SAL STEEL LTD.
Reg. Office : 604, Zion Z1, Near Avalon Hotel, Sindhu Bhawan Road, Bodakdev, Ahmedabad-380059 (India)
Corporate Office: 4th Floor, B-Wing, Milestone Experion Centre, Sector 15 Part 2, Gurgaon – 122001

Date: 01.09.2026

To,

Department of Corporate Service, **BSE Limited** Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400001	Manager, Listing Department, **National Stock Exchange of India Limited** Exchange Plaza, Plot No C/1, G-Block, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051
BSE Scrip Code: 532604	***NSE Symbol – SALSTEEL***

Dear Sir(s),

Sub: Submission of Annual Report 2025-26 including Notice of the 23rd Annual General Meeting of the Company

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, please find enclosed herewith Annual Report of the Company for the year ended on 31st March, 2026 (2025-26) including Notice of the 23rd Annual General Meeting ("23rd AGM"). This will also be available on the website of the Company at **www.salsteel.co.in**.

You are requested to take the same on record and acknowledge the receipt of the same.

Thanking You.

Yours faithfully,

For & on behalf of SAL Steel Limited

DEVILAL JAMNALAL SHAH

Digitally signed by DEVILAL JAMNALAL SHAH
Date: 2026.09.01 15:29:13 +05'30'

Devilal J Shah
Company Secretary & Compliance Officer
ICSI Mem. No. – A58287
Encl.: As mentioned above

SAL STEEL
Building Trust. Creating Futures.

SAL STEEL LIMITED

ANNUAL REPORT

2025-26

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri Mahesh Kumar Agarwal	(DIN: 00168517)	Chairman and MD (Appointed w.e.f 23.12.2025)
Shri Kaustubh Agarwal	(DIN: 08110836)	Managing Director (Appointed w.e.f 23.12.2025)
Shri Rajesh Mangal	(DIN: 10562605)	Non -Executive Director (Appointed w.e.f. 14.02.2026)
Smt. Anil Kumar Singh	(DIN: 11535361)	Whole Time Director (Appointed w.e.f 14.02.2026)
Shri Hiren S Mahadevia	(DIN:00156429)	Independent Director (Appointed w.e.f 23.12.2025)
Shri Bipin A. Gosalia	(DIN: 10521360)	Independent Director
Smt. Nipa Jairaj Shah	(DIN:10833814)	Independent Director (Appointed w.e.f 27.09.2025)
Shri Mitesh V Jariwala	(DIN:09396683)	Independent Director (Resigned w.e.f 16.05.2026)
Smt. Monika Goyal	(DIN:11881952)	Independent Director (Appointed w.e.f 14.08.2026)

CHIEF FINANCIAL OFFICER

Shri Anil Kumar Singh (Appointed w.e.f 01.07.2026)
Shri Babulal M. Singhal (Resigned w.e.f 06.04.2026)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Shri Devilal J Shah, (Appointed w.e.f. 14.02.2026)
Ms. Radhika P. Soni (Resigned w.e.f.14.02.2026)

AUDIT COMMITTEE

Shri. Hiren S Mahadevia, Chairman (Appointed w.e.f 24.12.25)
Shri Bipin A. Gosalia, Member ,
Shri Rajesh Mangal, Member (Appointed w.e.f 18.05.2026)
Smt. Shefali M. Patel, Member

NOMINATION AND REMUNERATION COMMITTEE

Shri. Hiren S Mahadevia, Chairman(Appointed w.e.f 24.12.25)
Shri Bipin A. Gosalia, Member ,
Shri Rajesh Mangal, Member (Appointed w.e.f 18.05.2026)

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Shri. Hiren S Mahadevia, Chairman(Appointed w.e.f 24.12.25)
Shri Bipin A. Gosalia, Member
Smt. Nipa Jiaraj Shah, Member (Appointed w.e.f 27.09.2025)

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Shri Hiren S Mahadevia, Chairman (Appointed w.e.f 24.12.25)
Shri Bipin A Gosalia, Member
Shri Mahesh Kumar Agarwal (Appointed w.e.f.23.12.25)

REGISTERED OFFICE

604, Zion Z1, Near Avalon Hotel, Sindhubhawan Road,
Bodakdev, Ahmedabad-380059

PLANT

Survey No. 245, Village Bharapar,
Tal. Gandhidham, Dist.: Kutch, Gujarat

CORPORATE OFFICE

4th Floor, B-wing, Milestone Experion Center,
Sector 15, Part 2 , Gurgaon-122001

STATUTORY AUDITORS

M/s. Parikh & Majmudar, Chartered Accountants,
303, "B" Wing, GCP Business Center,
Opp. Memnagar Fire Station,
Nr. Vijay Cross Roads, Ahmedabad – 380 009

SECRETARIAL AUDITORS

Kamlesh M. Shah & Co.,
Practicing Company Secretaries
801-A, 8th Floor, Mahalaya Complex,
Opp. Hotel President, B/h. Fairdeal House, Swastik Cross Roads,
Off C. G. Road, Navrangpura, Ahmedabad 380 009 Gujarat

REGISTRAR AND SHARE TRANSFER AGENTS

Kfin Technologies Limited Selenium Building, Tower-B,
Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana India - 500 032
Whatsapp no.: (91) 910 009 4099
Toll Free no.: 1800-309-4001
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com
Investor Support Centre Link:
https://ris.kfintech.com/clientservices/isc

BANKERS TO THE COMPANY

Kotak Mahindra Bank
Yes Bank Limited
CSB Bank Limited

CORPORATE IDENTIFICATION NUMBER

CIN: L29199GJ2003PLC043148

CONTENTS	PAGE
Notice	2
Directors' Report	14
Corporate Governance Report	35
Management Discussion & Analysis Report	55
Independent Auditors' Report	61
Balance Sheet	72
Statement of Profit & Loss	73
Cash Flow Statements	74
Notes forming part of Financial Statements	77

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the members of **S.A.L. STEEL LIMITED** will be held on Friday, September 25, 2026 at 12:30 P.M. IST through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted."

2. To appoint Shri Mahesh Kumar Agarwal (DIN: 00168517) , who retires by rotation as a Director and being eligible, offers himself for re-appointment, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, Shri Mahesh Kumar Agarwal (DIN: 00168517), who retires by rotation as a Director at this 23rd Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

3. To ratify the remuneration payable to, Cost Auditors of the Company for the financial year ending 31st March, 2027

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and rule 6(2) of the Companies (Cost Records and Audit Rules) 2014 and other applicable provision of the Companies Act, 2013 read with rules made thereunder if any (Including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Ashish Bhavsar & Associates, Cost Accountants (ICAI Registration No.: 22464) appointed by the Board on the recommendation of the Audit Committee of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027 at such remuneration as may be mutually agreed between the Cost Auditor and Board of Directors of the company and out of pocket expenses that may be incurred during the course of audit."

4. To approve regularization of Mrs. Monika Goyal (DIN: 11881952), as an additional director in the capacity of non-executive independent Woman director,

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

"RESOLVED THAT in pursuant to the provisions of Section 149, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Monika Goyal (DIN: 11881952), who was appointed as an additional director in the capacity of Non- Executive Independent Woman Director by the Board of Directors of the company w.e.f 14.08.2026 and who hold office up to the date of this Annual General Meeting or within a time period of 3 Months from the date of appointment, whichever is earlier, and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and hereby appointed as Non-Executive Independent Woman Director of the company, not liable to retired by rotation to hold office for a term of 5 (Five) consecutive years w.e.f. August 14, 2026. ."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, Schedule V, and other applicable provisions of the Act and the Rules made thereunder, Mrs. Monika Goyal in addition to sitting fees for attending the meeting of the Board & Its Committee would be entitled to be paid remuneration by way commission as the Board of Directors of the Company may decide and approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time;

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and the Company Secretary of the Company, for the time being and from time-to-time, be and are hereby severally authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns including filing of e-form or such other forms and documents and submitting necessary information as may be required to the stock-exchanges, depositories, the Registrar of Companies, Gujarat and such other authorities as may be required from time to time."

By order of the Board of Directors
For SAL Steel Limited

Sd/-
Devilal J Shah
Company Secretary & Compliance Officer
ICSI Mem. No: A58287

Place : Ahmedabad, Gujarat
Date : August 14,2026

Registered Office:
604, Near Avalon Hotel, Sindubhawan Road,
Bodakdev, Ahmedabad-380059
CIN: L29199GJ2003PLC043148

NOTES

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2022 dated 5th May, 2022 and vide its new General Circular No. 10/2022 dated 28th December, 2022; read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as "MCA Circulars") and other Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India (SEBI) read with circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated 13th May, 2022 and vide its new Circular No. SEBI/HO/CFD/ PoD-2/P/ CIR/2023/4 dated 5th January, 2023 and General Circular No. 09/2024 and General Circular No. 03/2025 dated September 22, 2025, issued by the MCA and circular issued by SEBI vide circular No. SEBI/HO/CFDPoD-2/P/CIR/2024/133 dated October 3. 2024 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue during the calendar year 2025. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 23rd AGM of the Company shall be convened and conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice

3. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. For this purpose, the Company has entered into arrangement with National Securities Depository Limited (NDSL), for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

4. Pursuant to Section 113 of the Companies Act, 2013, Institutional/Corporate Members (i.e. other than Individuals / HUF, NRI, etc.) can appoint their representatives to attend the AGM through VC/OAVM and vote through e-voting. They are requested to send the scanned copy (PDF/JPEG Format) of their Board or Governing Body Resolution/ Authorisation etc., authorising their representative to attend the AGM through VC/OAVM to the Scrutinizer by e-mail through its registered e-mail address to **kshahcs@yahoo.co.in** with a copy marked to **evoting@nsdl.com** & **cs@salsteel.co.in**.

5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting, is annexed hereto.

6. Relevant documents referred to in the accompanying Notice and the Explanatory Statement will remain open and available for inspection by the members at the Registered office of the Company on all working days, except Saturdays and Sundays, during business hours up till the date of the Meeting.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every member participating in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN to the Company or their Share Registrars and Transfer Agents.

8. Information pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard–2 with respect to Directors seeking appointment / re-appointment at AGM is attached hereto. The said Directors have furnished necessary consent / Declarations for their appointment / re-appointment.

9. As per Regulation 40 of the Listing Regulations, as amended, with effect from 25th January, 2022, securities of listed companies can be transacted only in dematerialized form for issuance of duplicate securities certificates, Claim from Unclaimed Suspense Account, Renewal/Exchange of Securities Certificate; Endorsement, Sub-division / splitting of Securities Certificate, Consolidation of Securities Certificates/Folios; Transfer; Transmission; Transposition etc. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents, viz. KFIN Technologies Limited (RTA), having its office at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hydrabad, Rangareddy, Telengana, india-500 032 Toll Free : 1800 309 4001, Email id.: einward.ris@kfintech.com & shyam.kumar@kfintech.com and quote their DP ID No. /Client ID No. or folio number in all their correspondence.

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to RTA in case the shares are held in physical form.

11. Members who have not registered their email IDs so far with their depository participants, are requested to register their email IDs for receiving all the Communications including Annual Report, Notices etc. in electronic mode.

12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository.

13. The businesses set out in the Notice of this AGM will be transacted through electronic voting system. Instructions and other information regarding e-voting are given here in below. The Company / NSDL will also send communication relating to e-voting which inter alia will contain details about User ID and password along with a copy of this Notice to the Members of the Company, separately.

14. In case of joint holders, Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

15. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website: www.salsteel.co.in .

16. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2026 is uploaded on the Company's website www.salsteel.co.in and may be accessed by the members.

17. Electronic copy of the Annual Report for 2025-26 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same.

18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

19. Since AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this Notice.

20. Non-Resident Indian members are requested to inform RTA/respective DPs, immediately of (a) Change in their Residential Status on return to India for the purpose of permanent settlement, along with PAN details, (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank along with PIN Code number, if not provided earlier.

NSDL E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING THE ANNUAL GENERAL MEETING

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.salsteel.co.in . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

8. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

The remote e-voting period begins on Tuesday, 22nd September, 2026 at 09:00 A.M. and ends on Thursday, 24th September, 2026 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 cut-off date i.e. Friday, 18th September, 2026, 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 Friday, 18th September, 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI Master circular dated January 30, 2026 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**.	1. For OTP based login you can click on https://eservices.nsdl.com/SecuredWeb/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 or joining virtual meeting & voting during the meeting. 2. 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 or joining virtual meeting & voting during the meeting. 3. 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 4. 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **CDSL**	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 My easi 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. 1800-22-5533

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kshahcs@yahoo.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 NSDL at evoting@nsdl.co.in.

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

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

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@salsteel.co.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI Master circular dated January 30, 2026 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/ AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@salsteel.co.in. The same will be replied by the company suitably.

6. Shareholders who would like to express their views/ask questions during the meeting may pre-register themselves as a speaker by sending their request from their Registered Email address in advance at cs@salsteel.co.in between Friday, 18th September, 2026 (9.00 A.M. IST) and Saturday, 19th September, 2026 (5.00 P.M. IST) mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries at cs@salsteel.co.in between Friday, 18th September, 2026 (9.00 A.M. IST) and Saturday, 19th September, 2026 (5.00 P.M. IST) mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

GENERAL INSTRUCTIONS FOR VOTING:

a. Shri Kamlesh. M. Shah, Practicing Company Secretary, (Membership No. A8356 and COP No. 2072), Address: 801-A, Mahalaya Complex, Opp: Hotel President, B/h. Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

b. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, submit to the Chairman or a Director or Company Secretary authorized in writing, who shall countersign the same and declare the result of the voting forthwith.

c. Results declared by the Chairman along with the Scrutinizer's Report shall be placed on the Company's website http://www.salsteel.co.in and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company. The results shall be communicated to the NSE and BSE Limited and will also be uploaded on website of Stock Exchanges.

d. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 18th September, 2026, may obtain the login ID and password by sending a request at www.evotingindia.com.

Note: For detailed instructions for e-voting, please visit website of NDSL.

EXPLANATORY STATEMENT

(Pursuant to section 102 of the companies act, 2013 and the rules framed thereunder)

ITEM NO. 3:

To ratify the remuneration payable to, Cost Auditors of the Company for the financial year ending 31st March, 2027

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Ashish Bhavsar & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending 2026-27 at such remuneration as may be mutually agreed between the Cost Auditor and Board of Directors of the company and out of pocket expenses that may be incurred, if any, during the course of audit. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 04 of the Notice. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Ordinary Resolution set out at Item No. 03 of the Notice for approval by the shareholders.

The Board recommends the Ordinary Resolution set out in Item No. 3 of the Notice for approval by the Members.

ITEM NO. 4:

To approve regularization of Mrs. Monika Goyal (DIN: 11881952), as an additional director in the capacity of non-executive independent Woman director

The Board of Directors (the “Board”) of the Company in their meeting held on 14.08.2026, upon the recommendations of the Nomination and Remuneration Committee (the “NRC”) had approved the appointment of Mrs. Monika Goyal (DIN:11881952) who was appointed as an Additional Director (in the capacity of an Independent Woman Director) of the Company by the Board of Directors with effect from August 14, 2026, be and is hereby appointed as Non-Executive Independent Woman Director of the Company, not liable to retire by rotation, for a consecutive period of 5 (Five) years commencing from August 14 , 2026 to July 13, 2031, subject to approval of the shareholders by means of Special Resolution.

Pursuant to the provisions of Section 161 of the Act, Mrs. Monika Goyal (DIN:11881952) will hold office up to the date of the ensuing Annual General Meeting or within a time period of 3 Months from the date of appointment, whichever is earlier, However, in terms of Regulation 17(1)(c) of SEBI Listing Regulations, approval of members of the Company is required to be obtained for appointment of a Director in the upcoming General Meeting of the Company or within three month, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment of Mrs. Monika Goyal (DIN: 11881952) in this Annual General Meeting.

The Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing the appointment of Mrs. Monika Goyal (DIN:11881952) as a Non-Executive Independent Woman Director of the Company.

The Company has received, inter alia, the following consents, declarations and confirmations from Mrs. Monika Goyal (DIN: 11881952) with regards to the proposed appointment:

a. Consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act.

b. Declaration that she is not disqualified from being appointed as Director in terms of Section 164 of the Act.

c. Declaration that she meets the criteria of independence as prescribed under the Act and the SEBI LODR.

d. Declaration that she is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.

e. Confirmation that she is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

f. Confirmation that she has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors’ databank.

In the opinion of the NRC and the Board, Mrs. Monika Goyal (DIN: 11881952) fulfils the conditions of independence as specified in the Act, the Rules thereunder and the SEBI LODR, and be and hereby appointed as independent Director in the Company.

The brief profile of Mrs. Monika Goyal (DIN: 11881952) is as follows:

Mrs. Monika Goyal is a law graduate and a Fellow Company Secretary (FCS) by profession. She is a member of the Institute of Company Secretaries of India (ICSI). She has also a prestigious qualification of B.com and L.L.B. She has vast experience of 12 (Twelve) years in the field of Companies Act, Drafting and Negotiation, FEMA and other general Corporate matters. She has extensive experience in

Board processes, Corporate Laws, Regulatory Compliance, Risk Management, Contracts and Governance frameworks. She has worked with multinational business environments and has exposure to cross-border transaction, Legal and Commercial Contracts, Insurance and Corporate Compliance. Her professional experience enables her to bring and independent, objectives and governance-focused perspective to the Board, with emphasis on transparency, accountability, risk oversight and sustainable business practices

In conformity with the Company's Nomination and Remuneration Policy, Mrs. Monika Goyal (DIN: 11881952) will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by her, as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder. The terms and conditions of appointment of Mrs. Monika Goyal (DIN: 11881952) are available for inspection by the Members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Mrs. Monika Goyal (DIN: 11881952) is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution for approval of Members of the Company, as set out at Item No. 4 of the Notice.

By order of the Board of Directors
For SAL Steel Limited

Sd/-
Devilal J Shah
Company Secretary & Compliance Officer
ICSI Mem. No: A58287

Place : Ahmedabad, Gujarat
Date : August 14,2026

Registered Office:
604, Near Avalon Hotel, Sindubhawan Road,
Bodakdev, Ahmedabad-380059
CIN: L29199GJ2003PLC043148

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THE 23RD ANNUAL GENERAL MEETING OF THE COMPANY

[Pursuant to regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015] and Secretarial Standard on General Meetings (SS-2)

Name of Director	Shri Mahesh Kumar Agarwal	Mrs. Monika Goyal
DIN	00168517	11881952
Designation	Managing Director	Independent Woman Director
Date of Birth	March 10, 1965	September 09, 1989
Original Date of Appointment	December 23, 2025	August 14, 2026
Relationship with other Directors Inter se	Shri Mahesh Kumar Agarwal is father of Shri Kaustubh Agarwal, Managing Director of the Company.	Mrs. Monika Goyal is not related with any Directors of the Company
Profile & Expertise in specific functional Areas	More than 40+ years of rich experience in-depth knowledge and experience of management in the Mining and Steel industry. A far-sighted, dynamic leader with a vision to turn dreams into reality. His tenacity & resolve have immensely contributed to the success & growth of the company to its present heights.	Mrs. Monika Goyal is a law graduate and a Fellow Company Secretary (FCS) by profession. She is a member of the Institute of Company Secretaries of India (ICSI). She has also a prestigious qualification of B.com and L.L.B. She has vast experience of 12 (Twelve) years in the field of Companies Act, Drafting and Negotiation, FEMA and other general Corporate matters. She has extensive experience in Board processes, Corporate Laws, Regulatory Compliance, Risk Management, Contracts and Governance frameworks. She has worked with multinational business environments and has exposure to cross-border transaction, Legal and Commercial Contracts, Insurance and Corporate Compliance. Her professional experience enables her to bring and independent, objectives and governance-focused perspective to the Board, with emphasis on transparency, accountability, risk oversight and sustainable business practices
Qualification	Science Graduate	B.com, FCS, LLB, Certified Independent Woman Director
Shareholding in the Company	None	None
List of other Companies in which directorships are held	i. Sree Metaliks Limited ii. Lawrence Merchants Private Limited iii. Thanwas Commercial Private Limited	None
List of committees of Board of Directors (across all other Companies) in which Chairmanship/ Membership is held	Sree Metaliks Limited i. Board of Director- Chairman ii. Audit Committee Meeting-Member	None
Listed entities from which the person has resigned from Directorships in the past three years	None	None
Listed entities from which the person has resigned from Chairmanship/ Membership in the past three years	None	None

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 23rd Annual Report of your company on the operations and performance along with the Audited Financial Statements and the Auditor's Report thereon, for the year ended on 31st March, 2026.

COMPANY OVERVIEW

The Directors present the 23rd Annual Report of S.A.L. Steel Limited together with the audited standalone financial statements and the Auditor's Report thereon for the financial year ended 31st March 2026

The Company is engaged in the manufacture of Sponge Iron and Ferro Chrome and generation of power. It has a 40 MW power generation facility based on waste heat recovery and fluidized-bed combustion, with power used principally for captive consumption.

FINANCIAL HIGHLIGHTS

₹ in Crores

Particulars	31st March, 2026	31st March, 2025
Total Revenues	207.58	544.98
Total Expenditure	192.89	520.89
Profit before interest depreciation, extraordinary item and tax	**14.69**	**24.09**
Depreciation and Interest	31.17	27.24
Profit / (Loss) before exceptional, extraordinary item and tax	(16.48)	(3.15)
Exceptional & Extraordinary item	16.09	4.16
Profit / (Loss) before tax	**(0.39)**	**(7.31)**
Tax Expense / Deferred tax	(0.04)	(0.88)
Net Profit / (Loss) for the year	**(0.35)**	**(6.42)**
Total Comprehensive income	**0.25**	**0.12**
Balance Carried forward	**87.07**	**86.72**

STATE OF COMPANY'S AFFAIRS /PERFORMANCE OVERVIEW

Total revenue declined substantially during FY 2025-26, primarily reflecting the period of plant shutdown and modification/change of management. The Company reported a net loss of ₹0.35 crore compared with a net loss of ₹6.42 crore in the previous year.

During the year under review, the Company's operations were materially affected by the shutdown of the plant between September 2025 and February 2026 in connection with modification and transition to the new management. The reduced operating period resulted in lower production, sales and revenue.

DIVIDEND

In view of the financial position and accumulated losses, the Board has not recommended any dividend for FY 2025-26.

TRANSFER TO RESERVES

No amount is proposed to be transferred to reserves for FY 2025-26. The accumulated balance carried forward is disclosed in the audited financial statements

BUSINESS ACTIVITY

The company is engaged in manufacture of Sponge Iron, Ferro Alloys and Power. Company is generating power on account of waste heat recovery system resulting economic price. Company is having its power plant of 40 MW. Power generated is used for captive consumption. There has been no change in the nature of business of the Company.

CHANGE IN CONTROL, ACQUISITION AND OPEN OFFER

A material event during FY 2025-26 was the change in control pursuant to the Share Purchase Agreement dated 04th September 2025 between the existing promoters, Shah Alloys Limited and SAL Care Private Limited, and Sree Metaliks Limited. The transaction was accompanied by the related Share Subscription Agreement and the open-offer process under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Sree Metaliks Limited acquired 57.51% of the Company's equity share capital and became the controlling shareholder. The transaction resulted in a change in management and reconstitution of the Board. The Company's disclosures provide that Sree Metaliks Limited would be classified as promoter and the existing promoter group would cease to be promoter/promoter group following consummation of the transaction and related process.

CHANGE OF REGISTERED OFFICE

There is no change in the registered office of the company during the Financial Year under review. However post of financial year of the company to the date of this report, registered office of the company has been changed as on May 29, 2026. The present address of the registered office is as follows: 604, Zion Z1, Near Avalon Hotel, Sindhubhuwan Road, Bodakdev, Ahmedabad-380059, Gujarat India.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year Sree Metaliks Limited has become holding / subsidiary/ joint venture / associate Company. Pursuant to Share Purchase Agreement and Share Subscription Agreement dated September 04, 2025, and on completion of Open offer acquisition in accordance with SEBI (SAST) Regulation 2011. The company has become subsidiary of Sree Metaliks Limited as it acquired 57.51% of Equity Share capital in the company during the year.

PREFERENTIAL ISSUE AND CAPITAL STRUCTURE

During the financial year 2025-26 under review, the Company undertook preferential allotments in connection with the change in control and capital infusion, Company has issued Equity Share as follows

During the financial year under review, Company has issued Equity Share as follows

(i) The company increased authorized share capital from existing ₹ 1,40,00,00,000 (Rupees One Hundred Forty Crore Only) divided into 14,00,00,000 (Fourteen Crore) equity shares of face value of ₹ 10 (Rupees Ten Only) each to ₹ 1,45,00,00,000 (Rupees One Hundred Forty Five Crore Only) divided into 14,50,00,000 (Fourteen Crore Fifty Lakhs) equity shares of face value of ₹ 10/-each.

ii) "1,92,50000" paid up Equity Shares of ₹10/- each at a price not less than ₹18/-(Includes Premium of ₹ 8/-) to the promoter allottee (Sree Metaliks Limited) on a preferential basis as on 30th October, 2025.

(ii) "3,57,50000" Warrants Convertible into 3,57,50000 Fully paid up Equity Shares of ₹10/- each at a price not less than ₹18/- (Includes Premium of ₹ 8/-) to the promoter allottee (Sree Metaliks Limited) on a preferential basis as on 30th October, 2025 which was fully converted on February 14th , 2026

(iii) company has issued 4800000 equity share on conversion of warrant as on December 28,2025

(iv) Consequent to the allotment the subscribed and Paid-up-equity share capital of the company has increased from ₹ 84,96,67,000 (Rupees Eighty Four Crore Ninety Six Lakhs Sixty Seven Thousand Only) to 1,44,76,67,000 (Rupees One Hundred Forty Four Crore Seventy Six Lakhs Sixty Seven Thousand Only).

under Share Purchase Agreement and Share Subscription Agreement each dated September 04,2025, and on completion of Open offer in accordance with SEBI (SAST) Regulation 2011. Except these there was no other change in the authorized and paid-up share capital of the Company.

DEPOSIT

The Company has not accepted any deposit during the year under review and no amount against the same was outstanding at the end of the year falling within the ambit of Section 73 of the Companies Act, 2013 (the act) and the Companies (Acceptance of Deposits) Rules, 2014.

DETAILS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review the Company has not made any inter corporate loans, investments, given any corporate guarantee to any other body corporate, subsidiary, associate or any other company.

LISTING OF SHARES

The equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The listing fee for the year 2026-27 has been paid to the credit of both the Stock Exchanges.

DETAILS OF DIRECTORS OR KMPS APPOINTMENT OR RESIGNATION

The Board of Directors consists of Eight (08) members, of which four (04) are Independent Directors including One Women Independent Director.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Shri Mahesh Kumar Agarwal – Chairman & Managing Director.

Shri Kaustubh Agarwal – Managing Director.

Shri Anil Kumar Singh – Whole-time Director and, subsequently appointed as Chief Financial Officer w.e.f 01st July 2026.

Shri Rajesh Mangal – Non-Executive Director.

Shri Hiren S. Mahadevia – Independent Director.

Shri Bipin A. Gosalia – Independent Director.

Smt. Nipa Jairaj Shah – Independent Director.

Shri Devilal J. Shah – Company Secretary & Compliance Office appointed w.e.f 14th February 2026.

The Board was reconstituted during FY 2025-26 following the change in control. The Company held nine (9) Board meetings during the year on 30 May 2025, 14 August 2025, 04 September 2025, 30 October 2025, 14 November 2025, 23 December 2025, 28 December 2025, 14 February 2026 and 28 March 2026.

DIRECTORS:

During the financial year 2025-26, the Board of Directors of the Company, based on the approval and recommendation of members of Nomination and Remuneration Committee has appointed Shri Mahesh Kumar Agarwal (DIN: 00168517), as Additional Director designated as Whole-time Director w.e.f. December 23, 2025. Subsequently, he was appointed as Chairman and Managing Director of the Company by way of Ordinary Resolution passed by the members of the company through Postal Ballot on Tuesday 24th March, 2026 through Remote E-Voting commenced form Saturday, 21st February, 2026 at 09.00 AM (IST) and ended on Sunday, 22nd March, 2026 at 05.00 PM (IST) for the period of Three (03) consecutive years commencing from December 23, 2025 up to December 22, 2028 liable to retire by rotation.

During the financial year 2025-26, the Board of Directors of the Company, based on the approval and recommendation of members of Nomination and Remuneration Committee has appointed Shri Kaustubh Agarwal (DIN:08110836), as Additional Director designated as Whole time Director w.e.f. December 23, 2025. Subsequently, he was appointed as Managing Director of the Company by way of Ordinary Resolution passed by the members of the company through Postal Ballot on Tuesday 24th March, 2026 through Remote E-Voting commenced form Saturday, 21st February, 2026 at 09.00 AM (IST) and ended on Sunday, 22nd March, 2026 at 05.00 PM (IST) for the period of Three (03) consecutive years commencing from December 23, 2025 up to December 22, 2028 liable to retire by rotation.

During the financial year 2025-26, the Board of Directors of the Company, based on the approval and recommendation of members of Nomination and Remuneration Committee has appointed Shri Hiren S Mahadevia (DIN:00156429), as Additional Director designated as a (Non-Executive, Independent Director) subject to the approval and regularization of his appointment by the members of the company in the next general meeting or within a time period of 3 Months from the date of appointment, whichever is earlier, as non-executive Independent Director of the company to hold office for a term of 5 (Five) consecutive years w.e.f. December 23, 2025. Subsequently, he was appointed as Non-executive Independent Director of the Company by way of Special Resolution passed by the members of the company through postal ballot (meeting Sr. No. 01/PB/2025-26) on Tuesday, March 24, 2024 through remote e-voting commenced from Saturday, 21st February, 2026 at 09.00 AM (IST) and ended on Sunday, 22nd March, 2026 at 05.00 PM (IST).

During the financial year 2025-26, the Board of Directors of the Company, based on the approval and recommendation of members of Nomination and Remuneration Committee has appointed Shri Anil Kumar Singh (DIN:11535361),), as Additional Director designated as Whole time Director w.e.f. February 14, 2026. Subsequently, he was appointed as Whole time director of the Company by way of Ordinary Resolution passed by the members of the company through Postal Ballot on Tuesday 24th March, 2026 through Remote E-Voting commenced form Saturday, 21st February, 2026 at 09.00 AM (IST) and ended on Sunday, 22nd March, 2026 at 05.00 PM (IST) for the period of Three (03) consecutive years commencing from February 14, 2026 up to February 14, 2029 liable to retire by rotation.

During the financial year 2025-26, the Board of Directors of the Company, based on the approval and recommendation of members of Nomination and Remuneration Committee has appointed Shri Rajesh Mangal (DIN:10562605), as an Additional Director designated as a (Non-Executive, Non- Independent Director) subject to the approval and regularization of his appointment by the members of the company in the next general meeting or within a time period of 3 Months from the date of appointment, whichever is earlier, as Non-

Executive Non-Independent Director of the company w.e.f February 14, 2026. Subsequently, he was appointed as Non-executive Non-Independent Director of the Company by way of Ordinary Resolution passed by the members of the company through postal ballot (meeting Sr. No. 01/PB/2025-26) on Tuesday, March 24, 2024 through remote e-voting commenced from Saturday, 21st February, 2026 at 09.00 AM (IST) and ended on Sunday, 22nd March, 2026 at 05.00 PM (IST).

During the financial year 2025-26, Smt. Shefali M Patel (DIN: 07235872), Non-executive Independent Director has resigned w.e.f end of the day as on September 26, 2025 due to completion of her tenure as an Independent Director of the company.

During the financial year 2025-26, Shri Babulal M Singhal (DIN: 01484213) has resigned from the post of Whole Time Director of the company from Conclusion of Board meeting held on February 14th, 2026 due to personal and unavoidable reasons.

During the financial year 2025-26,Shri RajendraKumar Shah (DIN: 00020904), Non-executive Non-Independent Director has resigned w.e.f December 23, 2025 pursuant to acquisition by Sree Metaiks Limited (The "Acquirer").

During the financial year 2025-26, Shri Mrinal Sinha (DIN: 09482143) , Whole Time Director has resigned w.e.f Closure of business hours December 23, 2025 due to personal and unavoidable circumstances.

Post balance sheet events from financial year ending on March 31, 2026 and up to the date of this report,

Following the close of FY 2025-26, Shri Mitesh Jariwala (DIN: 09396683) resigned from the post of Non-executive Independent Director w.e.f close of business hours on May 16th 2026 due to Unavoidable Personal reason and the Board reconstituted the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and CSR Committee.

In addition, subsequent to the close of the financial year ended 31 March 2026, the Board of Directors of the Company, based on the approval and recommendation of members of Nomination and Remuneration Committee has appointed Mrs. Monika Goyal (DIN:11881952), as Additional Director designated as a (Non-Executive, Independent Woman Director) subject to the approval and regularization of his appointment by the members of the company in the next general meeting or within a time period of 3 Months from the date of appointment, whichever is earlier, as non-executive Independent Woman Director of the company to hold office for a term of 5 (Five) consecutive years w.e.f. August 14, 2026. Subsequently, she was appointed as Non-executive Independent Woman Director of the Company by way of Special Resolution passed by the members of the company in this Annual General Meeting of the Company.

KEY MANAGERIAL PERSON:

During the year under review, Ms. Radhika P Soni (M. No.: A64410), has resigned from the post of Company Secretary and Compliance Officer (key Managerial Person) w.e.f. February 14, 2026 to pursue career opportunities outside the company and Mr. Devilal J Shah (M. No.: A58287), was appointed w.e.f. February 14, 2026 on the position of Company Secretary & Compliance Officer (Key Managerial Person) of the Company in terms of Section 203 of Companies Act, 2013 and regulation 6(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

Post balance sheet events from financial year ending on March 31, 2026 and up to the date of this report,

Shri Babulal M Singhal resigned from the post of Chief Financial Officer (CFO) of the company w.e.f close of business hours on April 06th, 2026 due to personal and unavoidable Circumstances.

Shri Anil kumar Singh appointed as new Chief Financial Officer (CFO) of the company w.e.f July 01, 2026.

Except above there were no other changes in respect of appointment and resignation of Key managerial Persons of the company.

MEETINGS OF THE BOARD AND COMMITTEES

During the year under review, total Nine (09) meetings of Board of Directors were held on the following dates 30th May, 2025, 14th August, 2025, 04th September, 2025, 30th October, 2025, 14th November, 2025, 23rd December, 2025. 28th December, 2025, 14th February, 2026 and 28th March, 2026. Details of meetings are given in the Corporate Governance Report annexed herewith as **Annexure – 5** and forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declarations from each Independent Director of the Company confirming that he/she met with the criteria of independence as laid out in sub-section (6) of Section 149 read with schedule IV of the Companies Act, 2013 and under regulation 16(1)(b) and 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015. In the opinion of the Board, the Independent Directors fulfill the criteria of independence as provided under the Act, Rules made thereunder read with applicable provisions of the Listing Regulations, and they are independent of the management and also possess requisite qualifications, experience, and expertise and hold highest standards of integrity. The report on Corporate Governance which is forming part of the Annual Report contains the disclosure regarding the skills, expertise, competence and proficiency possessed by the Directors. Further, there has been no change in the circumstances affecting their status as Independent Directors of the Company. The Board has taken on record the declarations of the Independent Directors, after undertaking due assessment of the veracity of the same.

BOARD DIVERSITY

A diverse Board enables efficient functioning through differences in perspective and skill, and also fosters differentiated thought processes at the back of varied industrial and management expertise, gender, knowledge and geographical background. The Company follows diverse Board structure.

BOARD EVALUATION

As per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the formal annual evaluation was carried out for the Board's own performance, its committee & Individual directors. The manner and detail in which evaluation was carried out is stated in the Corporate Governance Report which is herewith as **Annexure – 5** and forms a part of this report.

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

The details in respect of internal financial control and their adequacy are included in Management Discussion and Analysis Report, which forms part of this report.

CORPORATE GOVERNANCE REPORT

The Company is committed to observe good corporate governance practices. The report on Corporate Governance for the financial year ended 31st March, 2026, as per regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 is enclosed herewith as **Annexure – 5** and forms part of this Report.

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 of The Companies (Accounts) Rules, 2014, particulars relating to conservation of Energy, R & D, Technology absorption and foreign Exchange earnings / outgo are separately provided in the annexure to this report as **Annexure -1**.

RISK MANAGEMENT

The Company's risk-management systems are designed to identify and monitor material risks and to implement mitigation measures through procurement planning, customer and market diversification, cost controls, internal monitoring and Board/Audit Committee oversight.

The company actively monitor and mitigate eight critical risk factors.

Steel, sponge iron and ferro-alloy price volatility.

Availability and price of raw materials and coal.

Energy and power-cost volatility.

Foreign-exchange risk relating to imported inputs.

Market and demand risk, including global steel overcapacity.

Environmental, regulatory and statutory-compliance risk.

Execution and utilisation risk associated with modernisation and plant transition.

Working-capital and financing risk.

WHISTLE BLOWER POLICY AND VIGIL MECHANISM

The Company has put in place a Whistle Blower Policy and has implemented a Vigil Mechanism, whereby employees, directors and other stakeholders can report matters such as generic grievances, corruption, misconduct, fraud, misappropriation of assets and non-compliance of code of conduct to the Company. The policy safeguards the whistle blowers to report concerns or grievances and also provides a direct access to the Chairman of the Audit Committee. During the year under review none of the personnel has been denied access to the Chairman of Audit Committee.

CORPORATE SOCIAL RESPONSIBILITY

As per the provisions of section 135 of the Companies Act, 2013 and rules made thereunder are not applicable to the company for the financial year 2025-26 based on the Calculation of average net profit under Section 198 and rules made thereunder. Hence, no amount required to be spent on CSR activities during the financial year 2025-26 and the details pursuant to Annual Report on CSR activities for the Financial Year 2025-26 is not required to provide to this report for the financial year 2025-26. The composition and other details of the CSR Committee is included in the Corporate Governance Report which form part of the Board's Report. The Board in its meeting held on 29th May, 2026, review/revised the existing CSR Policy of the company to harmonize with the amended carried out by the Ministry of Corporate Affairs in the Companies (CSR Policy Rules), 2014.

DIRECTORS' RESPONSIBILITY STATEMENT

In Compliance with Sections 134(3) (c) and 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and hereby confirm the following:

a) In the preparation of the annual accounts for the financial year ended 31st March, 2026 as far as possible and to the extent, if any, accounting standards mentioned by the auditors in their report as not complied with, all other applicable accounting standards have been followed along with proper explanation relating to material departure;

b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and profit and loss account of the Company for that period;

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

d) The Directors had prepared the annual accounts on a going concern basis; and

e) The directors in the case of a listed company had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems Were adequate and operating effectively.

DIRECTORS' OBSERVATIONS AND OUTLOOK

The Directors recognize that FY 2025-26 was a transition year for the Company. Lower production and sales resulted from the plant shutdown and modification period, while the change in control and capital infusion materially altered the Company's ownership and management structure. The Directors remain focused on restoration and optimization of operations, cost management, prudent working-capital management, strengthening governance and pursuing sustainable growth.

SIGNIFICANT / SUBSEQUENT DEVELOPMENTS RELEVANT TO THE FINAL ANNUAL REPORT

14 April 2026 – Response to exchange clarification concerning significant movement in the Company's securities.

16 May 2026 – Resignation of Shri Mitesh V. Jariwala as Independent Director and consequential committee reconstitution.

29 May 2026 – Approval of audited FY 2025-26 results and Directors' Report; registered office shifted within Ahmedabad.

29 May 2026 – Appointment of Internal Auditor and Cost Auditor for FY 2026-27 and disclosure of ₹50 crore Axis Finance term loan.

1 July 2026 – Appointment of Shri Anil Kumar Singh as Chief Financial Officer.

14 August 2026 – Approval of Q1 FY 2026-27 unaudited results; appointment of Mrs. Monika Goyal as Additional Independent Woman Director; approval of 23rd AGM notice.

15 August 2026 – Newspaper publication of Q1 FY 2026-27 results.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, independence and other matters as provided under subsection (3) of Section 178 of the Companies Act, 2013 is available on the Company's website at www.salsteel.co.in

DISCLOSURE UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL), ACT, 2013

In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, a committee has been established at the offices for this purpose. There were no complaints pending for the Redressal at the beginning of the year and no complaints received during the financial year.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 are disclosed in the audited financial statements and notes thereto. No additional statement is intended to override those audited disclosures.

PARTICULARS OF THE EMPLOYEES

Information pursuant to rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this report as **Annexure-2**. Further, particulars of employees remuneration, as prescribed under section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not attached with this report since there was no employee who was in receipt of excess remuneration as prescribed.

RELATED PARTIES TRANSACTIONS

During the financial year, all transactions entered into with the Related Parties as defined under Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, were in the ordinary course of business and on an arm's length basis and as such did not attract provisions of section 188 (1) of Companies Act, 2013. The Company has formulated policy on related party transactions. Particular of related party transactions in prescribed Form AOC-2 is attached at **Annexure–3**. Approvals from the Audit Committee are obtained even for transactions which are in ordinary course of business and repetitive in nature. Further, on quarterly basis, disclosures are made to the Audit Committee and to the Board. Details of related party transactions are given in the notes to financial statements.

None of the Independent Directors have any pecuniary relationship with your Company.

DISCLOSURE OF ACCOUNTING TREATMENT

The financial statements have been prepared in accordance with Indian Accounting Standards (IND AS). The Company has prepared these financial statements to comply in all material respects with the IND AS, notified under section 133 of the Companies Act, 2013 ("the Act") read together with paragraph 7 of the Companies (Accounts) Rules 2014.

AUDITORS AND AUDIT REPORTS

a. **Cost Auditors**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Rules made there under M/s. Ashish Bhavsar & Associates, Cost Accountants were appointed for auditing cost accounting records of the Company for the year ending 31st March, 2026. Board has further appointed M/s. Ashish Bhavsar & Associates, Cost Accountants as Cost Auditors for the year ending 31st March, 2027 subject to approval of remuneration by the members of the Company in the Annual General Meeting.

Disclosure on maintenance of Cost Records

The Company made and maintained the Cost Records under Section 148 of the Companies Act, 2013 (18 of 2013) for the Financial Year 2025-26.

b. **Internal Auditor**

The Company has appointed M/s NRPS & Associates LLP an Independent firm of Chartered Accountants Firm to act as an Internal Auditor as per suggestion of auditors and recommendation of the Audit Committee in order to strengthen the internal control system for the Company.

c. **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rules made thereunder, the Board of Directors has appointed M/s. Kamlesh Shah & Co., Practicing Company Secretaries, as Secretarial Auditor to conduct Secretarial Audit of the Company for the term of Five (5) Financial Year Commencing from 2025-26 till Financial year 2029-30 subject to approval of members in their Meeting will be held on September 26, 2025. The report submitted by the Secretarial Auditor in Form MR-3 for the financial year ended as on 31st March, 2026 is attached to this report as **Annexure-4**. Remarks of secretarial auditor are self-explanatory.

Annual Secretarial Compliance Report

Pursuant to regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, Secretarial Compliance Report for the financial year ended 31st March, 2026 on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder, was obtained from M/s. Kamlesh M Shah & Co., Practicing Company Secretaries, Secretarial Auditor.

Certificate on Corporate Governance

The Company is committed to observe good corporate governance practices. The report on Corporate Governance for the financial year ended 31st March, 2026, as per regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report. The requisite Certificate from the Practicing Company Secretary of the Company confirming compliance with the conditions of Corporate Governance is annexed to this report as **Annexure–6**.

Certificate of Non-Disqualification of Directors

As required by Clause 10 (i) of Part C under Schedule V of the SEBI Listing Regulations, the Company has received a certificate from M/s. Kamlesh M. Shah & Co. (ACS: 8356, COP: 2072), Practicing Company Secretaries certifying that none of our Directors have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India or Ministry of Corporate Affairs or such other statutory authority is annexed to this report as **Annexure-7**.

d. Statutory Auditors

Members have at their 19th Annual General Meeting held on September 23, 2022, approved the re-appointment of M/s. Parikh & Majmudar, Chartered Accountants, as statutory auditors of the for a terms of five years as per provisions of the Companies Act, 2013.

Statutory Auditors' Report

The observations of Statutory Auditor in its reports on standalone and consolidated financials are self-explanatory and therefore do not call for any further comments.

Details in respect of frauds reported by auditors

There were no instances of fraud reported by the auditors. Further, there are no Qualifications, reservations or adverse remarks contain in the Auditor's Report for the year under review.

MATERIAL CHANGES / INFORMATION

a. During the year, The Promoters M/s. Shah Alloys Ltd and M/s. SAL Care Private Limited had entered in to a Share Purchase Agreement (SPA) dated September 04, 2025 with M/s. Sree Metaliks Limited for Substantial Acquisition of shares and Takeover of Management of the company and accordingly had made disclosures under Regulation 29 of the SEBI (SAST) Regulations 2011 by Selling Shareholders as well as by buying Shareholders in time. The Buyer Company Sree Metaliks Limited had made an Open Offer for acquisition of shares and takeover of management of the Company including change/ reconstitution of Board of Directors processes per SEBI (SAST) Regulations during the year.

b. During the financial year under review, Company has issued 1,92,50000 Equity share on preferential basis, Fully paid up Equity Shares of ₹10/- each at a price not less than ₹18/-(Includes Premium of ₹ 8/-) to the promoter allottee (Sree Metaliks Limited) on a preferential basis as on 30th October, 2025 and 3,57,50000 Warrants Convertible into 3,57,50000 Fully paid up Equity Shares of ₹10/- each at a price not less than ₹18/-(Includes Premium of ₹ 8/-) to the promoter allottee (Sree Metaliks Limited) on a preferential basis as on 30th October, 2025 under Share Purchase Agreement and Share Subscription Agreement each dated September 04,2025, and on completion of Open offer in accordance with SEBI (SAST) Regulation .(The Company has obtained Listing and Trading Approval for allotment of Shares and has also initiated corporate Action for giving credit of shares to Shareholders/ allottees).

c. The Company has made allotment of 48,00,000 Equity shares against conversion of warrants on 28/12/2025. The Company has already made application for Listing and waiting for Approval of Trading from Exchange. The Corporate Action for giving credit of shares to allottee/ applicants are done but pending for release in respective accounts pending receiving trading approval.

d. The Company has made allotment of 3,57,50,000 Equity shares against conversion of warrants on 14/02/2026. The Company has already made application for Listing and waiting for Approval of Trading from Exchange. The Corporate Action for giving credit of shares to allottee/ applicants are done but pending for release in respective accounts pending receiving trading approval.

e. Further, the Allottee i.e Sree Metaliks Limited, will on consummation of the transaction under the Share Purchase Agreement and Share Subscription Agreement each dated September 04, 2025, be classified as a promoter of the Company in accordance of the SEBI (SAST) Regulations 2011 and SEBI (LODR) Regulation 2015. Consequently, the existing promoters and members of the promoters group of the Company will cease to be the promoters and promoter group of the Company on completion of Open offer and Share Purchase Agreement and Share Subscription Agreement each dated September 04,2025.

f. No significant and material orders have been passed by any of the regulators or courts or tribunals impacting the going concern status and companies operations in future.

ANNUAL RETURN

Annual Return in Form MGT-7 in compliance with section 92 of the Companies Act, 2013 read with applicable rules made thereunder is available at the website of the Company i.e. www.salsteel.co.in.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the year under review:

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except Employees' Stock Options Schemes referred to in this Report.
- Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- No fraud has been reported by the Auditors to the Audit Committee or the Board.
- There has been no change in the nature of business of the Company.
- There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the Financial Year 2025-26.
- There was no instance of onetime settlement with any Bank or Financial Institution during the Financial Year 2025-26.

APPRECIATION

Your Directors place on record their sincere appreciation for the valuable support and co-operation as received from government authorities, Financial Institutions, Banks and ARCs during the year. Directors are also thankful for the support extended by Customers, Suppliers and contribution made by the employees at all level. Directors would also like to acknowledge continued patronage extended by Company's shareholders in its entire endeavor.

CAUTIONARY STATEMENT

Statement in the Board's Report and the Management Discussion and Analysis describing your Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence your Company's operations include global and domestic demand and supply conditions affecting selling price of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations

By order of the Board of Directors
For **SAL Steel Limited**

Sd/-
Mahesh Kumar Agarwal
Chairman and Managing Director
DIN: 00168517

Place : Ahmedabad, Gujarat
Date : 14th August, 2026

Registered Office:
604, Zion Z1, Near Avalon Hotel,
Sindubhawan Road, Bodakdev, Ahmedabad-380 059
CIN: L29199GJ2003PLC043148

ANNEXURE - 1

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2026)

A. CONSERVATION OF ENERGY

(a) Energy conservation measures taken:

Your company gives priority to Energy conservation. It regularly reviews measures to be taken for Energy Conservation/ Consumption and its effective utilization.

(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:-

Your Company is highly power intensive industry and power is the basic requirements of manufacturing process. In order to reduce the cost per unit for power consumption, the Company has installed 40 MW Captive Power Plant.

(c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:

The company is operating 40 MW Captive Power Plant in parallel with GETCO Grid and with the consumption of own power, Company saves substantial amount from the same.

(d) Total energy consumption and energy consumption per unit of production: (₹ in lacs)

Particulars of Product				2025-26	2024-25
(I)	**POWER & FUEL CONSUMPTION**				
	1	**ELECTRICITY**			
		(a)	**Purchased**		
			Unit (Kwh)	6876753	5014800
			Total Amount (₹)	879.27	727.88
			Rate / Unit (₹)	12.79	14.51
		(b)	**Own Generation**		
		(i)	Through Diesel Generator Unit (Kwh)		
			Unit Per Ltr of Diesel Oil	Nil	Nil
			Cost / Unit (₹)	Nil	Nil
		(ii)	Through Steam Turbine / Generator Unit (Kwh)	27204000	72510000
			Unit Per Kg of Lignite		
			Cost Lignite / Unit (₹)	3.65	6.26
			Cost Coal / Unit (₹)	2.08	--
			Cost Coal & Lignite / Unit (₹)	5.73	6.26
	2	**COAL (Including Coal Fines)**			
		Quantity (MT)		4598.99	58937
		Total Cost (₹)		372.06	2418.69
		Average Rate (₹)		8089.31	4104
	3	**FURNACE OIL**			
		(used in the generation of power)			
		Quantity (K Ltr)		Nil	Nil
		Total Cost (₹)		Nil	Nil
		Average Rate (₹)		Nil	Nil
	4	**OTHERS – LIGNITE**			
		(used in the generation of steam)			
		Quantity (K Tonns)		Nil	Nil
		Total Cost (₹)		Nil	Nil
		Average Rate (₹)		Nil	Nil

Particulars of Product		2025-26	2024-25
(II)	**CONSUMTION PER M.T. OF PRODUCTION**		
	Particulars of Product		
	Electricity (in Unit)	Nil	Nil
	Furnace Oil	Nil	Nil
	Coal (Specify quantity)	Nil	Nil
	Others	Nil	Nil

B. TECHNOLOGY ABSORPTION

(I) Research and Development (R & D)

(₹ in lacs)

Particulars	2025-26	2024-25
1. Specific areas in which R&D carried out by the company.	Nil	Nil
2. Benefits derived as a result of the above R&D	Nil	Nil
3. Future plan of action:	Nil	Nil
a. Capital	Nil	Nil
b. Recurring	Nil	Nil
c. Total		
d. Total R&D expenditure as a percentage of total turnover	Nil	Nil

(II) Technology absorption, adaptation:

(₹ in lacs)

Particulars	2025-26	2024-25
Company has not carried out research, development & innovation activities.		
1. Efforts, in brief, made towards technology absorption, adaptation and innovation.	Nil	Nil
2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.	Nil	Nil
3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished: a. Technology imported b. Year of import c. Has technology has been fully absorbed d. If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.	Nil	Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ in lacs)

Particulars	2025-26	2024-25
1. FOREIGN EXCHANGE EARNINGS & OUTGO		
a. Foreign Exchange earnings	NIL	NIL
b. Foreign Exchange outgo	NIL	NIL
2. TOTAL FOREIGN EXCHANGE USED AND EARNED As per notes on account		

By order of the Board of Directors
For **SAL Steel Limited**

Sd/-
Mahesh Kumar Agarwal
Chairman and Managing Director
DIN: 00168517

Place : Ahmedabad, Gujarat
Date : 14th August, 2026

Registered Office:
604, Zion Z1, Near Avalon Hotel,
Sindubhawan Road, Bodakdev, Ahmedabad-380 059
CIN: L29199GJ2003PLC043148

ANNEXURE - 2

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

I. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Sr. no.	Name of director / KMP	Designation	Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the FY 2025-26	% increase / (decrease) in remuneration in the FY 2025-26
b)	Shri Anil Kumar Singh	Whole Time Director	1.83:1	Not applicable
c)	Shri Babulal M Singhal	Whole Time Director cum CFO	2.67:1	Not applicable
d)	Shri Mrinal Sinha	Whole Time Director	1.99:1	Not applicable
e)	Shri Devilal J Shah	Company Secretary	0.49:1	Not applicable
f)	Smt. Radhika P. Soni	Company Secretary	2.10:1	Not applicable

II.	The percentage increase in the median remuneration of employees in the financial year:	1.42%
III.	The number of permanent employees on the rolls of company:	443x
IV.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out of there are any exceptional circumstances for increase in the managerial remuneration;	During the year under review, the average annual increase in the salaries of employees other than the managerial personnel was 1.42% and that of increase in managerial personnel was 17.83%. Further, there were no exceptional circumstances for increase/ decrease in remuneration. **Justification for increase in Managerial Remuneration** Due to Acquisition by Sree Metaliks Limited, A new Management. The Company's leadership align with global Standards, Scale Operation, and drive new strategic vision, The new management appointed highly qualified and Technical experience Personnel to run operation of company more effectively and so far above reason there is increase in Managerial Personnel Remuneration.
V.	Affirmation that the remuneration is as per the remuneration policy of the Company.	The remuneration is as per the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Other Employees of the Company, formulated pursuant to the provisions of Section 178 of the Companies Act, 2013

B. Statement showing particulars of employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Since the remuneration paid to any of the employees does not exceeds the limits specified under the provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of the Rules, therefore disclosure requirements regarding the details of employee remuneration are not applicable to the Company.

By order of the Board of Directors
For **SAL Steel Limited**

Sd/-
Mahesh Kumar Agarwal
Chairman and Managing Director
DIN: 00168517

Place : Ahmedabad, Gujarat
Date : 14th August, 2026

Registered Office:
604, Zion Z1, Near Avalon Hotel,
Sindubhawan Road, Bodakdev, Ahmedabad-380 059
CIN: L29199GJ2003PLC043148

ANNEXURE - 3

FORM NO. AOC-2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section

(1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARM'S LENGTH TRANSACTION UNDER THIRD PROVISO THERETO.

1	Details of contracts or arrangements or transactions not at arm's length basis							
	Name (s) of the related party	Nature of transaction	Duration of the transaction	Salient terms of the transaction	Justification for transactions'	Date of approval by the Board	Amount paid as advances	Date of special resolution
	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

2	Details of material contracts or arrangement or transactions at arm's length basis						
	Name (s) of the related party	Nature of relationship	Nature of transaction	Duration of the transaction	Transactions value Amount (₹ in Lakhs)	Date of approval by the Board	Amount paid as advances
1.	Elite Metaliks Private Limited	Enterprise over which Key Managerial Personnel have Significant Influence	Purchase of Raw Material	December 2025-March 2026	482.55	These RPTs are in the ordinary course of business and are at arms' length basis and are approved by the Audit Committee and the Board in their meeting held on 04th September, 2025 these are reported to the Audit Committee / Board at their quarterly meetings.	N.A.
			Purchase of Fixed Assets		3800.00		
			Commission Paid		47.50		
2.	Sree Metaliks Limited	Enterprise over which Key Managerial Personnel have Significant Influence	Purchase	December 2025-March 2026	197.77	These RPTs are in the ordinary course of business and are at arms' length basis and are approved by the Audit Committee and the Board in their meeting held on 29th May, 2026 these are reported to the Audit Committee / Board at their quarterly meetings.	N.A.
			Hire Charges		19.44		
			Corporate Guarantee Commission		0.02		
			Preferential Allotment		11100.00		

2	Details of material contracts or arrangement or transactions at arm's length basis						
	Name (s) of the related party	**Nature of relationship**	**Nature of transaction**	**Duration of the transaction**	**Transactions value Amount (₹ in Lakhs)**	**Date of approval by the Board**	**Amount paid as advances**
3.	Shah Alloys Limited	Enterprise over which Key Managerial Personnel have Significant Influence	Purchase of Raw Material	April 2025-March 2026	39.64	These RPTs are in the ordinary course of business and are at arms' length basis and are approved by the Audit Committee and the Board in their meeting held on 29th May, 2026 these are reported to the Audit Committee / Board at their quarterly meetings.	
			Purchase of Spares		5200.00		
			Sales		23.87		
4.	Lawrence Merchants Private Limited	Enterprise over which Key Managerial Personnel have Significant Influence	Loan Taken	December 2025-March 2026	22425.97	These RPTs are in the ordinary course of business and are at arms' length basis and are approved by the Audit Committee and the Board in their meeting held on 29th May, 2026 these are reported to the Audit Committee / Board at their quarterly meetings.	
			Loan Repaid		6044.06		
			Interest Paid		440.62		

ANNEXURE - 4

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026

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

To,
The Members,
S A L STEEL LIMITED
CIN: L29199GJ2003PLC043148

I/we have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **S A L STEEL LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the records of **S A L STEEL LIMITED**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering **the financial year ended on 31st March 2026** complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliances mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/We have examined the books, papers, minute books, forms and returns filed and record maintained by **S A L STEEL LIMITED (CIN: L29199GJ2003PLC043148) for the financial year ended on March 31, 2026 according to the provisions of:**

((i) The Companies Act, 2013 (the Act) and the rules made there under; subject to our observations in this report.

(ii) The Securities Contracts (Regulations) Act,1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act,1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW).**

(v) The following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act'): -

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011; The Annual Disclosure of shareholding by Promoters/ Directors as per Regulation 31(4) is made for the year under review. The Promoters/ Directors/KMP whose accounts are covered under System Driven Disclosure system of Depositories are not required to make separate Disclosure under Regulation 30 of the SEBI (SAST) 2011.

(During the year, The Promoters M/s. Shah Alloys Ltd and M/s. SAL Care Private Limited had entered in to a Share Purchase Agreement (SPA) dated September 04, 2025 with M/s. Sree Metaliks Limited for Substantial Acquisition of shares and Takeover of Management of the company and accordingly had made disclosures under Regulation 29 of the SEBI (SAST) Regulations 2011 by Selling Shareholders as well as by buying Shareholders in time. The Buyer Company Sree Metaliks Limited had made an Open Offer for acquisition of shares and takeover of management of the Company including change/ reconstitution of Board of Directors processes per SEBI (SAST) Regulations during the year.)

(b) The Securities and Exchange Board of India (Prohibition of Insider Training) Regulations, 2015. The Company has installed a Structural Digital Database Software in a computer system with password protection for access and making entries therein. The company has made all entries therein for all the UPSI Sharing with Directors, Promoters, KMP, all other professional persons and persons who are deemed to have access to such UPSI from time to time during the year under. The Company has filed Compliance Certificate on a quarterly basis to the stock exchange in time.

(During the year, the existing Promoters, Shah Alloys Limited and SAL Care Private Limited had sold/ disposed of their shareholding through Share Purchase Agreement dated September 04, 2025. Necessary disclosures under Regulation 30 of SEBI (SAST) Regulations and also under SEBI (Prohibition of Insider Trading) Regulations are made to stock exchange in time by the company and respective acquirers/ seller shareholders.)

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

(i) During the year the Company has made preferential allotment of 1,92,50,000 Equity shares of Rs. 10/-each and 3,57,50,000 Convertible warrants on 30/10/2025. The Company has obtained Listing and Trading Approval for allotment of Shares and has also initiated corporate Action for giving credit of shares to Shareholders/ allottees.

(ii) The Company has made allotment of 48,00,000 Equity shares against conversion of warrants on 28/12/2025. The Company has already made application for Listing and waiting for Approval of Trading from Exchange. The Corporate Action for giving credit of shares to allottee/ applicants are done but pending for release in respective accounts pending receiving trading approval.

(iii) The Company has made allotment of 3,57,50,000 Equity shares against conversion of warrants on 14/02/2026. The Company has already made application for Listing and waiting for Approval of Trading from Exchange. The Corporate Action for giving credit of shares to allottee/ applicants are done but pending for release in respective accounts pending receiving trading approval.

(d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(NO ESOS OR ESOPS WERE ISSUED DURING THE YEAR UNDER REVIEW)**

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Debt Securities) Regulations, 2021; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**

(f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. The Company is submitting on quarterly basis Certificate/ Confirmation u/r. 74(5) of SEBI (Depositories and Participants) Regulations and Annual Confirmation/ Certificate from RTA signed by Company also as per Regulation 7(3) of SEBI (LODR) 2015 is now done away by SEBI (LODR) Regulations for the year 31/03/2026 onwards.

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**

(i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended up to the date is complied subject to our observations in Annexure-B (Attached herewith). **The Stock exchanges BSE and NSE have imposed financial penalties on Company and also issued certain advisory warnings to company complete details are given in Annexure-B Attached.**

(vi) As stated in the **Annexure – A** – all the laws, rules, regulations are applicable specifically to the company.

(vii) Except what is stated herein above, No other major corporate events occurred during the year and various compliances made by the Company with applicable Laws, Rules, Regulations, and Listing Regulations etc.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India and /or any amendment, substation, if any, applicable to the company are adopted by the Company and are complied with.

(ii) The secured loans/ borrowings made by company for following charges/ mortgages created by the Company are fully repaid and satisfied however, the management is in process to obtain satisfaction letter/account closure certificates from charge holders and file form CHG-4 with Ministry of Corporate Affairs. The Company has also taken up the matter with Registrar of Companies, Gujarat State for Removal of these charges from its Register as they are satisfied well before 10 years.

Charge ID	Date of Creation/ Last Modification	Name of Beneficiary	Amount of charge.	Actual date of Full Repayment
10154901	31/03/2009	Union Bank of India	12,35,000/-	12/09/2011

(ii) The Previous Company Secretary Ms. Radhika P Soni has resigned w.e.f. 14/02/2026. The Company has appointed Mr. Devilal J Shah as Company Secretary and Compliance Officer on the same date. The Company has filed necessary forms with the office of the ROC/ MCA in time and has also given intimation to the stock exchanges

(iii) The Listing Agreements entered into by the Company with Stock Exchanges and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **subject to our observations in Annexure-B Attached**.

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

I further report that:

The board of directors of the company was not duly constituted with proper balance of executive directors, non-executive directors, independent directors, and woman director. However during the year, the company has complied with the same and has appointed requisite number directors including Woman Director. All the directors are not disqualified under section 164(3) of the Companies Act 2013 and their DIN Number are Active. All independent directors are also registered with www.independentdirectorsdatabank.in website of The Indian Institute of Corporate Affairs.

The changes in the composition of the board of directors or the KMP that took place during the period under review were carried out in compliance with the provisions of the act and with intimation to stock exchanges(s).

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 or with consent of directors at a shorter notice, and a system exists for seeking and obtaining further information and clarification 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.

In respect of Voting by directors at the Board Meetings is concerned there does not exist within the company a system of Electronic Voting or Paper voting by directors on each business of Agenda for each of the Board Meetings. Majority decisions are taken on ORAL Voting basis. However, the Company does send draft minutes to its directors for their comments. All the comments of directors received are reviewed by the Chairman and finalized considering such suggestions/ comments of directors. Any specific comments or observations of any directors are recorded in the minutes at the specific request of particular directors with their names.

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

I further report that during the audit period, the company has not incurred any specific event / action that can have a bearing on the company's compliance responsibilities in pursuance of the above referred laws, rules, regulations, guideline, standards, etc.

I/We further report that during the audit period the company has made

I. Public/ Right/Preferential issue of shares/ debentures/sweat equity, including conversion of warrants and their listing on stock exchanges.

II. Redemption/ buy-back of securities **(Not Applicable)**

III. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013

   Yes, the Company has passed Resolutions through Postal Ballot process after closure of the Financial Year and before issue of this Report.

IV. Merger/ amalgamation/reconstruction etc. **(Not Applicable)**

V. Foreign technical collaborations Not Applicable.

VI. SEBI (SAS) Regulations, 2011 for Substantial Acquisition of Shares and takeover of Management of the Company through Share Purchase Agreement after giving an Open Offer to public shareholders.

For **KAMLESH M. SHAH & CO.,**
Practicing Company Secretaries

Kamlesh M. Shah
(Propreitor)
ACS: 8356, COP: 2072
Peer Review Regn.No: 6438/2025
Valid up to 28/02/2030

Place: Ahmedabad
Date: 26th May, 2026
UDIN: A008356H000487923

ANNEXURE-A

Securities Laws

1. All Price Sensitive Information were informed to the stock exchanges from time to time as per Regulation 30 of the SEBI (LODR) 2015
2. All investors complain directly received by the RTA and Company is recorded on the same date of receipts and all are resolved within reasonable time. The Company files Status of Investors Complaints as per Regulation 13 on quarterly basis with Stock Exchange regularly.
3. Other SEBI (SAST) Regulations, SEBI (PIT) Regulations, SEBI (LODR) Regulations and other regulations as are applicable are complied with subject to our observation in this report.

Labour Laws

1. All the premises and establishments have been registered with the appropriate authorities.
2. The Company has not employed any child labour/ Bonded labour in any of its establishments as provisions of Child & Adolescent Labour (Prohibition & Regulation) Act, 1986.
3. Provisions with relate to compliances of PF/ESI/Gratuity Act are applicable to Company and Complied with.
4. *The Company has yet not filed an annual return under provisions of POSH with District Collector for the year under review.*

Environmental Laws

As per the Management representation, the company is engaged in the manufacturing activities, the environmental laws as are applicable to it and it has properly complied with such provisions to the extent applicable.

Taxation Laws

We are informed by the management that the company follows all the provisions of the Direct and Indirect taxation laws Including Income Tax Act, 1961 and filing the returns at proper time with Income tax department and all other necessary departments. We have relied upon management representation and observations of internal auditors in this matter.

Other Industry Specific Act/ Laws/ Rules/ Regulations:

The Company does not use any Minerals or Iron Ore or such other materials which are under the control and regulations of specific Law related authorities under the Mines Act and such other Steel Industry Related Act, laws or Rules Regulations etc are not applicable to the Company.

For **KAMLESH M. SHAH & CO.,**
Practicing Company Secretaries

Kamlesh M. Shah
(Propreitor)
ACS: 8356, COP: 2072
Peer Review Regn.No: 6438/2025
Valid up to 28/02/2030

Place: Ahmedabad
Date: 26th May, 2026
UDIN: A008356H000487923

ANNEXURE-B
TO FORM MR-3
SECRETARIAL AUDIT REPORT
OF SAL STEEL LIMITED
FOR THE YEAR ENDED 31/03/2026.

(A) PLEASE REFER TO PARA (V) (I) OF THE SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31/03/2026

Details of Violations/ non-compliance by the Company required to be complied with as per SEBI (LODR) 2015.

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Advisory / Clarificat ion/ Fine/ Show Cause Notice/ Warning etc	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
(1)	The Listed Entity shall make an application for Trading approval within 7 days from obtaining Listing Approval from the Exchange	Sub point 4 of Point 4 of SEBI Master Circular No. SEBI/HO/ CFD/POD/CIR-2/2023/00094 DATED June 21 2023	Delay of more than 7 days in making application for Trading after Listing approval by Stock Exchange	BSE and NSE Limited	Fine Imposed	22 days delayed application has been made by Company	Rs. 4,40,000/- +18% GST.	Fine imposed by Exchange has been paid by Company on 19/02/2026 to both the Exchange.	Fine is paid and matter is regularized. The Company has received now approval for Trading..	Default Regularized
(2)	Advisory Letter issued by NSE vide Letters Number NSE/LIST/53782 dated April 17, 2026 for non-compliance with 3rd Proviso to Regulation 167(1) of SEBI (ICDR) Regulations, 2018 regarding in case of convertible securities or warrants which are not listed on stock exchanges, such securities shall be locked in for a period of one year from the date of allotment.	Non-Compliance with Regulation 167(1) of SEBI (ICDR) Regulations 2018	Non-Observation of Lock in Period to be fixed for 1 years from date of Conversion of Warrants in case such warrants are not listed on the Exchange while making allotment of 48,00,000 shares on 28/12/2025 and 3,57,50000 shares on 14/02/2026.	NSE Ltd	Advisory Letter Issued.	Non-Observation sufficient lock in period for allotment of shares against conversion of unlisted warrants.	No Fine Imposed	As per Advisory letter of NSE the same is to be placed in Board Meeting to be held after the letters are issued on 17/04/2026 by the Management	The Company management will take appropriate action as advised by NSE Ltd	N.A.

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Advisory / Clarificat ion/ Fine/ Show Cause Notice/ Warning etc	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
(3)	Clarification asked by NSE Ltd from company for Substantial decline in Revenue of the Company during the quarter ended September 2025, December 2025 based on the Standalone financial statements for FY 2023-24, FY 2024-25 and nine months ended December 2025	Regulation 33 submission of Standalone Audited/ Unaudited Financial results	Substantial Decline in Revenue during the period September 2025 and December 2025.	NSE Limited	Clarification Sought from Management	Substantial decline in Turnover of the Company during September 2025 and December 2025 Quarters and details of Sales/ Purchase/ Stocks etc party wise break wise break up asked by the Exchange.	No Fine Imposed	The Management of the Company has furnished clarifications vide its Letter dated 20/04/2026 for supporting as asked by the NSE Ltd. No Further action of fine or otherwise taken by Exchange yet.	The Management has submitted detailed reply to the Exchange along with Supporting	NA
(4)	Non-Appointment of Company Secretary and Compliance Officer for more than 90 days.	Regulation 6(1) of SEBI (LODR) 2015	Delayed Compliance by 76 Days delay.	BSE Ltd and NSE Limited	Fine Imposed	Delayed appointment of Company Secretary and Compliance Officer by 76 days.	Fine of Rs. 89,680/- inclusive of GST is imposed.	The Company has complied on belated basis. The default is regularized by paying the penalty to both exchanges as imposed on 30/05/2025	The Company has complied on belated basis. The default is regularized by paying the penalty to both exchanges as imposed on 30/05/2025	Default Regularized.

For **KAMLESH M. SHAH & CO.,**
Practicing Company Secretaries

Kamlesh M. Shah
(Propreitor)
ACS: 8356, COP: 2072
Peer Review Regn.No: 6438/2025
Valid up to 28/02/2030

Place: Ahmedabad
Date: 26th May, 2026
UDIN: A008356H000487923

ANNEXURE-C

To
The Members,
S A L STEEL LIMITED
CIN: L29199GJ2003PLC043148
5/1 SHREEJI HOUSE 5TH FLOOR
B/H M J LIBRARY ASHRAM ROAD AHMEDABAD0 380006 GUJARAT INDIA

Our report of even date in respect of the financial year ended 31/03/2026 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 test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have relied on Management Representation Letter provided by the Company before issuing this Report to the Company.

For **KAMLESH M. SHAH & CO.,**
Practicing Company Secretaries

Kamlesh M. Shah
(Propreitor)
ACS: 8356, COP: 2072
Peer Review Regn.No: 6438/2025
Valid up to 28/02/2030

Place: Ahmedabad
Date: 26th May, 2026
UDIN: A008356H000487923

ANNEXURE - 5

CORPORATE GOVERNANCE REPORT

Detailed report on Corporate Governance for the financial year ended 31st March, 2026, as per regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 is set out below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company implements and practices the principles of Corporate Governance based on fairness, transparency, integrity, honesty and accountability consistently being followed in all its business practices and dealings. The Company is committed to observe good governance by focusing on adequate & timely disclosures, transparent & robust accounting policies, strong & independent Board and endeavors to maximize shareholders benefit.

2. BOARD OF DIRECTORS:

A. Composition:

As on 31st March, 2026, the composition of the Board of Directors of the Company was as follows:

Sr. No.	Name of Director	Category
1	Shri Mahesh Kumar Agarwal (Appointed w.e.f 23.12.2025)	Chairman and Managing Director
2	Shri Kaustubh Agarwal (Appointed w.e.f 23.12.2025)	Managing Director
3	Shri Anil Kumar Singh (Appointed w.e.f. 14.02.2026)	Whole time Director
4	Shri Rajesh Mangal (Appointed w.e.f 14.02.2026)	Non-Executive & Non- Independent Director
5	Shri Mitesh V. Jariwala (Resigned w.e.f 18.05.2026)	Non-Executive & Independent Director
6	Shri Bipinbhai A Gosalia	Non-Executive & Independent Director
7	Shri Hiren S Mahadevia (Appointed w.e.f 23.12.2025)	Non-Executive & Independent Director
8	Smt. Nipa Jairaj Shah	Non-Executive & Independent Director

B. Attendance of each Director at the Meeting of the Board of Directors and the last Annual General Meeting (AGM):

Sr. No.	Name of Directors	Attendance in Board Meeting									Attendance in AGM
		30.05.2025	14.08.2025	04.09.2025	30.10.2025	14.11.2025	23.12.2025	28.12.2025	14.02.2026	28.03.2026	26.09.2025
1	Shri Rajendra V Shah	Yes	Yes	Yes	Yes	Yes	Yes	NA	NA	NA	Yes
2	Shri Babulal M Singhal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes
3	Shri Mrinal Sinha	Yes	No	No	No	No	No	NA	NA	NA	No
4	Shri Mahesh Kumar Agarwal	NA	NA	NA	NA	NA	NA	Yes	Yes	Yes	NA
5	Shri Kaustubh Agarwal	NA	NA	NA	NA	NA	NA	Yes	Yes	Yes	NA
6	Shri Rajesh Mangal	NA	NA	NA	NA	NA	NA	NA	Yes	Yes	NA
7	Shri Anil Kumar Singh	NA	NA	NA	NA	NA	NA	NA	Yes	Yes	NA
8	Shri Hiren S Mahadevia	NA	NA	NA	NA	NA	NA	Yes	Yes	Yes	NA
9	Smt. Shefali M Patel	Yes	Yes	Yes	NA	NA	NA	NA	NA	NA	Yes
10	Shri Mitesh V. jariwala	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
11	Shri Bipinbhai A. Gosalia	No	No	No	Yes	Yes	Yes	Yes	Yes	Yes	Yes
12	Smt. Nipa Jairaj Shah	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Yes – Attended, No – Not Attended, N.A. – Not Applicable

C. Number of other Board of Directors or Committees in which a Director is a member or chairperson as on 31st March, 2026:

Sr. No.	Name of Director	Directorships in other Board of Directors	Membership* of Committees of Other Boards	Chairmanship* of Committees of Other Boards
1	Shri Mahesh Kumar Agarwal	3	-	1
2	Shri Kaustubh Agarwal	2	-	-
3	Shri Rajesh Mangal	-	-	-
4	Shri Anil Kumar Singh	-	-	-
5	Shri Hiren S Mahadevia	1	1	-
6	Shri Bipinbhai A Gosalia	1	1	-
7	Shri Mitesh V Jariwala	2	-	2
8	Smt. Nipa Jairaj Shah	1	1	-

**Chairmanship and Membership of Audit Committee and Stakeholders' Relationship Committee have been considered pursuant to regulation 26(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.*

None of the Directors holds chairpersonship of the Board Committees in excess of the maximum ceiling of five and membership in excess of the maximum ceiling of ten, as specified under Regulation 26 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015. No Director of the Company is related to any other director on the Board.

None of the Independent Directors serves as a Whole-time Director/Managing Director in any other listed company. Further, none of the Non-Executive Director of the Company, holds Directorship/Independent Directorship in more than seven listed companies and the Executive Directors of the Company does not hold Independent Directorship in any listed companies as provided under Regulation 17A of SEBI (LODR) Regulations, 2015.

The composition of the Board of Directors of the Company represents an appropriate mix of executive and non-executive directors to ensure the independence of the Board and to separate the board functions of governance and management. As on 31st March, 2026 the Board comprises of total Eight (08) Directors out of which One (1) is Executive Directors, Two (2) are Managing Director, One (1) is Non-executive and Non-Independent Director and four (04) are Non-Executive Independent Directors and the Chairman of the Board is Managing Director.

Names of the listed entities where the person is a director and the category of directorship as on 31st March, 2026:

Sr. No.	Name of Director	Directorship(s) in other listed entities	Category of Director
1	Shri Mahesh kumar Agarwal	-	Chairman and Managing Director
2.	Shri Kaustubh Agarwal	-	Managing Director
3.	Shri Anil Kumar Singh	-	Executive Director
4.	Shri Rajesh Mangal	-	Non-Executive –Non Independent Director
5.	Shri Hiren S Mahadevia	Rushil Décor Limited	Non- Executive Independent Director
6.	Shri Bipinbhai A. Gosalia	Shah Alloys Limited	Non-Executive –Independent Director
7.	Shri Mitesh V. Jariwala	-Shah Alloys Limited -Vimal Oil & Foods Limited	Non-Executive Independent Director
8.	Smt. Nipa Jairaj Shah	-Shah Alloys Limited	Non-Executive Independent Director

D. Number of Meetings of the Board of Directors and dates on which the said Board Meetings were held:

During the financial year 2025-26, Nine (09) Board Meetings were held. The dates on which these Meetings were held are given in the Table hereinabove.

E. Disclosure of relationships between directors inter-se: None of the Directors are related to each other.

Shri Mahesh Kumar Agarwal is father of Shri Kaustubh Agarwal, Managing Director of the Company. Except this none of the director are related to each other

F. Independent Directors' Meeting:

Independent Directors met on 22.11.2025 and 14.02.2026 without presence of Non – Independent Directors and members of the Management. On November 22, 2025, the Committee of Independent Directors (IDC) of SAL Steel Limited officially released its reasoned recommendation regarding an open offer made by Sree Metaliks Limited, on February 14th, 2026 Independent Directors inter alia evaluated performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company's Management and the Board.

G. Shareholding of Non-Executive Directors:

As on 31st March, 2026, none of the Non-Executive Directors hold any equity shares in the Company. None of the other Non-Executive Directors hold any equity shares in the Company.

H. Details of Familiarisation Programmes Imparted to Independent Directors

Pursuant to regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company has familiarized the Independent Directors through various programs about the Company. During the financial year, senior management team has from time to time made presentations to Directors giving an overview of the Company's operations, function, strategy and risk management plan of the Company.

Details of familiarization programs extended to the Independent Directors are also disclosed on the Company website from time to time at: https://salsteel.co.in/investors.php

3. COMMITTEES OF THE BOARD

The Board has constituted various Committees to focus on specific areas and to make informed decisions within their authority. Each Committee is governed by its Charter which outlines the scope, roles, responsibilities and powers. All the decisions and recommendations of the Committee are placed before the Board for its approval.

The various Board level Committees are as under:

A. AUDIT COMMITTEE:

The composition and terms of reference of the Audit Committee are in compliance with the provisions of Section 177 of the Act and , Regulation 18 of the Listing Regulations and regulation 9A(4) of SEBI (PIT) Regulations, 2015. The composition of Committee is given in this Report.

Terms of Reference of the Committee inter alia include the following:

a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

b) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

   i. 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 sub-section (3) of Section 134 of the Act;

   ii. Changes, if any, in accounting policies and practices and reasons for the same;

   iii. Major accounting entries involving estimates based on the exercise of judgment by management;

   iv. Significant adjustments made in the financial statements arising out of audit findings;

   v. Compliance with listing regulations and other legal requirements relating to financial statements;

   vi. Disclosure of any related party transactions;

   vii. Modified opinion(s) in the draft audit report;

e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institution placement, and making appropriate recommendations to the board to take up steps in this matter;

g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

h) Approval or any subsequent modification of transactions of the Company with related parties;

i) Scrutiny of inter-corporate loans and investments;

j) Valuation of undertakings or assets of the Company, wherever it is necessary;

k) Evaluation of internal financial controls and risk management systems;

l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

m) 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;

n) Discussion with internal auditors of any significant findings and follow up there on;

o) 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;

p) 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;

q) 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;

r) To review the functioning of the whistle blower mechanism;

s) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

t) Carrying out any other function as is mentioned in terms of reference of the Committee;

u) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / Advances / investments existing as on date; and

v) Review compliance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

Further, the Audit Committee mandatorily reviews the following information:

a) Management discussion and analysis of financial condition and results of operations;

b) Management letters / letters of internal control weaknesses issued by the statutory auditors;

c) Internal audit reports relating to internal control weaknesses; and

d) The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Committee.

e) statement of deviations:

    i. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of Listing Regulations

    ii. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of Listing Regulations

Further, in terms of the provisions of Section 177 of the Act and applicable Rules made thereunder, the terms of reference for the Audit Committee also include:

a) The recommendation for appointment, remuneration and terms of appointment of auditors of the company;

b) Review and monitor the auditor's independence and performance, and effectiveness of audit process;

c) Examination of the financial statement and the auditors' report thereon;

d) Approval or any subsequent modification of transactions of the company with related parties;

e) Scrutiny of inter-corporate loans and investments;

f) Valuation of undertakings or assets of the company, wherever it is necessary;

g) Evaluation of internal financial controls and risk management systems;

h) Monitoring the end use of funds raised through public offers and related matters.

Composition:

The Audit Committee comprises of three (3) non-executive Directors as on 31st March, 2026. All the Members of Audit Committee are Independent Directors. During the period under review, Seven (7) Audit Committee meetings were held on 30th May, 2025, 14th August, 2025, 04th September, 2025, 14th November, 2025, 28th December, 2025 and 14th February, 2026 and 28th March, 2026.

Sr. No.	Name of the Members	Date-wise attendance of Audit Committee Meeting during the F.Y. 2025-26						
		30.05.2025	14.08.2025	04.09.2025	14.11.2025	28.12.2025	14.02.2026	28.03.2026
1.	Shri Mitesh V. Jariwala, Chairman	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2.	Shri Bipinbhai A. Gosalia	No	No	No	Yes	Yes	Yes	Yes
3.	Smt. Shefali Patel (Cessation w.e.f 26.09.2025)	Yes	Yes	Yes	NA	NA	NA	NA
4.	Shri Rajendra Kumar Shah (Appointed w.e.f 27.09.2025 & Resigned w.e.f 23.12.2025)	NA	NA	NA	Yes	NA	NA	NA
5.	Shri Hiren S Mahadevia (Appointed w.e.f.24.12.2025)	NA	NA	NA	NA	Yes	Yes	Yes

Yes – Attended, No – Not Attended, N.A. – Not Applicable

Committee invites such of the executives, particularly the head of the Finance Function, representatives of the Statutory Auditors and Internal Auditors and any such other executives, as it considers appropriate, to be present at the meetings. All Committee Members are financially literate and have accounting and financial management expertise.

The Company Secretary of the Company acts as the secretary of the Committee.

During the year under review, Due to Cessation of Smt. Shefali M Patel, from membership of Audit Committee w.e.f. end of day on September 26, 2025 due to completion of term as Independent Director, The Board of directors of the company, on recommendation of nomination and remuneration committee inducted Shri Rajendra V Shah as a Member of Audit Committee and further due to resignation of Shri Rajendra V Shah from membership of Audit Committee w.e.f. Closure of business hours of December 23, 2025, The Board of directors of the company, on recommendation of nomination and remuneration committee reconstitute the Audit Committee by appointing Shri Hiren S Mahadevia as Member of Audit Committee w.e.f December 24, 2025.

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on September 26, 2025 to answer the queries of the shareholders.

B. NOMINATION AND REMUNERATION COMMITTEE:

The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations. The composition of Committee is given in this Report. Terms of reference of the Committee inter alia include the following:

i. Identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;

ii. Shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance

iii. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

iv. Formulation of criteria for evaluation of performance of independent directors and the board of directors;

v. Devising a policy on diversity of board of directors;

vi. 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;

vii. Recommend to the Board, all remuneration, in whatever form, payable to Senior Management

Composition:

The Nomination and Remuneration Committee comprises of three Independent Non-Executive Directors as on March, 31, 2026, further all Members of Nomination and Remuneration Committee are Independent Directors.

During the period under review, Five (5) meetings of Nomination and Remuneration Committee were held on 30th May, 2025, 14th August 2025, 14th November, 2025, 23rd December, 2025 and 14th February, 2026.

Sr. No.	Name of the Members	Date-wise attendance of Nomination and Remuneration Committee Meeting during the F.Y. 2025-26				
		30.05.2025	14.08.2025	14.11.2025	23.12.2025	14.02.2026
1.	Shri Mitesh V. Jariwala, Chairman	Yes	Yes	Yes	Yes	Yes
2.	Shri Bipin A. Gosalia	No	No	Yes	Yes	Yes
3.	Smt. Shefali Patel (Cessation w.e.f 26.09.2025)	Yes	Yes	NA	NA	NA
4.	Shri Rajendra Kumar Shah (Resigned w.e.f 23.12.2025)	NA	NA	Yes	Yes	NA
5.	Shri Hiren S Mahadevia (Appointed w.e.f.24.12.2025)	NA	NA	NA	NA	Yes

Yes – Attended, No – Not Attended, N.A. – Not Applicable

The Company Secretary of the Company acts as the secretary of the Company.

During the year under review, Due to Cessation of Smt. Shefali M Patel, from membership of Nomination and Remuneration Committee w.e.f. end of day on September 26, 2025 due to completion of term as Independent Director, The Board of directors of the company. On recommendation of nomination and remuneration committee inducted Shri Rajendra V Shah as a Member of Nomination and Remuneration Committee and further due to resignation of Shri Rajendra V Shah from membership of Nomination and Remuneration Committee w.e.f. Closure of business hours of December 23, 2025, The Board of directors of the company, on recommendation of nomination and remuneration committee reconstitute Nomination and Remuneration Committee and appoint Shri Hiren S Mahadevia as Member of Nomination and Remuneration Committee w.e.f December 24, 2025.

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on September 26, 2025 to answer the queries of the shareholders.

Board Evaluation

Pursuant to section 134 of the Companies Act, 2013, the Board is responsible for the formal Annual Evaluation of its own performance, of its committee & Individual Directors. Further, as per regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, performance evaluation of the Independent Directors shall be done by entire Board of Directors, excluding directors being evaluated.

During the year, Board in concurrence with Nomination & Remuneration Committee has laid down the evaluation criteria for itself, Committees, Chairperson, Executive and Non- Executive Directors and Independent Directors. The evaluation was carried out through a structured questionnaire covering various aspects of the functioning of the Board of Directors.

The following broad parameters were considered to evaluate the performance of the independent Directors:

- Integrity, maintenance of high standard and confidentiality;
- Commitment and participation at the Board & Committee meetings;
- Effective deployment of knowledge and expertise;
- Exercise of independent judgment in the best interest of Company;
- Interpersonal relationships with other directors and management.

The following broad parameters were considered to evaluate the performance of the Board and Committees:

- Size, structure and expertise of the Board/Committees;
- Review of strategies, risk assessment, robustness of policies and procedures by Board;
- Oversight of the financial reporting process & monitoring Company's internal control system;
- Quality of agenda, conduct of meeting, procedures and process followed for effective discharge of functions;
- Effective discharge of functions and duties by Committee as per terms of reference;
- Appropriateness and timeliness of the updates given on regulatory developments;
- Board's engagement with senior management team.

Remuneration of Directors

a. Pecuniary Relationship or Transactions of the Non-Executive Directors:

There were no pecuniary relationships or transactions of the Non-Executive Directors vi- a-vis the Company.

b. Criteria for Making Payment to Non-Executive Directors:

Role of Non-Executive – Independent Directors of the Company is not just restricted to corporate governance or outlook of the Company but they also bring with them significant professional expertise and rich experience across the wide spectrum of functional areas. The Company seeks their expert advice on various matters from time to time. Hence, the compensation to the Non-Executive – Independent Directors is recommended.

c. Compensation/Fees Paid to Non-Executive Directors:

Non-Executive Independent Directors were paid sitting fees for attending the Board and Committee Meetings.

d. Details of Remunerations:

Details of remuneration and sitting fees paid or provided to all the directors during the year ended 31st March, 2026 are as under:

Name of Director	Sitting Fees (₹)	Salaries & Perquisites (₹)	Commission (₹)	Total (₹)
Shri Rajendra Shah	Nil	Nil	Nil	Nil
Shri Mahesh Kumar Agarwal	Nil	Nil	Nil	Nil
Shri Kaustubh Agarwal	Nil	Nil	Nil	Nil
Shri Hiren S Mahadevia	60000	Nil	Nil	60000
Smt. Shefali Patel	60000	Nil	Nil	60000
Shri Anil Kumar Singh	Nil	450000	Nil	450000
Shri Rajesh Mangal	Nil	600000	Nil	600000
Shri Babulal M Singhal	Nil	621000	Nil	621000
Shri Mrinal Sinha	Nil	491000	Nil	491000
Shri Bipin A. Gosalia	90000	Nil	Nil	90000
Shri Mitesh V. Jariwala	160000	Nil	Nil	160000
Smt. Nipa Jairaj Shah	90000	Nil	Nil	90000

Particulars of Directors, senior management or KPMs and changes there in during the year under Review:

During the financial year 2025-26, the Board of Directors of the Company, based on the approval and recommendation of members of Nomination and Remuneration Committee has appointed Shri Mahesh Kumar Agarwal (DIN: 00168517), as Additional Director designated as Whole-time Director w.e.f. December 23, 2025. Subsequently, he was appointed as Managing Director of the Company by way of Ordinary Resolution passed by the members of the company through Postal Ballot on Tuesday 24th March, 2026 through Remote E-Voting commenced form Saturday, 21st February, 2026 at 09.00 AM (IST) and ended on Sunday, 22nd March, 2026 at 05.00 PM (IST) for the period of Three (03) consecutive years commencing from December 23, 2025 up to December 22, 2028 liable to retire by rotation.

During the financial year 2025-26, the Board of Directors of the Company, based on the approval and recommendation of members of Nomination and Remuneration Committee has appointed Shri Kaustubh Agarwal (DIN:08110836), as Additional Director designated as Whole time Director w.e.f. December 23, 2025. Subsequently, he was appointed as Managing Director of the Company by way of Ordinary Resolution passed by the members of the company through Postal Ballot on Tuesday 24th March, 2026 through Remote E-Voting commenced form Saturday, 21st February, 2026 at 09.00 AM (IST) and ended on Sunday, 22nd March, 2026 at 05.00 PM (IST) for the period of Three (03) consecutive years commencing from December 23, 2025 up to December 22, 2028 liable to retire by rotation.

During the financial year 2025-26, the Board of Directors of the Company, based on the approval and recommendation of members of Nomination and Remuneration Committee has appointed Shri Hiren S Mahadevia (DIN:00156429), as Additional Director designated as a (Non-Executive, Independent Director) subject to the approval and regularization of his appointment by the members of the company in the next general meeting or within a time period of 3 Months from the date of appointment, whichever is earlier, as non-executive Independent Director of the company to hold office for a term of 5(Five) consecutive years w.e.f. December 23, 2025. Subsequently, he was appointed as Non-executive Independent Director of the Company by way of Special Resolution passed by the members of the company through postal ballot (meeting Sr. No. 01/PB/2025-26) on Tuesday, March 24, 2024 through remote e-voting commenced from Saturday, 21st February, 2026 at 09.00 AM (IST) and ended on Sunday, 22nd March, 2026 at 05.00 PM (IST).

During the financial year 2025-26, Smt. Shefali M Patel (DIN: 07235872), Non-executive Independent Director has Cessation w.e.f end of the day as on September 26, 2025 due to completion of her tenure as an Independent Director of the company.

During the financial year 2025-26, the Board of Directors of the Company, based on the approval and recommendation of members of Nomination and Remuneration Committee has appointed Shri Anil Kumar Singh (DIN:11535361),), as Additional Director designated as Whole time Director w.e.f. February 14, 2026. Subsequently, he was appointed as Whole time director of the Company by way of Ordinary Resolution passed by the members of the company through Postal Ballot on Tuesday 24th March, 2026 through Remote E-Voting commenced form Saturday, 21st February, 2026 at 09.00 AM (IST) and ended on Sunday, 22nd March, 2026 at 05.00 PM (IST) for the period of Three (03) consecutive years commencing from February 14, 2026 up to February 14, 2029 liable to retire by rotation.

During the financial year 2025-26, the Board of Directors of the Company, based on the approval and recommendation of members of Nomination and Remuneration Committee has appointed Shri Rajesh Mangal (DIN:10562605), as an Additional Director designated as a (Non-Executive, Non- Independent Director) subject to the approval and regularization of his appointment by the members of the company in the next general meeting or within a time period of 3 Months from the date of appointment, whichever is earlier, as Non-Executive Non-Independent Director of the company w.e.f February 14, 2026. Subsequently, he was appointed as Non-Executive Non-Independent Director of the Company by way of Ordinary Resolution passed by the members of the company through postal ballot (meeting Sr. No. 01/PB/2025-26) on Tuesday, March 24, 2024 through remote e-voting commenced from Saturday, 21st February, 2026 at 09.00 AM (IST) and ended on Sunday, 22nd March, 2026 at 05.00 PM (IST).

During the financial year 2025-26, Shri Babulal M Singhal (DIN: 0148213) has resigned from the post of Whole Time Director of the company from Conclusion of Board meeting held on February 14th, 2026 due to personal and unavoidable reasons.

During the year under review, Ms Radhika P Soni (M. No.: A64410), has resigned from the post of Company Secretary and Compliance Officer (key Managerial Person) w.e.f. February 14, 2026 to pursue career opportunities outside the company and Mr. Devilal J Shah (M. No.: A58287), was appointed w.e.f. February 14, 2026 on the position of Company Secretary & Compliance Officer (Key Managerial Person) of the Company in terms of Section 203 of Companies Act, 2013 and regulation 6(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The composition and terms of reference of the Stakeholders Relationship Committee are in compliance with the provisions of Section 178 of the Act and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015. The composition of Committee is given in this Report. The Committee looks into redressing the stakeholders' grievances / complaints.

Terms of Reference:

The functions of Stakeholders Relationship Committee, inter alia, include the following:

a) To resolve the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate share certificates, general meetings, etc.

b) To review the measures taken for effective exercise of voting rights by shareholders.

c) To review of adherence of service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.

d) To review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

Composition:

The Stakeholders' Relationship Committee comprises of three independent Non-executive directors as on 31st March, 2026. All the Members of Stakeholder's Grievance Committee are Independent Directors. During the period under review, four (4) meetings of Stakeholder's Grievance Committee were held on 30th May, 2025, 14th August, 2025, 14th November, 2025 and 14th February, 2026. The attendance of the Members of the Stakeholders Relationship Committee is as under:

Sr. No.	Name of the Members	Date-wise attendance of Stakeholders' Relationship Committee Meeting during the F.Y. 2025-26			
		30.05.2025	14.08.2025	14.11.2025	14.02.2026
1.	Shri Mitesh V. Jariwala, Chairman	Yes	Yes	Yes	Yes
2.	Shri Bipin A. Gosalia	No	No	Yes	Yes
3.	Smt. Shefali Patel	Yes	Yes	NA	NA
4.	Smt. Nipa Jairaj Shah	NA	NA	Yes	Yes

Yes – Attended, No – Not Attended, N.A. – Not Applicable

Name and designation of Compliance Officer

Mr. Devilal J Shah (M. No.: A58287), Company Secretary was appointed as Company Secretary & Compliance Officer of the Company as per regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to discharge all duties under the listing regulations due to the resignation of Ms Radhika P Soni (M. No.: A64410), from the post of Company Secretary and Compliance Officer of the Company w.e.f. February 14, 2026.

The Company has a designated E-mail ID i.e. cs@salsteel.co.in for the redressal of complaints / grievances of the stakeholders which is also displayed on the website of the Company.

Details of Shareholders Complaints

The details of shareholders complaints received and resolved till 31st March, 2026 are as under: No. of shareholders' complaints received during the year: Nil

No. of complaints not resolved to the satisfaction of shareholders: Nil No. of pending Complaints: Nil No. of complaints resolved during the year: Nil

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The composition and terms of reference of the Corporate Social Responsibility (CSR) Committee are in compliance with the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 made thereunder. The composition of Committee is given in this Report.

Terms of Reference:

The functions of CSR Committee, inter alia, include the following:

1. To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII;
2. To recommend the amount of expenditure to be incurred on the activities mentioned in CSR Policy;
3. To monitor CSR Policy of the Company from time to time;
4. To formulate and recommend to the Board, an annual action plan, which shall include the following:
    a) The list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Act;
    b) The manner of execution of such projects or programmes as specified in Rule 4(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
    c) The modalities of utilization of funds and implementation schedules for the projects and programmes;
    d) Monitoring and reporting mechanism for the projects and programmes;
    e) Details of need and impact assessment, if any, for the projects undertaken by the Company;
5. Such other functions / roles as may be delegated or assigned to the Committee from time to time.

Composition:

The CSR Committee consists of three members comprising of one (01) Independent Non-executive Director, one (01) Whole- time Director and one (01) Non-Independent Non-Executive Director as on 31st March, 2026. During the period under review, one (01) CSR Committee meeting was held on 30th May, 2025. The attendance of the Members of the CSR Committee is as under:

Sr. No.	Name of the Members	Date of CSR Committee Meeting during the F.Y. 2025-26
		30.05.2025
1.	Shri Mitesh V. Jariwala(Chairman) - Independent Non-executive Director	Yes
2.	Shri Rajendra V. Shah - Member - Non-Independent Non-Executive Director	Yes
3.	Shri Babulal M. Singhal - Member – Whole-time Director	Yes

Yes – Attended, No – Not Attended, N.A. – Not Applicable

The Company Secretary of the Company acts as the secretary of the Committee.

4. GENERAL BODY MEETING

A. Annual General Meeting :

Details of the AGM held during the last three years are as under:

Year	Date	Time	Venue	No. of special resolutions passed
2022-23	September 29, 2023	01:00 P.M.	Video Conferencing/Other Audio Visual Means (VC/OAVM)	0
2023-24	September 27, 2024	01.00 P.M.	Video Conferencing/Other Audio Visual Means (VC/OAVM)	0
2024-25	September 26, 2025	01.00 P.M.	Video Conferencing/Other Audio Visual Means (VC/OAVM)	0

B. Postal Ballot:

During the year the Company sought approval from the shareholders through Postal Ballots as detailed below:

Date of Notice: February 14, 2026
Date of declaration of results: March 24, 2026

Resolutions approved:

1. Appointment of Shri Mahesh Kumar Agarwal (DIN: 00168517) as Managing Director and Chairperson of the Company. The resolution was passed as **Ordinary Resolution**.
2. Appointment of Shri. Kaustubh Agarwal (DIN: 08110836) as Managing Director of the Company. The Resolution was passed as **Ordinary Resolution**.
3. Appointment of Shri. Hiren S. Mahadevia (DIN: 00156429) as an Independent Director of the Company. The Resolution was passed as **Special Resolution**.
4. Appointment of Shri. Anil Kumar Singh (DIN: 11535361) as a Whole Time Director of the Company. The Resolution was passed as **Ordinary Resolution**.
5. Appointment of Shri. Rajesh Mangal (DIN: 10562605) as a Non-Executive Non-Independent of the Company. The Resolution was passed as **Ordinary Resolution**.
6. Payment of Remuneration to Director other than Managing Director and Whole Time Director of the Company. The Resolution was passed as **Special Resolution**.
7. Approval of remuneration to be paid to Non-Executive Non-Independent Director of the Company who will hold an Office or Place of Profit in the Company. The Resolution was passed as **Ordinary Resolution**.

The voting period for remote e-voting on the aforementioned resolutions was commenced on 9:00 am. (IST) on Saturday, February 21, 2026 and ended at 5:00 p.m. IST on Sunday, March 22, 2026.

Mr. Kamlesh M. Shah, Practicing Company Secretary (ACS- 8356|CP 2072), Proprietor of M/s. Kamlesh M. Shah & Associates, Company Secretaries, was appointed as Scrutinizer who conducted the Postal Ballot, through the e-voting process, in a fair and transparent manner.

The procedure prescribed under Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations and the guidelines prescribed by MCA Circulars were duly followed for conducting the postal ballot process for approving the above mentioned resolutions

Details of e-voting of on the aforementioned resolutions:

S. No.	Resolution	% Votes in Favour	% Votes Against
1.	Appointment of Shri Mahesh Kumar Agarwal (DIN: 00168517) as Managing Director and Chairperson of the Company	99.99	0.01
2.	Appointment of Shri Kaustubh Agarwal (DIN: 08110836) as Managing Director of the Company	99.99	0.01
3.	Appointment of Shri Hiren S Mahadevia (DIN: 00156429) as an Independent Director of the Company	99.99	0.01
4.	Appointment of Shri Anil Kumar Singh (DIN: 11535361) as Whole Time Director of the Company	99.99	0.01
5.	Appointment of Shri Rajesh Mangal (DIN: 10562605) as Non-Executive Non-Independent Director of the Company	99.99	0.01
6.	Payment of Remuneration to Director other than Managing Director and Whole time Director of the Company	99.99	0.01
7.	Approval of remuneration to be paid to Non-Executive Non-Independent Director of the Company who will hold an office or Place of Profit in the Company	99.99	0.01

The Resolution(s) were passed with requisite majority.

At present, there is no further proposal to pass any resolution through postal ballot.

The Resolution(s) were passed with requisite majority.

There are post financial year 2025-26 there are further proposal to pass resolution through postal ballot.

Date of Notice: March 28, 2026

Date of declaration of results: May 19, 2026

1) **Resolutions approved:**

   1. To Consider and approve overall borrowing limits of the Company and Mortgage/ Creation of Charges on Assets of the Company. The resolution was passed as **Special Resolution**.

The voting period for remote e-voting on the aforementioned resolutions was commenced on 9:00 am. (IST) on Saturday, April 18, 2026 and ended at 5:00 p.m. IST on Sunday, May 17, 2026.

Mr. Kamlesh M. Shah, Practicing Company Secretary (ACS- 8356|CP 2072), Proprietor of M/s. Kamlesh M. Shah & Associates, Company Secretaries, was appointed as Scrutinizer who conducted the Postal Ballot, through the e-voting process, in a fair and transparent manner.

The procedure prescribed under Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations and the guidelines prescribed by MCA Circulars were duly followed for conducting the postal ballot process for approving the above mentioned resolutions.

Details of e-voting of on the aforementioned resolutions:

S. No.	Resolution	% Votes in Favour	% Votes Against
1.	To Consider and approve Overall borrowing limits of the Company and Mortgage/Creation of charges on Assets of the Company	99.99	0.01

The Resolution(s) were passed with requisite majority.

At present, there is no further proposal to pass any resolution through postal ballot.

5. MEANS OF COMMUNICATION

a. All Quarterly, Half-yearly and Annual financial results are immediately sent to stock exchanges after being taken on record by the Board.

b. As per the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, results are also published in leading daily local & English National newspapers namely Indian Express and Financial Express. The said results are also displayed at Company's web site.

c. The Company's website www.salsteel.co.in contains a separate dedicated section named "Investors" where information for shareholders is available. Press releases, if any, are also displayed at Company's website as well as published in newspapers.

6. GENERAL SHAREHOLDERS INFORMATION

The Company is registered in the State of Gujarat having Corporate Identification Number (CIN) as allotted by Ministry of Corporate Affairs (MCA) as L29199GJ2003PLC043148.

a) Annual General Meeting

Day	:	Friday
Date	:	September 25, 2026
Time	:	12:30 P.M.
Deemed Venue	:	604, Zion Z1, Near Avalon Hotel, Sindhu-bhawan Road, Bodakdev, Ahmedabad-380059.
Mode	:	Virtual Annual General Meeting in accordance to the details mentioned in the notice forming part of the Annual Report for Financial Year 2025-26

b) Financial Year:

For accounting and financial reporting purpose, Company follows Financial Year which starts from 1st April each year and ends on 31st March of every succeeding year.

The Quarterly Results for the financial year 2026-27 will be taken on record by the Board of Directors as per the following schedule:

Quarter ending 30th June, 2026	:	on or before 14th August, 2026
Quarter and half year ending 30th September, 2026	:	on or before 14th November, 2026
Quarter and nine months ending 31st December, 2026	:	on or before 14th February, 2027
Quarter and Financial Year ending 31st March, 2027	:	on or before 30th May, 2027

c) **Dividend Payment Date** : Not Applicable

d) **Listing on Stock Exchange** : **BSE Limited (BSE)**
Phiroze Jeejee bhoy Towers Dalal Street, Mumbai – 400001 ***(Scrip Code*: 532604)**
: **National Stock Exchange of India Limited (NSE)**
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400051**(*NSE Symbol*: SALSTEEL)**

Company has paid listing fees in respect of financial year 2025-26 to the BSE Limited and National Stock Exchange of India Limited.

e) **Demat ISIN No. for NSDL and CDSL** : INE658G01014

g) **Registrar to Issue and Share Transfer Agents:**

The members of the Company may address all it communication relating to transfer, transmission, Refund order, Dividend, National Electronic Clearing system (NECS) dematerialization etc. to Company's Share Transfer agent i.e. Kfin Technologies Private Limited at the below address and may also write to the Company.

Name	:	Kfin Technologies Limited
Address	:	Karvy Selenium Tower B, Plot no. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.
Phone	:	91-040-67162222
Fax	:	91-040-23001153
Toll Free no.	:	1800-309-4001
Email	:	shyam.kumar@kfintech.com
Website	:	www.kfintech.com

g) **Share Transfer System:**

All transfers of shares held in physical form are dealt by our Registrar and Share Transfer Agents. Presently the share transfers received in physical form are processed and registered within prescribed time periods (15) days from the date of receipt subject to the documents being valid and complete in all respects. Depositories control share transfers in Demat Mode. The Company obtains from a Company Secretary in Practice half yearly certificate of compliance in respect of compliance with share transfer formalities as required under Regulations 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the certificate with the stock exchanges.

h) **Shareholding pattern as on 31st March, 2026:**

Category	No. of Shares	%
Promoters	102762199	70.98
Resident Individuals	30987361	21.40
Bodies Corporates	8732611	6.04
HUF	1833241	1.27
Non Resident Indians	290740	0.20
Non Resident Indian Non Repatriable	159616	0.11
Foreign Portfolio-Corp	932	0.00
Total	**144766700**	**100.00**

j) Distribution of shareholding as on 31st March, 2026:

Shareholding (Range)	No. of Cases	% of Cases	Amount (in ₹)	% Amount
1-5000	48942	88.7724	46077250	3.1829
5001- 10000	3077	5.5811	26633290	1.8397
10001- 20000	1404	2.5466	22260850	1.5377
20001- 30000	499	0.9051	12907730	0.8916
30001- 40000	214	0.3882	7783730	0.5377
40001- 50000	264	0.4789	12554880	0.8672
50001- 100000	355	0.6439	27630080	1.9086
100001& Above	377	0.6838	1291819190	89.2346
Total	**55132**	**100.00**	**1447667000**	**100.00**

k) Dematerialization of Shares and Liquidity:

On 31st March, 2026, nearly 99.85% of the shareholders of Company were holding Company's shares in demat form. In the same way, Promoters & Promoters-group shareholding is also fully dematerialized.

l) Plant Location:

The Company's plant is located at:
Survey No. 245, Village Bharapar, Tal. Gandhidham, Dist. Kutch, Gujarat

m) Registered & Administrative Offices:

Registered Office	Corporate Office:
604, Zion Z1,	SAL Steel Limited,
Near Avalon Hotel,	4th Floor, B-Wing
Sindhu-Bhawan Road,	Milestone Experion Center
Bodakdev,	Sector-15 Part-2,
Ahmedabad – 380059	Gurgaon-12200

n) Address for Investor Correspondence:

In case any problem or query shareholders can contact at:

Name : Mr. Devilal J Shah, Company Secretary and Compliance officer

Address : S.A.L. Steel Limited,
604, Zion Z1, Near Avalon Hotel, Sindhu-bhawan Road, Bodakdev, Ahmedabad-380059.

Phone : 91-99251 03299

Fax : 91-

Email : cs@salsteel.co.in

Shareholders may also contact Company's Registrar & Share Transfer Agent at:

Name : KFIN Technologies Limited

Address : Selenium Building, Tower-B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032

Phone : (91) 910 009 4099

Toll Free no. : 1800 309 4001

Email : einward.ris@kfintech.com & shyam.kumar@kfintech.com

Website : https://www.kfintech.com

7. OTHER DISCLOSURES:

i. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:

There is no materially significant related party transaction that may have potential conflict with the interests of the Company at large have been entered.

During the financial year, all transactions entered into with the Related Parties as defined under Companies Act, 2013, were in the ordinary course of business and on an arm's length basis and did not attract provisions of Section 188 of Companies

Act, 2013. However, prior approvals from the Audit Committee are obtained for transactions which are in ordinary course of business and repetitive in nature. Further, on quarterly basis, disclosures are made to the Audit Committee and to the Board.

Details of related party transactions are also presented in the notes to financial statements.

The Company has formulated the policy on materiality of related party transactions and on dealing with related party transactions and it is available at the website of the Company at: http://www.salsteel.co.in.

ii. Details of non-compliance by the listed entity, penalties and Fines imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

During the period under review, following penalties are imposed by exchange due to non-compliance on any matter related to capital markets.

Sr. No	Compliance Requirement (Regulations/ Circulars/guidelines Including Specific Clause)	Detail of Violation	Fine Amount	Management Responses
1.	The Listed Entity shall make an application for Trading Approval within 7 days from obtaining Listing approval from Exchange SEBI (ICDR) Regulation, 2018	22 days delayed application has been made by the company	₹ 4,40,000 +18% GST	Fine is paid and matter is regularized. The Company has received now approval for Trading.
2.	Advisory Letter issued by NSE vide Letters Number NSE/LIST/53782 dated April 17, 2026 for non-compliance with 3rd Proviso to Regulation 167(1) of SEBI (ICDR) Regulations, 2018 regarding in case of convertible securities or warrants which are not listed on stock exchanges, such securities shall be locked in for a period of one year from the date of allotment.	Non-Observation sufficient lock in period for allotment of shares against conversion of unlisted warrants.	No Fine Imposed	The Company management will take appropriate action as advised by NSE Ltd

iii. Establishment of vigil mechanism and affirmation that no personnel has been denied access to the audit committee:

The Company has implemented a Vigil Mechanism Policy, whereby employees, directors and other stakeholders can report matters such as generic grievances, corruption, misconduct, fraud, misappropriation of assets and non- compliance to code of conduct to the Company. The policy safe guards the whistle blowers to report concerns or grievances and also provides a direct access to the Chairman of the Audit Committee. During the financial year none of the personnel has been denied access to the audit committee.

iv. Corporate Governance Compliance Certificate

Compliance Certificate from M/s Kiran Kumar Patel, Practicing Company Secretaries, as regarding compliance of conditions of corporate governance is annexed with corporate governance report.

v. Key Board qualifications, expertise and attributes

The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board along with the name of Directors who possesses such skill/ experience/ competencies:

Skill/ experience/ competencies	Name of the Directors								
	Shri Mahesh Kumar Agarwal	Shri Kaustubh Agarwal	Shri Babulal M. Singhal	Shri Anil Kumar Singh	Shri Rajesh Mangal	Shri Mitesh V. Jariwala	Shri Bipinbhai A Gosalia	Shri Hiren S mahadevia	Smt. Nipa Jiaraj Shah
Leadership	✓	✓	✓	✓	✓	✓	✓	✓	✓
General Management and Business Operations	✓	✓	✓	✓	✓	✓	✓	✓	✓

Skill/ experience/ competencies	Name of the Directors								
	Shri Mahesh Kumar Agarwal	Shri Kaustubh Agarwal	Shri Babulal M. Singhal	Shri Anil Kumar Singh	Shri Rajesh Mangal	Shri Mitesh V. Jariwala	Shri Bipinbhai A Gosalia	Shri Hiren S mahadevia	Smt. Nipa Jiaraj Shah
Senior Management Expertise	✓	✓	✓	✓	✓	✓	✓	✓	✓
Industry Expertise	✓	✓	✓	✓	✓	✓	✓	✓	✓
Public Policy/ Governmental Regulations	✓	✓	✓	✓	✓	✓	✓	✓	✓
Accounting/Finance/ Legal Skills	✓	✓	✓	✓	✓	✓	✓	✓	✓
Risk Management	✓	✓	✓	✓	✓	✓	✓	✓	✓
Corporate Governance	✓	✓	✓	✓	✓	✓	✓	✓	✓
Business Development/ Sales/ Marketing	✓	✓	✓	✓	✓	✓	✓	✓	✓
International Business	✓	✓	✓	✓	✓	✓	✓	✓	✓
Strategy/ M&A/ Restructuring/ Forging Joint Ventures/ Partnerships and Turning around Organisations	✓	✓	✓	✓	✓	✓	✓	✓	✓
Technical / Professional skills and specialized knowledge in relation to Company's business	✓	✓	✓	✓	✓	✓	✓	✓	✓

vi. Fee paid to Statutory Auditors

Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part are provided in the Standalone Financial Statements forming part of this Annual Report.

vii. Disclosure of Accounting Treatment:

The financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards, notified under section 133 of the Companies Act, 2013 ("the Act") read together with paragraph 7 of the Companies (Accounts) Rules 2014.

viii. CEO/CFO Certification:

The Chief Financial Officer (CFO) of the Company give an annual certificate on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The CFO also give quarterly certificate on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of the Listing Regulations.

By order of the Board of Directors
For **SAL Steel Limited**

Sd/-
Mahesh Kumar Agarwal
Chairman and Managing Director
DIN: 00168517

Place : Ahmedabad, Gujarat
Date : 14th August, 2026

Registered Office:
604, Zion Z1, Near Avalon Hotel,
Sindubhawan Road, Bodakdev, Ahmedabad-380 059
CIN: L29199GJ2003PLC043148

DECLARATION REGARDING COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL UNDER REGULATION 17(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS 2015

I, Anil Kumar Singh, Whole Time Director & CFO of the Company, hereby certify that all Board Members and Senior Management Personnel of the Company have affirmed their compliance with the Code of Conduct in accordance with Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015. Company has adopted a code of conduct for all Board members and senior management of the company which is posted on the website of the company.

We further confirm that during the year, none of the Directors or any of the Key Managerial Persons has done any trading in shares of the Company in the secondary market. Further, the company had not made any allotment of shares to any Directors or any of the Key Managerial Personnel during the year.

The above Report was adopted by the Board at their meeting held on 14th August, 2026.

For and on behalf of the Board of Directors of
For **SAL Steel Limited**

Sd/-
Anil Kumar Singh
Whole Time Director and CFO
DIN: 11535361

Place : Ahmedabad, Gujarat
Date : 14th August, 2026

Registered Office:
604, Zion Z1, Near Avalon Hotel,
Sindhubhawan Road, Bodakdev, Ahmedabad-380 059
CIN: L29199GJ2003PLC043148

ANNEXURE - 6

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
S.A.L. Steel Limited

We have examined the compliance of conditions of Corporate Governance by S.A.L Steel Limited ('the Company'), for the year ended 31st March, 2026 as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in the Listing Regulations for the period 1st April, 2025 to 31st March, 2026.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable except for the non-compliances under Regulations 6(1), 17(1), 30, 33, and 167(1) of the SEBI Regulations and the relevant SEBI Master Circulars involving delays in the appointment of a Company Secretary, post-allotment listing approvals and clarifications sought by the Exchanges which was subsequently complied and paid all monetary penalties by the company during the period under review.

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

For, **K. K. Patel & Associates**

Sd/-
Kiran Kumar Patel
Company Secretary
C.P.No.6352
UDIN: F006384H001130254

Place: Gandhinagar
Date: 14th August, 2026

ANNEXURE - 7

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,
Members,
S A L STEEL LIMITED,
Ahmedabad-380006, Gujarat

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of S A L STEEL LIMITED bearing CIN: L29199GJ2003PLC043148 and having its registered office at 5/1 Shreeji House,5th Floor, B/h M J Library, Ashram Road, Ahmedabad 380 006, Gujarat State, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of position of Directors as on **31st March 2026** we state as under:

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March 2026** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN Number	Original Date of Appoint-ment	Disqualified Under Section 164 of Companies Act,2013	Deactivation of DIN Due to Non-Filing of DIR-3 KYC	Debarred by SEBI or such other Action by SEBI
1	Mr. Mahesh Kumar Agarwal, Promoter Executive Chairman and Managing Director	00168517	23/12/2025	N.A.	N.A.	N.A.
2	Mr. Kaustubh Agarwal, Promoter, Executive Managing Director	08110836	23/12/2025	N.A.	N.A.	N.A.
3	Mr. Anil Kumar Singh, Non-Promoter Professional Whole Time Director	11535361	14/02/2026	N.A.	N.A.	N.A.
4	Mr. Rajesh Mangal Non-Promoter Non-Executive Non Independent Director	10562605	14/02/2026	N.A.	N.A.	N.A.
5	Mitesh Vasantbhai Jariwala Non-Promoter Non-Executive Independent Director	09396683	24/02/2024	N.A.	N.A.	N.A.
6	Bipinbhai Amulakhbhai Gosalia, Non-Promoter Non-Executive Independent Director	10521360	24/02/2024	N.A.	N.A.	N.A.
7	*Nipa Jairaj Shah Non Promoter Non Executive Woman Independent Director	10833814	12/11/2024	N.A.	N.A.	N.A.
8	Hiren S Mahadevia, Non-Promoter Non-Executive Independent Director	00156429	23/12/2025	N.A.	N.A.	N.A.

- • The Details of Directors given in this certificate is as per the records maintained on the website of the Ministry of Corporate Affairs www.mca.gov.in and the Stock Exchange BSE Limited and National Stock Exchange of India Limited on their respective websites and show position of directors as on 31/03/2026 and up to the date of issue of this certificate.

Ensuring the eligibility of 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.

For **KAMLESH M. SHAH & CO.,**
Practicing Company Secretaries

Kamlesh M. Shah
(Propreitor)
ACS: 8356, COP: 2072
Peer Review Regn.No: 6438/2025
Valid up to 28/02/2030

Place: Ahmedabad
Date: 21st May, 2026
UDIN: A008356H000429238

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The objective of this report is to convey the Management's perspective on the external environment and steel industry, as well as strategy, operating and financial performance, material developments in human resources and industrial relations, risks and opportunities, and internal control systems and their adequacy in the Company during the Financial Year 2025-26. This should be read in conjunction with the Company's financial statements, the schedules and notes thereto and other information included elsewhere in the Integrated Report. The Company's financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') complying with the requirements of the Companies Act, 2013, as amended and regulations issued by the Securities and Exchange Board of India ('SEBI') from time to time.

Source: World Economic Outlook as per International Monetary Fund & Indian Economy Forecast as per Indian Brand Equity Foundation.

INDUSTRY AND ECONOMIC OVERVIEW

The Company's operating environment during FY 2025-26 was characterised by strong domestic economic activity alongside global geopolitical, trade and commodity-price uncertainties. The Company's Annual Report notes Indian GDP growth of 7.7% for FY 2025-26 and identifies infrastructure development, urbanisation, automobile demand and government spending as important drivers for steel consumption. The report also highlights risks arising from energy prices, trade distortions, global overcapacity and supply-chain disruptions.

The steel sector continues to have structural growth potential in India. The Annual Report refers to the National Steel Policy target of 300 million tonnes of steel-making capacity by 2030-31 and the expected increase in per-capita steel consumption. For sponge iron and ferro-alloy producers, however, profitability remains sensitive to raw-material availability, energy costs, selling prices and capacity utilisation.

Economic Growth: In 2026, the global economy rebounded from the pandemic, with a growth rate estimated at around 3.3%, according to the International Monetary Fund (IMF). While this marked a significant improvement from the recession of 2020, growth rates varied widely among countries, with advanced economies recovering faster than emerging markets. In 2026, global growth was expected to moderate to around 3.3%, reflecting Global recovery is steady but slow and differ by region.

Inflation: Inflation became a major concern during this period. Many countries experienced higher inflation rates due to a combination of supply chain disruptions, rising commodity prices, and increased demand. In the United States, for example, inflation reached levels not seen in over a decade, with the Consumer Price Index (CPI) exceeding 5% at times in 2025. Central banks responded by adjusting monetary policy to combat inflation, which had implications for borrowing costs and financial markets.

Labor Market: Labor markets underwent significant changes. The pandemic accelerated trends in remote work and automation, altering the nature of work in various industries. Some countries faced labor shortages in sectors like healthcare, hospitality, and manufacturing, leading to wage increases and labor disputes. The global gig economy continued to expand, raising questions about worker protections and employment stability.

Green Economy: Sustainability and environmental concerns gained prominence. Investment in renewable energy, electric vehicles, and green technologies surged, with governments and businesses committing to carbon neutrality goals. The renewable energy sector saw substantial growth, and sustainability considerations began to influence investment decisions and consumer behavior.

Trade and Geopolitical Tensions: Geopolitical tensions, particularly between the United States and Iran, in late February, 2026. Conflict in Middle East disrupted energy market, financial conditions and major shipping routes, including the Strait of Hormuz, a critical route for global oil and gas trade. Trade and Development Report 2025, warns that global growth is now expected to slow as uncertainty weigh on trade, investment and supply chain. In real terms, worlds merchandise trade growth is projected to fall from 4.7% in 2025 to between 1.5% and 2.5%.

Technology and Innovation: Technological advancements remained a driving force behind economic growth. Artificial intelligence, blockchain, and biotechnology continued to revolutionize industries. The technology sector attracted substantial investment, and digitalization efforts accelerated across sectors, from healthcare to finance.

OUTLOOK FOR STEEL INDUSTRY: OPPORTUNITIES AND THREATS

India is striving to achieve the goal of becoming a $5 trillion economy, with the steel sector playing a significant role in this mission. Under the National Steel Policy, India has set a target of producing 300 million tons of steel by 2030 and 500 million tons of steel by 2050. At the same time, ongoing US-Iran tensions poses risks to energy markets, with potential volatility in crude prices likely to increase input and freight costs for the steel sector. The current per capita steel consumption in India is approximately 98 kilograms and is expected to rise to 160 kilograms by 2030. Increasing steel consumption serves as a golden standard for the country's infrastructure and economy. The steel industry faces a mixed outlook with both significant opportunities and substantial threats. While India's steel demand is projected to grow, fueled by infrastructure development and government initiatives, global overcapacity, trade distortions, and economic uncertainties pose challenges.

Opportunities

- Growth in infrastructure, construction, roads, housing, railways and capital expenditure is expected to support domestic steel demand.
- Increasing automobile and manufacturing activity provides an additional demand base for steel and Ferro alloys.
- India's relatively lower per-capita steel consumption compared with developed markets provides long-term headroom for demand growth.
- The Company's captive power capability and 40 MW power-generation infrastructure provide an operating advantage and can support energy-cost management.

Threats

- Volatility in sponge-iron and ferro-alloy prices can compress operating margins.
- Availability and pricing of key raw materials can materially affect production economics.
- Coal and energy-price movements, including foreign-exchange movements affecting imported inputs, can increase production costs.
- Global steel overcapacity, trade restrictions and geopolitical tensions may affect prices, demand and input logistics.
- Environmental and regulatory requirements may increase compliance and operating costs.

MATERIAL CORPORATE DEVELOPMENTS DURING FY 2025-26

1. **4 September 2025 –** The existing promoters, Shah Alloys Limited and SAL Care Private Limited, entered into a Share Purchase Agreement with Sree Metaliks Limited for substantial acquisition of shares and takeover of management. The transaction triggered the open-offer process under the SEBI SAST Regulations.
2. **4 September 2025 –** A Share Subscription Agreement was also entered into in connection with the proposed change in control and capital infusion
3. **During FY 2025-26 –** Sree Metaliks Limited completed acquisition of 57.51% of the Company's equity share capital and became the holding/promoter company following completion of the transaction and open-offer process.
4. **30 October 2025 –** The Company made a preferential allotment of 1,92,50,000 fully paid equity shares of ₹10 each to Sree Metaliks Limited at ₹18 per share, including ₹8 premium.
5. **30 October 2025 –** The Company allotted 3,57,50,000 warrants convertible into an equivalent number of equity shares at ₹18 per warrant to Sree Metaliks Limited on a preferential basis.
6. **28 December 2025 –** 48,00,000 equity shares were allotted pursuant to conversion of warrants.
7. **14 February 2026 –** The balance 3,57,50,000 equity shares were allotted on conversion of warrants.

1\. **FY 2025-26 –** The authorised share capital was increased from ₹140 crore to ₹145 crore to support the revised capital structure.

MANAGEMENT AND GOVERNANCE TRANSITION

The change in control resulted in a reconstitution of the Board and management. During FY 2025-26, Mahesh Kumar Agarwal was appointed Chairman and Managing Director, Kaustubh Agarwal as Managing Director, Anil Kumar Singh as Whole-time Director and Rajesh Mangal as Non-Executive Director, while Hiren S. Mahadevia was appointed as an Independent Director. The Company also appointed Devilal J. Shah as Company Secretary and Compliance Officer with effect from 14 February 2026.

The governance transition was accompanied by the reconstitution of the Board committees. The Annual Report records nine Board meetings during FY 2025-26, including meetings held on 30 May 2025, 14 August 2025, 4 September 2025, 30 October 2025, 23 December 2025, 28 December 2025, 14 February 2026 and 28 March 2026.

LIQUIDITY, CAPITAL STRUCTURE AND FINANCIAL RESOURCES

The Company maintained an ACUITE BBB+ rating with Stable outlook during FY 2025-26. The Annual Report states that the standalone business had no major long-term debt and that the financial risk profile remained supported by low gearing, debt-protection metrics, working-capital efficiency and liquidity at the group level.

The Company's capital structure changed materially during the year as a result of the preferential issue and warrant conversion associated with the Sree Metaliks transaction. The increase in authorised share capital and issue of equity securities strengthened the equity base and supported the change in ownership and management.

INDIAN ECONOMIC OVERVIEW

Due to conflicts and subsequent disruption in Strait of Hormuz drove up crude oil and natural gas prices. This deeply affects India's secondary steel sector (Direct Reduced Iron/sponge iron units), which heavily relies on natural gas, leading to severe input-cost inflation. Further India imports a substantial portion of its metal scrap from the Middle East. War-risk premiums and vessel rerouting resulted in shortages and reduced availability of raw materials for domestic steelmakers. India's small steelmakers, who are dependent on LNG, have been facing production cuts as supplies tighten due to conflicts, some producers warned that output could cut sharply if fuel supplies do not normalize. Labor markets in several advanced countries remain tight, while the largest economy, the United States, is seeing a rebound in consumer confidence and spending. Risk spreads are declining on both sides of the Atlantic after the recent banking crisis in the United States.

India, meanwhile, enjoys a Goldilocks moment as it sees its economic activity gaining momentum amid continuing global uncertainties. The last quarter's GDP data was pleasantly surprising but not completely unexpected. The GDP growth in the fourth quarter has pushed up the full-year GDP growth of FY2025-26 to 7.7% as compared to 7.1% in FY 2024-25.

Evidently, economists and analysts are bullish about the Indian economy. Our growth forecasts for FY2025-26 remain similar to our April forecast, although higher-than-expected growth in FY2024-25 has raised our base for comparison. That said, we have raised our lower limit of the range given the buoyancy of the economy. We expect India to grow between 6.4% and 6.6% in FY2026–27 and have a stronger outlook thereafter. In fact, if global uncertainties recede, we expect growth to surpass 7% over the next two years.

The first-quarter data points to further building on the positive momentum in the economic data. We continue to remain optimistic about the economy this year and expect India to grow between 7.1% and 7.6% during FY2026 in our baseline scenario, followed by 6.6% and 7.7% over the next two years as the global economy turns buoyant (figure 6). However, if downside risks weigh on the economic fundamentals and outlook, we may see a substantial economic slowdown (Source – Deloitte Insights)

MARKET SIZE

In FY26, the production of crude steel and finished steel stood at 153.60 (million tonnes) MT and 147.70 (Million tonnes) MT respectively.

In FY25, the production of crude steel and finished steel stood at 137.96 (million tonnes) MT and 132.57 (million tones) MT, respectively. The consumption of finished steel stood at 111.49 (million tonnes) MT in FY25. In FY26, the consumption of finished steel projected to be around 163.70 (million tonnes) MT. India's projected domestic finished steel consumption increased by 9%-10% in 2025-26, driven by increased demand from the automotive and infrastructure sectors.

In FY26, exports and imports of finished steel stood at 6.6 (million Tonnes) MT and 6.5(million tonnes) MT, respectively. In FY25, India exported 5 MT of finished steel.

The annual production of steel is anticipated to exceed 300 million tonnes by 2029-30. Crude steel production is projected to reach 255 million tonnes at 85% capacity utilisation achieving 230 million tonnes of finished steel production, assuming a 10% yield loss or a 90% conversion ratio for the conversion of raw steel to finished steel. With net exports of 24 million tonnes, consumption is expected to reach 206 million tonnes by the year 2030. As a result, it is anticipated that per-person steel consumption will grow to 160 kg.

(Source: https://www.ibef.org/industry/steel)

GOVERNMENT INITIATIVES

Some of the other recent Government initiatives in this sector are as follows:

- Under the Union Budget 2025-26, the government allocated 364.22 crore (US $ 38.24 million) to the Ministry of Steel.
- The Government has launched the Production Linked Incentive (PLI) Scheme for specialty steel to promote the manufacturing of 'Specialty Steel' within the country and reduce import by attracting capital investments. The anticipated additional investment under PLI Scheme for specialty steel is ₹ 27000 crores and an additional capacity creation of around 25 million tonnes (MT) for specialty steel.

- In January 2021, the Ministry of Steel, Government of India, signed a Memorandum of Cooperation (MoC) with the Ministry of Economy, Trade and Industry, Government of Japan, to boost the steel sector through joint activities under the framework of India–Japan Steel Dialogue.
- The Union Cabinet, Government of India approved the National Steel Policy (NSP) 2017, as it intends to create a globally competitive steel industry in India. NSP 2017 envisage 300 million tonnes (MT) steel-making capacity and 160 kgs per capita steel consumption by 2030-31.
- The Ministry of Steel is facilitating the setting up of an industry driven Steel Research and Technology Mission of India (SRTMI) in association with the public and private sector steel companies to spearhead research and development activities in the iron and steel industry at an initial corpus of ₹ 200 crore (US$ 30 million).
- The Government of India raised import duty on most steel items twice, each time by 2.5% and imposed measures including anti-dumping and safeguard duties on iron and steel items.

Outlook

The domestic consumption is considered to move at a same momentum as is evident in the demand pull visible in infrastructure, automobile and other sectors. Government is also driving the economy by investing in housing, roads, and ports and in other infrastructure projects.

Favorable domestic demand and remunerative prices in both domestic and international markets are likely to bolster steel production further in the years to come, resulting into more demand for sponge iron.

RISK AND CONCERNS

The process of Risk Management in the company identifies inherent risks in its operations and records residual risk after taking specific risk mitigation steps. The company has identified and categorized risks in the areas of Operations, Finance, Marketing, Regulatory Compliances and Corporate matter.

The volatility in price of sponge iron, excess supply of sponge iron in the market will have an effect of squeezing margins and poses risk to the profitability. New customers, new market and cost reduction have been identified as the mitigation measures.

Also, the enforcement of recent Tariff policy guidelines on power by Government of India that requires the State Electricity Regulatory Commission to ascertain sale price of power based on cost of generation will have an impact on the revenue from export of power.

Fluctuation of import coal price, increase in USD-INR exchange rate, may lead to increase in cost of production. This is mitigated by continuous evaluation of international coal price vis-à-vis Indian coal price and accordingly the action plan for procurement has been formulated.

INTERNAL CONTROL AND RISK MANAGEMENT

The Company states that its internal control systems are adequate considering the size and nature of operations and comply with applicable statutory and regulatory requirements. An ERP system is used for accounting. The Board has adopted a Risk Management Policy, and risks are identified, assessed, monitored and mitigated through the Company’s risk-management framework. The Audit Committee periodically reviews the internal control system and internal-audit reports.

The Company also maintains a whistle-blower mechanism and states that no employee was denied access to the Audit Committee or its Chairman during the year.

CREDIT RATING

During FY 2025-26, Sal steel limited maintained “ACUITE BBB+” Outlook: Stable rating from Acuite Rating and Research Limited. The Standalone revenues of SAL has been 207.58 cr only since plant was shut down between September 25 to February 26 owing to modification and take over by New Management. The Financial risk profile continues to remain healty , low gearing and robust debt protection metrices, efficient working capital cycle, and strong liquidity position of the group. At a standalone level also SAL does not have any major long term debt. The Company also generating 40MW power from Waste recovery Boiler (WHRB) and Fluidized Bed Combustion (FBC) boiler used for captive consumption which shows competitive Advantages of the Company.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Employee strength was 443 as at 31 March 2026. The Company continued to focus on recruitment, performance management, learning and development and employee engagement. Safety measures were adopted to support a safe working environment. Industrial relations during the year were reported as calm and composed.

The Company has an Internal Complaints Committee and a policy under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

BUSINESS OUTLOOK

The Company's medium-to-long-term outlook is supported by expected growth in domestic steel consumption, infrastructure investment and manufacturing activity. The transition to the new management and the associated modification programme are important factors in the Company's near-term operating trajectory.

Management's ability to restore and sustain production capacity, improve utilisation, manage raw-material and energy costs, strengthen working capital and realise the benefits of the new ownership structure will be key determinants of future performance

BUSINESS REVIEW AND OPERATIONAL PERFORMANCE

S.A.L. Steel Limited is engaged in manufacture of sponge iron, Ferro alloys and power. The Company has a 40 MW power plant based on waste heat recovery and fluidized-bed combustion, with power principally used for captive consumption

During FY 2025-26, sponge-iron production was 54,875.56 MT compared with 131,281 MT in FY 2024-25, while Ferro Chrome production was 5,081.59 MT compared with 12,916 MT. Sponge-iron sales were 56,194.30 MT against 131,619 MT and Ferro Chrome sales were 4,986.75 MT against 12,444 MT in the previous year.

The reduction in production and sales was materially influenced by the shutdown of the plant between September 2025 and February 2026 for modification and the transition associated with the new management. The Company's Annual Report specifically attributes the FY26 standalone revenue of ₹207.58 crore to this period of shutdown and transition.

During the year under review Total Revenue from operation has decreased from ₹ 207.57 Crores to ₹ 544.98 Crores as compared to previous year's turnover. Company has registered a net loss of ₹ 0.35 Crores in comparison to net Loss of ₹ 6.42 Crores during previous year.

KEY FINANCIAL RATIOS

Particulars	Numerator	Denominator	31st March 2026	31st March 2025	Variation	Reasons
Current Ratio	Current Assets	Current Liabilities	2.31%	1.18%	96%	Due to increase in the Current Assets and decrease in Current Liabilities
Debt Equity Ratio	Borrowings	Share Holder's Equity	2.38%	4.58%	-48%	Due to increase in Shareholder's equity and increase in borrowing
Debt Service Coverage Ratio	Earnings available for debt Service	Debt Service	0.09	0.12	-25%	Due to decrease in loss during the year and increase in borrowings.
Return on Equity (ROE):	Net Profit after Taxes	Average Shareholder's Equity	-0.38%	-15.91%	-98%	Due to Substantial decrease in the Net Loss
Inventory Turnover Ratio	Cost of Material Consumed + Changes in WIP/ FG	Average Inventory	0.94%	6.03%	-84%	Due to the increase in average inventory
Trade receivable Turnover Ratio	Revenue from Operations	Average Trade Receivables	5.93%	8.06%	-26%	Due to decrease in Revenue and decrease in Trade Receivables
Trade Payable Turnover Ratio	Purchases	Average Trade Payables	12.26%	16.62%	-26%	Due to decrease in Purchase and decrease in Trade Payables
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	1.24%	19.34%	-94%	Due to substantial decrease in Working Capital
Net Profit Ratio	Net Profit	Revenue from Operations	-0.17%	-1.18%	-86%	Due to substantial decrease in the Net Loss
Return on Capital Employed	Earnings Before Interest and Tax	Capital Employed	4.02%	4.33%	-7%	Not Applicable

CAUTIONARY NOTE

This Management Discussion and Analysis contains forward-looking statements concerning the Company's business, strategy, operating environment, opportunities and risks. Such statements are subject to known and unknown risks and uncertainties and actual results may differ materially. The discussion should be read together with the audited financial statements, notes thereto and other disclosures contained in the Annual Report.

SOURCE AND REVIEW NOTE

This MD&A has been prepared primarily from the Company's 23rd Annual Report for FY 2025-26 and the material corporate actions/ disclosures reflected therein concerning the FY 2025-26 period. The Company filings confirm the Sree Metaliks SPA/open-offer transaction, preferential allotment and warrant conversions. The Annual Report also incorporates the Company's industry, risk, credit-rating, operational and financial discussion.

For statutory finalization, the Company should reconcile this draft against the complete chronological BSE/NSE announcement register for 1 April 2025 to 31 March 2026, including every Regulation 30 disclosure, Board-meeting outcome, financial result, shareholding/ capital action and material litigation/regulatory disclosure, before placing it in the final Annual Report.

INDEPENDENT AUDITOR'S REPORT

TO,
THE MEMBERS OF
S.A.L. STEEL LIMITED

Report on the Audit of the Standalone IND AS Financial Statements

Opinion

We have audited the accompanying standalone IND AS financial statements of **S.A.L. STEEL LIMITED** (the "**Company**"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of material accounting policies and other explanatory information (hereinafter referred to as the "**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 prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("**Ind AS**") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its losses, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("**SA"s**) 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 Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the

Institute of Chartered Accountants of India ("**ICAI**") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone IND AS financial statements.

Key Audit Matters

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

Key Audit Matters:

<table>
<tr><th>Description of Key audit Matter</th><th>Our response and results</th></tr>
<tr><td>REVENUE (Refer note 23) to the standalone Ind AS financial statements)

Revenue of the company comprises of sale of Sponge Iron & Ferro alloys. The company sells its products directly to the end use customers.

Revenue recognition is a significant audit risk across the company. Specifically, there is a risk that revenue is recognized on sale of goods before the control in the goods is transferred.</td><td>Our key audit procedures to assess the recognition of revenue on sale of goods included the following:

• We assessed the appropriateness of the Company's revenue recognition policies, including those related to discounts and incentives;

• We obtained an understanding of process and assessed the design, implementation and operating effectiveness of management's key internal controls in relation to revenue recognition from sale of goods. We also tested the Company's controls over timing of revenue recognition;

• We also tested, on a sample basis, whether specific revenue transactions around the year end had been recognized in the appropriate period on the basis of the terms of sale of the contract, particularly with reference to the transfer of control in the goods in question with regard to the year end transactions.

We inspected key customer contracts/ purchase orders to identify terms and conditions related to acceptance of goods and the right to return and assessing the Company's revenue recognition policies with reference to the requirements of the prevailing accounting standards;</td></tr>
<tr><td>Litigations and claims

(Refer note 31A) to the standalone Ind AS financial statements)

The cases are pending with multiple tax authorities like Service tax, VAT, Income Tax, Excise, Goods and Service Tax & customs and there are claims against the company which have not been acknowledged as debt by the company.

In normal course of business, financial exposures may arise from pending proceedings and from claims of the customers not acknowledged as debt by the company. Whether a claim needs to be recognized as liability or disclosed as contingent liability in the standalone Ind AS financial statements is dependent on a number of significant assumptions and judgments. The amounts involved are potentially significant and determining the amount, if any, to be recognized or disclosed in the standalone Ind AS financial statements, is inherently subjective.

We have considered Litigations and claims; a Key Audit Matter as it requires significant management judgement, including accounting estimates that involves high estimation uncertainty.</td><td>Our audit procedures, inter alia, included following:

- Discussed disputed litigation matters with the company's management.

- Evaluated the management's judgment of tax risks, estimates of tax exposures, other claims and contingencies. Past and current experience with the tax authorities and management's correspondence/response including on the claims lodged by customers were used to assess the appropriateness of management's best estimate of the most likely outcome of each uncertain contingent liability.

- Critically assessed the entity's assumptions and estimates in respect of claims, included in the contingent liabilities disclosed in the standalone Ind AS financial statements. Also, assessed the probability of negative result of litigation and the reliability of estimates of related obligations.

Conclusion:

Based on the procedures described above, we did not find any material exceptions to the management's assertions and treatment, presentation & disclosure of the subject matter in the standalone Ind AS financial statements.</td></tr>
</table>

Emphasis of Matter

1. **The balance confirmation from the suppliers, Non-Moving Banks and customers have been called for, but the same are awaited till the date of audit. Thus, the balances of receivables, advance from customers, Non-Moving Banks and trade payables have been taken as per the books of accounts submitted by the company and are subject to confirmation from the respective parties. (Refer to Note No. 36 of Standalone IND AS Financial Statements).**

2. **During the year under review, the company has taken the stock of by-products lying at shop floor as part of Inventories and consequently during the year under review, the company has written back consumption of by-products worth**

₹ **1609.16 lakhs on the basis of physical verification of stock of by-products lying at the shop floor, and the same has been shown as exceptional item in the profit and loss statement for the year ended on 31st March, 2026. (Refer to Note No. 42 of Standalone IND AS Financial Statements).**

Our opinion is not modified on the above matter.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone IND AS financial statements and our auditor's report thereon.

Our opinion on the standalone IND AS 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 standalone IND AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

The Company's management and Board of Directors are responsible for the matter stated in Section 134(5) of the act with respect to the preparation and presentation of these Standalone Ind AS Financial Statements that gives a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in Equity and cash flows of the Company in accordance with the applicable Indian accounting standards (Ind AS) specified under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS 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 Ind AS financial statements, Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone IND AS Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's

ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

- Evaluate the overall presentation, structure and content of the standalone IND AS financial statements, including the disclosures, and whether the standalone IND AS 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 Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by section 197(16) of the Act as amended, in our Opinion and to the best our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act read with Schedule V of the Act.

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

3. As required by Section 143(3) of the Act, based on our audit we report that:

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

   b) Except for the matter stated in Paragraph 3(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, 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 standalone Balance Sheet, the standalone Statement of Profit and Loss including Other Comprehensive Income, standalone Statement of Changes in Equity and the standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone IND AS Financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.

   e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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 with reference to standalone IND AS Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone Financial Statements.

   g) The modification relating to the maintenance of accounts & other matters connected therewith, are stated at paragraph 3(b) above on reporting under section 143(3)(b) of the Act and paragraph 3(h)(vi) below on reporting under Rule 11(g) of the companies (Audit and Auditors) Rules, 2014.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company has disclosed the impact of pending litigations on its financial position in the standalone Ind AS Financial Statements (Refer Note No. 31-A to the Standalone Ind AS Financial Statements.)

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

(iii) There 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 or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(v) The company has not declared and paid any Interim divided nor has proposed any final dividend during the previous year, and hence the question of Compliance and applicability of Section 123 of the Companies Act does not arise.

(vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same operated throughout the year for all relevant transaction recorded in the software. Further, during the course of our audit, we did not come across any instances of audit trail feature being tampered. The audit trail has been preserved by the Company as per the statutory requirements for record retention.

However, in respect of Books of Accounts maintained at factory, the accounting software does not have the feature of edit log and the same was not operated throughout the year for all relevant transactions recorded in the software, hence question of preservation of back up of audit trail does not arise.

For, Parikh & Majmudar
Chartered Accountants
FRN–107525W

[CA SATWIK DURKAL]
PARTNER
Membership No. 107628
UDIN: 26107628WMNHMH4994

Place: Ahmedabad
Date:29-05-2026

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of S.A.L. STEEL LIMITED of even date)

With reference to the Annexure A, referred to in the Independent Auditors Report to the members of the Company on the Standalone IND AS financial statements for the year ended on 31st March 2026, we report following:

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

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

(b) According to the information and explanations given to us, the property, plant and equipment are physically verified in a phased manner by the management during the year, which, in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties other than the self-constructed property are held in the name of 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, the Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, No proceedings have been initiated during the year and are pending against the Company as at March 31, 2026 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.

ii. (a) As explained to us, the inventories were physically verified by the management at reasonable intervals during the year, (except for goods in transit). In our opinion the frequency of verification is reasonable and the coverage and procedure of such verification by the management is appropriate. As explained to us, there were no discrepancies of 10% or more in aggregate for each class on physical verification of inventory as compared to the book records.

(b) The Company has been sanctioned working capital limits (including fund based and non-fund-based limits) in excess of ₹ Five crores in aggregate from banks on the basis of security of the current assets. In our opinion and according to the information and explanations given to us, the revised quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

iii. During the year, the Company has not provided any guarantee or security to companies, firms, limited liability partnerships and any other parties. During the year, the Company has granted unsecured loans to other parties.

a) During the year, the Company has provided loans to other parties in respect of which:

(i) During the year, aggregate amount of loan provided to other parties (Employees) is ₹ 0.55 lakhs during the year and balance outstanding at the balance sheet date is ₹ 0.18 Lakhs.

b) In our opinion and according to the information and explanations given to us, the terms and conditions of loans and advances provided are, prima facie, not prejudicial to the Company's interest.

c) In our opinion and according to the information and explanations given to us, in respect of loans, the schedule of repayment of principal and payment of interest has generally not been stipulated. However, the repayments or receipts are regular during the year.

d) In our opinion and according to the information and explanations given to us, no amount is overdue in respect of loans outstanding during the year under review.

e) No amount granted by the company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

f) The Company has granted loans without specifying the terms or period of repayment during the year, which are as under:

(₹ in Lakhs)

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loans at the year end	0.18	Nil	Nil
Percentage thereof of total loans granted at the year end	100%	Nil	Nil

iv. 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 made any investment or given guarantee or security during the year under review. Accordingly, clause 3(iv) of the order is not applicable.

v. The Company has not accepted any deposits from the public during the year under review. Accordingly, clause 3(v) of the Order is not applicable.

vi We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government of India for the maintenance of Cost records specified under section 148 of Companies Act 2013 and are of the opinion that prima facie, the prescribed accounts & records have been made and maintained. We have however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. (a) The company does not have liability in respect of Service Tax; Duty of excise, Sales tax and value added tax during the year since effective 1st July 2017; these statutory dues has been subsumed in to Goods & Service Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, duty of customs, cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanation given to us no undisputed amounts payable in respect of provident fund, income-tax, Goods & Service Tax, duty of customs, cess and other statutory dues were outstanding as at 31st March, 2026 for a period of more than six months from the date of becoming payable ***except dues for (1) deferred sales tax liability amounting to ₹135.78 lakhs (2) dues of value added tax (VAT) to the tune of ₹1607.21 lakhs (3) Professional Tax of ₹ 8.19 Lakhs***.

(b) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the Statutory dues of Customs, Income Tax, Sales tax, VAT, Service Tax, Goods & Service Tax and Duty of Excise which have not been deposited by the company on account of Disputes are as follows:

Sr. No.	Name of the statue	Nature of Dues	Financial year to which it relates	From where the dispute is pending	Amount under dispute not yet deposited (Net of Payments) (in ₹ lakhs.)
1	Custom Act ,1962	Custom Duty	2011-12	Appellate Tribunal Ahmedabad	50.00
2	Custom Act ,1962	Custom Duty	2012-13	Appellate Tribunal Ahmedabad	449.85
3	Central Excise Act,1994	Central Excise Duty	2008-09 to 2010-2011	Supreme Court of India	590.14
4	Central Excise Act,1994	Central Excise Duty	2005-06 to Sept - 2014	Central Excise Commissioner	626.28
5	Gujarat Value Added Tax Act 2003	Value Added Tax	2015-16	Jt. Value Added Tax Commissioner (Appeal) Rajkot	478.81
6	Gujarat Value Added Tax Act 2003	Value Added Tax	2016-17	Jt. Value Added Tax Commissioner (Appeal) Rajkot	818.95
7	Gujarat Value Added Tax Act 2003	Value Added Tax	2017-18	Jt. Value Added Tax Commissioner (Appeal) Rajkot	238.74
8	Gujarat Value Added Tax Act 2003	Value Added Tax	2012-13	Jt. Value Added Tax Commissioner (Appeal) Rajkot	29.47
9	Gujarat Value Added Tax Act 2003	Value Added Tax	2007-08 & 2008-09	Jt. Value Added Tax Commissioner (Appeal) Rajkot	41.24
10	Goods and Services Tax	GST	2017-18	Jt. Commissioner (Appeal) GST	527.05
11	Goods and Services Tax	GST	2018-19	Jt. Commissioner (Appeal) GST	102.93

Sr. No.	Name of the statue	Nature of Dues	Financial year to which it relates	From where the dispute is pending	Amount under dispute not yet deposited (Net of Payments) (in ₹ lakhs.)
12	Goods and Services Tax	GST	2022-23	Deputy Commissioner (Appeal) GST	72.17
13	Goods and Services Tax	GST	2021-22	Deputy Commissioner (Appeal) GST	88.50
14	Income tax Act	Income tax	2017-18	Commissioner of Income tax (Appeals) -12 Ahmedabad	828.97
15	Income tax Act	Income tax	2018-19	Commissioner of Income tax (Appeals) -12 Ahmedabad	1027.54
16	Income tax Act	Income tax	2019-20	Commissioner of Income tax (Appeals) -12 Ahmedabad	474.63
17	Income tax Act	Income tax	2020-21	Commissioner of Income tax (Appeals) -12 Ahmedabad	338.15
18	Income tax Act	Income tax	2021-22	Commissioner of Income tax (Appeals) -12 Ahmedabad	424.12

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 Accounts, in the Tax Assessments under the Income Tax Act, 1961 as income during the year.

ix. (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 not defaulted in repayment of loans and borrowings or in the payment of interest thereon to any lender.

(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 not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) According to the information and explanation given to us, and on the basis of our examination of the records of the Company, Term Loans obtained during the year, by the Company, have been applied for the purpose, of for which they were obtained.

(d) According to the information and explanations given to us and on an overall examination of the Standalone Ind AS financial statements of the Company, We report that no funds raised on short- term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us, the company does not have subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us, the company does not have subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(f) of the Order is not applicable.

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

(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 made preferential allotment of equity shares during the year. The requirements of provisions of section 42 and 62 of the Companies Act, 2013 are compiled with. The amount raised have been, applied for the purposes for which the same were raised.

xi. (a) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

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

(c) As represented by the management, there are no whistle blower complaints 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 the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of the related party transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards.

xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion the Company has an internal audit system commensurate with the size and the nature of the entity.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

xv. In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected to its' directors and hence, provision of Section 192 of the Act, are not applicable to the Company.

xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, 3(xvi) (a) and 3(xvi) (b) of the Order are not applicable.

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

(c) The Company is not part of any group (As defined in the regulations made by the Reserve Bank of India). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

xvii. The company has incurred cash loss of ₹ 554.36 lakhs in the current financial year. However, in the immediately preceding financial year, after considering the effect of audit qualifications, the company had incurred Cash Losses of ₹ 25.71 Lakhs.

xviii. There has been no resignation of the statutory auditors during the year. Accordingly, Clause 3(xviii) of the Order is not applicable.

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

xx According to the information and explanations given to us by the management, the Corporate Social Responsibility (CSR) is not applicable to the company. Accordingly, clause 3(xx)(a) and (b) of the Order are not applicable.

For, Parikh & Majmudar
Chartered Accountants
FRN–107525W

[CA SATWIK DURKAL]
PARTNER
Membership No. 107628
UDIN: 26107628WMNHMH4994

Place: Ahmedabad
Date:29-05-2026

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 3(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of S.A.L. STEEL LIMITED of even date)

Report on the Internal Financial Controls with reference to Standalone IND AS 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 Standalone IND AS Financial Statements of S.A.L. STEEL LIMITED (the "**Company**") as of March 31, 2026 in conjunction with our audit of the standalone IND AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone IND AS financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls with reference to standalone IND AS financial statements (the "**Guidance Note**") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 standalone IND AS 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 standalone IND AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone IND AS financial statements included obtaining an understanding of internal financial controls with reference to standalone IND AS 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 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 standalone IND AS financial statements.

Meaning of Internal Financial Controls with reference to Standalone IND AS Financial Statement

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

Inherent Limitations of Internal Financial Controls with reference to Standalone IND AS Financial Statement

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone IND AS financial statements to future periods are subject to the risk that the internal financial control with reference to standalone IND AS financial statements 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone IND AS financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2026, based on the criteria for internal financial control with reference to standalone IND AS financial statements 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 standalone IND AS financial statements issued by the ICAI.

For, Parikh & Majmudar
Chartered Accountants
FRN–107525W

[CA SATWIK DURKAL]
PARTNER
Membership No. 107628
UDIN: 26107628WMNHMH4994

Place: Ahmedabad
Date:29-05-2026

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2026

(Amount ₹ in Lakhs)

S. No.		Particulars	Note No.	As at 31st March, 2026	As at 31st March, 2025
		ASSETS			
1)		**Non-current assets**			
	a)	Property, Plant and Equipment	2	14169.64	15051.70
	b)	Capital work-in-progress	2	17377.46	100.94
	c)	Other Intangible assets	2	5.77	5.77
	d)	Financial Assets			
	(i)	Trade receivables	3	0.00	42.69
	(ii)	Loans			
	(iii)	Other Financial Assets	3A	255.70	220.38
	e)	Deferred tax assets (net)			
	f)	Other non-current assets	4	911.22	16.22
		TOTAL NON-CURRENT ASSETS		**32719.79**	**15437.70**
2)		**Current assets**			
	a)	Inventories	5	23342.87	9995.19
	b)	Financial Assets			
	(i)	Trade receivables	6	171.39	6781.14
	(ii)	Cash and cash equivalents	7	47.07	18.81
	(iii)	Bank balances other than (iii) above			
	(iv)	Other Financial Assets	8	34.13	32.33
	(v)	Loans	9	0.18	5.34
	c)	Current Tax Assets (Net)	9A	18.11	58.74
	d)	Other current assets	10	5813.92	1515.33
		TOTAL CURRENT ASSETS		**29427.67**	**18406.87**
		TOTAL ASSETS		**62,147.45**	**33,844.58**
		EQUITY & LIABILITIES :			
		EQUITY:			
	a)	Equity Share capital	11	14,476.67	8,496.67
	b)	Other Equity	12	185.20	(4,624.43)
		TOTAL EQUITY		**14,661.87**	**3,872.24**
		LIABILITIES :			
1)		**Non-Current Liabilities**			
	a)	Financial Liabilities	13	29,091.20	12,500.00
	(i)	Borrowings	14		
	(ii)	Trade payables			
		Total outstanding dues of micro enterprises and small enterprises		-	8.08
		Total outstanding dues of creditors other than micro enterprises and small enterprises			
	(iii)	Other Financial Liabilities			
	b)	Provisions	15	86.62	98.01
	c)	Deferred tax liabilities (Net)	16	1,777.38	1,773.36
	d)	Other non-current liabilities	17	3,800.00	
		Total Non-Current Liabilities		**34,755.20**	**14,379.45**
2)		**Current liabilities**			
	(i)	Borrowings	18	5,828.91	5,252.80
	(ii)	Trade payables	19		
		Total outstanding dues of micro enterprises and small enterprises			
		Total outstanding dues of creditors other than micro enterprises and small enterprises		2,494.50	2,045.90
	(iii)	Other financial liabilities	20	943.43	297.88
	(iv)	Other current liabilities	21	3,167.91	7,889.70
	(v)	Provisions	22	295.64	106.62
	(vi)	Current Tax libility (Net)	22A	-	-
		TOTAL CURRENT LIABILITIES		**12,730.40**	**15,592.89**
		TOTAL LIABILITIES		**47,485.59**	**29,972.34**
		Total Equity and Liabilities		**62,147.45**	**33,844.58**

The accompanying Notes 1 to 60 are integral part of these Standalone Ind AS Financial Statements.

As per our report of even date attached.

For **Parikh & Majmudar**
Chartered Accountants
(Firm Regn.No.107525W)
UDIN : 26107628WMNHMH4994

CA Satwik Durkal
Partner
Membership No. : 107628
Place : Ahmedabad
Date : 29th May, 2026

For and on behalf of the Board of Directors,
SAL Steel Limited

Mahesh Kumar Agarwal
Chairman and Managing Director
(DIN 00168517)

Kaustubh Agarwal
Managing Director
(DIN 08110836)

Devilal J Shah
Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

(Amount ₹ in Lakhs)

S. No.	Particulars	Note No.	Year ended 31st March, 2026	Year ended 31st March, 2025
I	Revenue from Operations	23	20,740.43	54,411.56
II	Other Income	24	16.81	86.57
III	**Total Income (I +II)**		**20,757.23**	**54,498.13**
IV	Expenses:			
	Cost of Materials Consumed	25	19,889.45	46,773.91
	Purchases of Stock-in-Trade	26	-	-
	Changes in Inventories of Finished goods, Stock-in-Trade and Work-in-progress	27	(4,195.32)	(1,727.66)
	Employee Benefits Expense	28	699.54	1,209.53
	Finance Costs	29	2,030.83	1,666.87
	Depreciation and Amortization Expense		1,086.33	1,057.10
	Other Expenses	30	2,894.89	5,833.40
	Total Expenses (IV)		**22,405.73**	**54,813.15**
V	**Profit before Exceptional Item (III- IV)**		**(1,648.50)**	**(315.02)**
	Exceptional Items		1,609.16	(415.59)
	(Refer note no. 42 of notes forming part of financial statement)			
VI	**Profit before tax (III- IV)**		**(39.34)**	**(730.60)**
VI	**Tax expense :**			
	Current Tax		-	-
	Short /(Excess) Provision of earlier years		-	-
	Deferred Tax		(4.28)	(88.16)
	Total Tax Expenses (VII)		**(4.28)**	**(88.16)**
VII	**Profit for the period (V -VI)**		**(35.05)**	**(642.44)**
VIII	**Other Comprehensive Income**			
	A (i) Items that will not be reclassified to profit or loss		(32.99)	(15.85)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		8.30	3.99
	B (i) Items that will be reclassified to profit or loss			-
	(ii) Income tax relating to items that will be reclassified to profit or loss			-
	Total Other Comprehensive Income (VIII)		**(24.69)**	**(11.86)**
IX	**Total Comprehensive Income for the period (VII + VIII) (Comprising Profit and Other Comprehensive Income for the period)**		**(10.37)**	**(630.59)**
X	**Earnings per equity share (Face Value of ₹ 10/- each)**		**(0.04)**	**(0.76)**
	Basic & Diluted	31		

The accompanying Notes 1 to 60 are integral part of these Standalone Ind AS Financial Statements.

As per our report of even date attached.

For **Parikh & Majmudar**
Chartered Accountants
(Firm Regn.No.107525W)
UDIN : 26107628WMNHMH4994

CA Satwik Durkal
Partner
Membership No. : 107628
Place : Ahmedabad
Date : 29th May, 2026

For and on behalf of the Board of Directors,
SAL Steel Limited

Mahesh Kumar Agarwal
Chairman and Managing Director
(DIN 00168517)

Kaustubh Agarwal
Managing Director
(DIN 08110836)

Devilal J Shah
Company Secretary

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2026

(Amount ₹ in Lakhs)

Particulars	Year ended on 31.03.2026	Year ended on 31.03.2025
Cash flow from operating activities		
Profit before tax	**(39.34)**	**(730.60)**
Adjustments to reconcile profit before tax to net cash flows:	-	-
Depreciation and amortisation expense	1,086.33	1,057.10
(Profit) / Loss on Sale of Vehicle	0.16	(0.45)
Interest income	(5.72)	(39.70)
Finance costs	2,030.83	1,666.87
Remeasument of defined benefit obligation	32.99	15.85
Operating profit before working capital changes	**3,105.25**	**1,969.06**
Working capital adjustments :		
(Increase)/Decrease in trade receivables	6,652.44	(151.38)
(Increase)/Decrease in inventories	(13,347.68)	(5,044.68)
Increase/(Decrease) in trade payables	440.52	(1,981.55)
(Increase)/ Decrease in other assets	(5,152.96)	403.04
Increase/ (decrease) in Other Non Current Liabilities	3,800.00	-
Decrease/(Increase) in Other Financial Assets	(35.32)	100.06
Decrease/(Increase) in Other Financial Liabilities	645.56	(20.60)
Decrease/(Increase) in Loans	5.15	(0.70)
Increase/ (decrease) in Other Current Liabilities	(4,721.79)	2,636.27
Increase/ (decrease) in Provisions	177.63	(16.87)
Cash (used in) generated from operations	**(8,431.20)**	**(2,107.34)**
Less: Income taxes paid (net of refund)	-	-
Net cash (used in) generated from operating activities	**(8,431.20)**	**(2,107.34)**
Cash flow from investing activities		
Purchase of property, plant and equipment, including capital work in progress	(17,482.94)	(1,861.98)
Proceeds from sale of property, plant and equipment	2.00	1.75
Increase in Investment in Wholly owned Sunsidary		-
Interest Income	5.72	39.70
Net cash flow used in investing activities	**(17,475.22)**	**(1,820.53)**
Cash flow from financing activities		
Proceeds from Issue of Equity Shares & Share premium	10,800.00	300.00
Proceeds from long term borrowings - Banks (net)	16,591.20	-
Proceeds from Short term borrowings from Banks / Financial Institutions (net)	576.12	5,252.80
Proceeds from (repayment of) long term borrowings -others (net)	-	
Application money received pending allotment		-
Finance cost	(2,030.83)	(1,666.87)
Tax on Dividend		
Net cash flows from financing activities	**25,936.48**	**3,885.92**
Net increase/(decrease) in cash & cash equivalents	**30.05**	**(41.95)**
Opening balance of cash & cash equivalents	**51.14**	**93.09**
Closing balance of cash & cash equivalents	**81.20**	**51.14**

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2026

(Amount ₹ in Lakhs)

Components of Cash and Cash Equivalents

Cash and Bank Balances:	Year ended on 31.03.2026	Year ended on 31.03.2025
Balances with Banks (In Current Accounts)	45.65	17.94
Balances with Banks (In Guarantee Money)	34.13	32.33
Cash on hand	1.42	0.87
Total	**81.20**	**51.14**

Disclosure of Cash and Non-Cash Changes in Liabilities from Financing Activities

Cash and Bank Balances:	Year ended on 31.03.2026	Year ended on 31.03.2025
Borrowings (Current & Non-Current)		
Opening Balance	17,752.80	12,500.00
Changes from Cash flows	17,167.32	5,252.80
Closing Balance	**34,920.12**	**17,752.80**
Equity share capital & Securities Premium (Including Share Warrants)		
Opening Balance	11,674.87	11,374.87
Changes from Cash flows	10,800.00	300.00
Closing Balance	**22,474.87**	**11,674.87**

The above statement of cash flow has been preapred under the "Indirect Method" as set out in Ind AS 7, "Statement of Cash flow")

For **Parikh & Majmudar**
Chartered Accountants
(Firm Regn.No.107525W)
UDIN : 26107628WMNHMH4994

CA Satwik Durkal
Partner
Membership No. : 107628
Place : Ahmedabad
Date : 29th May, 2026

For and on behalf of the Board of Directors,
SAL Steel Limited

Mahesh Kumar Agarwal
Chairman and Managing Director
(DIN 00168517)

Kaustubh Agarwal
Managing Director
(DIN 08110836)

Devilal J Shah
Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2026

A. EQUITY SHARE CAPITAL

(Amount ₹ in Lakhs)

Particulars	Amount
Balance at the beginning of the reporting year	**8,496.67**
Change during the year	5,980.00
Balance at the end of the reporting year	**14,476.67**

Other Equity as at 1st April 2024

(Amount ₹ in Lakhs)

Particulars	General Reserve	Convertible Share Warrernts	Securities Premium Reserve	Capital Reserve	Retained Earnings	Equity Instruments through OCI	Total
Balance at the beginning of the reporting period	5.11		2,878.20	800.00	(8,029.73)	(52.58)	(4,293.84)
Other Comprehensive Income arising from Remeasurement of defined benefit obligation net of Income Tax	-		-	-	-	(11.86)	(11.86)
Share warrants allotted during the year.	-	300.00	-	-	-	-	300.00
Profit for the year	-		-	-	(642.44)	-	(642.44)
Balance at the end of the reporting period	**5.11**	**300.00**	**2,878.20**	**800.00**	**(8,672.17)**	**(64.43)**	**(4,624.43)**

Other Equity as at 1st April 2025

(Amount ₹ in Lakhs)

Particulars	General Reserve	Convertible Share Warrernts	Securities Premium Reserve	Capital Reserve	Retained Earnings	Equity Instruments through OCI	Total
Balance at the beginning of the reporting period	5.11	300.00	2,878.20	800.00	**(8,672.17)**	(64.43)	(4,624.43)
Other Comprehensive Income arising from Remeasurement of defined benefit obligation net of Income Tax	-		-	-	**-**	(24.69)	(24.69)
Additions during the year			5,120.00				5,120.00
Share warrants converted during the year.	-	(300.00)	-	-	-	-	(300.00)
Profit for the year	-		-	-	(35.05)	-	(35.05)
Balance at the end of the reporting period	**5.11**	**-**	**7,998.20**	**800.00**	**(8,707.23)**	**(89.12)**	**185.20**

The accompanying Notes 1 to 60 are integral part of these Standalone Ind AS Financial Statements.
As per our report of even date attached.

For **Parikh & Majmudar**
Chartered Accountants
(Firm Regn.No.107525W)
UDIN : 26107628WMNHMH4994

CA Satwik Durkal
Partner
Membership No. : 107628
Place : Ahmedabad
Date : 29th May, 2026

For and on behalf of the Board of Directors,
SAL Steel Limited

Mahesh Kumar Agarwal
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Devilal J Shah
Company Secretary

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026:

1.1 CORPORATE INFORMATION

The Company SAL Steel Limited (CIN L29199GJ2003PLC043148) is a Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on National Stock Exchange and Bombay Stock Exchange. The company is engaged in manufacturing Sponge Iron and Ferro Alloys and the products manufactured by the company are sold in the domestic market as well as international market. Because of the Captive power generation, company has advantage of low power cost per unit of manufacturing. Company is generating 40 MW Power from waste Heat recovery Boiler & Fluidized Bed Combustion boiler with economic price. Power generated is used for captive consumption.

1.2 BASIS OF PREPARATION & PRESENTATION

1.2.1 Statement of compliance

(i) Compliance with Indian Accounting Standards (Ind AS)

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

(ii) Basis of Preparation and Presentation

The Company has prepared its Standalone Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1st April, 2023.

The Financial Statements have been prepared on the historical cost convention on the accrual basis except for certain assets and liabilities that are required to be carried at fair values by Ind AS.

(iii) 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: -

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- 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: -

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period,

or

- 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.

(iv) Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

1.2.2 Functional and Presentation Currency

Indian rupee is the functional and presentation currency.

1.2.3 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupee in Crores with two decimals as per the requirement of Schedule III, unless otherwise stated.

1.3 Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Useful lives of Property, Plant and Equipment
- Valuation of financial instruments
- Provisions and contingencies
- Measurement and timing for Revenue Recognition
- Income tax and deferred tax
- Measurement of defined employee benefit obligations

1.4 RECENT ACCOUNTING PRONOUNCEMENTS:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

A. Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Standalone Financial Statements are disclosed below. The Company will adopt this new and amended standard, when it becomes effective.

(i) Ind AS 1–Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants The amendment requires that if a covenant breach is rectified after the reporting date, the same will be treated as a non-adjusting event and this amendment will be applicable from annual reporting periods beginning on or after the April 01, 2026.

The amendment does not see any material impact on the Standalone Financial Statements.

B. Standards issued and are effective in reporting period.

In May 2025, MCA notified amendments to Ind AS 21–The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 01, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 01, 2025 – The amendment relates to classification of liabilities as current or non -current and noncurrent liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date, and instead requires that the said right should exist on the reporting date

and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments–Disclosures, applicable w.e.f. April 01, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

3. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately–The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively. The amendments also require companies to provide new disclosures to compensate for potential loss of information resulting from the relief. Such disclosures are to be provided for annual reporting periods beginning on or after April 01, 2025. These requirements are not applicable to the Company.

4. Other Amendments (Ind AS 115, Ind AS 116): Removed the conflict between Ind AS 109 and Ind AS 115 over the amount at which a trade receivable is initially measured (Ind AS 115 and Ind AS 116). These amendments do not have a material impact on the Company's financial statements.

1.5 MATERIAL ACCOUNTING POLICIES

1.5.1 PROPERTY, PLANT AND EQUIPMENT:

i) Property, Plant and Equipment are stated at original cost (net of tax/duty credit availed) less accumulated depreciation and impairment losses. Cost includes cost of acquisition, construction and installation, taxes, duties, freight, other incidental expenses related to the acquisition, and pre-operative expenses including attributable borrowing costs incurred during pre-operational period.

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

iii) The cost of Property, Plant & Equipment as at 01st April, 2016, the company's date of transition to Ind AS, was determined with reference to its carrying value, recognized as per the previous GAAP (Deemed Cost) as at the date of transition to Ind AS.

iv) Assets which are not ready for their intended use on reporting date are carried as capital work-in-progress at cost, comprising direct cost and related incidental expenses.

v) Property, Plant and Equipment are depreciated and/or amortized on as per the Straight line method on the basis of their useful lives as notified in Schedule II to the Companies Act, 2013 . The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

vi) Depreciation in respect of additions to assets has been charged on pro rata basis with reference to the period when the assets are ready for use.

vii) An asset's carrying amount is written down immediately on discontinuation to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Profit/ Loss on Sale and Discard of Fixed Assets.

viii) Useful lives of the Property, Plant and Equipment as notified in Schedule II to the Companies Act, 2013 are as follows :

Buildings–30 to 60 years

Plant and Equipments–15 to 25 years

Furniture and Fixtures–10 years

Vehicles–8 to 10 years

Office Equipments–5 years

Computers – 3 years

ix) At each balance sheet date, the Company reviews the carrying amount of property, plant and equipment to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

x) Cost is reduced by accumulated depreciation and impairment and amount representing assets discarded or held for disposal.

1.5.2 INTANGIBLE ASSETS:

i) Intangible assets acquired by payment e.g. Computer Software are disclosed at cost less amortization on a straight-line basis over its estimated useful life.

ii) Intangible assets are carried at cost, net of accumulated amortization and impairment loss, if any.

iii) Intangible assets are amortized on straight-line method as follows :

Computer Software–5 years

iv) At each balance sheet date, the Company reviews the carrying amount of intangible assets to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

1.5.3 Revenue Recognition

i) Revenue comprises of all economic benefits that arise in the ordinary course of activities of the Company which result in increase in Equity, other than increases relating to contributions from equity participants. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

The Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided.

The Company recognizes revenue generally at a point in time when the products are delivered to customer or when it is delivered to a carrier for export sale, which is when the control over product is transferred to the customer

In revenue arrangements with multiple performance obligations, the Company accounts for individual products and services separately if they are distinct – i.e. if a product or service is separately identifiable from other items in the arrangement and if a customer can benefit from it. The consideration is allocated between separate products and services in the arrangement based on their stand-alone selling prices. Revenue from sale of by products are included in revenue.

ii) Services: Revenue from Services are recognized as and when the services are rendered.

iii) Export Benefits are accounted on accrual basis.

1.5.4 Other Income

a. Interest Income

Interest income is recognized using effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

b. Dividend income

Dividend are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

c. Gain or loss on derecognition of Financial Assets

Gain or Loss on derecognition of financial asset is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

d. All other Incomes are recognised and accounted for on accrual basis

1.5.5 EMPLOYEE BENEFITS:

a. Short Term employee benefits

Short term employee benefits for salary and wages including accumulated leave that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

b. Post- employment benefits

Gratuity

The Company provides for gratuity, a defined benefit plan ("the Gratuity Plan") covering the eligible employees of the Company. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of the employment with the Company.

Liability with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The Company recognises the net obligation of a defined benefit plan as a liability in its balance sheet. Gains or losses through re-measurement of the net defined benefit liability are recognised in other comprehensive income and are not reclassified to profit and loss in the subsequent periods. Actuarial gains and losses arise due to difference in the actual experience and the assumed parameters and also due to changes in the assumptions used for valuation. The Company recognizes these remeasurements in the Other Comprehensive Income (OCI).

Provident Fund

Eligible employees of the Company receive benefits from provident fund, which is a defined contribution plan. Both the eligible employees and the Company make monthly contributions to the Government administered provident fund scheme equal to a specified percentage of the eligible employee's salary. Amounts collected under the provident fund plan are deposited with in a government administered provident fund. The Company have no further obligation to the plan beyond its monthly contributions.

c. Compensated Absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using the projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised is the period in which the absences occur.

1.6 Valuation of Inventories

i) The cost of inventories has been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. The costs of Raw Materials, Stores and spare parts etc., consumed consist of purchase price including duties and taxes (other than those subsequently recoverable by the enterprise from the taxing authorities), freight inwards and other expenditure directly attributable to the procurement.

ii) Stock of Raw Materials are valued at cost and of those in transit and at port related to these items are valued at cost to date. Goods and materials in transit are valued at actual cost incurred up to the date of balance sheet. Material and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

iii) Stock of Stores and spare parts, Packing Material, Power & Fuel and Folders are valued at cost; and of those in transits and at port related to these items are valued at cost.

iv) Work-in-process is valued at lower of cost or net realizable value.

v) Stock of Finished goods and By-products is valued at lower of cost or net realizable value.

vi) Stock-in-trade is valued at lower of cost or net realizable value.

1.7 Cash flow statement

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated.

Cash and cash equivalents in the balance sheet comprise cash at bank, cash/Cheques in hand and short-term investments with an original maturity of three months or less.

1.8 Impairment

1.8.1 Financial assets

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost.

At each reporting date, the Company assesses whether financial assets carried at amortized cost is credit impaired. A financial asset is 'credit -impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Company is not required to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime expected credit losses together with appropriate management estimates for credit loss at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the group of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

1.8.2 Non financial assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the company estimates the asset's recoverable amount.

An asset's recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

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

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

1.9 FINANCIAL INSTRUMENTS:

1.9.1 Initial recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities except investment in subsidiaries are recognized at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Regular way purchase and sale of financial assets are accounted for at trade date.

1.9.2. Subsequent Measurement

a. Non-derivative financial instruments

i. Financial assets measured at amortized cost

A financial asset except equity instruments (other than those of subsidiaries) is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset 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.

ii. Financial assets measured at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income 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. The Company has elected to measure Equity instruments (other than those of subsidiaries) at fair value through other comprehensive income.

iii. Financial assets measured at fair value through profit or loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

iv. Financial liabilities

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.

Interest bearing bank loans 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 recognised over the term of the borrowings in the statement of profit and loss.

b. Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognized as a deduction from equity instrument net of any tax effects.

1.9.3 Effective Interest rate (EIR) 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.

1.9.4 De-recognition

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

1.9.5 Off-setting

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the company currently has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

1.10 FAIR VALUE MEASUREMENT:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

1.11 FOREIGN CURRENCY TRANSACTIONS:

i) Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income or expenses in the period in which they arise.

ii) Non-monetary items which are carried at historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value is determined.

1.12 BORROWING COSTS:

i) Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

ii) General and specific borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use.

iii) All other borrowing costs are expensed in the period in which they are incurred.

1.13 ACCOUNTING FOR TAXES ON INCOME:

i) Tax expenses comprise of current tax and deferred tax including applicable surcharge and cess.

ii) Current Income tax is computed using the tax effect accounting method, where taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.

iii) Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences; the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profits against which the deductible temporary differences, and the carry forward unused tax credits and unused tax losses can be utilized.

iv) The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it is become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

v) Deferred tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income. As such, deferred tax is also recognized in other comprehensive income.

vi) Deferred Tax Assets and Deferred Tax Liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the Deferred Tax Assets and Deferred Tax Liabilities relate to taxes on income levied by same governing taxation laws.

1.14 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

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

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Warranties

A provision for warranties is recognised when the underlying products are sold. The provision is based on technical evaluation, historical warranty data and a weighting of all possible outcomes by their associated probabilities. A liability is recognised at the time the product is sold. The Company does not provide any extended warranties to its customers.

Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. Contingent assets are neither recognised nor disclosed in the financial statements.

1.15 EARNINGS PER SHARE:

i) Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

1.16 Operating Segments:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company. For the disclosure on reportable segments see Note 32.

1.17 GST Input Credit:

Goods and service tax (GST) input credit is accounted on an accrual basis on purchase of eligible inputs, capital goods and services. The balance of GST input credit is reviewed at the end of each year and amount estimated to be un-utilizable is charged to the statement of profit and loss for the year.

1.18 Events after reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

1.19 Lease

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

1.20 Equity

Ordinary shares are classified as equity share capital. Incremental costs directly attributable to the issuance of new ordinary shares, share options and buyback are recognised as a deduction from equity, net of any tax effects.

1.21 Dividend

Final dividend on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

Notes to the Financial Statements for the year ended 31st March, 2026

NOTE 2: PROPERTY, PLANT & EQUIPMENTS

A. TANGIBLE ASSETS

(Amount ₹ in Lakhs)

Particulars	Freehold Land	Buildings	Plant and Machineries	Furniture and Fixtures	Vehicles	Office Equipment	Computer	Total
Cost of Assets								
As at 1st April 2024	**730.56**	**4630.61**	**31543.18**	**61.96**	**896.26**	**45.45**	**103.19**	**38011.21**
Addition	-	-	1,861.98	-	-	-	-	1,861.98
Disposal/Adjustments	-	-	-	-	25.99	-	-	25.99
As at 31st March 2025	**730.56**	**4630.61**	**33405.16**	**61.96**	**870.26**	**45.45**	**103.19**	**39847.19**
Addition	-	-	74.47	1.85	107.61	1.81	20.69	206.43
Disposal/Adjustments	-	-	-	-	43.16	-	-	43.16
As at 31st March 2026	**730.56**	**4630.61**	**33479.63**	**63.82**	**934.71**	**47.27**	**123.88**	**40010.46**
Depreciation								
As at 1st April 2024	**-**	**2583.60**	**20151.41**	**58.86**	**827.74**	**43.49**	**98.00**	**23763.10**
Charge for the year	-	143.45	909.13		4.52			1057.10
Disposal/Adjustments	-	-	-	-	24.69	-	-	24.69
As at 31st March 2025	**0.00**	**2727.05**	**21060.54**	**58.86**	**807.56**	**43.49**	**98.00**	**24795.50**
Charge for the year		143.45	933.13	0.06	6.10	0.05	3.54	1,086.33
Disposal/Adjustments					41.00			41.00
As at 31st March 2026	**0.00**	**2870.51**	**21993.67**	**58.93**	**772.66**	**43.53**	**101.54**	**25840.83**
Net Block								
As at 31st March 2025	**730.56**	**1903.56**	**12344.62**	**3.10**	**62.70**	**1.97**	**5.19**	**15051.70**
As at 31st March 2026	**730.56**	**1760.10**	**11485.96**	**4.89**	**162.05**	**3.73**	**22.34**	**14169.64**

B. INTANGIBLE ASSETS

(Amount ₹ in Lakhs)

PARTICULARS	SOFTWARE	TOTAL
Cost of Assets		
As at 1st April 2024	**115.30**	**115.30**
Addition	-	-
Disposal/Adjustments	-	-
Other adjustment	-	-
As at 31st March 2025	**115.30**	**115.30**
Addition	-	-
Disposal/Adjustments	-	-
Other adjustment	-	-
As at 31st March 2026	**115.30**	**115.30**
Depreciation		
As at 1st March 2024	**109.53**	**109.53**
Charge for the year	-	-
Disposal/Adjustments	-	-
As at 31st March 2025	**109.53**	**109.53**
Charge for the year	-	-
Disposal/Adjustments	-	-
As at 31st March 2026	**109.53**	**109.53**
Net Block		
As at 31st March 2025	**5.77**	**5.77**
As at 31st March 2026	**5.77**	**5.77**

C. CAPITAL WORK IN PROGRESS

(Amount ₹ in Lakhs)

Opening Balance as at 01-04-2025	**100.94**
Add: Addition During the year	17276.52
Less: Deduction During the year	
Closing Balance as at 31-03-2026	**17377.46**
Total	**17377.46**

Note: Refer Note no. 31B for contractual commitments with respect to Property, Plant and Equipment.

CAPITAL WORK IN PROGRESS (AGEING SCHEDULE)

(Amount ₹ in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As At 31 March 2024					
Project in Progress	-	-	-	100.94	100.94
projects temporarily suspended	-	-	-	-	-
As At 31 March 2025					
Project in Progress	17276.52	-	-	100.94	17377.46
projects temporarily suspended	-	-	-	-	
As At 31 March 2026					**17377.46**

NOTE NO : 3 TRADE RECEIVABLES

(Amount ₹ in Lakhs)

PARTICULARS	31.03.2026	31.03.2025
Non-current Trade Receivable		
Unsecured, considered good	0.00	47.43
Less: Expected Credit Loss Provision	0.00	4.74
	0.00	**42.69**

Note: Trade Receivable are hypothecated to secured working capital facilities from Bank (Refer Note.18)

(Amount ₹ in Lakhs)

Particulars FY 2025-26	Not Due	Outstanding for Following Periods from Due Date of Payment					Total
		Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisuted Trade Receivables - Considered Good	-	-	-	-	-	-	-
(ii) Undisuted Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisuted Trade Receivables -credit imparied	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables credit imparied	-	-	-	-	-	-	-
Sub Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Less : Expected Credit Loss provision						-	-
GRAND TOTAL	**-**	**-**	**-**	**-**	**-**	**-**	**-**

(Amount ₹ in Lakhs)

Particulars FY 2024-25	Not Due	Outstanding for Following Periods from Due Date of Payment					Total
		Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisuted Trade Receivables - Considered Good	-	-	-	-	-	47.43	47.43
(ii) Undisuted Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisuted Trade Receivables -credit imparied	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables credit imparied	-	-	-	-	-	-	-
Sub Total	**-**	**-**	**-**	**-**	**-**	**47.43**	**47.43**
Less : Expected Credit Loss provision						**4.74**	**4.74**
GRAND TOTAL	**-**	**-**	**-**	**-**	**-**	**42.69**	**42.69**

NOTE NO : 3A OTHER FINANCIAL ASSETS

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Security Deposit		
Unsecured,considered good	253.99	219.88
Deposits with Schedule Bank (Having maturity of more than 12 months from reporting date)	1.72	0.50
	255.70	**220.38**

NOTE NO : 4 OTHER NON-CURRENT ASSETS :

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Unsecured considered good unless otherwise stated		
Capital Advance	800.06	
Other Loan and advances	-	17.76
Less : Expected Credit Loss	-	1.54
TDS Receivable	111.15	
	911.22	**16.22**

NOTE NO : 5 INVENTORIES : (AS TAKEN, VALUED & CERTIFIED BY MANAGEMENT)

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Raw Materials (including goods in transit of ₹ 2614.28 lakhs) (PY - ₹ NIL)	5,752.94	3,711.15
(b) Work in progress	68.20	65.45
(c) Power & Fuel	328.26	149.62
(d) Finished goods	4,456.23	2,567.99
(e) Stores and spares	8,451.10	3,128.33
(f) By Product	4,286.13	372.64
	23,342.87	**9,995.19**

Note: Inventories are hypothecated to secure working capital facilities from Bank (Refer Note 18)

NOTE NO : 6 TRADE RECEIVABLES

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Unsecured, considered good	171.39	6781.14
TOTAL	**171.39**	**6781.14**

1. Includes Trade Receivable from Related Parties (Refer Note No. 37)
2. Trade Receivables are hypothecated to secure working capital facilities from Banks (Refer Note No. 18)

TRADE RECEIVABLE AGEING

(Amount ₹ in Lakhs)

Particulars FY 2025-26	Not Due	Outstanding for Following Periods from Due Date of Payment					Total
		Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisuted Trade Receivables - Considered Good	-	171.39	-	-	-	-	171.39
(ii) Undisuted Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisuted Trade Receivables -credit imparied	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables credit imparied	-	-	-	-	-	-	-
GRAND TOTAL	**-**	**171.39**	**-**	**-**	**-**	**-**	**171.39**

(Amount ₹ in Lakhs)

Particulars FY 2024-25	Not Due	Outstanding for Following Periods from Due Date of Payment					Total
		Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisuted Trade Receivables - Considered Good	129.59	6,651.55	-	-	-	-	6,781.14
(ii) Undisuted Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisuted Trade Receivables -credit imparied	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables credit imparied	-	-	-	-	-	-	-
GRAND TOTAL	**129.59**	**6,651.55**	**-**	**-**	**-**	**-**	**6,781.14**

NOTE NO : 7 CASH AND CASH EQUIVALENTS

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Balances with Scheduled Banks		
In current Account	45.65	17.94
(b) Cash on hand	1.42	0.87
	47.07	**18.81**

NOTE NO : 8 OTHER FINANCIAL ASSETS

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Balances with banks (in Guarantee Money) (Maturity within 12 months from reporting date)	34.13	32.33
	34.13	**32.33**

NOTE NO : 9 LOANS

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Unsecured,considered good		
Loans to Employees	0.18	5.34
	0.18	**5.34**

NOTE NO : 9A CURRENT TAX ASSETS (NET)

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Tax Deducted at Source	18.11	58.74
	18.11	**58.74**

NOTE NO : 10 OTHER CURRENT ASSETS :

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Unsecured,considered good		
Balance with government authorities	4,394.40	79.21
Prepaid Expenses	143.84	7.94
Advance to Suppliers	1,275.68	1428.69
Less : Expected Credit Loss Provision	-	0.50
	5,813.92	**1515.33**

NOTE NO : 11 SHARE CAPITAL

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Authorised :		
14,50,00,000 Equity Shares of ₹ 10/- each (Previous year : 14,00,00,000 Equity Shares of ₹ 10/- each)	14500.00	14000.00
	14000.00	**14000.00**
Issued & Subscribed and Paid up :		
14,47,66,700 Equity Shares of ₹10/- each fully paid up (Previous year : 8,49,66,700 Equity Shares of ₹10/- each fully paid up)	14,476.67	8,496.67
	14,476.67	**8,496.67**

The Authorised, issued, subscribed and fully paid up share capital comprises of equity shares having a par value of ₹ 10/- each as follows:

a) Reconciliation of number of shares :

Equity Shares	As at March 31, 2026		As at March 31, 2025	
	Number of shares	Amount ₹ in lakhs	Number of shares	Amount ₹ in lakhs
Shares outstanding at the beginning of the year	8,49,66,700	8,496.67	8,49,66,700	8,496.67
Changes during the Year	5,98,00,000	5,980.00	-	-
Shares Outstanding at the end of the year	**14,47,66,700**	**14,476.67**	**8,49,66,700**	**8,496.67**

b) Terms/rights, preferences and restrictions attached to securities:

Equity shares:

The company has one class of equity share having a par value of ₹ 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of directors is subject to the approval of shareholders in the ensuing Annual general meeting, except in case of interim dividend. In the case of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

c) Numbers of shares held by holding company:

Particulars	As at March 31, 2026		As at March 31, 2025		% change during the year	
Equity shares	No. of shares	% of Holding	No. of shares	% of Holding	No. of shares	% of Holding
Sree Metaliks Limited	8,32,62,199	57.51	-	-	8 32 62 199	57.51
Total		**57.51**		**-**		

d) Details of Shareholders holding more than 5% in the Company:

Particulars	As at 31st March, 2026		As at 31st March, 2025	
Equity shares	No. of shares	% of Holding	No. of shares	% of Holding
Sree Metaliks Limited	8,32,62,199	57.51	-	-
Shah Alloys Limited (*)	1,95,00,000	13.47	3,02,56,989	35.61
SAL Care Pvt Limited	-	-	1,27,02,506	14.95
Total		**70.98**		**50.56**

(*) Shares held by Shah Alloys Ltd. 195 Lakhs shares are pledged to consortium banks by Shah Alloys Limited

e) Details of shares held by promotors

Particulars	As at March 31, 2026		As at March 31, 2025		% change during the year	
Equity shares	No. of shares	% of Holding	No. of shares	% of Holding	No. of shares	% of Holding
Sree Metaliks Limited	8,32,62,199	57.51	-	-	8 32 62 199	57.51
Shah Alloys Limited	1,95,00,000	13.47	3,02,56,989	35.61	- 1 07 56 989	-22.14
SAL Care Pvt Limited	-	-	1,27,02,506	14.95	- 1 27 02 506	-14.95
Total		**70.98**		**50.56**		

Note: The change in the shareholding pattern and percentage of holding of the Promoters during the financial year ending March 31, 2026, is pursuant to the open offer acquisition completed by the Acquirer, M/s Sree Metaliks Limited. The acquisition was executed in compliance with Regulations 3 and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, resulting in a shift in control and restructuring the promoter group's relative stakes.

NOTE NO : 12 OTHER EQUITY

(Amount ₹ in Lakhs)

Particulars	As at 31st March, 2026		As at 31st March, 2025	
Securities Premium Account				
Opening Balance	2,878.20		2,878.20	
Add : Addition during the year	5,120.00		-	
	7,998.20	**7,998.20**	**2,878.20**	**2,878.20**
Capital Reserve				
Opening Balance	800.00		800.00	
Add : Addition during the year	-		-	
	800.00	**800.00**	**800.00**	**800.00**
Share Warrant (partly paid)				
Opening Balance	300.00			
Add : Addition/(Allotment) during the year	(300.00)	**0.00**	300.00	**300.00**
Capital Redemption Reserve				
(For Redemption of Preference Share Capital)				
General Reserve				
Opening Balance	5.11		5.11	
Add : Addition during the year	-	5.11	-	5.11
	5.11		**5.11**	
Retained Earnings				
Balance Brought Forward From Previous Year	(8,672.18)		(8,029.73)	
Add: Profit for the year	(35.05)		(642.44)	
	(8,707.24)	**(8,707.24)**	**(8,672.18)**	**(8,672.18)**
Other Comprehensive Income/(Expenses)				
Re-measurement of the defined benefit plans				
Opening Balance	(64.44)		(52.58)	
Add: Addition during the year	(24.69)		(11.86)	
Closing Balance		(89.13)		(64.44)
		185.20		**(4,624.43)**

Purpose of Reserve

Security Premium : Securities premium is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Capital Redemption Reserve : As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilised in accordance with the provisions of section 69 of the Companies Act, 2013

Retained Earnings : Retained Earnings are the profits and gains that the Company has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders.

Capital Reserve : The Company recognises profit and loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve.

NOTE NO : 13 BORROWINGS

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Secured		
Inter Corporate Deposit	12,500.00	12,500.00
Car Loan from HDFC Bank Limited (Refer Note below)	31.07	-
Unsecured		
Inter Corporate Deposit (Payable to related party)(Refer Note No. 37)	16,560.13	-
	29,091.20	**12,500.00**

Secured Borrowings:

AIA Engineering Limited

(a) Nature of security and terms of payment for secured borrowings

The above deposit is secured by way of first charge and mortgage of immovable property situated Survey no. 316 (old block/ survey no. 245/ paikee) together factory building thereon situated at Bharpur, Taluka Gandhidham District - Kutch. Further Secured By Way of movable assets excluding current assets but including movable plant and machinery, machinery spares, tools and accessories, furniture and fixtures, vehicles and all other movable assets excluding current assets located on land situated at survey no. 316 (old block/ survey 245/ paikee) both present and future.

(b) Further secured by way of personal guarantees of Mr. Mahesh Kumar Agarwal and Corporate Guarantee of M/s. Sree Metaliks Limited.

HDFC Car Term Loan

(a) Nature of security and terms of payment for secured borrowings

- Secured against vehicle purchased under agreement
- The loan is repayable in first instalment of ₹ 1,10,740/- and 38 equated monthly instalments (EMIs) of ₹ 1,25,901/- thereafter

NOTE NO : 14 TRADE PAYABLE

(Amount ₹ in Lakhs)

PARTICULARS	As at 31.03.2026	As at 31.03.2025
(a) Trade Deposit from Customers		
Trade Payables	-	8.08
	-	**8.08**

(Amount ₹ in Lakhs)

Particulars F Y 2025-26	Not Due	Outstanding for Following Periods from Due Date of Payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-	-
(ii) OTHERS	-	-	-	-	-	-
(iii) Disputed Dues -MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
GRAND TOTAL	**-**	**-**	**-**	**-**	**-**	**-**

(Amount ₹ in Lakhs)

Particulars F Y 2024-25	Not Due	Outstanding for Following Periods from Due Date of Payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-	-
(ii) OTHERS	-	-	-	-	8.08	8.08
(iii) Disputed Dues -MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
GRAND TOTAL	**-**	**-**	**-**	**-**	**8.08**	**8.08**

NOTE NO : 15 LONG TERM PROVISIONS

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Provision for Gratutiy	86.62	98.01
	86.62	**98.01**

NOTE NO : 16 DEFERRED TAX LIABILITIES (NET)

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Deferred Tax Liabilities		
Timing Difference of Depreciation	1885.19	1908.05
Deferred Tax Assets		
(a) Disallowance of Employee Benefits	29.90	48.99
(b) Unabsorbed Loss	77.91	85.70
Net Deferred Tax Liabilities	**1777.38**	**1773.36**

Movement in Deferred Tax:

₹ in Lakhs

Particulars	As at 1st April 2025	Recognised in Profit or Loss	Recognised in other comprehensive income	As at 31st March 2026
Deferred tax (assets)/liabilities in relation to:				
Property, Plant and Equipment	1,908.05	(22.87)	–	1,885.19
Expenses deductible / income taxable in other tax accounting period and change in fair value	–	–	–	–
Employee benefits	(48.99)	10.79	8.30	(29.90)
Unabsorbed Loss	(85.70)	7.80	–	(77.91)
	1,773.36	**(4.28)**	**8.30**	**1,777.38**

₹ in Lakhs

Particulars	As at 1st April 2024	Recognised in Profit or Loss	Recognised in other comprehensive income	As at 31st March 2025
Deferred tax (assets)/liabilities in relation to:				
Property, Plant and Equipment	1,906.78	1.27	-	1,908.05
Expenses deductible / income taxable in other tax accounting period and change in fair value				
Employee benefits	(49.25)	(3.72)	3.99	(48.99)
Unabsorbed Loss	-	(85.70)	-	(85.70)
	1,857.53	**(88.16)**	**3.99**	**1,773.36**

NOTE NO : 17 OTHER NON-CURRENT LIABILITIES

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Trade Payable for Capital Goods (Refer Note below)	3800.00	-
	3800.00	**-**

Note: Includes dues to Related Parties (Refer Note No. 37)

NOTE NO : 18 BORROWINGS

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Working Capital Facilities From Kotak Mahindra Bank (Secured)		
Working Capital Demand Loan	3674.10	3986.99
Cash Credit	1142.21	1265.81
Working Capital Facilities From CSB Bank (Secured)		
Working Capital Demand Loan (Refer Note below)	1000.49	-
Current maturities of long-term debt	12.11	-
	5828.91	**5252.80**

Secured Borrowings:

(a) Nature of security:

Secured by way of first & exclusive charge on all existing and future immovable fixed assets i.e. Land & building located at Revenue Survey No 337,324,433,319,316,325 & 315 (Old survey no 103,105,106,137,140,141,147/1,245/37,245/39) Village Bharapar , Taluka Gandhidham, District Kutch 370201, Land measuring 731739 square meter owned by Company further secured by the way of first & exclusive charge on all present and future current assets of the company of Ferro Alloys Division.

b) Further secured by way of personal guarantees of Mr. Mahesh Kumar Agarwal and Mr. Kaustubh Agarwal and Corporate guarantee of M/s. Sree Metaliks Limited

Yes Bank

(a) Nature of security:

- Secured by way of First Pari passu charge by way of Hypothecation on Current Assets of the borrower (Both Present and Future). Charge sharing with Kotak Mahindra Bank.
- Secured by way of First Pari Passu charge by way of Hypothecation on All Movable Fixed Assets of the borrower (Both Present and Future) (Excluding exclusively financed by other banks/ financial institution) Charge sharing with Kotak Mahindra Bank and AIA Engineering Limited.
- Secured by way of First Pari Passu charge by way of Equitable Mortgage on Industrial Property (1^{st} Pari Passu on Gujarat Plant) located at Survey No. 245, Village Bharapar, Tal. Gandhidham, Kutch Dist., Gujarat–382721.

(b) Further secured by way of personal guarantees of Mr.Mahesh Kumar Agarwal and Mr. Kaustubh Agarwal and corporate guarantee of M/s. Sree Metaliks Limited

Note: Limit was sanctioned on 25^{th} March,2026 of ₹ 150.00 Crores but it was not utilised till 31^{st} March,2026.

CSB Bank

(a) Nature of security:

- Secured by way of First Pari passu charge on Current Assets (Both Present and Future) and Movable Fixed Assets (Except Exclusively charged to other lender) of the borrower
- Secured by way of Second Pari passu charge on Immovable and Fixed Assets of the company.

b) Further secured by way of personal guarantees of Mr. Mahesh Kumar Agarwal and Mr. Kaustubh Agarwal and Corporate guarantee of M/s Sree Metaliks Limited

c) Further secured by way of lien marked fixed deposit of 30% of the total credit backed working capital limits of CSB Bank.

NOTE NO : 19 TRADE PAYABLE

(Amount ₹ in Lakhs)

PARTICULARS	As at 31.03.2026	As at 31.03.2025
Total outstanding dues of micro enterprises and small enterprises		
Total outstanding dues other than micro enterprises and small enterprises (Refer note below)	2494.50	2045.90
	2494.50	**2045.90**

(Amount ₹ in Lakhs)

Particulars F Y 2025-26	Not Due	Outstanding for Following Periods from Due Date of Payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-	-
(ii) OTHERS	1,469.37	1,025.13	-	-	-	2,494.50
(iii) Disputed Dues -MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
GRAND TOTAL	**1,469.37**	**1,025.13**	**-**	**-**	**-**	**2,494.50**

(Amount ₹ in Lakhs)

Particulars F Y 2024-25	Not Due	Outstanding for Following Periods from Due Date of Payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-	-
(ii) OTHERS	1,610.08	435.82				2,045.90
(iii) Disputed Dues -MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
GRAND TOTAL	**1,610.08**	**435.82**	**-**	**-**	**-**	**2,045.90**

NOTE NO. :19A TRADE PAYABLES - TOTAL OUTSTANDING DUES OF MICRO & SMALL ENTERPRISES*

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
a) The Principal amount and Interest due there on remaining unpaid as at year end: Principal	-	-
b) 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.	-	-
c) 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	-	-
d) Interest accrued and remain unpaid as at year end	-	-
e) Further Interest remaining due and payable even in the succeeding year until such date when the interest dues as above are actually paid to the small enterprises	-	-

**Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.*

NOTE NO : 20 OTHER FINANCIAL LIABILITIES

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Deferred sales tax Liability	135.78	135.78
Salary & Wages Payable	203.28	96.59
Interest Accrued But Not Due on Loan	604.37	65.51
	943.43	**297.88**

NOTE NO : 21 OTHER CURRENT LIABILITES :

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Advance from customers*	381.58	4781.80
Payable for Capital Goods	867.19	-
Duties and taxes	1919.13	1840.04
Credit balance in current account with schedule bank (Book overdraft)	-	1267.86
	3167.91	**7889.70**

*Includes dues to Related Parties (Refer Note No. 37)

NOTE NO : 22 PROVISIONS

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Provision for Employee benefits.	6.17	55.89
Provision for Gratutiy	26.02	36.01
Proivision for expenses	263.45	14.72
	295.64	**106.62**

NOTE NO : 22A CURRENT TAX LIABILITY

(Amount ₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Provision for Taxation (Net of TDS and TCS)	-	-
	-	**-**

NOTE NO : 23 REVENUE FROM OPERATIONS

(Amount ₹ in Lakhs)

Particulars	Year Ended on 31.03.2026	Year Ended on 31.03.2025
A. Sale of Products		
Direct Export Turnover	-	-
Domestic Turnover	20,740.43	54,411.56
Gross Turnover	**20,740.43**	**54,411.56**
B. Other Revenue from operations	-	-
Total Revenue from operations	**20,740.43**	**54,411.56**

OTHER OPERATING REVENUE AS UNDER

(Amount ₹ in Lakhs)

Particulars	Year Ended on 31.03.2026	Year Ended on 31.03.2025
Duty Drawback & Export Incentives	-	-
Total	**-**	**-**

Disclosure persuant to Indian Accounting Standard (Ind AS) -115 - Revenue from Contract with customers:
(Also refer note no. 59)

(Amount ₹ in Lakhs)

Particulars	Year Ended on 31.03.2026	Year Ended on 31.03.2025
Reconciliation of revenue from operations with contracted price:		
Contracted price	20,940.07	54,936.26
Adjustement:		
Discounts / Rate Difference etc.	(83.22)	(213.52)
Sales Return	(116.42)	(311.17)
Sales of Product.	**20,740.43**	**54,411.56**
Other Operating Revenue	-	-
Revenue from Operations	**20,740.43**	**54,411.56**
Revenue disagreegation by Geography		
India	**20,740.43**	**54,411.56**
Outside India		
UAE	-	-
Bangladesh	-	-
Other	-	-
TOTAL	**20,740.43**	**54,411.56**

NOTE NO : 24 OTHER INCOME

(Amount ₹ in Lakhs)

Particulars	Year Ended on 31.03.2026	Year Ended on 31.03.2025
Other Income :		
Other Interest	5.72	39.70
Rent Income	1.58	1.56
Profit on Sale of Assets	-	0.45
Foreign exchange fluctuation Gain (Net)	-	0.15
Discount Received	9.50	
Sundry balances written back(Net)	-	44.71
	16.81	**86.57**

NOTE NO : 25 COST OF MATERIALS CONSUMED:

(Amount ₹ in Lakhs)

Particulars	Year Ended on 31.03.2026		Year Ended on 31.03.2025	
Cost of Materials Consumed:				
Raw Material Consumed:				
Opening Stock of Raw Material	3711.15		832.67	
Add : Purchases	21931.24		49652.39	
	25642.39		**50485.06**	
Less : Closing Stock of Raw Material	5752.94		3711.15	
		19889.45		**46773.91**

NOTE NO : 26 PURCHASE OF STOCK-IN-TRADE

(Amount ₹ in Lakhs)

Particulars	Year Ended on 31.03.2026	Year Ended on 31.03.2025
Purchase of Stock-in-Trade		
Total	**-**	**-**

NOTE NO : 27 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(Amount ₹ in Lakhs)

Particulars	Year Ended on 31.03.2026		Year Ended on 31.03.2025	
Opening Stock				
Finished Goods	2,940.63		1,188.45	
Stock-in-Progress	65.45		89.97	
	3,006.08		**1,278.42**	
Less : Closing Stock				
Finished Goods	8,742.36		2,940.63	
Stock-in-Progress	68.20		65.45	
	8,810.56		**3,006.08**	
Increase/(Decrease) in Stock of Finished Goods & Stock-in-Progress*		**(5,804.48)**		**(1,727.66)**

*Includes Stock of By Product of ₹ 1609.16 lakhs shown under Exceptional Items

NOTE NO : 28 EMPLOYEE BENEFITS EXPENSES

(Amount ₹ in Lakhs)

Particulars	Year Ended on 31.03.2026	Year Ended on 31.03.2025
Salary & Bonus	628.61	1103.34
Contribution to Provident Fund etc.	24.97	52.35
Staff welfare expenses	45.95	53.83
	699.54	**1209.53**

NOTE NO : 29 FINANCE COSTS

(Amount ₹ in Lakhs)

Particulars	Year Ended on 31.03.2026	Year Ended on 31.03.2025
Bank Interest	739.64	343.44
Interest on ICD	1250.00	1250.00
Other Financial Charges	35.19	50.53
Interest to Others	6.01	22.91
	2030.83	**1666.87**

NOTE NO : 30 OTHER EXPENSES

(Amount ₹ in Lakhs)

Particulars	Year Ended on 31.03.2026		Year Ended on 31.03.2025	
Stores & Spares Consumed :				
Opening Stock	3128.33		2753.09	
Add : Purchases	5945.20		949.92	
	9073.53		**3703.01**	
Less: Closing Stock	8451.10	622.43	3128.33	574.68
Power & fuel (Including cost of power generation)		1511.04		3534.79
Repairs & Maintenance :				
Machinery	21.97		40.12	
Building	2.79		-	
Others	5.71	30.47	1.46	41.58
Labour charges		363.78		1217.42
Freight outward		66.24		128.76
Audit Fees*		8.00		8.00
Sales Commision		16.87		68.26
General/ Miscellaneous Expenses		189.00		158.95

NOTE NO : 30 OTHER EXPENSES

(Amount ₹ in Lakhs)

Particulars	Year Ended on 31.03.2026		Year Ended on 31.03.2025	
Insurance Expenses		14.83		9.99
Legal & Professional Charges		60.89		78.51
Balance Written Off		7.81		
Expected Credit Loss		-		6.78
Rent,Rate and Taxes		3.54		5.67
		2894.89		**5833.40**

(Amount ₹ in Lakhs)

Particulars	Year Ended on 31.03.2026	Year Ended on 31.03.2025
As auditors - Statutory audit	8.00	8.00
For other Services	-	-
	8.00	**8.00**

NOTE NO : 31 EARNINGS PER SHARE

(Amount ₹ in Lakhs)

Particulars	Year Ended on 31.03.2026	Year Ended on 31.03.2025
Basic/Diluted Earnings per Share		
Number of Equity Shares at the beginning of the year	84966700	84966700
Issued during the year on 30th October, 2025	19250000	-
Issued during the year on 28th December, 2025	4800000	-
Issued during the year on 14th February, 2026	35750000	-
Number of Equity Shares at the end of the year	144766700	84966700
Weighted average number of equity shares	98613686	84966700
Profit for the year (after tax,available for equity shareholders) In ₹	-35.05	-642.44
Basic and Diluted Earnings Per Share ₹	**-0.04**	**-0.76**

NOTE NO : 31-A CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR):

(Amount ₹ in Lakhs)

Particulars		Year Ended on 31.03.2026	Year Ended on 31.03.2025
(A)	**Contingent liabilities:**		
a)	**Claims against the Company not acknowledged as debts:**		
	Disputed Excise Demand (Matter Under appeal)	1216.42	1216.42
	Disputed Custom duty demand (Matter Under appeal)	499.85	499.85
	Disputed Income Tax demand (Matter Under appeal)	3701.23	3701.23
	Disputed VAT demand (Matter Under appeal)	1607.21	1607.21
	Disputed GST demand (Matter Under appeal)	790.65	606.62
	Others	1421.95	124.46

It is not practical for the company to estimate the timing of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgments/decisions pending with various forums/authorities.

The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities applicable, in its financial statements. The company does not expect the outcome of these proceedings to have materially adverse impact on its financial results.

(B) Commitment:

Estimated amount of contracts, remaining to be executed on capital account and not provided for ₹3663.53 Lakhs net of advance (Previous Year: ₹Nil).

Commercial Tax Department has challenged by way of Tax Appeal before Supreme Court, the order of Gujarat High Court wherein Judgement of Joint Commissioner of Commercial Tax (Legal) was quashed and decided that non cooking coal used in the manufacturing process for Sponge Iron as raw material and eligible for ITC under Section 11 (3)(b). The result of the appeal will decide whether company has to claim amount of ITC or refund ITC already taken. However, amount of contingent liability cannot be ascertained.

32. Operating Segment:

(a) Information about reportable segment:

The Company operates mainly in Manufacturing of Ferro Alloys and Sponge Iron and all other activities are incidental thereto, which have similar risk and return, accordingly there is no separate reportable segment.

(b) Information about Geographical Segment:

The geographical information analyses the Company's revenues and non-current assets by the Company's country of domicile (i.e., India) and other countries. In presenting the geographical information, segment revenue has been based on the geographical location of customers and segment assets have been based on the geographical location of assets.

(₹ In Lakhs)

Particulars	Year Ended on 31st March 2026	Year Ended on 31st March 2025
Revenues from external customers including operating revenue:		
India	20740.43	54411.56
Others	Nil	Nil
Breakup of revenues:		
Revenue from operations	20740.43	54411.56
Non-current Assets:		
Non-current Assets (excluding financial instruments and tax assets.) All non-current assets of the Company are located in India	32464.08	15174.63

One customer has contributed 10% or more to the company's revenue for 2025-26 Amounting to ₹ 5139.95 Lakh (Including GST) and in 2024-25. Four customers have contributed 10% or more to the company revenue amounting to ₹ 37110.55 Lakh. (Including GST)

33. Financial and derivative instruments

- Capital Management

The company's objective when managing capital is to:

- Safeguard its ability to continue as a going concern so that the Company is able to provide maximum return to stakeholders and benefits for other stakeholders.
- Maintain an optimal capital structure to reduce the cost of capital.

The company's Board of director's reviews the capital structure on regular basis. As part of this review the board considers the cost of capital risk associated with each class of capital requirements and maintenance of adequate liquidity.

Disclosures

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset; financial liability and equity instrument are disclosed in accounting policies as stated above:

(i) Categories of Financial Instruments (Amount in lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Financial Assets		
Measured at Amortized Cost		
(i) Trade and Other Receivables	171.39	6823.83
(ii) Cash and Cash Equivalents	47.07	18.81
(iii) Loans	0.18	5.34
(iv) Other Financial Assets	289.83	252.71
(v) Bank balances other than (ii) above	-	-
Financial Liabilities		
Measured at Amortized Cost		
(i) Borrowings	34920.12	17752.80
(ii) Trade Payables	2494.50	2053.98
(iii) Other Financial Liabilities	943.43	297.88

(ii) Fair Value Measurement

This note provides information about how the Company determines fair values of various financial assets.

Fair Value of financial assets and liabilities that are not measured at fair value (but fair value disclosures are required)

Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

(iii) Financial Risk Management Objectives

While ensuring liquidity is sufficient to meet Company's operational requirements, the Company's financial management committee also monitors and manages key financial risks relating to the operations of the Company by analyzing exposures by degree and magnitude of risks. These risks include market risk (including currency risk and price risk), credit risk and liquidity risk.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate, currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include FVTPL investments, trade payables, trade receivables, etc.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company has a treasury department which monitors the foreign exchange fluctuations on the continuous basis and advises the management of any material adverse effect on the Company.

Interest Rate Risk

The Company's interest rate risk arises from the Long-Term Borrowings with fixed rates. The Company's fixed rates borrowings are carried at amortized cost.

Liquidity Risk

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents including bank deposits and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due.

Management monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The contractual maturity is based on the earliest date on which the Company may be required to pay.

The following are the contractual maturities of non-derivative financial liabilities, based on contractual cash flows:

(Amount in lakhs)

Particulars	Due in 1 Year	1 Year–3 Years	More than 3 Years	Total
As at 31st March, 2026				
Borrowings	5828.91	29091.20	—	34920.11
Trade Payables	2494.50	—	—	2495.50
Other Financial Liabilities	943.43	—	—	943.43
As at 31st March, 2025				
Borrowings	5252.80	12500.00	—	17752.80
Trade Payables	2045.90	—	8.08	2053.98
Other Financial Liabilities	297.88	—	—	297.88

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

Trade Receivables

An impairment analysis is performed at each reporting date on an individual basis for all the customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables disclosed in Note 3 as the Company does not hold collateral as security. The Company has evaluated the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries.

The Company has made assessment of Allowance for Credit Loss in respect of Trade Receivables. The Company has analyzed its trade receivables for gaining analysis and grouped them accordingly and then applied ear wise percentage to calculate the amount of Allowance for Credit Loss in respect of the same.

The Company has a detailed review mechanism of overdue customer receivables at various levels within organization to ensure proper attention and focus for realization.

(Amount in lakhs)

Particulars	Up to 1 Year	1 Year–3 Years	More Than 3 Years	Total
As at 31st March,2026				
Loans to Employees	0.18	—	—	0.18
Trade Receivables	171.39	—	—	171.39
As at 31st March,2025				
Loans to Employees	5.34	—	—	5.34
Trade Receivables	6781.14	—	42.69	6823.83

(a) For hedging currency

(in₹ lakhs)

Particulars	As at March 31st 2026	As at March 31st 2025
Outstanding Forward Contract	NIL	NIL

34. Disclosures Regarding Employee Benefits

As per Indian Accounting Standard 19 “Employee Benefits” the disclosures are given below:

Defined Contribution Plan

Contribution to defined contribution plan, recognized as expense for the year is as under:

(Amount ₹ in lakhs)

Particulars	2025-26	2024-25
Employer’s contribution to provident fund	24.97	52.35

(i) Defined Contribution Plan: Employee benefits in the form of Provident Fund are considered as defined contribution plan and the contributions to Employees Provident Fund Organization established under The Employees Provident Fund and Miscellaneous Provisions Act 1952 and Employees State Insurance Act, 1948, respectively, are charged to the profit and loss account of the year when the contributions to the respective funds are due.

(ii) Defined Benefit Plan: Retirement benefits in the form of Gratuity are considered as defined benefit obligation and are provided for on the basis of third-party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet.

Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favorable than the provisions of The Payment of Gratuity Act, 1972.

As the Company has not funded its liability, it has nothing to disclose regarding plan assets and its reconciliation.

(iii) Major risk to the plan

I have outlined the following risks associated with the plan:

A. Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

B. Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

C. Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cash flows.

D. Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

E. Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

(iv) Defined Benefit Cost (Amount ₹ in lakhs)

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
Current Service Cost	15.37	16.66
Net Interest Cost	7.66	8.45
Defined Benefit Cost included in Profit and Loss	23.02	25.11
Defined Benefit Cost included in Other Comprehensive Income	(32.99)	(15.85)
Total Defined Benefit Cost in Profit and Loss and OCI	(9.97)	9.26

Movement in Defined benefit liability: (Amount ₹ in lakhs)

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
Opening Defined Benefit Obligation	134.02	134.97
Interest Expense on Defined Benefit Obligation (DBO)	7.66	8.45
Current Service Cost	15.37	16.66
Total Re-measurements included in OCI	(32.99)	(15.85)
Less: Benefits paid	11.42	10.22
Less: Contributions to plan assets	-	-
Closing benefit obligation	**112.63**	**134.02**

(v) Sensitivity Analysis of Defined Benefit Obligation: (Amount ₹ in Lakhs)

	2025-26	2024-25
(A) Discount rate Sensitivity		
Increase by 0.5%	110.10	131.07
(% change)	-2.25%	-2.20%
Decrease by 0.5%	115.29	137.12
(% change)	2.36%	2.31%
(B) Salary growth rate Sensitivity		
Increase by 0.5%	115.33	137.15
(% change)	2.39%	2.33%
Decrease by 0.5%	110.04	131.02
(% change)	-2.30%	-2.24%
(C) Withdrawal rate (W.R.) Sensitivity		
W.R. x 110%	112.60	134.06
(% change)	-0.03%	0.03%
W.R. x 90%	112.63	133.92
(% change)	-0.01%	-0.07%

(vi) Principle Actuarial assumptions:

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
Discount Rate	6.90% p.a.	6.60% p.a.
Salary Growth Rate	5.00% p.a.	5.00% p.a.
Withdrawal rate	30% at younger ages reducing to 5% at older ages	30% at younger ages reducing to 5% at older ages

(vii) The above details are certified by the actuary.

35. In the opinion of the Board of Directors, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business and the provisions for depreciation and all known and ascertained liabilities are adequate and not in excess of the amounts reasonably necessary.

36. The balance confirmations from the suppliers, Non-Moving Banks and customers have been called for, but the same are awaited till the date of audit. Thus, the balances of receivables, advance from customers, Non-Moving Banks and trade payables have been taken as per the books of accounts submitted by the management of the company and are subject to confirmation from the respective parties.

37. RELATED PARTY DISCLOSURES:

List of Related Parties and Relationships:

i. Concern where significant interest exists.

Shah Alloys Limited	Enterprises over which Key Managerial Personnel have significant Influence
SAL Care Private Limited (till 28.12.2025)	Enterprises over which Key Managerial Personnel have significant Influence
SAL Corporation Private Limited (till 28.12.2025)	Enterprises over which Key Managerial Personnel have significant Influence
Adarsh Foundation (till 28.12.2025)	Enterprises over which Key Managerial Personnel have significant Influence
Elite Metaliks Private Limited (From 12.11.2025)	Enterprises over which Key Managerial Personnel have significant Influence
Sree Metaliks Limited (From 28.12.2025)	Holding Company
Lawrence Merchants Private Limited (From 05.09.2025)	Enterprises over which Key Managerial Personnel have significant Influence

ii. Key Management Personnel:

Name of Key Management Personnel	Nature of Relationship
Shri Rajendra V Shah (Chairman) (till 23.12.2025)	Key Management Personnel
Shri Babulal M Singhal (CFO) (Resigned w.e.f. 03.04.2026)	Key Management Personnel
Shri Mrinal Sinha (Whole Time Director) (till 23.12.2025)	Key Management Personnel
Mrs. Shefali M Patel (Independent Director) (till 26.09.2025)	Key Management Personnel
Mrs Nipa Jairaj Shah (Independent Director)	Key Management Personnel
Mr. Bipinbhai A Gosalia (Independent Director)	Key Management Personnel
Mr. Mitesh V Jariwala (Independent Director)	Key Management Personnel
Shri Mahesh Kumar Agarwal (Chairman and Managing Director) (From 23.12.2025)	Key Management Personnel
Shri Kaustubh Agarwal (Managing Director) (From 23.12.2025)	Key Management Personnel
Shri Hiren S Mahadevia (Independent Director) (From 23.12.2025)	Key Management Personnel
Shri Rajesh Mangal (Non-Independent Director) (From 14.02.2026)	Key Management Personnel
Shri Anil Kumar Singh (Whole Time Director) (From 14.02.2026)	Key Management Personnel
Ms Radhika P Soni (Company Secretary) (till 14.02.2026)	Key Management Personnel
Mr Devilal J Shah (Company Secretary) (From 14.02.2026)	Key Management Personnel
Smt. Nalini Agarwal	Close Member of Key Management Personnel
Ms. Pearl Agarwal	Close Member of Key Management Personnel
Ms. Tulina Agarwal	Close Member of Key Management Personnel

(Related Parties have been identified by the Management)

(a) Disclosure of Related Party Transactions (Amount ₹ In lakhs)

Sr No.	Related Party	Nature of Transaction	2025-26	2024-25
1	Shah Alloys Limited	Purchases of Raw Material	39.64	1100.31
		Purchases of Spares	5200.00	——
		Balance as at the year end	(97.71)	(838.55)
		Sales (Incl Power)	9.41	7141.37
		Balance as at the year end	——	6487.46
		Sales	14.46	16.80
2	SAL Corporation Pvt Ltd	Balance as at the year end	——	——
3	SAL Care Pvt Ltd	Convertible Share Warrants	——-	300.00
4	Adarsh Foundation	CSR Payment	——	——
5	Elite Metaliks Private Limited	Purchase of Raw Materials	482.55	——
		Purchase of Fixed Assets	3800.00	——
		Commission Paid	47.50	——
		Balance as at the year end	(4041.32)	——
6	Sree Metaliks Limited	Purchase	197.77	——
		Hire Charges	19.44	——
		Corporate Guarantee Commission	0.02	——
		Allotment of Equity shares including premium	11100.00	——
		Balance as at the year end	(630.27)	——
7	Lawrence Merchants Private Limited	Loan Taken	22425.97	——
		Loan Repaid	6044.06	——
		Interest Paid	440.62	——
		Balance as at the year end	(16822.53)	——
Key Management Personnel				
8.	Mr. Sujal Shah	Salary	——	0.11
9.	Mr. B.M Singhal	Salary	6.57	6.72
10	Mr. Piyush Chandarana	Salary	——	1.82
11	Shri Mrinal Sinha	Salary	4.91	5.82
12	Mr.Vinay Kumar Mishra	Salary	——	4.21
13	Mrs. Radhika P Soni	Salary	5.18	0.30
14	Mr. Ambalal C. Patel	Siting Fees	——	0.70
15	Mr. Shrikanth N. Jhaveri	Siting Fees	——	0.70
16	Mrs. Shefali M. Patel	Siting Fees	0.60	1.20
17	Mr. Bipinbhai Gosaliya	Siting Fees	0.90	0.80
18	Mr. Hiren Shirish Chandra Mahadevia	Sitting Fees	0.60	——
19	Mr. Mitesh V. Jariwala	Siting Fees	1.60	0.90
20	Mrs. Nipa Jayraj Shah	Siting Fees	0.90	0.20
21	Mr. Rajesh Mangal	Remuneration	6.00	——
22	Mr. Anilkumar Singh	Remuneration	4.50	——
23	Mr. Devilal J. Shah	Remuneration	1.20	——

The remuneration of directors and other members of Key management personal during the year are as follows:

(Amount In lakhs)

Particulars	2025-26	2024-25
Short term Benefits	28.36	18.98

Key management personnel and relative of promoters who are under the employment of the company are entitled to post-employment benefits and other long term employee benefits recognized as per Ind AS 19 "Employee Benefits" in the Standalone Ind AS Financial Statements. As these employee benefits are lumpsum amounts provided on the basis of actuarial valuation, the same is not included above.

All related party transactions entered during the year were in ordinary course of the business and are on arm length basis. No amount has been recognized as bad or doubtful in respect of transactions with the related parties.

38. As stated & Confirmed by the Management, the company does not have details w.r.t MSME Vendors as prescribed under MSME Act, 2006 which states as specified Companies (Furnishing of information about payment to micro and small enterprise suppliers) Order 2019 and hence the company has not provided the same.

39. Previous year figures have been re-grouped / rearranged, wherever necessary to make them comparable with those of current year.

40. The financial statements were authorized for issue by the directors on 29th May, 2026.

41. Corporate Social Responsibility contribution:

Based on the average net profits of the Company after computation of Net Profit as per Section 198 of the Companies Act, 2013 for the preceding three financial years, the Company is not required to spend any amount on CSR activities during the financial year 2025-26.

42. During the year under review, the company has taken the stock of by-products lying at shop floor as part of Inventories and consequently during the year under review, the company has written back consumption of by-products worth ₹ 1609.16 lakhs on the basis of physical verification of stock of by-products lying at the shop floor, and the same has been shown as exceptional item in the profit and loss statement for the year ended on 31st March, 2026.

43. Undisclosed Transactions

As stated, & confirmed by the Board of Directors, The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

44. Benami Transactions

As stated & confirmed by the Board of Directors, The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property

45. Loan or Investment to Ultimate Beneficiaries

As stated, & Confirmed by the Board of Directors, the Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a) directly or indirectly lend or invest in other persons or entity(ies) 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

46. Loan or Investment from Ultimate Beneficiaries

As stated, & Confirmed by the Board of Directors, 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 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

47. Willful Defaulter

As stated, & Confirmed by the Board of Directors, The Company has not been declared willful defaulter by the bank during the year under review.

48. Transactions with Struck off Companies

As stated, & Confirmed by the Board of Directors, the company has not under taken any transactions nor has outstanding balance with the company Struck Off either under section 248 of the Act or under Section 560 of Companies act 1956.

49. Satisfaction of Charge

As informed by the Management there are no charges which are yet to be registered or yet to be satisfied with Registrar of Companies beyond statutory period. However, while caring out search on MCA portal, following charges are yet to be satisfied beyond the statutory period, details of which are as under:

SR. NO.	SRN	CHARGE ID	CHARGE HOLDER NAME	DATE OF CREATION	DATE OF MODIFICATION	DATE OF SATISFACTION	AMOUNT (₹ In Lakhs)	ADDRESS
1	A61391769	10154901	UNION BANK OF INDIA	31/03/2009	-	-	12.35	I.F. BRANCH, ASHRAM ROAD, AHMEDABAD

50. Crypto Currency

As stated, & Confirmed by the Board of Directors. The Company has not traded or invested in Crypto Currency or Virtual Currency.

51. Compliance with number of layers of companies:

As informed and confirmed by the Board of Directors, the Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

52. Compliance with Scheme of Arrangement

As stated, & confirmed by the Board of Directors, The Company has not applied for any scheme of Arrangements under sections 230 to 237 of the Companies Act 2013.

53. The Company has assessed internal and external information upto the date of approval of the audited financial statements while reviewing the recoverability of assets, adequacy of financial resources, Performance of contractual obligations, ability to service the debt and liabilities etc. Based on such assessment, the company expects to fully recover the carrying amounts of the assets and comfortably discharge its debts and obligations. Hence the management does not envisage any material impact on the audited financial statements of the company for the year ended on 31st March 2026.

54. As stated, & Confirmed by the Board of Directors, The company has applied term loans for the purpose for which it was raised.

55. As stated, & Confirmed by the Board of Directors, the Property, plant and equipment is in the name of the company.

56. As stated, & confirmed by the board of Directors, the company has not revalued its Property, Plant and Equipment and intangible assets during the year under review.

57. Working Capital

The company has been sanctioned working facilities from banks on the basis of security of current assets. Revised Quarterly returns or statements filed by the company with such banks are in agreement with the books of accounts of the Company.

57A. Company's Chief Financial Officer (CFO) has resigned w.e.f. 03rd April, 2026 and the Company is in the process of appointing new CFO.

58. TAX RECONCLIATION

Income taxes recognised in Statement of Profit and Loss

(Amount ₹ in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Current tax		
In respect of the current year	–	-
(Excess)/Short provision for tax of earlier years	–	-
	–	**-**
Deferred tax(credit) /Charged	(4.28)	(88.16)
Total income tax expense recognised in respect of continuing operations	**(4.28)**	**(88.16)**

Tax reconciliation

The income tax expense for the year can be reconciled to the accounting profit as follows:

(Amount ₹ in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit before taxes	(39.34)	(730.60)
Enacted tax rate in India	**25.168%**	**25.168%**
Expected income tax benefit/(expense) at statutory tax rate	–	-
Current Tax expenses on Profit before tax expenses at the enacted income tax rate in India	–	
(Excess)/Short provision for tax of earlier years	–	-
Non deductible expenses for Tax Purpose	280.96	271.54
Deductible Expenses for Tax purposes	(269.63)	(277.96)
Unabsorbed Loss effect for Tax purposes	(11.33)	6.42
	–	**-**
Effect of:		
Timing Difference of Depreciation (Deferred tax liability)	(22.87)	1.27
43B Differences (Deferred tax assets)	18.58	86.89
	(4.28)	**88.16**
Income taxes recognised in the Statement of Profit and Loss	**(4.28)**	**88.16**

The tax rate used is corporate tax rate of 22% plus surcharge @ 10% and cess @ 4% payable by corporate entities in India on taxable profits under the Indian tax laws.

Income tax recognised in other comprehensive income (Amount ₹ in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Deferred tax		
Arising on income and expenses recognised in other comprehensive income:		
Remeasurement of defined benefit obligation	8.30	3.99
Total income tax recognised in other comprehensive income	**8.30**	**3.99**
Bifurcation of the income tax recognised in other comprehensive income into:-		
Items that will not be reclassified to Statement of Profit and Loss	8.30	3.99
Income tax recognised in other comprehensive income	**8.30**	**3.99**

Note: Deferred tax liability has been calculated using effective tax rate of 25.168%

Components of deferred tax assets and liabilities (Amount ₹ in Lakhs)

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	**Deferred tax liabilities**		
	Difference between book and tax depreciation	1,885.19	1,908.05
		1,885.19	**1,908.05**
(b)	Deferred tax assets		
	Disallowances of employee benefits u/s. 43B of the Income Tax	29.90	48.99
	Unabsorbed Loss	77.91	85.70
		107.81	**134.69**
Deferred Tax Liabilities (Net)		**1,777.38**	**1,773.36**

59 IND AS 115–Disclosures

The Company has recognised the following amounts relating to revenue in the statement of profit or loss:

(Amount ₹ in lakhs)

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Revenue from contracts with customers	20,740.43	54,411.56
Total revenue	**20,740.43**	**54,411.56**

Revenue is recognized upon transfer of control of products to customers

(a) Disaggregation of revenue from contract with customers

Revenue from sale of products represents revenue generated from external customers which is attributable to the company's country of domicile i.e. India and external customers outside India as under:

(Amount ₹ in lakhs)

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Revenue from		
- Outside India	-	-
- In India	20,740.43	54,411.56

One customer has contributed 10% or more to the company's revenue for 2025-26 Amounting to ₹ 5139.95 Lakh (Including GST) and in 2024-25, Four customers have contributed 10% or more to the company's revenue amounting to ₹ 37110.55 Lakh. (Including GST)

(b) Contract assets and liabilities

The Company has recognised the following revenue-related contract assets and liabilities

(Amount ₹ in lakhs)

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Contract Assets	171.39	6,823.83
Total contract assets	**171.39**	**6,823.83**
Contract liability	381.58	4,781.80
Total contract liabilities	**381.58**	**4,781.80**

(c) Performance obligations

The performance obligation is satisfied upon delivery of the finished goods and payment is generally due within 1 to 3 months from delivery. The performance obligation to deliver the finished goods is started after receiving of sales order. The customer can pay the transaction price upon delivery of the finished goods within the credit period, as mentioned in the contract with respective customer.

60. Ratio Analysis

Particulars	Numerator	Denominator	31st March 2026	31st March 2025	Variation	Reasons
Current Ratio	Current Assets	Current Liabilities	2.31	1.18	96%	Due to increase in Current Assets and decrease in Current Liabilities
Debt Equity Ratio	Borrowings	Share Holder's Equity	2.38	4.58	-48%	Due to increase in Share holder' equity and increase in borrowings
Debt Service Coverage Ratio	Earnings available for debt Service	Debt Service	0.09	0.12	-25%	Due to decrease in loss during the year and increase in borrowings.
Return on Equity (ROE):	Net Profit after Taxes	Average Shareholder's Equity	-0.38%	-15.91%	-98%	Due to Substantial decrease in the Net Loss
Inventory Turnover Ratio	Cost of Material Consumed + Channges in WIP/ FG	Average Invnetory	0.94	6.03	-84%	Due to the increase in average inventory.
Trade receivable Turnover Ratio	Revenue from Operations	Average Trade Receivables	5.93	8.06	-26%	Due to decrease in Revenue and decrease in Trade Receivables
Trade Payable Turnover Ratio	Purchases	Average Trade Payables	12.26	16.62	-26%	Due to decrease in Purchase and decrease in Trade Payables
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	1.24	19.34	-94%	Due to Substantial increase in working capital.
Net Profit Ratio	Net Profit	Revenue from Operations	-0.17%	-1.18%	-86%	Due to substantial decrease in the Net Loss
Return on Capital Employed	Earning Before Interest and Tax	Capital Employed	4.02%	4.33%	-7%	

Signatures to Notes–1 to 60.

As per our report of even date attached.
For **Parikh & Majmudar**
Chartered Accountants
(Firm Regn.No.107525W)
UDIN : 26107628WMNHMH4994

CA Satwik Durkal
Partner
Membership No. : 107628
Place : Ahmedabad
Date : 29th May, 2026

For and on behalf of the Board of Directors,
SAL Steel Limited

Mahesh Kumar Agarwal
Chairman and Managing Director
(DIN 00168517)

Kaustubh Agarwal
Managing Director
(DIN 08110836)

Devilal J Shah
Company Secretary

SAL STEEL LIMITED

REGISTERED OFFICE

604, Zion Z1, Near Avalon Hotel, Sindhubhawan Road,
Bodakdev, Ahmedabad, Gujarat - 380059.

MANUFACTURING PLANT

Village Bharapar, Taluka: Gandhidham, District: Kutch-Bhuj, Gujarat.

OFFICIAL EMAIL & CONTACT

info@salsteel.co.in / cs@salsteel.co.in

+91- 99251 03299 (M)

CORPORATE WEB DOMAIN

www.salsteel.co.in

CIN: L29199GJ2003PLC043148

If undelivered, please return to the Registered Office address listed above.