salary plus dearness allowance) for each completed year of service subject to a maximum of Rs. 20 lakhs on superannuation, resignation, termination, disablement or on death.

These defined benefit plans expose the Company to interest rate risk, liquidity risk, salary escalation risk, demographic risk and regulatory risk.

The following tables analyse present value of defined benefit obligations, expense recognised in statement of Profit and Loss, actuarial assumptions and other information.

Reconciliation of the net defined benefit (asset)/ liability:	Leave Encashment		Gratuity	
	As at 31.03.2025	As at 31.03.2024	As at 31.03.2025	As at 31.03.2024
(i) Reconciliation of present value of defined benefit obligation				
(a) Balance at the beginning of the year	81.07	64.16	335.31	284.09
(b) Current service cost	15.76	14.43	58.53	48.88
(c) Interest cost	5.65	4.62	23.37	20.45
(e) Actuarial (gains)/ losses recognised in other comprehensive income				
- financial assumptions	2.31	1.67	8.79	6.72
- experience adjustment	(2.98)	0.43	(2.93)	(11.57)
(f) Benefits paid	(5.64)	(4.24)	(36.30)	(13.26)
(g) Balance at the end of the year	96.16	81.07	386.78	335.31
(ii) Expense recognised in Profit or Loss				
(a) Current service cost	15.76	14.43	58.53	48.88
(b) Interest cost	5.65	4.62	23.37	20.45
(c) Actuarial (gains) / losses	(0.68)	2.10	-	-
	20.73	21.15	81.90	69.33
(iii) Remeasurements recognised in Other Comprehensive Income				
Actuarial loss/ (gain) arising on defined benefit obligation from				
- financial assumptions	-	-	8.79	6.72
- experience adjustment	-	-	(2.93)	(11.57)
	-	-	5.87	(4.85)
(iv) Actuarial assumptions				
Financial Assumptions				
Discount rate (in %)	6.70%	6.97%	6.70%	6.97%
Expected rate of salary increase (in %)	5.00%	5.00%	5.00%	5.00%
Demographic Assumptions				
Mortality Rate (100%)	IALM 2012-14	IALM 2012-14	IALM 2012-14	IALM 2012-14
Retirement age (in years)	58	58	58	58
Attrition Rates (p.a)	2	2	2	2
(vi) Sensitivity analysis				
Defined Benefit obligation (Base)(Rs. in lakhs)	96.16	81.07	386.78	335.31
(a) Discount Rate (+/- 1%)				
Decrease - Rs. in Lakhs	105.64	89.09	422.66	367.32
Decrease - % change compared to base due to sensitivity	9.86%	9.89%	9.28%	9.55%
Increase - Rs. in Lakhs	88.09	74.24	355.88	307.67
Increase - % change compared to base due to sensitivity	-8.40%	-8.43%	-7.99%	-8.24%
(b) Salary Growth Rate (+/- 1%)				
Decrease - Rs. in Lakhs	87.33	73.96	354.37	306.22
Decrease - % change compared to base due to sensitivity	-9.18%	-9.26%	-8.38%	-8.67%
Increase - Rs. in Lakhs	106.40	89.76	423.83	368.49
Increase - % change compared to base due to sensitivity	10.65%	10.73%	9.58%	9.90%
(c) Attrition Rate (-/+ 50% of base assumption)				
Decrease - Rs. in Lakhs	94.65	79.55	383.09	331.20
Decrease - % change compared to base due to sensitivity	-1.58%	-1.87%	-0.96%	-1.22%
Increase - Rs. in Lakhs	97.50	82.40	389.95	338.87
Increase - % change compared to base due to sensitivity	1.39%	1.65%	0.82%	1.06%
(d) Mortality Rate (+/- 10%)				
Decrease - Rs. in Lakhs	95.96	80.87	386.03	334.54
Decrease - % change compared to base due to sensitivity	-0.21%	-0.25%	-0.19%	-0.23%
Increase - Rs. in Lakhs	96.36	81.26	387.52	336.06
Increase - % change compared to base due to sensitivity	0.21%	0.24%	0.19%	0.23%

36 Related Party Disclosures**i) Key Management Personnel (KMP)**

	Nature of Relationship
Mr. Deepak Kumar Agarwal	Managing Director
Mr. Vikrant Ranjan	Non Executive Director
Mr. Pranab Sarkar	Independent Director
Mrs. Priyanka Goenka	Independent Director
Mr. Ashok Kumar Sharma	Independent Director
Mr. Binod Kumar Agarwal	Chief Financial Officer
Mr. Ashutosh Sharma	Company Secretary

ii) Private companies in which a director or manager or his relative is a member or director

Eloquent Steel Private Limited	Aryavrat Niwas Consultants Private Limited
Infratex Commercial Private Limited	Eloquent Steel Private Limited
Elegant Care Foundation	Janak Vanijya Private Limited
Bravo Sponge Iron Private Limited	Swapno Marketing Private Limited
Eloquent Steel Iron Private Limited	Matrivani Impex Private Limited
Shakambhari Ispat & Power Limited	Bengal Alloys and Melters Private Limited
Ess Dee Aluminium Limited	Nexon Iron and Steel Private Limited

iv) Body Corporates in which a director or manager or his relative is a member or director

Damodar Valley Power Consumer's

v) Other related parties

Mrs. Swati Agarwala	Relative of KMP
Mrs. Tanesha Agarwala	Relative of KMP
Mr. Mridul Agarwala	Relative of KMP

(Rs. in Lakhs)

vii) The following transactions were carried out with related parties in the ordinary course of business:

Nature of transaction	Name of related party	Transaction for the year ended	
		31-03-2025	31-03-2024
Purchase of Goods	Shakambhari Ispat & Power Limited	44,644.00	69,281.92
	Bravo Sponge Iron Private Limited	33,792.03	31,487.45
	Eloquent Steel Private Limited	5,218.16	4,002.64
	Eloquent Steel Iron Private Limited	1,354.76	
	Shivratri Vyapaar Private Limited	-	208.91
	Starcon Steel Trading Private Limited	-	2,647.64
	Ess Dee Aluminium Limited	16.31	737.04
Sale of Goods	Shakambhari Ispat & Power Limited	30,270.68	17,758.85
	Bravo Sponge Iron Private Limited	4,263.72	4,375.05
	Eloquent Steel Private Limited	1,696.44	3,985.95
	Ess Dee Aluminium Limited	233.00	162.55
Director's Remuneration	Mr. Deepak Kumar Agarwal	300.00	84.00
	Mr. Vikrant Ranjan	16.20	11.10
	Mrs. Priyanka Goenka	3.00	-
	Swati Agrawala	30.00	29.00
Rent	Infratex Commercial Private Limited	5.48	6.00
	Shakambhari Ispat & Power Limited	1.42	-
	Eloquent Steel Iron Private Limited	70.33	54.13
	Eloquent Steel Private Limited	0.85	-
	Bengal Alloys & Melters Private Limited	1.12	-
Earnest Money Deposit paid	Nexon Iron & Steel Private Limited	700.00	-
Earnest Money Deposit refunded	Nexon Iron & Steel Private Limited	700.00	-

SPS STEELS ROLLING MILLS LIMITED
Notes to the Consolidated Financial Statements for the year ended 31st March, 2025
The following transactions were carried out with related parties in the ordinary course of business (Continued):

Nature of transaction	Name of related party	Transaction for the year ended	
		31-03-2025	31-03-2024
Various Services	Starcon Steel Trading Private Limited	-	29.15
Royalty Paid	Shakambhari Ispat & Power Limited	5.90	5.90
Membership Subscription	Damodar Valley Power Consumers	2.00	-
Unsecured Loan & Advances Given	Shakambhari Ispat and Power Limited	2,000.00	2,000.00
	Matrivani Impex Private Limited	10.00	162.00
	Bengal Alloys & Melters Private Limited	-	7.50
	Eloquent Steel Private Limited	7,120.31	777.02
	Aryavrat Niwas Consultants Private Limited	1.95	20.00
	Eloquent Steel Iron Private Limited	-	475.00
	Bravo Sponge Iron Private Limited	4,050.00	700.00
	Janak Vanijya Private Limited	106.00	305.00
	Neyon Infratrade Private Limited	375.00	-
	SPAC Fabricator Private Limited	495.00	-
	Shivratri Vyapaar Private Limited	-	2,255.00
	Shivkripa Commercial Private Limited	-	3,928.50
Unsecured Loan & Advances Repaid	Shakambhari Ispat and Power Limited	2,000.00	-
	Matrivani Impex Private Limited	-	137.65
	Bengal Alloys & Melters Private Limited	-	7.50
	Eloquent Steel Private Limited	3,607.32	-
	Aryavrat Niwas Consultants Private Limited	21.95	-
	Bravo Sponge Iron Private Limited	4,750.00	-
	Swapno Marketing Private Limited	23.00	24.00
	Shivratri Vyapaar Private Limited	-	1,746.31
Advances refunded (in the nature of trade)	Shivkripa Commercial Private Limited	-	1,288.58
Interest Income	Matrivani Impex Private Limited		10.84
	Shivratri Vyapar Private Limited		23.14
	Shivkripa Commercial Private Limited		40.78
CSR Contribution	Elegant Care Foundation	173.00	168.00
Royalty Received	Shakambhari Ispat & Power Limited	37.78	16.52
	Eloquent Steel Private Limited	5.90	-
Rent Received	Shakambhari Ispat & Power Limited	0.71	0.71
	Bravo Sponge Iron Private Limited	0.71	0.41
	Eloquent Steel Private Limited	0.71	0.41
Professional Service	Tanesha Agarwal	-	90.00
Salaries and Wages	Tanesha Agarwal	90.00	-

viii) Outstanding balances:

(Rs. in Lakhs)

Name of related party	Balance for the year ended	
	31-03-2025	31-03-2024
Receivables from Customers		
Shakambhari Ispat & Power Limited	2,740.12	-
Advances to suppliers		
Shivratri Vyapaar Private Limited		531.83
Shivkripa Commercial Private Limited		2,680.70
Loan & Advances Given		
Shakambhari Ispat and Power Limited	2,000.00	2,000.00
Eloquent Steel Private Limited	4,290.00	777.02
Bravo Sponge Iron Private Limited	-	700.00
Aryavrat Niwas Consultants Private Limited	-	20.00
Eloquent Steel Iron Private Limited	475.00	475.00
Janak Vanijya Private Limited	411.00	305.00
Swapno Marketing Private Limited	1.00	24.00
Matrivani Impex Private Limited	160.00	150.00
Neyon Infratrade Private Limited	375.00	-
SPAC Fabricator Private Limited	495.00	-
Trade Payables		
Ess Dee Aluminium Limited	-	34.78
Miscellaneous		
Eloquent Steel Iron Private Limited(Security Deposit)	170.00	70.00
Guarantees given by		
Starwise Vincom Private Limited	4,357.47	4,717.49
Shakambari Tie Up Private Limited	4,357.47	4,717.49
Krishna Sudama Marketing Private Limited	4,357.47	4,717.49
BMS Sales Private Limited	4,357.47	4,717.49
Mr. Deepak Kumar Agarwal	4,357.47	4,717.49
Mr. Ramabatar Agarwal	4,357.47	4,717.49
Mrs. Swati Agarwala	4,357.47	4,717.49

As the future liability for gratuity and compensated encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to the key management personnel is not ascertainable and, therefore, not included above.

All decisions relating to the remuneration of the directors are taken by the board of directors of the Company, in accordance with shareholder approval, wherever necessary.

Terms and conditions of transactions with related parties

The transactions with related parties are made in the ordinary course of business and on terms equivalent to those that prevailed in arm's length transactions during the financial year.

37 Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- (i) Credit risk
- (ii) Liquidity risk
- (iii) Market risk

Risk management framework

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

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

The Company has standard operating procedures and investment policy for deployment of surplus liquidity, which is periodically approved by the board of directors.

(i) Credit risk

Credit risk is the risk of financial loss of the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations under the contract. Financial instruments that are subject to credit risk and concentration thereof principally consists of trade receivables, security deposits given, earnest money deposits given, balances with bank and bank deposits. The maximum exposure in respect of these instruments amounts to **Rs. 40,591.74 Lakhs (PY : Rs. 32,988.13 Lakhs)** excluding loss allowance of Rs. 7,697.93 Lakhs (PY Rs. 10,998.94 Lakhs) on trade receivables. The company has Rs. 1,256.44 outstanding as security deposits and earnest money deposit which are largely confirmed and considered good.

The Company has not provided any financial guarantees to third parties.

(ii) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's finance team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has fund and non-fund based working capital lines from various banks. Furthermore, the Company have access to undrawn lines of committed and uncommitted borrowing/ facilities. The company invests its surplus funds in bank fixed deposit (presently liened) and in securities, which are subject to market risk.

The cash and cash equivalents of the company amounts to **Rs 7,292.89 lakhs (PY : Rs 368.37 lakhs)**.

Exposure to liquidity risk

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

(Rs in Lakhs)				
As at 31st March 2025	Less than 1 year	1-5 years	> 5 years	Total
Borrowings	27,734.65	17,063.47	309.64	45,107.76
Trade payables	20,297.11	256.17	-	20,553.28
	48,031.76	17,319.64	309.64	65,661.04

As at 31st March 2024	Less than 1 year	1-5 years	> 5 years	Total
Borrowings	19,598.34	16,415.21	3,343.46	39,357.00
Trade payables	12,664.10	66.57	-	12,730.67
	32,262.44	16,481.78	3,343.46	52,087.68

(iii) Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, payables and borrowings.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to its long-term debt obligations with floating interest rates. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

Exposure to interest rate risk**(Rs in Lakhs)**

The interest rate profile of the Company's interest bearing financial instruments at the end of the reporting period are

Particulars	As at 31.03.2025	As at 31.03.2024
Variable rate instruments		
Financial liabilities	45,107.76	39,299.92

(b) Equity price risks

Equity price risks is related to the change in market reference price of investments in equity securities held by the Group.

The fair value of quoted investments held by the Group exposes the Group to equity price risks. In general, these investments are not held for trading purposes.

(c) Currency risk

The company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise.

The carrying amounts of the company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

(Rs. in Lakhs)

	As at 31.03.2025		As at 31.03.2024	
	USD	INR	USD	INR
Financial Assets	5.15	475.84	8.87	739.42
Financial Liabilities	0.06	5.11	0.88	73.37

38 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The management monitors the return on capital, as well as the

The Company's objective when managing capital are to:

For the purpose of the Company's capital management, capital includes issued equity share capital and other equity reserves attributable to the equity holders.

(Rs. in Lakhs)

	As at 31.03.2025	As at 31.03.2024
Equity Share Capital	8,050.00	8,050.00
Other Equity	61,309.24	53,072.64
Total Equity (A)	69,359.24	61,122.64
Non-Current Borrowings	17,373.11	19,858.68
Current Borrowings	27,734.65	19,441.25
Gross Debt (B)	45,107.76	39,299.92
Total (A+B)	1,14,467.00	1,00,422.56
Gross Debt (as above)	45,107.76	39,299.92
Less: Cash and Cash Equivalents	7,292.89	368.37
Net Debt (C)	37,814.87	38,931.55
Net debt to equity	0.58	0.94

39 Financial instruments and related disclosures**39.1 Fair value measurement**

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

The Company has established the following fair value hierarchy that categories the value into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: The hierarchy uses quoted (adjusted) prices in active markets for identical assets or liabilities. The fair value of all bonds which are traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date.

Level 2: The fair value of financial instruments that are not traded in an active market (for example traded bonds, over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on company specific estimates. The mutual fund units are valued using the closing net asset value. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

The management assessed that trade receivables, cash and cash equivalent, trade payable and other financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The company uses the discounted cash flow techniques (in relation to interest-bearing borrowings and loans) which involves determination of present value of expected receipt/payment discounted using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The fair value so determined is classified as Level 2.

39.2 Financial instruments by category

The following table shows fair values of financial assets and liabilities, including their levels in financial hierarchy, together with the carrying amounts shown in the statement of financial position.

	As at		(Rs. in Lakhs)	
	31st March 2025		As at	
	Carrying amount	Fair value Level 1	Carrying amount	Fair value Level 1
A. Financial assets:				
Measured at amortised cost				
Investments	2,497.65	-	2,497.25	-
Trade receivables	27,491.49	-	20,545.16	-
Cash and cash equivalents	7,292.89	-	368.37	-
Loans	15,198.34	-	8,694.52	-
Other financial assets	5,280.10	-	1,122.89	-
Measured at fair value through other comprehensive income				
Investments	165.79	165.79	153.71	153.71
B. Financial liabilities:				
Measured at amortised cost				
Borrowings	45,107.76	-	39,299.92	-
Trade payables	20,553.27	-	12,730.67	-
Other financial liabilities	141.92	-	57.07	-

(Rs. in Lakhs)

40 CSR Disclosures

	As at 31.03.2025	As at 31.03.2024
(a) Amount required to be spent by the company during the year	190.32	149.46
(b) Amount approved by the Board to be spent during the year	173.70	189.44
(c) Amount of expenditure incurred		
- On construction/acquisition of any asset	-	-
- On purposes other than above	173.70	189.44

(d) Out of CSR expenses above, Rs. 173 lakhs (Previous Year Rs. 188.50 lakhs) contributed to Elegant Care Foundation, which is a related party. (Refer Note-33)

(e) Reconciliation of CSR spending:

	(Rs in Lakhs)				
Particulars	Opening Balance	Amount required to be spent during the year	Amount spent during the year	Closing Balance	Balance carried forward
Previous reporting period	15.45	149.46	189.44	55.43	55.43
Current reporting period	55.43	190.32	173.70	38.81	38.81

- 41 The Company has entered into operating lease agreements in letting out space. The lease agreements are made for specific period. Lease payments recognized in the Statement of Profit & Loss for the year ended 31st March, 2025 amounted to Rs 10.96 Lakhs (Previous Year- Rs. 8.43 Lakhs). Future receivables for operating lease are as follow:

Particulars	(Amount in Rs. Lakhs)	
	Year ended 31.03.2025	Year ended 31.03.2024
Not Later than 1 Year	14.76	8.16
Later than one year but not later than 5 years	48.93	30.24
More than 5 years	5.90	7.70

Since the lease is an operating lease, the Company is accounting for the rental income in the books as per the requirement of Ind AS 116 over the period of the lease term.

- 42 The Company has entered into leave & license agreement for letting in space. The lease agreements are made for specific period as per agreement. Lease payments paid are recognized in the Statement of Profit & Loss ended 31 March 2025 amounted to Rs 131.77 lakhs (Previous Year Rs 64.00 Lakhs). Future payments for operating leases are as follow:

Particulars	(Rs. In Lakhs)	
	Year ended 31.03.2025	Year ended 31.03.2024
Not Later than 1 Year	100.74	48.80
Later than one year but not later than 5 years	246.84	105.78
More than 5 years	55.00	6.16

43 Additional regulatory information pursuant to the requirement of Schedule III to the Companies Act 2013

The management hereby declares that ;

- (i) The company does not have any Benami property, where any proceeding has been initiated or is pending against the company for holding any Benami property.
- (ii) The company does not have any transactions with companies struck off.
- (iii) The company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (iv) The company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The company has not advanced or loaned or invested funds to or in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- vi) The company has not made any such transaction which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- (vii) The company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the company with banks and financial institutions are in agreement with the books of accounts.
- (viii) The company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) The company has complied with the number of layers prescribed under the Companies Act, 2013.
- (x) The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

- 44 Figures for the previous periods have been re-grouped/rearranged to confirm to the Current Period's Classification as under:

- a) Rs. 3,155.00 Lakhs has been regrouped from Other Current Assets to Loans.
- b) Rs. 57.53 Lakhs has been regrouped from Other Current Assets to Other Financial Assets.
- c) Rs. 100.01 Lakhs has been regrouped from Non-Current Borrowing to Current Borrowing.
- d) Rs.57.07 Lakhs has been regrouped from Other Current Financial Liabilities to Current Borrowing.

As per our Report Annexed

For V.SINGHI & ASSOCIATES

Chartered Accountants

Firm Registration No. 311017E

(V.K. Singhi)

Partner

Membership No. 050051

Deepak Kumar Agarwal

Managing Director

DIN : 00646153

Ashok Kumar Sharma

Director

DIN : 09273096

Binod Kumar Agrawal

Chief Financial Officer

AGEPA5572F

Ashutosh Sharma

Company Secretary

M. No.: 9045

Place: Kolkata

Date: 30th May, 2025

SPS Steels Rolling Mills Limited

Regd. Office: - "Diamond Prestige", 41 A, A.J.C Bose Road, 7th Floor, Kolkata-700017

Website- www.spsgroup.co.in, **E-Mail:** compliance@shakambhargroup.in,

Phone: 033-6625 5252 **CIN** - L51909WB198111PLC034409

FORM No. MGT-1 1 PROXY FORM

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

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

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of **SPS Steels Rolling Mills Limited** will be held on Saturday, September 27, 2025 at 10:00 A.M at the Registered Office of the Company at Diamond Prestige, 41 A A.J.C Bose Road, 7th Floor, Suite No.701, Kolkata-700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
	Ordinary Resolutions		
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the reports of Auditors thereon and Board of Directors		
2.	To re-appoint Mr. Vikrant Ranjan as a Director, liable to retire by rotation		
3.	To ratify remuneration to be paid to M/s Sohan Lal Jalan & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 2025-26.		
4.	To approve material related party transaction(s) with Eloquent Steel		

	Private Limited		
5.	To approve material related party transaction(s) with Shakambhari Ispat & Power Limited (Formerly Known as Ess Dee Aluminium Limited)		
Special Resolutions			
6.	To approve Re-appointment of Mr. Ashok Kumar Sharma (DIN: 09273096) as an Independent Director		
7.	To approve Re-appointment of Mrs. Priyanka Goenka (DIN: 08489182) as an Independent Director		
8.	To approve Increase in Remuneration payable to Mr. Deepak Kumar Agarwal (DIN: 00646153), Managing Director		
9.	To approve Appointment of Ms. Ankita Dalmia, Practicing Company Secretary as Secretarial Auditor of the Company		

* Applicable for investors holding shares in electronic form.

Affix Revenue
Stamps

Signed this _____ day of _____ 20____

Signature of Shareholder

Signature of Proxy holder
across

Signature of the shareholder
Revenue Stamp

Note:

1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the company

SPS Steels Rolling Mills Limited

Regd. Office: - "Diamond Prestige", 41 A, A.J.C Bose Road, 7th Floor, Kolkata-700017
Website- www.spsgroup.co.in, **E-Mail:** compliance@shakambhargroup.in,
Phone: 033-6625 5252 **CIN** - L51909WB198111PLC034409

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall:

I, hereby record my attendance at the 43rd Annual General Meeting of SPS Steels Rolling Mills Limited will be held on Saturday, September 27, 2025 at 10:00 A.M at the Registered Office of the Company at Diamond Prestige ,41 A A.J.C Bose Road,7th Floor, Room No.701, Kolkata-700017

DP ID :		CLIENT ID :	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)		FOLIO NO.	

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

-----X-----X-----X-----

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note: E-voting period: September 24, 2025 at 9:00 A.M IST and ends on September 26, 2025 at 05:00 P.M. IST.

If you have any query regarding e-voting Password/PIN, please contact at evoting@nsdl.co.in.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.