REGD. OFFICE & WORKS: Plot No. 2, G.I.D.C. Estate, Palej, Dist. Bharuch – 392 220, Gujarat, India.
Visit us on: www.steelcogujarat.com E-mail: sglbaroda@gmail.com CIN No.: L27110GJ1989PLC011748,
LEI No. 894500QXPSPYLV4LU325, GST No. 24AADCS0880L2Z7

27th August, 2026

To,
The Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001

Scrip Code: 500399

Subject: Annual Report for the Financial Year 2025-26

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30, 34(1), 50, 53(2) and 58(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report of the Company for the Financial Year 2025-26 along with the Notice convening the 36th Annual General Meeting ("AGM") scheduled to be held on Friday, September 25, 2026 at 12.00 Noon (IST) through Video Conferencing/ Other Audio Visual Means in accordance with relevant circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India.

In compliance with the aforesaid circulars, the Annual Report along with the Notice of the AGM is being sent today, only by electronic mode to those shareholders whose e-mail address is registered with the Company/ Registrar and Transfer Agent of the Company /Depository Participants.

The Annual Report along with the Notice of the AGM for the Financial Year 2025-26 is also available on the website of the Company at www.steelcogujarat.com

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For Steelco Gujarat Limited

Dubber Bhavisha Bhupeshkumar
Digitally signed by Dubber Bhavisha Bhupeshkumar
Date: 2026.08.27 18:35:14 +05'30'

Bhavisha Dubber
Company Secretary and Compliance Officer
(Membership No.: A78760)
Encl: As above

36th ANNUAL REPORT 2025-26

STEELCO GUJARAT LIMITED

ENGINEERED FOR EXCELLENCE

Index

Index 2
Corporate Information 3
Notice of Annual General Meeting 5
Board's Report 23
Management Discussion and Analysis Report (Annexure-1) 36
Corporate Governance Report (Annexure-2) 42
Secretarial Audit Report 65
Independent Auditors' Report 78
Balance Sheet 95
Statement of Profit and Loss 96
Cash Flow Statement 97
Statement of changes in equity 98
Notes to the Financial Statements 99

Corporate Information

Board of Directors

Name	Designation	DIN
Anoop Kumar Saxena	Managing Director	10311727
Deepak Sharma	Director	11484653
Satishkumar Panchal	Independent Director	03106982
Ashokkumar Shah	Independent Director	06977676
Rajesh Kapadia	Independent Director	10808106
Subir Kumar Chowdhury	Independent Director	03633998
Mukta Jain	Non-Executive Woman Director	10315222
Shankar Ramachandran Bharadhwaj	Nominee Director	02340170

Key Managerial Personnel

Name	Designation
Anoop Kumar Saxena	Managing Director
Mahendra Parekh	Chief Financial Officer
Bhavisha Dubber	Company Secretary & Compliance Officer

Statutory Auditors

Firm Name: *M/s M Sahu & Co. Chartered Accountants*

Firm Registration Number: *130001W*

Address: *521 K10 Grand Behind Atlantis K10, Sarabhai Campus Vadodara-390005.*

Internal Auditors

Firm Name: *M/s KR & Associates, Chartered Accountants*

Firm Registration Number: *131846W*

Address: *113-114, Nakshatra complex, Above State Bank of India, Near Sangam Char Rasta, Harni Road, Vadodara - 390007*

Secretarial Auditor

Firm Name: *Devesh Pathak & Associates*

Certificate of Practice Number: *2306*

Firm Registration Number: *S2018GJ621500*

Address: *First Floor, 51, Udyognagar Society, Near Ayurvedic College, Outside Panigate, Vadodara-390019*

Debenture Trustee

Name: *Vistra ITCL (India) Limited*

Address: *202, 'A' Wing, The Qube, Hasan Pada Rd, Mittal Industrial Estate, Marol, Andheri-E, Mumbai 400059*

Principal Bankers

ICICI Bank

Registrar and Share Transfer Agent (RTA)

Name: *MUFG Intime India Private Limited*

Address: *GeetaKunj, 1 – Bhakti Nagar Society B/h ABS Tower, Old Padra Road, Vadodara – 390015*

Contact / Email:

Phone: 0265 2356573 / 2356794 / 0265 3566768

Email: – vadodara@in.mpms.mufg.com

Email for Queries related to Physical Shares: – investor.helpdesk@in.mpms.mufg.com

Stock Exchange & Securities Information

Particulars	Details
Stock Exchange (Equity Shares)	BSE Limited
Scrip Code (Equity Shares)	500399
Security Code (Secured Listed NCDs)	977444
ISIN (Equity Shares)	INE629B01032
ISIN (Secured Listed NCDs)	INE629B07013

Corporate Identification Number (CIN)

L27110GJ1989PLC011748

Registered Office

Plot No. 2 G.I.D.C. Estate, Palej, Dist. Bharuch, Gujarat, India, 392220

Notice of Annual General Meeting

Notice is hereby given that the 36th Annual General Meeting (AGM) of the members of Steelco Gujarat Limited will be held on Friday, 25th September, 2026 at 12:00 noon through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

Item No. 1:- To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors' and the Auditors' thereon.

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

"RESOLVED THAT the Audited Financial Statement for the Financial year ended 31st March, 2026 together with the Board's Report and Auditors' Report thereon as circulated to the shareholders, be and are, hereby received, considered and adopted."

Item No. 2:- To appoint a Director in place of Ms. Mukta Jain (DIN 10315222) as a director liable to retire by rotation and being eligible, offers herself for reappointment.

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 and rules made thereunder, Ms. Mukta Jain (DIN 10315222), who retires by rotation at this meeting, be and is, hereby re-appointed as a Director of the Company."

Item No. 3:- To appoint M/s. T R Chadha & Co LLP, Chartered Accountants as Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force], M/s. T R Chadha & Co LLP, Chartered Accountants (Firm registration number: 006711N / N500028), be and are hereby appointed as statutory auditors of the Company to hold office for a term of five years from the conclusion of this 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company, on such remuneration as may be decided by any Director of the Company in consultation with M/s. T R Chadha & Co LLP, Chartered Accountants.

RESOLVED FURTHER THAT any of the Directors and Key Managerial Personnel of the Company, be and are, hereby severally authorized to do all the acts and deeds necessary and expedient for the purpose including to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with Ministry of Corporate Affairs and intimation to the Stock Exchange."

SPECIAL BUSINESS

Item No. 4:- To appoint Mr. Sudeep Saxena (DIN: 09199917) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the relevant rules made thereunder and Regulation 16(1)(b), 17, 25 and other applicable provisions the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval, be and is, hereby accorded to the appointment of Mr. Sudeep Saxena (DIN: 09199917), who was appointed as an Additional Director of the Company to hold office upto next Annual General Meeting in terms of Section 161(1) of the Act, as well as Independent Director for the period of two years with effect from 13th August, 2026 who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and LODR and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member of the Company proposing his candidature for the office of an Independent Director.

RESOLVED FURTHER THAT Directors and Key Managerial Personnel of the Company, be and are hereby jointly and severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto including file necessary e-form with Ministry of Corporate Affairs and intimation to the Stock Exchange."

Item No. 5 - To approve appointment of M/s. T R Chadha & Co LLP., Chartered Accountants as Statutory Auditors of the Company to fill up casual vacancy caused by resignation of M/s. M Sahu & Co., Chartered Accountants.

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], approval of the members be and is hereby accorded to the appointment of M/s. T R Chadha & Co LLP., Chartered Accountants, (Firm Registration No. 006711N / N500028) as Statutory Auditors of the Company with effect from 15th August, 2026 to fill up casual vacancy caused by the resignation of M/s. M Sahu & Co., Chartered Accountants (Firm Registration No. 130001W) until the conclusion of the 36th Annual General Meeting, to be held in 2026, at such remuneration and out of pocket expenses as may be fixed by the Board of Directors of the Company in consultation with them".

Place: Vadodara
Date: 13th August, 2026

By Order of the Board of Directors of
Steelco Gujarat Limited
Sd/-
Bhavisha Dubber
Company Secretary & Compliance Officer
Membership No.: A78760

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the items nos. 4 & 5 of the Special Business to be transacted at the 36th Annual General Meeting to be held on Friday, 25th September, 2026 ('the AGM') and the details as required under Regulation 36(3) and 36(5) of the Listing Regulations and clause no 1.2.5 of Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the AGM are annexed hereto as Annexure - A.

2. The Ministry of Corporate Affairs ('MCA') vide its General Circular nos. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/20 dated 5th May, 2020, 3/2025 dated 22nd September, 2025 and other relevant circulars ('MCA Circulars') and SEBI have allowed the Companies to conduct the general meeting trough video conferencing (VC) or other Audio Visual means ('OAVM') Accordingly in accordance with the aforesaid circulars and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), the AGM of the Company will be held and conducted through VC / OAVM.

3. Pursuant to Regulation 36(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('the Listing Regulations') and line with the aforementioned MCA Circulars, this Notice along with the Annual Report for FY 2025-26 is being sent in the following manner:

   - via email to all those members who have registered their email addresses either with the Company / their Depository Participant ('DP');
   - a web-link of the Company, including exact path, where complete details of the Annual Report is available to those members who have not registered their email addresses;
   - hard copy for those members who request for the same.

4. The Annual Report for the financial year 2025-26 along with the Notice of this AGM is available on the website of the Company at https://steelcogujarat.com/ , website of Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL).

5. As the AGM will be conducted through VC/OAVM, the facility for the appointment of Proxy by the Shareholders will not be available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

6. Institutional/Corporate Shareholders are requested to send a scanned copy (PDF format) of the certified Board Resolution authorising its representatives to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to the provisions of Section 113 of the Companies Act, 2013 at **cs@sgl.ltd**

7. The Register of Shareholders and Share Transfer Books of the Company will remain closed from Saturday, 19th September, 2026 to Friday, 25th September, 2026 (both the days inclusive).

8. The documents referred to in the accompanying Notice of the AGM and the Explanatory Statement will be available at the Registered Office of the Company for inspection without any fee on all working days except Saturday, during normal business hours (9.00 a.m.to 5.00 p.m.) up to date of AGM i.e. 25th September, 2026. During the AGM, the Register of Director and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and the Register

of Contracts or Arrangements in which Director are interested under section 189 of the Act will be available for inspection on the website of the Company www.steelcogujarat.com.

9. The Members whose name appears in register of members/beneficial owners as on the **cut-off date i.e. Friday, 18th September, 2026** may cast their vote electronically through National Securities Depository Limited ('NSDL'). The remote e-voting period will commence from **Tuesday, 22nd September, 2026** at **9.00 a.m.** and will end on **Thursday, 24th September, 2026** at **5:00 p.m.** The Companies has also provided e-voting facilities during the AGM and up to fifteen minutes after conclusion of the meeting.

10. Members are requested to participate on first come first served basis, as participation through VC/OAVM is limited. Members can login and join 15 (fifteen) minutes prior to the scheduled time of the commencement of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Participation is restricted up to 1000 members only. However, the participation of large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., will not be subject to restriction of first come first served basis.

11. The process for registration/updation, of the KYC details of the Shareholders such as name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details are as mentioned below:

    i. Shares held in physical mode: The members are requested to furnish PAN, KYC details, Signature verification and Nomination by submitting relevant form(s) available on the website of Company's Registrar & Share Transfer Agent, MUFG Intime India Private Limited at https://web.in.mpms.mufg.com/KYC-downloads.html and the website of the Company at www.steelcogujarat.com
    ii. Shares held in dematerialized mode: The members are requested to update their email address or other details with their respective Depository Participants.

12. Shareholders holding shares in identical order of names in more than one folio, are requested to write to the Company or to the office of the Registrar & Share Transfer Agent, M/s. MUFG Intime India Private Limited ("formerly known as Link Intime India Private Limited"), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 enclosing their share certificate(s) to enable the Company to consolidate their holdings in one single folio.

13. Process and manner for shareholders opting for voting through electronic means:

    i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the authorized e-voting agency for facilitating voting through electronic means. The facility of casting votes by a shareholder using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

    ii. Shareholders whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 18th September 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iii. A person who has acquired the shares and has become a shareholder of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, 18th September 2026 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on Tuesday, 22nd September, 2026 at 9.00 a.m. and will end on Thursday, 24th September, 2026 at 5:00 p.m. During this period, the shareholders of the Company holding shares either in physical form or in demat form as on the Cut-off date. i.e. Friday, 18th September 2026 may cast their vote electronically. The shareholders will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

v. Once the vote on a resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently or cast the vote again.

vi. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

vii. The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, 18th September 2026.

viii. The Board of Directors of the Company has appointed Mr. Devesh Pathak, Practising Company Secretary (Membership No.: FCS- 4559), Proprietor, M/s Devesh Pathak & Associates, Vadodara, as the Scrutinizer, to scrutinize the voting during the AGM and remote e-Voting process in a fair and transparent manner.

14. Process and manner for shareholders opting for voting through electronic means:

I. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) 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.

II. 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.

III. 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.

IV. 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.

V. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 e-voting on the date of the EGM/AGM will be provided by NSDL.

VI. 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.steelcogujarat.com The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com 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.

VII. 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.

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

The remote e-voting period begins on **Tuesday, 22nd September, 2026 at 9.00 a.m.** and will end on **Thursday, 24th September, 2026 at 5:00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **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 circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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
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 Myeasi Tab and then use 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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 evoting 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. 1800-21-09911

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

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

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can 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.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can 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 pcsdeveshpathak@rediffmail.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 at evoting@nsdl.com

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

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

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@sgl.ltd. 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.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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 THROUGHVC/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@sgl.ltd. The same will be replied by the company suitably.

6. Instructions for shareholders to Speak during the General Meeting:
    a. For ease of conduct, shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@sgl.ltd. The shareholders who do not want to speak during the AGM but have queries may send their queries in advance at least 7 days prior to the AGM mentioning their name, demat account number / folio number, email id, mobile number at cs@sgl.ltd.
    b. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
    c. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
    d. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
    e. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panelist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Contact Details:

Company	:	Steelco Gujarat Limited Regd. Office: Plot No. 2, G.I.D.C. Estate, Palej, Dist. Bharuch 392220, Gujarat, India. CIN: L27110GJ1989PLC011748 E-mail: cs@sgl.ltd Website: www.steelcogujarat.com
Registrar and Transfer Agent	:	MUFG Intime India Private Limited (Formerly: Link Intime India Private Limited) GeetaKunj, 1 – Bhakti Nagar Society B/h ABS Tower, Old Padra Road, Vadodara – 390015 Tel: 0265 2356573 / 2356794 / 0265 3566768 Email: rnt.helpdesk@in.mpms.mufg.com Website: www.in.mpms.mufg.com
e-Voting Agency	:	National Securities Depository Limited E-mail ID: evoting@nsdl.co.in Phone: 1800-222-990
Scrutinizer	:	CS Devesh Pathak, Proprietor, M/s Devesh Pathak & Associates, Vadodara E-mail ID: pcsdeveshpathak@rediffmail.com

Explanatory statement pursuant to Section 102(1) of the Act, setting out all material facts relating to the business mentioned in the accompanying Notice of the thirty-sixth AGM

Item No. 4

To appoint Mr. Sudeep Saxena (DIN: 09199917) as an Independent Director of the Company

The Board of Directors at its meeting held on 13th August, 2026, based on recommendation of the Nomination and Remuneration Committee, appointed Mr. Sudeep Saxena as an Additional Director of the Company, to hold office up to next Annual General Meeting pursuant to Section 161(1) of the Act and as a Non-Executive Independent Director for a period of 2 (two) consecutive years not liable to retire by rotation pursuant to Section 149, 152 and other applicable provisions of the Act, subject to the approval of the Members of the Company.

Mr. Sudeep Saxena holds a Bachelor of Science degree in Mathematics and a Bachelor of Laws degree. Additionally, he has an experience of 36 plus years as a National Group Head Corporate Finance with a demonstrated history of working in the banking industry. He is Skilled in Relationship Management, Marketing, Credit Appraisal and Risk Management.

The Company has received a declaration from Mr. Sudeep Saxena that he meets the criteria prescribed for independent directors under Section 149(6) of the Act as well as Regulation 16(1)(b) of the LODR and in the opinion of the Board, Mr. Sudeep Saxena is a person of integrity, possessing the relevant expertise and experience, fulfilling the conditions specified in the Act and the rules framed there under and under the Listing Regulations and are independent of the management of the Company. Further, the Company has also received his consent to act as a Director in terms of Section 152 of the Act and a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that he is not debarred from holding the office as a Director of the Company, by virtue of an order passed by the SEBI or any other authority. In the opinion of the Board, he fulfils the conditions specified in the Act and rules made thereunder and the LODR, for his appointment as an Independent Director of the Company and he is independent of the management.

Requisite Documents will be available for inspection at the registered office of the Company during the period 11:00 am to 1:00 pm on any working day except Saturdays and Sundays upto 25th September, 2026 being the date of Annual General Meeting.

Your Directors on recommendation of Nomination and Remuneration Committee, recommend and seek your approval to the resolution as set out in item no. 4 of the accompanying notice by way of Special Resolution.

Notice as required under section 160 of the Act, has been received from a member of the Company proposing the candidature of Mr. Sudeep Saxena as Independent Director of the Company.

Except Mr. Sudeep Saxena and his relatives neither any Directors / Key Managerial Personnel of the Company nor their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 5

To approve appointment of M/s. T R Chadha & Co LLP., Chartered Accountants as Statutory Auditors of the Company to fill up casual vacancy caused by resignation of M/s. M Sahu & Co., Chartered Accountants

M/s. M Sahu & Co., Chartered Accountants, (Firm Registration No. 130001W) vide their letter dated 7th August,2026 resigned as Auditor of the Company effective from close of business hours on 14th August, 2026 solely to enable the Company to comply with Clause 7.13 of the Debenture Trust Deed dated 3rd December, 2025 requiring the Company to appoint another accounting firm as statutory auditor acceptable to the Debenture Trustee and Debenture holders. They also confirmed that resignation was not an account of any concern relating to the management of the Company, the conduct of the audit, limitation on the scope of audit, availability of information or any other reportable matter under the applicable provisions of laws or the SEBI LODR Regulations.

Accordingly, based on the requirements of the Debenture Trust Deed and the consent of the proposed auditors, the Board of Directors, on the recommendation of the Audit Committee, has appointed **M/s. T R Chadha & Co. LLP, Chartered Accountants**, as the Statutory Auditors of the Company to fill up the casual vacancy caused by the resignation of M/s. M Sahu & Co., Chartered Accountants, to hold office until the conclusion of the ensuing Annual General Meeting, subject to the approval of the Members, in accordance with the provisions of Sections 139 and 140 of the Companies Act, 2013 and the rules made thereunder.

The Company has received the written consent and eligibility certificate from M/s. T R Chadha & Co. LLP confirming that their appointment, if made, will be in accordance with the provisions of the Companies Act, 2013 and that they satisfy the criteria provided under Sections 139 and 141 of the Act.

The remuneration to be paid to Statutory Auditors for the term, shall be mutually agreed between the Board of Directors and the Statutory Auditors, from time to time.

Requisite Documents will be available for inspection at the registered office of the Company during the period 11:00 am to 1:00 pm on any working day except Saturdays and Sundays up to 25th September, 2026, being the date of Annual General Meeting.

The Board has recommended the appointment of **M/s. T R Chadha & Co. LLP, Chartered Accountants**, as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the **41st Annual General Meeting** of the Company to be held for the year Financial Year 2030-31, and seek your approval as per item no. 5 of the accompanying notice by way of Ordinary Resolution.

Neither the Directors / Managers/Key Managerial Personnel of the Company nor their relatives are, in any way concerned or interested, financially or otherwise, in the resolution.

Place: Vadodara
Date: 13th August, 2026

By Order of the Board of Directors of
Steelco Gujarat Limited
Sd/-
Bhavisha Dubber
Company Secretary & Compliance Officer
Membership No.: A78760

Annexure-A

Details under Regulation 36(3) of the Listing Regulations and clause no. 1.2.5 of Secretarial Standard issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/reappointment:

Name of Director and DIN	**Ms. Mukta Jain (DIN: 10315222)**	**Mr. Sudeep Saxena (DIN: 09199917)**
Designation	Non-Executive Woman Director	Independent Director
Date of birth	10/03/1973	17/10/1964
Age	53 years	61 years
Nationality	Indian	Indian
Qualification	Graduate of Arts	B.Sc. Mathematics, LLB
Terms of appointment	Ms. Mukta Jain is a non-executive woman director, liable to retire by rotation.	Mr. Sudeep Saxena is appointed for a term of 2 years, not liable to retire by rotation.
Details of remuneration	N/A	Sitting fees as decided by the Board.
Expertise in Specific Functional Areas	Rich and extensive professional experience of over 2 decades in business development and strategic management decision.	Mr. Sudeep Saxena has an Experience of 36 plus years as a National Group Head Corporate Finance with a demonstrated history of working in the banking industry. He is Skilled in Relationship Management, Marketing, Credit Appraisal and Risk Management.
Date of first Appointment	25/10/2023	13/08/2026
No. of shares held	Nil	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	Not related	Not related
Name of other Companies in which he holds Directorship	-	1. Bhadohi Hotels Limited 2. Welterman International Limited 3. A B Hotels Limited 4. Indian Sucrose Limited 5. Transworld Furtichem Limited 6. Blue Phosphate Limited
Chairmanship/ Membership of Committees of other Board	-	Chairman of Audit Committee, Nomination and Remuneration Committee as well as Stakeholder Relationship Committee in Welterman International Limited.
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	-	-
Justification for appointment/ re-appointment.	Keeping in view contribution to the Company.	Keeping in view academic background as well as experience and expertise.

Managing Director's Message

Dear Shareholders,

It gives me great satisfaction to present to you the Annual Report of your Company for the financial year ended 31st March, 2026 - a year that has marked a decisive turning point in our Company's journey. Having successfully emerged from the Corporate Insolvency Resolution Process ("CIRP") under the Insolvency and Bankruptcy Code, 2016, your Company has demonstrated resilience, discipline and a renewed sense of purpose as it re-establishes itself as a credible and dependable manufacturer in the industry.

The completion of the Resolution Plan and its implementation during the year represents more than a legal and financial milestone; it reflects the collective confidence reposed in your Company by its lenders, resolution applicant(s), employees, customers and other stakeholders. I take this opportunity to place on record the Board's appreciation for the continued trust and patience shown by all our stakeholders through a challenging period of restructuring.

Restarting Manufacturing Operations

Following the revival of the Company, we have undertaken a structured and phased restart of manufacturing operations. Considerable management attention has been devoted to recommissioning plant and machinery, re-engaging our skilled workforce, restoring vendor and supply-chain relationships, and rebuilding customer confidence. While capacity utilisation remains in the process of ramping up towards optimal levels, the early results of this restart validate the soundness of the operational turnaround plan approved by the Board.

Strengthening the Operational Structure

In January 2026, your Company successfully raised funds through the issuance of Secured Listed Non-Convertible Debentures ("NCDs"), listed on BSE Limited. The proceeds of this issuance have been deployed towards working capital requirements, funding the restart of production, and augmenting manufacturing capacity. This fundraise reflects the confidence of debt investors in the Company's revised business plan and its ability to service its obligations on a sustainable basis, and it has meaningfully strengthened our liquidity position at a critical stage of the turnaround.

I am also pleased to inform you that, subsequent to the close of the financial year, the Company successfully completed a Rights Issue in June 2026. The Rights Issue was undertaken primarily to comply with the Minimum Public Shareholding ("MPS") requirements prescribed under applicable SEBI Regulations, and to further strengthen the Company's capital structure and net worth. As this event occurred after 31st March, 2026, it has been appropriately disclosed as a subsequent event in this Annual Report, and its full impact will be reflected in the financial statements for the ensuing financial year.

Rebuilding Stakeholder Confidence

Emergence from CIRP is as much a test of stakeholder confidence as it is of operational capability. Over the course of the year, your Company has worked closely with its lenders, the Debenture Trustee, customers, suppliers, employees and regulatory authorities to demonstrate transparency, consistency and a firm commitment to good corporate governance. We recognise that trust, once affected, must be rebuilt steadily and demonstrably, and your Board remains committed to conducting the Company's affairs with the highest standards of disclosure, compliance and accountability.

Industry Environment and Outlook

The steel sector, and the cold-rolled steel segment in particular, continues to be shaped by evolving demand from user industries, input cost volatility, and an increasingly competitive operating landscape. Your Company's revival positions it to selectively participate in this recovery, leveraging its established manufacturing capabilities, technical expertise and customer relationships built over its operating history. The Board and management remain focused on a calibrated approach to capacity ramp-up, cost optimisation, and working capital discipline as the Company consolidates its post-resolution operations.

Looking Ahead

As we look to the year ahead, your Company's priorities remain clear: to consolidate the operational restart, to progressively improve capacity utilisation and profitability, to maintain strict compliance with the terms of the Resolution Plan and the covenants applicable to our listed debt securities, and to continue strengthening our balance sheet. We remain committed to operating with financial prudence and to creating sustainable, long-term value for all our stakeholders.

On behalf of the Board of Directors, I extend my sincere gratitude to our shareholders, debenture holders, lenders, the Debenture Trustee, employees, customers, suppliers and regulatory authorities for their continued support and confidence in your Company. I look forward to your continued partnership as we work towards building a stronger, more resilient enterprise.

With warm regards,

Mr. Anoop Kumar Saxena

Managing Director

DIN: 10311727

Date: 13th August, 2026

Place: Vadodara

Board's Report

To the Members,

Your Directors have pleasure in presenting the 36th Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2026, prepared in accordance with the applicable provisions of the Companies Act, 2013 ("the Act"), the Rules made thereunder, the Secretarial Standards issued by the Institute of Company Secretaries of India ("SS-1" and "SS-2"), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

1. Financial Highlights

The financial performance of the Company for the year under review, as compared to the previous financial year, is summarised below:

Particulars	FY 2025-26 (Rs. In lakhs)	FY 2024-25 (Rs. In lakhs)
Revenue from Operations	5,852.92	417.73
Other Income	67.01	76.17
Total Income	5,919.93	493.91
Profit/(Loss) before Exceptional Items Depreciation and Tax	(3305.55)	(1648.93)
(Less): Depreciation	(421.65)	(404.84)
Profit/(Loss) before Exceptional Items and Tax	(3,727.20)	(2053.77)
Exceptional Items	-	-
Profit/(Loss) before Tax	(3,727.20)	(2053.77)
Tax Expense	-	-
Profit/(Loss) after Tax	(3,727.20)	(2053.77)
Other comprehensive income	(5.38)	-
Total Comprehensive Income	(3,732.58)	(2053.77)
Add/(Less): Balance carried forward	(23915.05)	(21951.67)
Add/(Less): Amortisation of revaluation reserve	91.03	91.43
Add/(Less): Changes during the year	-	(1.04)
Add/(Less): Balance carried to Balance sheet	(27,556.60)	(23915.05)
Earnings per Share (Basic/Diluted) (₹)	(75.05)	(41.36)

2. State of the Company's Affairs and Operations

The financial year 2025-26 was a transformational year for the Company, marked by the successful implementation of the Resolution Plan approved under the Corporate Insolvency Resolution Process and the consequent resumption of manufacturing operations. Following a period of operational suspension prior to and during the resolution process, the Company undertook a structured recommissioning of plant, machinery and utilities, re-engagement of its workforce, and re-establishment of vendor and customer relationships.

During the year, the Company has earned total income of Rs. 5,919.93 lakhs as against Rs. 493.91 lakhs in the previous year registering substantial increase of about 84.60%. The Company has incurred net loss of Rs. 3,727.20 lakhs as against net loss of Rs. 2053.77 lakhs in the previous year.

Net loss can be mainly attributed to Finance cost, employee expenses and administration costs. The Company continues to focus on a calibrated ramp-up of capacity utilisation, cost rationalisation and working capital management, supported by the funds raised through the issuance of Secured Listed Non-Convertible Debentures in January 2026.

3. Industry Outlook

A detailed analysis of the industry structure, opportunities, threats and outlook is set out in the Management Discussion and Analysis Report, which forms part of this Annual Report.

4. Future Outlook

The Board believes that the Company is well positioned to build on the operational restart achieved during the year. Key priorities for the ensuing year include progressive improvement in capacity utilisation, strengthening of the customer and vendor base, disciplined working capital management, continued compliance with the covenants applicable to the Company's listed debt securities, and consolidation of the enhanced capital base following the Rights Issue completed in June 2026.

5. Material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of report

A. CHANGE IN SHARE CAPITAL & LISTING APPROVAL

During the year under review, there was no change in share capital and accordingly the paid-up Equity Share Capital of your Company continued to be Rs. 4,96,60,120 (Rupees Four crores ninety-six lakhs sixty thousand one hundred and twenty only) divided into 49,66,012 (Forty-nine lakhs sixty-six thousand twelve) Equity shares of Rs.10/- each as at 31st March, 2026.

However, after the end of the financial year in order to achieve compliance with the minimum public shareholding requirements prescribed under Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at its meeting held on **6th June, 2026 allotted 13,30,060** Equity Shares of Rs. 10/- each at an issue price of Rs. 112 per share (including premium of Rs. 102 per share) on Rights Basis, resulting into increase in the paid-up equity share capital of the Company to **₹6,29,60,720** divided into **62,96,072** equity shares of ₹10 each. The Company received listing approval from BSE on **8th June, 2026,** followed by trading approval on **9th June, 2026.**

B. INCREASE IN AUTHORISED CAPITAL

During the year under review, the Members of the Company at their Extraordinary General Meeting held on 8th December, 2025 approved increase in Authorised Capital from Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity shares of Rs. 10 (Rupees Ten only) each to **Rs. 25,00,00,000/-** (Rupees Twenty-five Crores Only) divided into **2,50,00,000** (Two crore fifty lakhs) Equity shares of **Rs. 10/-** (Rupees Ten Only) each;

6. Disclosure under the Companies (Share Capital and Debentures) Rules, 2014

The Company has not issued any Equity share/ convertible securities during the year under review and accordingly, the Company is not required to report

- Details of issue of Equity Shares with Differential rights pursuant to Rule 4(4) of
- Details of issue of Sweat Equity Shares pursuant to Rule 8(13) of
- Details of the Employee Stock Option Scheme pursuant to the Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014

However, the Board of Directors, at its meeting held on **14th November 2025,** approved the issuance of secured, rated, non-convertible debentures aggregating up to Rs. 300 crores on a private placement basis to M/s India Resurgence Asset Management Business Pvt. Ltd. Pursuant thereto, the Company **allotted** the first series of debentures aggregating **Rs. 160 crores on 1st January, 2026.** Accordingly, **16,000** secured, rated, partly paid-up non-convertible debentures having a face value of **Rs. 1,00,000** each were allotted at a paid-up value of **Rs. 87,500** per debenture. Against the said allotment, the Company has received **Rs. 140 crores** from the debenture holders, and the balance amount is expected to be received in subsequent tranches in accordance with the terms of the issue.

The Company received the listing approval for the aforesaid non-convertible debentures on **9th January, 2026.**

7. Change in Subsidiary Company / Joint Venture / Associate Company during the year

Neither the Company has any Subsidiary, Joint Venture or Associate Company nor has any other Company become or ceased to be Subsidiary / Joint Venture / Associate Company.

8. Dividend

In view of the Company's recent revival from the Corporate Insolvency Resolution Process and its focus on stabilising operations, strengthening its balance sheet and conserving resources for working capital and capital expenditure requirements, your Directors do not recommend any dividend for the financial year 2025-26.

9. Transfer to Reserves

The Company is not required to transfer any amount to its reserves. Hence, no amount is transferred to reserves.

10. Voluntary revision of Financial Statements or Board’s Report

Since the Company has not made any voluntary revision of Financial Statements or Board's Report during the year under review, detailed reasons for the same pursuant to proviso to section 131 of the Act are not required to be reported.

11. Share Capital

11.1 Authorised, Issued, Subscribed and Paid-up Share Capital

Particulars	As at March 31, 2026
Authorised Share Capital	Rs. 25,00,00,000/- (Rupees Twenty-five Crores Only) divided into 2,50,00,000 (Two crore fifty lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each
Issued, Subscribed and Paid-up Share Capital	Rs. 4,96,60,120/- (Rupees Four Crores Ninety-six Lakhs Sixty Thousand One Hundred and Twenty Only) divided into 49,66,012 (Forty-nine lakhs Sixty-six Thousand Twelve) Equity shares of Rs. 10/- (Rupees Ten Only) each

11.2 Changes in Share Capital During the Year

During the year under review, the Members of the Company at their Extraordinary General Meeting held on 8th December, 2025 approved increase in Authorised Capital from Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity shares of Rs. 10 (Rupees Ten only) each to Rs. 25,00,00,000/- (Rupees Twenty-five Crores Only) divided into 2,50,00,000 (Two crore fifty lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each. There was no change in the paid-up Equity Share Capital of your Company and it continued to be Rs. 4,96,60,120 (Rupees Four crores, ninety-six lakhs sixty thousand and one hundred twenty only) as at 31st March, 2026.

11.3 Rights Issue (Subsequent Event)

After the end of the Financial year in order to achieve compliance with the minimum public shareholding requirements prescribed under Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at its meeting held on 6th June, 2026 allotted 13,30,060 Equity Shares of Rs. 10/- each at an issue price of Rs. 112 per share (including premium of Rs. 102 per share) on Rights Basis, resulting increase in the paid-up equity share capital of the Company to ₹6,29,60,720 comprising 62,96,072 equity shares of ₹10 each. The Company received listing approval from BSE on 8th June, 2026, followed by trading approval on 9th June, 2026

12. Directors and Key Managerial Personnel

12.1 Changes in Directors and KMP

During the year under review, following changes took place in the composition of Board of Directors and Key Managerial Personnel:

(i) Resignation of CS Parag Dave as a Company Secretary and Compliance Officer with effect from 14th November, 2025.

(ii) Appointment of CS Bhavisha Dubber as a Company Secretary and Compliance Officer with effect from 15th November, 2025.

(iii) Resignation of Mr. Anshoo Raj Khare (DIN:10311752) as a Whole -time Director and from the Directorship of the Company with effect from 13th January, 2026.

(iv) The Board of Directors of the Company, at its meeting held on 13th January, 2026, approved the appointment of Mr. Shankar R. Bharadhwaj (DIN: 02340170) as a Nominee Director on the Board of the Company and the same was also approved by the shareholders.

(v) The Board of Directors of the Company, at its meeting held on 14th February, 2026, approved the appointment of Mr. Subir Kumar Chowdhury (DIN: 03633998) as an Additional Director to hold office upto next Annual General Meeting and an Independent Director not liable to retire by rotation for the first term of three years with effect from 14th February, 2026. Subsequently, the appointment was approved by shareholders on 12th May, 2026 through postal ballot.

(vi) The Board of Directors of the Company, at its meeting held on 14th February, 2026, approved the appointment of Mr. Deepak Sharma (DIN: 11484653) as an Additional Director to hold office upto next Annual General Meeting and as an Executive Director for a term of two years w.e.f. 14th February, 2026. Subsequently, the appointment was approved by shareholders on 12th May, 2026 through postal ballot.

(vii) The members of the Company at their 35th Annual General Meeting held on 31st October, 2025 approved reappointment of Mr. Anoop Kumar Saxena (DIN: 10311727) as a retiring Director.

(viii) The members of the Company at their 35th Annual General Meeting held on 31st October, 2025 approved reappointment of Mr. Ashok Kumar shah (DIN: 06977676) AND Mr. Satish Kumar Panchal (DIN: 03106982) as an Independent Director of the Company for a second term of five years with effect from 15th April, 2026.

12.2 Directors Retiring by Rotation

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Ms. Mukta Jain retires by rotation at the ensuing Annual General Meeting and, being eligible, offers herself for re-appointment. The Board recommends her re-appointment.

12.3 Declaration by Independent Directors and statement with regard to integrity, expertise and experience of Independent Directors

The Company has received necessary declarations from each Independent Director under Section 149(7) of the Act and Regulation 16(1)(b) and 25(8) of the SEBI LODR Regulations, confirming that they meet the criteria of independence and are not aware of any circumstance or situation which could impair or impact their ability to discharge their duties with an objective independent judgment. Your Directors are of the opinion that Independent Directors of the Company are of high integrity and suitable expertise as well as experience (including proficiency).

12.4 Formal Board Evaluation

Pursuant to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') as may be applicable, Board evaluation was made taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations, governance, etc.

12.5 Remuneration Policy

The Policy of the Company has been framed on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and remuneration of Key Managerial

Personnel and other employees of the Company pursuant to Sub-section (3) of Section 178 of the Act and Regulation 19 of LODR. The Policy has been posted on website of the Company at https://steelcogujarat.com/

12.6 Particulars of Employees

There was no employee drawing remuneration of Rs. 1,02,00,000 or more per annum or Rs. 8,50,000 per month for any part of the year or more including any Director. Hence no particulars have been furnished as contemplated under section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

12.6 Directors Training & Familiarization

The Directors are regularly informed during the meetings of the Board and the Committees, of the activities of the Company, its operations and issues faced by the Steel Industry. Considering the association of the Directors with the Company and their seniority and expertise in their respective areas of specialization and knowledge of the engineering industry, their training and familiarization were conducted in the below mentioned areas:

- The Roles, Rights, Responsibilities and Duties of Independent Directors
- Business Development Strategy and Plans
- Changes brought in by the introduction of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- New SEBI Regime - Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

13. Meetings of the Board

During the financial year 2025-26, eight meetings of the Board of Directors were held. The details of the meetings, and attendance of Directors, are set out below and in the Corporate Governance Report:

Category of Directors	Number of meetings during the year 2025-26		Last AGM Attended
	Eligible to attend	Attended	
Non-Executive, Non-Independent			
1. Ms. Mukta Jain	8	1	Yes
Executive, Non-Independent			
1. Mr. Anoop Kumar Saxena	8	8	Yes
2. Mr. Deepak Sharma	1	1	N.A.
Non-Executive, Independent			
1. Ashok Kumar Shah	8	8	Yes
2. Satishkumar Panchal	8	8	Yes
3. Rajesh Kapadia	8	8	Yes
4. Subir Kumar Chowdhury	1	1	N.A.
Nominee Director			
1. Mr. Shankar Bharadhwaj	3	3	N.A.

The maximum interval between any two meetings did not exceed 120 days, in compliance with Section 173 of the Act and Regulation 17(2) of the SEBI LODR Regulations.

14. Committees of the Board

14.1 Audit Committee

The composition of the Audit Committee and the details of attendance of its members at the meetings held during the financial year are given below:

Sr. No.	Name of Director	Designation	Chairman / Member	No of meeting held	No of meeting Attended
1.	Mr. Ashokkumar Natwarlal Shah	Non-Executive - Independent Director	Chairman	6	6
2.	Mr. Satishkumar Panchal	Non-Executive - Independent Director	Member	6	6
3.	Mr. Rajesh Kapadia	Non-Executive - Independent Director	Member	6	6
4.	Mr. Anoop Kumar Saxena	Managing Director	Member	6	6

All the members of the Audit Committee are having financial and accounting knowledge. The Audit Committee also invites such persons, as it considers appropriate to be present at its meetings.

14.2 Nomination and Remuneration Committee

The Policy of the Company has been framed on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and remuneration of Key Managerial Personnel and other employees of the Company pursuant to Sub-section (3) of Section 178 of the Act and Regulation 19 of LODR. The Policy has been posted on website of the Company at https://steelcogujarat.com/

During the Year under Review, six meetings were held during the Financial Year 2025-26.
The Nomination and Remuneration Committee was constituted comprising of the following members:

Sr. No.	Name of Director	Designation	Chairman / Member	No of Meetings held	No of Meetings attended
1.	Mr. Satishkumar Panchal	Non-Executive - Independent Director	Chairperson	6	6
2.	Mr. Ashokkumar Natwarlal Shah	Non-Executive - Independent Director	Member	6	6

3	Mr. Rajesh Kapadia	Non-Executive Independent Director	Member	6	6
4	Ms. Mukta Jain	Non-Executive Non-Independent woman Director	Member	6	1

14.3 Stakeholders Relationship Committee

During the Year under Review, total one meeting was held during the Financial Year 2025-26.

The Stakeholders' Relationship Committee was constituted comprising of the following members:

Sr. No.	Name of Director	Designation	Chairman / Member	No of meetings held	No of meetings Attended
1.	Mr. Ashokkumar Natwarlal Shah	Non-Executive - Independent Director	Chairperson	1	1
2.	Mr. Satishkumar Panchal	Non-Executive - Independent Director	Member	1	1
3.	Mr. Rajesh Kapadia	Non-Executive - Independent Director	Member	1	1
4	Mr. Anshoo Raj Khare (resigned with effect from 13th January 2026)	Whole time Director	Member	1	1

15. Internal Financial Controls and their Adequacy

The Company has designed and implemented a process driven framework for Internal Financial Controls ("IFC") within the meaning of the explanation to section 134(5)(e) of the Act. For the year ended on 31st March, 2026, the Board is of the opinion that the Company has in all material respects sound Internal Financial Control system in place, commensurate with the size, scale and complexity of its business operations; however, they are required to be strengthened further and its operative effectiveness requires improvement. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and / or improved internal controls whenever the effect of such gaps would have a material effect on the Company's operations.

16. Risk Management

The Company has a reasonably workable risk management framework to identify measure and mitigate business risks and opportunities. The framework seeks to minimize adverse impact on the business objective and enhances the Company's competitive advantage. This risk management framework helps in managing market, credit and operations risks.

17. Vigil Mechanism / Whistle Blower Policy

The Company has in place Vigil Mechanism for directors and employees to report their genuine concerns about unethical behaviour, actual or suspected fraud, or violation of code of conduct and its details are available on the website of the Company at https://steelcogujarat.com/

The Company has a Whistle Blower Policy pursuant to Section 177 of the Companies Act, 2013 and the rules made there under and Regulation 22 of LODR, to report genuine concerns of Directors and Employees. The Policy has been posted on website of the Company at https://steelcogujarat.com/

18. Code of Practices and procedures for fair disclosure of Unpublished Price Sensitive Information

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 the Board of Directors of the Company approved the updated Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The Policy has been posted on website of the Company at https://steelcogujarat.com/

19. Transfer of amount to Investor Education and Protection Fund

Since there was no unpaid/unclaimed amount required to be transferred to Investor Education & Protection Fund (IEPF) during the year under review, no amount was transferred to IEPF.

20. Policy on Prevention of Sexual Harassment

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (Permanent, contractual, temporary, trainees) are covered under this policy. The summary of sexual harassment complaints received, disposed off and pending for more than ninety days during the financial year 2025-26 is as under:

Particulars	No.
Number of complaints pending at the beginning of the year	*0*
Number of complaints received during the year	*0*
Number of complaints disposed of during the year	*0*
Number of complaints pending at the end of the year	*0*

21. Compliance with Secretarial Standards

The Company has complied with the applicable Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India, to the extent applicable during the year under review.

22. Related Party Transactions

There were no related party transactions during the year under review.

23. Deposits

The Company has not accepted any deposits from the public within the meaning of Section 73 and 76 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

24. Particulars of Loans, Guarantees and Investments

The Company has neither made any investment nor loan nor given any guarantees nor provided any securities covered under the provisions of Section 186 of the Companies Act, 2013 ('the Act') during the year under review.

25. Significant and Material Orders passed

No significant or material order was passed by the Regulators or courts or tribunal impacting the going concern status and the Company's operations in future during the year under review.

26. Corporate Social Responsibility (CSR)

Since the Company does not fall in any of the criteria mentioned in section 135(1) of the Act, provisions of Section 135 of the Act and rules framed thereunder relating to Corporate Social Responsibility, are not applicable to the Company. Hence, no details in the regard have been furnished.

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

The particulars relating to conservation of energy, technology absorption, and foreign exchange earnings and outgo, as required under **Section 134(3)(m) of the Companies Act, 2013**, read with **Rule 8(3) of the Companies (Accounts) Rules, 2014**, are provided below:

A. Conservation of Energy

The Company remains committed to conserve energy and has installed a solar power system at its facilities to promote the use of renewable energy and enhance energy efficiency. The Company also continues to undertake measures for the optimal utilization and conservation of energy, wherever feasible.

B. Technology Absorption

The Company has not imported any technology during the financial year under review. Accordingly, there are no particulars to be furnished relating to technology absorption in terms of the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

C. Foreign Exchange Earnings and Outgo

During the financial year under review, the Company did not have any foreign exchange earnings or foreign exchange outgo.

28. Annual Return

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for FY 2025-26 is uploaded on the website of the Company at www.steelcogujarat.com

29. Directors' Responsibility Statement

To the best of the knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statement in terms of Section 134(4) (c) of the Companies Act, 2013:

- That in preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

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

- That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other regularities;

- The Directors had prepared annual accounts on a 'Going Concern' basis;

- That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

- That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

30. Auditors

30.1 Statutory Auditors

The members of the Company at their 34th Annual General Meeting held on 30th September, 2024 appointed M/s. M Sahu & Co. Chartered Accountants as Statutory Auditors to hold office for a term of five years from the conclusion of the 34th Annual General Meeting. However, in compliance with the Debenture Trust Deed dated 3rd December, 2025 he resigned as Auditor of the Company effective from close of business hours on 14th August, 2026 solely to enable the Company to comply with Clause 7.13 of the Debenture Trust Deed dated 3rd December, 2025 requiring the Company to appoint another accounting firm as statutory auditor acceptable to the Debenture Trustee and Debenture holders. Based on the requirements of the Deed and the consent of the proposed auditors, the Board of Directors, on the recommendation of the Audit Committee, at its meeting held on 13th August, 2026 appointed M/s. T R Chadha & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company to fill up the casual vacancy caused by the resignation of M/s. M Sahu & Co., Chartered Accountants, to hold office until the conclusion of the ensuing Annual General Meeting, subject to the approval of the Members.

30.2 Secretarial Auditor and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed M/s Devesh Pathak & Associates, Practising Company Secretaries, to undertake the Secretarial Audit of the Company for FY 2025-26. The Secretarial Audit Report in Form MR-3 is annexed as Annexure 3 to this Report.

30.3 Cost Auditor

In terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules 2014, maintenance of cost records and appointment of Cost Auditors were not applicable to the Company during the year under review.

30.4 Internal Auditor

The Company had appointed M/s. K R & Associates Chartered Accountants, as an Internal Auditor for the Financial Year 2025-26 under Review pursuant to section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014.

30.5 Reporting of Fraud by Auditors

During the year under review, there have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Act and Rules framed there under either to the Company or to the Central Government.

31. Management Discussion and Analysis

A detailed Management Discussion and Analysis Report as per Annexure-1, covering industry structure and developments, opportunities and threats, segment-wise performance, outlook, risks and concerns, and internal control systems, forms part of this Annual Report as required under Regulation 34(2)(e) of the SEBI LODR Regulations.

32. Corporate Governance Report

A separate Annexure-2 on Corporate Governance, together with a Certificate M/s Devesh Pathak & Associates, Practising Company Secretaries, regarding compliance with the conditions of Corporate Governance as stipulated under the SEBI LODR Regulations, forms part of this Annual Report.

33. Material Changes in the nature of Business

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

34. General Disclosures

Your Directors state that there was no transactions of buy back of securities or financial assistance in the regard during the year under review, no disclosure or reporting is required in respect of it.

35. Statement of compliance of Maternity Benefit Act, 1961

Your Directors state that the Company is compliant of the provisions of the Maternity Benefit Act, 1961.

36. NO APPLICATION PENDING UNDER IBC

Neither any application is made, nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (IBC) during the year under review and accordingly, the Company has no information to offer in this regard.

37. NO ONE TIME SETTLEMENT (OTS)

The Company has not undergone any one-time settlement and accordingly the Company has no information to offer in respect of the difference between the amount of the valuation at the time of one-time settlement and the valuation date while taking loan, if any.

38. Acknowledgement

Your Directors place on record their sincere appreciation for the co-operation and support extended by the Central and State Government authorities, the Hon'ble National Company Law Tribunal, the Debenture Trustee, lenders, banks, customers, vendors, shareholders, debenture holders and other stakeholders during the Company's revival and the year under review. Your Directors also place on record their appreciation for the dedication, commitment and hard work of employees at all levels, whose efforts have been instrumental in the successful restart of manufacturing operations.

By order of the Board
For Steelco Gujarat Limited

<table>
<tr><td></td><td>Sd/-</td><td>Sd/-</td></tr>
<tr><td>Place: Vadodara</td><td>Mr. Anoop Kumar Saxena</td><td>Mr. Deepak Sharma</td></tr>
<tr><td>Date: 13.08.2026</td><td>Managing Director</td><td>Director</td></tr>
<tr><td></td><td>DIN: 10311727</td><td>DIN: 11484653</td></tr>
</table>

Management Discussion and Analysis Report (Annexure-1)

The purpose of this report is to present Management's viewpoint on the external environment and the steel industry, alongside discussing strategy, operational and financial performance, significant developments in human resources and industrial relations, risks and opportunities, and the adequacy of internal control systems within the Company for the financial year 2025-26. The Company's financial statements have been prepared in compliance with Indian Accounting Standards ('Ind AS'), as per the requirements of the Companies Act, 2013 and regulations set forth by the Securities and Exchange Board of India ('SEBI').

Global Economic Overview

The global economy continues to demonstrate resilience despite prolonged geopolitical uncertainties, persistent fiscal concerns, and structural realignments. According to the **World Steel Association April 2026 Short Range Outlook**, global steel demand is bottoming out after a challenging phase of structural adjustments since 2022.

- **Global Demand Growth:** Global steel demand is transitioning to a path of modest recovery, projected to grow by **0.3% in 2026** to reach **1,724 MT**, followed by an accelerated growth of 2.2% in 2027.

- **China's Real Estate Correction:** Following a sharp 7.1% contraction in Chinese steel demand in 2025, the rate of decline is decelerating to **1.0%–1.5% in 2026** as the property market begins to stabilize.

- **Developed Economies:** Steel demand in the developed world grew by 0.2% in 2025, marking the end of a three-year consecutive decline. A gradual recovery of **1.0% growth is forecast for 2026**, supported by robust infrastructure, defence spending in the EU+UK (1.3% growth), and sustained private-sector investments in the United States (1.7% growth).

Indian Economic Overview

Steel remains a vital cornerstone of India's industrialization and economic progress. India has firmly solidified its position as the world's fastest-growing major steel market and the second-largest producer of crude steel globally. As per Ministry of Steel / PIB Government of India the increase in production and annual growth % of steel for FY 2025-26 was as follows:

Metric (Steel Sector India)	FY 2024-25	FY 2025-26	Annual Growth (%)
Crude Steel Production	152.2 MT	**168.4 MT**	10.7%
Finished Steel Production	146.7 MT	**160.9 MT**	9.7%
Finished Steel Consumption	152.1 MT	**163.7 MT**	7.6%

The Government of India's **National Steel Policy** targets an ambitious production capacity of **300 MT by 2030-31**. To accelerate this, the Ministry of Steel has pushed forward key strategic interventions:

- **Production Linked Incentive (PLI) Schemes:** Spearheading local manufacturing of specialty steel grades to reduce import dependency.

- **Raw Material Security:** Measures to improve iron ore availability, reforms in mineral allocation, and diversification of coking coal imports
- **Infrastructure Boost:** Major capital outlays supported by continued public capital expenditure on railways, highways, urban infrastructure and the Pradhan Mantri Awas Yojana (PMAY).

Company Overview, Operations and Capacity Utilisation

Following the successful completion of the Corporate Insolvency Resolution Process and implementation of the Resolution Plan, the Company recommenced manufacturing operations during the year under review. The restart involved recommissioning of plant and machinery, restoration of utility connections, re-engagement of technical and operating personnel, and phased ramp-up of production.

Manufacturing Line	Production (MT)	Sales (MT)	Sales (in Rs.)
CRFH Coils	90.055	-	-
Galvanised Coils	639.410	356.322	2,43,76,979
CRCA	121.530	-	-
PPGI PPPCR	5,981.180	5,250.500	41,02,76,562
Scrap generation from process	-	29.940	11,79,390
Traded Goods (HR Coil)	-	2,798.660	14,93,64,818
Other Miscellaneous Sales	-	-	94,370
Total	**6,832.175**	**8,435.422**	**58,52,92,118**

The Board and management have adopted an approach to ramp-up the capacity, balancing the need to rebuild customer volumes with prudent working capital management, particularly given the Company's recent emergence from insolvency proceedings.

Turnaround Strategy Post-CIRP

- Phased restart of manufacturing operations with priority on high-demand, high-margin product categories.
- Re-establishment of long-term relationships with key raw material suppliers and anchor customers.
- Deployment of NCD proceeds towards working capital and capacity augmentation.
- Strengthening of the capital structure through the Rights Issue completed in June 2026, improving the debt-equity position and supporting future growth capital expenditure.
- Rebuilding of institutional processes, including finance, internal controls, compliance and governance systems, commensurate with the Company's status as a listed entity with listed debt securities.

Working Capital Management and Funding through Debentures

Working capital management remains a key area of management focus, given the operational restart following an extended period of suspended operations. The Secured Listed Non-Convertible Debentures issued in January 2026 have provided a critical source of funding for working capital requirements, enabling the Company to procure raw materials, meet operating expenses, and support the ramp-up of production.

Opportunities, Threats, Risks and Concern

Opportunities:

- Strong growth in exports, backed by a stable central government with structural development policies.
- Sustained domestic demand outpacing global averages, ensuring a reliable local market.

Threats and Risks:

- **Global Oversupply:** Projected global capacity additions threaten to drive utilization rates down and put downward pressure on global prices.
- **Market Volatility:** Severe fluctuations in key raw material markets (iron ore, metallurgical coal) and energy prices.
- **Competitive Squeeze:** Ongoing capacity expansions by primary integrated steel giants are squeezing the margins of secondary manufacturers.

Management Strategy:

To mitigate these market risks and maintain healthy margins, your Company is focusing toward increasing its capacity utilization to its maximum, and developing value-added products, thereby optimizing its sales.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONS

The overall sales in revenue including other income during FY. 2025-26 was 5,919.93 and net loss was Rs. 3,727.20 Lakhs. This is against the revenue of FY 2024-25 of 493.91 Lakhs and net loss of 2,053.77 Lakhs in the previous year.

The Net loss was as a result of interest expenses, employees benefit expenses, finance cost and other expenses during the year under review. It should be viewed keeping in view following perspectives:

1. The Company was admitted to Corporate Insolvency Resolution Process (CIRP) vide order CP(IB) No. 342/NCLT/AHM/2020 dated 31.12.2020 by Hon'ble National Company Law Tribunal, Ahmedabad Bench, Court No. II (Hon'ble NCLT.) Subsequently Hon'ble NCLT passed an order vide No. IA No. 763/AHM/2022 in CP(IB)/342/AHM/2020 dated 31st July, 2023 approving Resolution Plan submitted by M/s. Next Orbit Growth Fund III, the Resolution Applicant for the Company. The New Management ('the Resolution Applicant') is in the process of implementation of the same.

2. The Company had been un-operational since November, 2019 and has recently commenced its Commercial Production on 14th July, 2025.

Internal Control Systems and their Adequacy

The Company has in all material respects sound Internal Financial Control system in place, commensurate with the size, scale and complexity of its business operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses executing transaction with proper authorization and ensure compliance of corporate policies.

For the Financial Year ended 31st March 2026, the Board notes that the framework designed under Section 134(5)(e) of the Companies Act is effectively in place. Following the commencement of commercial production, management is actively strengthening operational controls, improving process efficiencies, and monitoring compliance to seamlessly mitigate material risks.

Statutory Compliances

The Company has also infused funds of Rs. 160 crores through issuance of Secured, Listed Non-convertible Debentures on a private placement basis to M/s India Resurgence Asset Management Business Pvt. Ltd. The Company received the listing and trading approval for the aforesaid non-convertible debentures on 9th January, 2026.

Additionally, in order to achieve compliance with the minimum public shareholding requirements prescribed under Rule 19A of the Securities Contracts (Regulation) Rules, 1957 ('SCRR') and Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), the Board of Directors, at its meeting held on 9th May, 2026, approved the issuance of 13,30,060 equity shares of ₹10 each at an issue price of ₹112 per share (including a premium of ₹102 per share) on Rights basis.

The said shares were allotted on 6th June, 2026, resulting in an increase in the paid-up equity share capital of the Company to ₹6,29,60,720 comprising of 62,96,072 equity shares of ₹10 each. The Company received listing approval from BSE on 8th June, 2026, followed by trading approval on 9th June, 2026. Accordingly, the Company achieved Minimum Public Shareholding in compliance with SCRR read with LODR.

Quality

Your Company believes in branding its products for sustainable and long-term growth, through customer satisfaction that goes beyond contractual obligations, improvement in quality, and resolution of customer complaints with a target of improvement in reduction of complaints from time to time. In today's global competition and open economy, quality plays a vital role in marketing the products and in staying ahead of others. Therefore, more emphasis is being given to manufacturing of products that meets high standards of quality in the global market and customers' satisfaction. Proactive efforts are directed towards determining customers' requirements and achieving all-round customer satisfaction. This is primarily aimed to be achieved through automated systems, high attention to complaint resolution, online communication, and information exchange, at various levels.

Material Developments in Human Resources / Industrial Relations

With the successful commencement of commercial production in July 2025, the Company has actively rebuilt its workforce. Human Resource initiatives during FY 2025-26 focused on onboarding technical personnel, implementing robust safety training protocols, and fostering harmonious industrial relations to ensure undisrupted plant operations.

Details Of Significant Changes in Key Financial Ratios

Sr. No.	Particulars	FY 2025-26	FY 2024-25*	% of variance	Explanation (if change in more than 25%)
1.	Debtors Turnover	4.61	1.10	320.34	Increase primarily due to higher sales in relation to the average trade receivables during the year.
2.	Inventory Turnover	1.74	0.40	334.01	Increase primarily due to higher turnover of inventory during the year compared with the previous year.
3.	Interest Coverage Ratio	(1.44)	-	-	Percentage variance is not considered meaningful due to the no previous-year base.
4.	Current Ratio	5.37	0.82	821.48	Increase primarily due to increase in current assets relative to current liabilities during the year.
5.	Debt Equity Ratio	83.47	2.28	3559.30	Significant increase primarily due to increase in long-term debt and/ or corresponding movement in net worth during the year.
6.	Operating Profit Margin (%)	(30.42)	-	-	The ratio remained negative due to negative EBIT during the year. Percentage variance is not considered meaningful due to the no previous-year base.
7.	Net Profit Margin (%)	(0.64)	(4.92)	NM	The ratio remained negative due to negative EBIT during the year. Percentage variance is not meaningful as both periods have negative ratios.
8.	Return on Net Worth	(13.72)	(0.51)	NM	The ratio is negative due to loss incurred during the year. Percentage variance is not meaningful as the ratio is negative in both periods.

*Since the Company was in CIRP and not in operation since November, 2019 during the previous year, most of the financial ratios are not applicable and hence not mentioned.

Cautionary Statement

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may constitute "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied. Important factors that could influence the Company's operations include raw material availability and prices, changes in government regulations, tax laws, economic conditions affecting demand and supply, and other factors beyond the Company's control.

Corporate Governance Report (Annexure-2)

1. Company's Philosophy on Corporate Governance

The successful emergence from the Corporate Insolvency Resolution Process and the resumption of Your Company's manufacturing operations in 2025, its commitment to the highest standards of governance is now paramount. Your Company views robust corporate governance as a strategic imperative to restore trust, ensure accountability, and drive the long-term economic and environmental sustainability of steel manufacturing business.

Steel manufacturing demands a deep commitment to environmental stewardship and occupational safety. The Board maintains strict oversight over:

- Sustainable sourcing of raw materials and energy efficiency.
- Adherence to stringent environmental norms and carbon footprint reduction strategies.
- Implementing world-class safety protocols across all manufacturing units to ensure a 'Zero Harm' working environment for our workforce.

As we look to the future, the Board of Directors reassures shareholders that Your Company's revived operations are steered by a robust governance framework. We remain steadfast in the resolve to deliver sustainable growth, maximize shareholder value, and emerge as a benchmark of governance and resilience in the steel industry.

2. Governance Structure

The corporate governance structure of Steelco Gujarat Limited is as follows:

The Board of Directors: The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management and adheres to ethics, transparency and disclosure.

Committees of the Board: All the mandatory committees viz, Audit Committee, Nomination & Remuneration Committee as well as Stakeholders' Relationship Committee are in place. Each of the said committee has been mandated to operate within a given statutory framework.

2.1 Composition

The Board of Directors of the Company comprises an appropriate combination of Executive, Non-Executive and Independent Directors, in compliance with Regulation 17 of the SEBI LODR Regulations.

Name of Director	Category	No. of Board Meetings Attended	Attendance at last AGM	No. of Directorships in other Companies	No. of Committee positions held in other Companies	No of Committee Chairmanship(s) in other Companies
Anoop Kumar Saxena	Executive, Non-Independent	8	Yes	-	-	-
Deepak Sharma	Executive, Non-Independent	1	N.A.	-	-	-
Satishkumar Panchal	Non-Executive, Independent	8	Yes	-	-	-
Ashokkumar Shah	Non-Executive, Independent	8	Yes	3	6	5
Rajesh Kapadia	Non-Executive, Independent	8	Yes	-	-	-
Subir Kumar Chowdhury	Non-Executive, Independent	1	Yes	-	-	-
Mukta Jain	Non-Executive Non-Independent Woman Director	1	Yes	-	-	-
Shankar Ramachandran Bharadhwaj	Nominee Director	3	N.A.	1	-	-

Notes:

(i) None of the Directors are related inter se.

(ii) None of the Directors hold any shares in the Company.

(iii) Independent Directors are apprised within the Board Meetings as a part of Familiarisation Programme.

2.2 Number and Dates of Board and Committee Meetings

Sr. No.	Type of Meeting	Date of Meeting
3.	Board Meeting Audit Committee Meeting	26/05/2025

Sr. No.	Type of Meeting	Date of Meeting
	Nomination and Remuneration Committee Meeting	
4.	Board Meeting Audit Committee Meeting Nomination and Remuneration Committee Meeting	13/08/2025
5.	Board Meeting	31/10/2025
6.	Board Meeting Audit Committee Meeting Nomination and Remuneration Committee Meeting	14/11/2025
7.	Board Meeting Audit Committee Meeting Nomination and Remuneration Committee Meeting	01/01/2026
8.	Board Meeting Audit Committee Meeting Nomination and Remuneration Committee Meeting	13/01/2026
9.	Board Meeting Audit Committee Meeting Nomination and Remuneration Committee Meeting Stakeholders' Relationship Committee Meeting	14/02/2026
10.	Board Meeting	13/03/2026
11.	Independent Directors' Meeting	30/03/2026

2.3 Skills, Expertise and Competencies of the Board

The Board possesses an appropriate mix of skills, expertise and experience relevant to the Company's business, including expertise in steel manufacturing and operations, finance and accounting, insolvency and restructuring, legal and regulatory compliance, risk management, and corporate strategy, competencies considered particularly relevant given the Company's recent revival from CIRP.

2.4 Familiarisation Programme for Independent Directors

The Directors are regularly informed during the meetings of the Board and the Committees, of the activities of the Company, its operations and issues faced by the Steel Industry. Details of the familiarisation programme are available on the Company's website at www.steelcogujarat.com

2.5 Confirmation of Independence

The Board confirms that, in its opinion, the Independent Directors fulfil the conditions specified in the SEBI LODR Regulations and are independent of the management of the Company.

3. Committees of the Board

3.1 Audit Committee

Terms of reference:

The terms of reference of the Audit Committee cover the matters specified for Audit Committees under Regulation 18 read with Part C of Schedule II to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“LODR”) and Section 177 of the Companies Act, 2013 (“the Act”).

During the year, The Board has accepted all recommendations of the Audit Committee and accordingly; no disclosure is required to be made in respect of non-acceptance of any recommendation of the Audit Committee by the Board.

Composition and Attendance:

During the Year under Review, six meetings were held during the Financial Year 2025-26.

The Audit Committee was constituted comprising of the following members:

Sr. No.	Name of Director	Designation	Chairman / Member	No of meeting held	No of meeting Attended
1.	Mr. Ashokkumar Natwarlal Shah	Non-Executive - Independent Director	Chairman	6	6
2.	Mr. Satishkumar Panchal	Non-Executive - Independent Director	Member	6	6
3.	Mr. Rajesh Kapadia	Non-Executive - Independent Director	Member	6	6
4.	Mr. Anoop Kumar Saxena	Managing Director	Member	6	6
5.	Mr. Subir Kumar Chowdhury	Non-Executive - Independent Director	Member	-	-

Note: Subir Kumar Chowdhary was inducted to the Audit Committee on May 26,2026.

All the members of the Audit Committee are having financial and accounting knowledge. The Audit Committee also invites such persons, as it considers appropriate to be present at its meetings.

3.2 Nomination and Remuneration Committee

Terms of reference and Remuneration Policy:

The terms of reference of the Nomination and Remuneration Committee cover the matters as specified under Section 178 and other applicable provisions of the Act and the rules made there under as well as Regulation 19 read with Paragraph A of Part D of Schedule II to LODR.

The terms include mainly formulation of the criteria for determining qualifications, positive attributes and independence of director as also to recommend to the Board, a policy relating to the remuneration for the Directors, Key Managerial Personnel and other Employees.

During the year, The Board has accepted all recommendations of the Nomination and Remuneration Committee and accordingly; no disclosure is required to be made in respect of non-acceptance of any recommendation of the Nomination and Remuneration Committee by the Board.

Composition and Attendance:

During the Year under Review, six meetings were held during the Financial Year 2025-26.

The Nomination and Remuneration Committee was constituted comprising of the following members:

Sr. No.	Name of Director	Designation	Chairman / Member	No of Meetings held	No of Meetings attended
1.	Mr. Satishkumar Panchal	Non-Executive - Independent Director	Chairperson	6	6
2.	Mr. Ashokkumar Natwarlal Shah	Non-Executive - Independent Director	Member	6	6
3	Mr. Rajesh Kapadia	Non-Executive Independent Director	Member	6	6
4	Ms. Mukta Jain	Non-Executive Non Independent woman Director	Member	6	1

Remuneration Policy:

The Company has a credible and transparent policy in determining and accounting for the remuneration of Directors, Key Managerial Personnel & Employees of the Company and the same has been posted on its website www.steelcogujarat.com.

A. Remuneration to Non-Executive Directors

The Non-Executive Directors are not paid any remuneration except payment of sitting fees. The Non-Executive especially the Independent Directors are paid sitting fees for each meeting of the Board or Committee of Directors attended by them, as approved by the Board of Directors from time to time. The Directors do not have any material pecuniary relationship or transactions with the Company.

B. Remuneration to Executive Directors

The appointment and remuneration of Executive Directors including Managing Director is governed by the recommendation of the Nomination and Remuneration Committee, approved by the Board of Directors and Shareholders of the Company. Presently, the Company does not have a scheme for grant of stock option or performance linked incentives for its directors.

Sr. No.	Particulars	Anoop Kumar Saxena Managing Director	Deepak Sharma Director	Anshoo Raj Khare Whole-time Director (Resigned w.e.f. 13/01/2026)
1.	Gross Salary: A. Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 B. Value of perquisites under section 17(2) of the Income Tax Act, 1961	44,78,400	2,16,536	13,45,084
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Others, Specify (Performance Linked incentives)	-	-	-
	Total	44,78,400	2,16,536	13,45,084

3.3 Stakeholders Relationship Committee

Terms of Reference:

The terms of reference cover the matters specified for the Committee under Section 178 of the Act and Regulation 20 read with Paragraph B of Part D of Schedule II to LODR.

The Company has authorized its Registrar and Share Transfer Agent, **M/s. MUFG INTIME INDIA PVT LTD** (formerly known as M/s. Link Intime India Private Limited,)for taking necessary actions to the investors' requests / complaints like, share Transfer/ Transmission / Transposition/ issue of duplicate share certificates, confirmation letters in lieu of lost/misplaced/worn out and such other activities related to shares and for various types of complaints from all stakeholders and all statutory authorities (including complaints received through SEBI SCORES.

The Committee is looking after the Shareholders' Relationship and Redressal of investors' / shareholders' major complaints, if required through with the help of Registrar and Share Transfer Agent.

Composition and Attendance:

During the Year under Review, total one meeting was held during the Financial Year 2025-26.

The Stakeholders' Relationship Committee was constituted comprising of the following members:

Sr. No.	Name of Director	Designation	Chairman / Member	No of meetings held	No of meetings Attended
1.	Mr. Ashokkumar Natwarlal Shah	Non-Executive - Independent Director	Chairperson	1	1
2.	Mr. Satishkumar Panchal	Non-Executive - Independent Director	Member	1	1
3.	Mr. Rajesh Kapadia	Non-Executive - Independent Director	Member	1	1
4	Mr. Anshoo Raj Khare ceased to be a member of the Committee, consequent to his resignation as a Whole time Directors w.e.f. 13th January, 2026.	Whole time Director	Member	1	1

SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review, a separate meeting of the Independent Directors (without the attendance of the non-Independent Directors and members of the management of the Company) was held on March 30, 2026 inter alia, to discuss:

i. Evaluation of performance of Non-Independent Directors and the Board as a whole,
ii. Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors, and
iii. Evaluation of the quality, content and timelines of flow of information between the Management and the Board and that is necessary to effectively and reasonably perform their duties.

All the Independent Directors had attended the meeting. The performance of the non-independent directors, the Board as a whole and Chairman of the Company was evaluated by the Independent Directors, considering the views of executive directors and non-executive directors.

SUBSIDIARY COMPANY

The Company has no Subsidiary Company.

4. Remuneration of Directors for FY 25-26

Name	Designation	Sitting Fees	Salary/Commission	Total
Anoop Kumar Saxena	Managing Director	-	44,78,400	44,78,400
Deepak Sharma	Director	-	2,16,536	2,16,536
Satishkumar Panchal	Independent Director	1,50,000	-	1,50,000

Name	Designation	Sitting Fees	Salary/Commission	Total
Ashokkumar Shah	Independent Director	1,50,000	-	1,50,000
Rajesh Kapadia	Independent Director	1,50,000	-	1,50,000
Subir Kumar Chowdhury	Independent Director	60,000	-	60,000
Mukta Jain	Non-Executive Non-Independent Woman Director	-	-	-
Shankar Ramachandran Bharadhwaj	Nominee Director	-	-	-
Anshoo Raj Khare (Resigned w.e.f. 13/01/2026)	Whole-time Director	-	13,45,084	13,45,084

5. General Body Meetings and Postal Ballots

Financial Year	Location	Date	Time	No. of Special Resolutions Passed
2024-25	Deemed location at the Registered office of the Company	31st October, 2025	11:00 A.M	Two
2023-24	Deemed location at the Registered office of the Company	30th September, 2024	11:00 A.M	Nine

Extra-Ordinary General Meeting was held on 8th December, 2025.

However, one Special Resolution in respect of approval to the appointment of Mr. Rajesh Kapadia as an Independent Director was passed on 11th January, 2025 with assent by 99.86% through Postal Ballot conducted by Devesh Pathak, Practising Company Secretary.

6. CFO Certification

The Chief Financial Officer have furnished a certificate to the Board in terms of Regulation 17(8) read with Part B of Schedule II of the SEBI LODR Regulations, a copy of which is annexed to this Report.

7. Compliance Certificate on Corporate Governance

A Certificate from M/s Devesh Pathak & Associates confirming compliance with the conditions of Corporate Governance as stipulated under Chapter IV of the SEBI LODR Regulations is annexed to this Report.

8. General Shareholder Information

Particulars	Details
Annual General Meeting: Date, Time and Venue	Friday, September 25, 2026

Particulars	Details
Financial Year	April 1, 2025 to March 31, 2026
Cut-off date	Friday, September 18 2026
Dividend Payment Date	Not Applicable — no dividend recommended
Listing on Stock Exchange	BSE Limited
Stock/Scrip Code (Equity)	500399
ISIN (Equity Shares)	INE629B01032
ISIN (Secured Listed NCDs)	INE629B07013

9. Investor Services

The Company, through its Registrar and Share Transfer Agent and the Stakeholders Relationship Committee, addresses shareholder and debenture holder queries and grievances in a timely manner. Investors may direct their queries to investor.helpdesk@in.mpms.mufg.com or to the Company Secretary and Compliance Officer at the Registered Office.

10. Dematerialisation of Shares & Liquidity

The Company has entered into arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), whereby shareholders have an option to dematerialize their shares with either of the Depositories.

11. Reconciliation of Share Capital Audit Report

As stipulated by SEBI Regulations in this regard, a qualified Practicing Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total issued and listed capital.

This audit is carried out every quarter and the report thereon is submitted to the Stock Exchange where the shares of the Company are listed.

The audit confirms the total listed and paid- up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL & CDSL) and total number of shares in physical form.

The Company has uploaded the Reconciliation of Share Capital Audit Report for the quarter ended 30.06.2025, 30.09.2025, 31.12.2025 & 31.03.2026.

12. Details of the Directors seeking appointment / reappointment at the forthcoming Annual General Meeting

Ms. Mukta Jain retires at the forthcoming Annual General Meeting and being eligible, offers herself for the re-election.

Kindly refer to Notice of 36th Annual General Meeting for the further details.

13. Registrar and Share Transfer Agent

Share Transfer and all other Investors'/Shareholders' related activities are attended and processed by our Registrars and Transfer Agent (RTA). For any grievances/ complaints or for any other documents, kindly contact our Registrar and Transfer Agent at following address:

M/s. MUFG Intime India Pvt Ltd (Formerly known as Link Intime India Pvt. Ltd.)

Head Office	Branch Office
C-101, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai - 400 083	Geeta Kunj,1 Bhaktinagar Society, Behind ABS Tower, Old Padra Road, Vadodara-390015
Tel No: 049186270 Fax: 49186060	E-mail: vadodara@in.mpms.mufg.com
E-mail id: rnt.helpdesk@linkintime.co.in	Website: http://in.mpms.mufg.com
Website: www.linkintime.co.in	

Shareholders' correspondence should be addressed to the Company's RTA at the address mentioned above. The Shareholders having securities in a dematerialized form should give instructions relating to change of address, nomination and / or power of attorney executed by the shareholders directly to their respective Depository Participant(s). Alternatively, shareholders may contact the Company's RTA.

14. Distribution of Shareholding as on 31st March, 2026

The details of shareholding from the Registrar and Transfer Agent as on 31st March, 2026 are as follows:

Category of Shareholders	Total Holding	Percentage (%)
Promoter & Promoter group (Resolution Applicants/SPVs)	47,00,000	94.64
Public	2,66,012	5.36
Total	49,66,012	100.00

As the Company was unoperational under CIRP, trading of the Shares of the Company was suspended; However, the Company has received Listing approval from BSE Vide it's letter dated 28.04.2025 for listing of 49,66,012 equity shares of Rs. 10/- each bearing Distinctive Nos. 1 to 4966012 pursuant to Resolution plan approved by Hon'ble NCLT, Ahmadabad Bench under IBC Provision involving reduction of capital and infusion of capital on preferential basis. BSE has revoked suspension of trading and has granted trading approval vide its notice no. 20251001-8 dated 1st October, 2025 with effect from 9th October, 2025.

15. Compliance

In compliance with LODR, as applicable, the Company has obtained the certificate regarding compliance of conditions of Corporate Governance from M/s. Devesh Pathak & Associates, Practicing Company Secretaries, Vadodara, which appears as a part of the Annual Report of the Company.

16. Affirmation and Other Disclosures

Compliance with Governance Framework:

Successful Resolution Applicants are in the process of compliance with all mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Related Party Transactions:

Details of related party transactions entered into during the year are disclosed in the Notes to the Financial Statements. A statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis are periodically placed before the Audit Committee for review and recommendation to the Board for their approval.

As required under regulation 23 of LODR, the Company has formulated a policy on dealing with Related Party Transaction, which is posted on Company's website at www.steelcogujarat.com.

None of the transactions with related parties were in conflict with the interest of the Company. All the transactions are in the ordinary course of the business and have no potential conflicts with the interest of the Company at large and are carried out on an arm's length basis or fair value.

Reason for Resignation of Independent Directors:

During the year under review, no Independent Director has resigned from the Company.

Disclosure regarding re-appointment of Director:

The particulars about the brief resume and other information of the Director seeking re-appointment as required to be disclosed under this section as per regulation 36(3) of the Listing Regulations are provided as an annexure to the notice convening the Thirty-sixth (36th) Annual General Meeting.

Recommendation of the Committees:

Recommendations of the Committees are submitted to the Board for approval and the Board has accepted all the recommendations of committees during the F.Y 2025-26.

Fees paid to the Statutory Auditors:

During the financial year 2025-26, the Statutory Auditors of the Company were paid fees for statutory audit amounting to Rs. 2.5 lakhs. The same was approved by the Audit Committee.

Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the year:

During the year under review, no notices or any other violation has been received by the Company by Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets. The Company has achieved Minimum Public shareholding on 6th June, 2026 as detailed in Annexure-B of the Secretarial Audit Report.

Whistle Blower Policy/Vigil Mechanism

Pursuant to Section 177(9) and (10) of the Act and Regulation 22 of LODR, the Company has formulated Whistle Blower Policy / Vigil Mechanism for Directors and Employees to report about the unethical behaviour, fraud or violations of Company's Code of Conduct.

Disclosure of Accounting Treatment:

In preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Act. The significant accounting policies, which are consistently applied, are set out in the notes to the Financial Statements

Non-mandatory requirements:

Adoption of non-mandatory requirements of LODR are being reviewed by the Board from time to time.

Declaration regarding compliance by Board Members and Senior Managerial Personnel with Company's Code of Conduct Pursuant to LODR:

This is to confirm that all Board Members and Senior Management Personnel of the Company have complied with the code of conduct for Directors & Senior Managerial Personnel after the CIRP Period.

In terms of the Regulations of LODR, the certification by Chief Financial Officer and Managing Director of the Company on the financial statements and internal control relating to financial reporting, have been obtained by the Board of Directors.

As per requirement of the Regulation 46(2) (j) of LODR with Stock Exchanges, the Company has created a dedicated email ID cs@sgl.ltd exclusively for the purpose of registering complaints of the investors and is prominently displayed on the Company's website www.steelcogujarat.com.

Means of Communication

The Company had 6,764 shareholders as on March 31, 2026. The main channel of communication to the shareholders is through Annual Report, which includes inter alia, the Directors' Report, Management Discussion and Analysis, Report on Corporate Governance and Audited Financial Statements. The AGM is a platform for face-to-face communication with the shareholders, on the performance, operations and financial results of the Company. The MD and other Key Managerial Personnel respond to the specific queries of the shareholders. The Company also intimates to the Stock Exchanges all price sensitive information, which in its opinion are material and of relevance to the shareholders. The quarterly and half yearly results are published in widely circulating national and local dailies. The results are also posted on the website of the Company www.steelcogujarat.com

Compliance Officer:

The Company has appointed CS Bhavisha Dubber as a Company Secretary and Compliance Officer.

Share Capital

1. Capital Structure

Particulars	Number of Shares	Amount (₹)
Authorised Share Capital	2,50,00,000	25,00,00,000/-
Issued Share Capital	49,66,012	4,96,60,120/-
Subscribed and Paid-up Share Capital as at 31st March, 2026	49,66,012	4,96,60,120/-

2. Rights Issue — Disclosure as a Subsequent Event

Subsequent to the close of the financial year, the Company completed a Rights Issue of equity shares in June 2026 ("Rights Issue"). The Rights Issue was undertaken primarily to enable the Company to comply with the Minimum Public Shareholding requirements prescribed under Rule 19A of the Securities Contracts (Regulation) Rules, 1957 read with Regulation 38 of the SEBI LODR Regulations, and to strengthen the Company's capital structure and net worth following its revival from CIRP.

Particulars	Details
Type of Issue	Rights Issue of Equity Shares
Record Date	15th May 2026
Rights Entitlement Ratio	5 shares for every 1 share held
Issue Price per Share	₹112/- per Rights Equity Share (including premium of ₹102 per Rights Equity Share)
Issue Opening Date	25th May, 2026
Issue Closing Date	4th June, 2026
Date of Allotment	6th June, 2026
Amount Raised	₹ 1489.66 Lakhs
Purpose	Compliance with Minimum Public Shareholding norms and strengthening of capital structure

As the Rights Issue was completed after 31st March, 2026, it does not impact the financial statements for FY 2025-26. The consequent increase in paid-up equity share capital and change in shareholding pattern shall be reflected in the Company's disclosures for the quarter ending 30th June, 2026 and in the Annual Report for FY 2026-27.

Debentures

1. Purpose of Issuance

During the year under review, in January 2026, the Company issued Secured Listed Non-Convertible Debentures ("NCDs" or "Debentures") with the primary objective of raising funds for working capital requirements, restarting production following its revival from CIRP, and augmenting manufacturing capacity. The issuance formed a critical component of the Company's post-resolution funding strategy, complementing internal accruals and other available sources of finance.

2. Key Terms of the Issuance

Particulars	Details
Instrument	Secured Listed Redeemable Non-Convertible Debentures
Mode of Issuance	Private Placement
Issue Size	16000 Debentures having face value of Rs. 1,00,000 per Debenture amounting to issue price of Rs. 160 crores
Paid-up Value per Debenture	Rs. 87,500 per Debenture amounting to paid up value Rs. 140 crores
Coupon Rate	An IRR – 21.90% per annum And Variable Interest - a) 6% p.a. for Year 1; b) 8% p.a. for Year 2; and c) 10% p.a. until the Final Settlement Date.
Tenor	60 months
Credit Rating and Rating Agency	Brickwork Ratings India Pvt. Ltd
Security	(i) first ranking mortgage on the Mortgaged Properties (other than SteelCo Mortgaged Properties); (ii) first ranking exclusive mortgage on the SteelCo Mortgaged Properties; (iii) first ranking hypothecation on the Hypothecated Properties (other than Hypothecated Properties – SteelCo); (iv) first ranking exclusive hypothecation on the Hypothecated Properties – SteelCo; (v) first ranking pledge on the Issuer Pledge Securities; (vi) first ranking pledge on the Urjah Pledge Securities; (vii) first ranking pledge on Goddard Pledge Securities; (viii) personal guarantee from the Personal Guarantors; (ix) corporate guarantee from Goddard, Teras, Sanish, Eesan, Sainaisha, Ultimate and Urjah; (x) Demand Promissory Note(s) and letter(s) of continuity;

Particulars	Details
	(xi) undated Cheques; and (xii) such other security as may be required by the Debenture Trustee and provided by the Obligors in favour of the Debenture Trustee, from time to time
Debenture Trustee	Vistra ITCL (India) Limited
Listing	BSE Limited
ISIN	INE629B07013
Date of Allotment	01/01/2026

3. Listing

The NCDs are listed on the Wholesale Debt Market (WDM) segment of BSE Limited. The Company has complied with the continuous listing conditions applicable to non-convertible securities under Chapter V of the SEBI LODR Regulations, including timely submission of financial results, disclosure of material events, and periodic certifications relating to asset cover, security cover and utilisation of proceeds.

4. Benefits to the Company

- Provided critical funding to bridge the working capital gap arising from the extended period of suspended operations during CIRP.
- Enabled a phased and structured restart of manufacturing operations without over-reliance on short-term bank facilities alone.
- Supported the manufacturing capacity, positioning the Company to capture demand as capacity utilisation improves.

5. Utilisation of Proceeds

(Rs. In Lakhs)

Original Object	Modified Object	Original Allocation	Modified Allocation	Funds Utilised	Amount of Deviation / Variation	Remarks
Repayment of the Existing Phoenix Facilities availed by the Company in full	Not Applicable	4200.00	Not Applicable	4175.98	Not Applicable	No Deviation
Capital Expenditure	Not Applicable	1000.00	Not Applicable	886.23	Not Applicable	No Deviation
Working Capital Requirements	Not Applicable	8000.00	Not Applicable	7994.20	Not Applicable	No Deviation
Any purpose as may be permitted by the	Not Applicable	800.00	843.37	843.37	43.37	Approved by Debenture Trustee

Original Object	Modified Object	Original Allocation	Modified Allocation	Funds Utilised	Amount of Deviation / Variation	Remarks
Debenture Trustee/ Debenture Holders						
Total	-	14000	843.37	13899.78	43.37	-

Deviation could mean:

a. Deviation in the objects or purposes for which the funds have been raised.
b. Deviation in the amount of funds actually utilized as against what was originally disclosed.

Investor Information

1. Market Price Data — Monthly High/Low (BSE Limited)

Month	High (₹)	Low (₹)	Volume (No. of Shares)
October 2025 (Received Listing & Trading approval)	24.38	15.00	461
November 2025	29.61	25.59	377
December 2025	45.89	31.09	778
January 2026	53.10	48.18	281
February 2026	78.40	55.75	632
March 2026	100.04	82.32	2,330

2. Shareholding Pattern as at March 31, 2026

Category	No. of Shares	% of Total Shareholding
Promoter and Promoter Group	47,00,000	94.64
Financial Institutions / Banks	1	0
Non-Resident Indians	1,707	0.03
Mutual Funds	161	0
Public — Individuals and Others	2,64,143	5.33
Total	49,66,012	100.00

Note: The above shareholding pattern reflects the position as at March 31, 2026, prior to allotment of shares pursuant to the Rights Issue completed in June 2026. The post-Rights Issue shareholding pattern is disclosed in the Company's filings for the quarter ending June 30, 2026.

3. Distribution of Shareholding as at March 31, 2026

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	No. of Shares	% of Issued Capital
1 – 500	6773	99.0494	132261	2.66
501 – 1000	35	0.5118	24047	0.48
1001 – 2000	16	0.2340	20957	0.42
2001 – 5000	7	0.1024	26035	0.52
5001 and above	7	0.1024	4762712	95.92
Total	6838	100.00	-	100.00

4. Registrar and Transfer Agent

Name: *MUFG Intime India Private Limited*

Address: *GeetaKunj, 1 – Bhakti Nagar Society B/h ABS Tower, Old Padra Road, Vadodara – 390015*

Contact / Email:

Phone: 0265 2356573 / 2356794 / 0265 3566768

Email: – vadodara@in.mpms.mufg.com

Email for Queries related to Physical Shares: – investor.helpdesk@in.mpms.mufg.com

5. ISIN Details

Security	ISIN
Equity Shares	INE629B01032
Secured Listed Non-Convertible Debentures	INE629B07013

6. Dematerialisation of Shares

As at March 31, 2026, all the freshly issued Equity shares of the Company were held in dematerialised form. Members holding pre-CIRP shares in physical form are encouraged to dematerialise their holdings in view of SEBI's mandate for transfer of securities only in dematerialised form.

7. Investor Complaints

Particulars	Number
Complaints pending at the beginning of the year	0
Complaints received during the year	6
Complaints resolved during the year	6
Complaints pending at the end of the year	0

8. Credit Rating

Instrument	Rating Agency	Rating	Outlook	Date of Rating
Secured Listed NCDs	Brickwork Ratings India Pvt. Ltd	BWR B+/	Negative	31st March, 2026

9. Unclaimed Dividend / Unpaid Amounts

Not Applicable, as no dividend has been declared by the Company for the year under review or in the immediately preceding years.

10. Address for Investor Correspondence

Company Secretary and Compliance Officer	Registrar and Share Transfer Agent
Name: – *Bhavisha Dubber* *Phone: – 9099432636* *Email: – cs@sgl.ltd*	Name: – *MUFG Intime India Private Limited* *Phone: – 0265 2356573 / 2356794 / 0265 3566768* *Email: – vadodara@in.mpms.mufg.com* *Email for Queries related to Physical Shares: – investor.helpdesk@in.mpms.mufg.com*

CFO Certificate

To,
The Board of Directors,
Steelco Gujarat Limited
Plot No. 2 G.I.D.C. Estate,
Palej, Dist. Bharuch,
Gujarat, India, 392220

Sub: Declaration pursuant to Regulation to 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In Compliance with the Regulation to 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Mahendra Parekh, Chief Financial Officer of Steelco Gujarat Limited ("the Company") hereby declare that M/s. M Sahu & Co., Chartered Accountants (Firm Registration No. 130001W), Statutory Auditors of the Company, have issued Audit Report(s) on the Annual Audited Financial Results of the Company for the financial year ended on 31st March, 2026, with unmodified opinion.

Please take the above on record and may be submitted to respective exchanges.

Thanking you,

Yours faithfully,
For Steelco Gujarat Limited

Sd/-
Mahendra Parekh
Chief Financial Officer

Place: Vadodara
Date: 26th May, 2026

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Steelco Gujarat Limited
Plot No. 2 G.I.D.C. Estate, Palej,
Dist. Bharuch - 392220

We have examined the compliance of conditions of Corporate Governance of Steelco Gujarat Limited ("the Company") for the year ended March 31, 2026, as stipulated in Regulation 15 and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

The compliance of conditions of Corporate Governance is responsibility of the Management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with conditions of the 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 our examination of the relevant records as aforesaid and the explanations given to us and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 15 and other relevant regulations of the Listing Regulations above, during the year ended March 31, 2026 as applicable.

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

Place: Vadodara
Date: 13th August,2026

For Devesh Pathak & Associates
Practising Company Secretaries

Sd/-
CS Devesh A. Pathak
Founder
FCS4559
CoP No.: 2306
PR: 8241/2026
Firm Regn. No.: S2018GJ621500
UDIN: F004559H001104823

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Steelco Gujarat Limited
Plot No. 2 G.I.D.C. Estate, Palej,
Dist. Bharuch - 392220

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Steelco Gujarat Limited having CIN: L27110GJ1989PLC011748 and having registered office at Plot No. 2 G.I.D.C. Estate, Palej, Dist. Bharuch - 392220 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015.

In 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 & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 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 except Mr. ___---____ (DIN) ________---____ who has been debarred/disqualified by _______---_______ [give name of Statutory Authority and reason]

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Anoop Kumar Saxena	10311727	25/10/2023
2.	Ms. Mukta Jain	10315222	25/10/2023
3.	Mr. Rajesh Kirtivadan Kapadia	10808106	14/10/2024
4.	Mr. Ashok Kumar Natwarlal Shah	06977676	15/04/2024
5.	Mr. Satish Kumar Panchal	03106982	15/04/2024
6.	Mr. Subir Kumar Chowdhury	03633998	14/02/2026
7.	Mr. Deepak Sharma	11484653	14/02/2026
8.	Mr. Shankar Ramachandran Bharadhwaj	02340170	13/01/2026

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

For Devesh Pathak & Associates
Practising Company Secretaries

Date: 13th August, 2026
Place: Vadodara

Sd/-
CS Devesh A. Pathak
Founder
FCS4559
CoP No.: 2306
PR: 8241/2026
Firm Regn. No.: S2018GJ621500
UDIN: F004559H001104790

Secretarial Audit, Compliance and Auditors' Report References

1. Secretarial Audit

Pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI LODR Regulations, the Company appointed M/s Devesh Pathak & Associates to conduct the Secretarial Audit for FY 2025-26. The Secretarial Audit Report in Form MR-3 is annexed to the Board's Report as Annexure 3.

The Secretarial Auditor's scope of examination for the year specifically covered compliance with applicable provisions relating to the implementation of the Resolution Plan, the issuance and listing of Secured Non-Convertible Debentures in January 2026, and compliance with the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and the SEBI Debenture Trustee Master Circular, in addition to the Company's general corporate and securities law compliance obligations.

2. Board's Explanation to Secretarial Audit Observations

As regards observation by the Secretarial Auditor in respect of Minimum Public Shareholding, explanation of the Company in Annexure-B to the Secretarial Audit is self-explanatory.

3. Annual Secretarial Compliance Report

In terms of Regulation 24A of the SEBI LODR Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 (as amended), the Company has undertaken an Annual Secretarial Compliance Report examining compliance with all applicable SEBI Regulations and circulars/guidelines issued thereunder, and has filed the same with BSE Limited within sixty days of the end of the financial year.

4. Compliance with SEBI (LODR) Regulations, 2015

The Company has complied with the applicable provisions of the SEBI LODR Regulations, including but not limited to disclosure of material events under Regulation 30, submission of quarterly compliance reports on Corporate Governance under Regulation 27(2), shareholding pattern under Regulation 31, and other periodic disclosures. Given the listing of the Company's Secured NCDs, the Company has additionally complied with the applicable provisions of Chapter V of the SEBI LODR Regulations relating to non-convertible securities, including submission of financial results, disclosure of asset cover and security cover certificates, and credit rating disclosures.

5. Compliance with SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021

In connection with the issuance and listing of the Secured NCDs in January 2026, the Company has complied with the applicable provisions of the SEBI NCS Regulations, 2021, including requirements relating to the offer document/private placement memorandum, creation and perfection of security, appointment of the Debenture Trustee, execution of the Debenture Trust Deed, and continuing disclosure obligations

6. Compliance with SEBI Debenture Trustee Master Circular

The Company has complied with the periodic disclosure and reporting requirements prescribed under the SEBI Master Circular for Debenture Trustees, including furnishing of financial information, security cover certificates, asset cover certificates and other information to the Debenture Trustee at the prescribed intervals, to enable the Debenture Trustee to monitor compliance with the terms of the Debenture Trust Deed.

7. CARO References

The Companies (Auditor's Report) Order, 2020 ("CARO 2020") issued by the Central Government under Section 143(11) of the Act applies to the Company. The Statutory Auditors' comments under CARO 2020, including matters relating to the Company's CIRP history, utilisation of funds raised through the NCD issuance, etc are set out in the Independent Auditor's Report forming part of the Financial Statements. Where the Auditors' Report contains any qualification or adverse remark, the Board's explanation is set out in the Board's Report.

8. Internal Financial Controls

The Statutory Auditors have provided their unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting under Section 143(3)(i) of the Act, as set out in the Annexure to the Independent Auditor's Report.

Secretarial Audit Report (MR-3) and Relevant Annexures (Annexure-3)

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

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

To,
The Members,
Steelco Gujarat Limited
PLOT NO. 2, G.I.D.C. ESTATE, PALEJ,
DIST. BHARUCH, Gujarat- 392220

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Steelco Gujarat Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances expressing our opinion thereon.

Based on our verification of the Steelco Gujarat Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in 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 compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; [Presently: The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. [Presently: The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.]
(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [Presently: The Securities and Exchange Board of India (Share based Employee benefits and Sweat Equity) Regulations, 2021.]
(e) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021
(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Now Repealed)
(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Presently: The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.]
(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; [Presently: The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018]

(vi) Having regard to the products, processes and locations of the Company as also having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check basis, we further report that the Company has compliance management system for the sector specific laws specifically applicable to the Company as informed to us by the Company as follows:
(a) The Environment (Protection) Act, 1986
(b) The Air (Prevention and Control of Pollution) Act, 1981
(c) The Water (Prevention and Control of Pollution) Act, 1974
(d) The Hazardous Wastes (Management and Handling and Transboundary Movement) Rules, 1989

We have also examined compliance with the applicable clauses of the following:
i. Secretarial Standards issued by The Institute of Company Secretaries of India.
ii. The Listing Agreements entered into by the Company with BSE Ltd. [including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR')

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

A Listed Company shall maintain Minimum Public Shareholding of 25% of the Capital pursuant to Rule 19A (1) of Securities Contracts (Regulation) Rules, 1957 ('SCRR') read with Regulation 38 of LODR. If the public shareholding in the listed company would fall below 25% as a result of implementation of Resolution Plan in terms of Rule 19A (5) of SCRR, at least 5% of public shareholding is required. It shall be increased to 10% within maximum period of 12 months of such fall and shall be increased to 25% within maximum period of 36 months of such fall. The Company had public shareholding of 5.36% (2,66,012 Equity Shares of Rs. 10/- each) as at 31st March, 2026 in view of Restructured Equity Share capital of Rs. 4,96,60,120 divided into 49,66,012 Equity Shares of Rs. 10/- each effective from 31st March, 2024, in terms of Resolution Plan approved by National Company Law Tribunal, Ahmedabad Bench (Hon'ble NCLT).

In the regard, we have been informed by the Company that it has achieved minimum public shareholding on 6th June, 2026 as detailed in Annexure-B.

We further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

We further report (by way of information as provided by the Management) that during the audit period,

- The Company has not issued any securities other than Non-Convertible Securities. Further the Company also initiated the process for a Rights Issue in accordance with the applicable provisions of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 during the period under review and accordingly provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 were not applicable during the audit period.

(a) The Company has neither got delisted Equity Shares nor bought back any security of the Company and accordingly

- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

were not applicable during the audit period.

(b) After being unoperational since 2019 and being under Corporate Insolvency Resolution Process, the Company commenced its commercial production from 14th July, 2025.

(c) BSE granted Listing approval vide its letter no. DCS/AMAL/TS/R37-IBC/3599/2025-26 dated 28th April, 2025 and trading approval vide its notice dated 1st October, 2025 with effect from 9th October, 2025 to the restructured capital of 49,66,012 Equity shares of Rs. 10/- each in terms of Resolution Plan approved by Hon'ble NCLT vide their order dated 31st July, 2023.

(d) Accumulated fractional shares generated in the course of implementation of partial reduction of Equity share capital held by public pursuant to the Resolution Plan approved by Hon'ble NCLT have been credited to separate Demat Account for sale at opportune time and distribution of proceeds to the shareholders having fractional entitlement.

(e) The Board of Directors of the Company at its meeting held on 26th May, 2025, approved the appointment of M/s K R & Associates, Chartered Accountants, as the Internal Auditor of the Company for the financial year 2025-26.

(f) Mr. Parag Dave resigned from the post of Company Secretary and Compliance Officer of the Company with effect from 14th November, 2025.

(g) The Board of Directors of the Company at its meeting held on 14th November, 2025 appointed Ms. Bhavisha Dubber as a Company Secretary and Compliance officer of the Company with effect from 15th November, 2025.

(h) The Board of Directors of the Company at its meeting held on 14th November, 2025 consented to offer, issue and allot partly paid up and/or fully paid up non- convertible debentures on a private placement basis, in one or more series/tranches, in dematerialised form, having a face value of Rs. 1,00,000/- each or such other amount as may be deemed fit for an amount not exceeding Rs. 300 Crores with first series for an amount upto approximately Rs. 160 Crores to the schemes of the India Resurgence Fund managed by India Resurgence Asset Management Private Limited and/or any other persons ("SteelCo Debenture Holders", which term shall mean and include their transferees, successors, substitutes, novatees and assigns).

Subsequently, the Members of the Company, at their Extra-Ordinary General Meeting (EGM) held on 8th December, 2025, approved the issuance of aforesaid Non-Convertible Debentures (NCDs).

In terms of the resolution passed by the Board of Directors at its meeting held on 14th November, 2025, the Debenture Trust Deed was entered into by and between the Company and Vistra ITCL (India) Limited on 3rd December, 2025 in connection with Steelco Debentures.

BSE Limited, vide its letter no. DCS/COMP/AS/IP-PPDI/191/25-26 dated 17th December, 2025, granted in-principle approval for the issuance of 16,000 (Sixteen Thousand) Non-Convertible Debentures on a private placement basis.

In pursuit of the same, the Board of Directors of the Company, at its meeting held on 1st January, 2026, approved and made the allotment of 16,000 (Sixteen Thousand) Senior, rated, Listed, Secured, Redeemable Non-Convertible Debentures (NCDs) having a face value of INR 1,00,000 (Indian Rupees One Lakh) each, aggregating to INR 160,00,00,000, on a private placement basis partly paid up to Rs. 87,500/- per NCD aggregating to Rs. 140,00,00,000.

Name of the Allottee	NO.OF NCDs ALLOTTED	ISIN OF NCDs	APPLICATION MONEY RECEIVED (in Rs.)
India Resurgence Fund-2 Scheme 2	**14,723**	**INE629B07013**	**1,28,82,62,500**
India Resurgence Fund-2 Scheme 4	**1277**	**INE629B07013**	**11,17,37,500**
Total NCDs Allotted	**16,000**		**1,40,00,00,000**

Subsequently, the Company received Listing and Trading approval from BSE Limited for the aforesaid NCDs vide its Notice dated 9th January, 2026, pursuant to which the said debentures were listed and admitted to dealings on the Exchange.

(i) The members of the Company at their Extraordinary General Meeting held on 8th December, 2025 approved

- issuance of non-convertible debentures by the Company up to Rs. 300 crores (with first series up to approximately Rs. 160 crores) on a private placement basis and other ancillary matters in connection thereto (Special Resolution)
- Discretion to the secured parties to appoint nominee directors and observers (Ordinary Resolution)

- borrowing limits under Section 180(1)(c) of the Act upto Rs. 500 Crores (Special Resolution)
- creation of security under Section 180(1)(a) of the Act (Special Resolution)
- to invest or provide loan or guarantee or give securities for loans taken by any person or body corporate under Section 186 of the Act (Special Resolution)
- Related Party Transactions by way of availing collateral securities for securing Debentures (Ordinary Resolution)
- conversion of Steelco Debentures into equity shares in case of default (Special Resolution)
- to increase the Authorised Share Capital of the Company from Rs. 5,00,00,000/- divided into 50,00,000 Equity shares of Rs. 10/- each to Rs. 25,00,00,000/- divided into 2,50,00,000 Equity shares of Rs. 10/- each (Ordinary Resolution)
- to alter Articles of Association of the Company (Special Resolution)

(j) On application being made, the Registrar of Companies, Ahmedabad granted extension vide its letter dated 22nd September, 2025 upto 31 days from the due date for holding the Annual General Meeting. Accordingly, the Annual General Meeting of the Company was duly held on 31st October, 2025 within the extended time permitted by the Registrar of Companies.

(k) The members of the Company at their 35th Annual General Meeting held on 31st October, 2025 inter-alia approved
- reappointment of Mr. Anoop Kumar Saxena (DIN: 10311727) as a retiring Director by way of Ordinary Resolution.
- reappointment of Mr. Ashok Kumar shah (DIN: 06977676) and Mr. Satish Kumar Panchal (DIN: 03106982) as an Independent Director of the Company for a second term of five years with effect from 15th April, 2026.
- appointment of M/s. Devesh Pathak & Associates, Practising Company Secretaries, Vadodara as Secretarial Auditor of the Company for the Financial Year 2025-26 to 2029-30 and fixation of the remuneration as approved by the Board of Directors.

(l) The Board of Directors of the Company, at its meeting held on 13th January, 2026, approved the appointment of Mr. Shankar R. Bharadhwaj (DIN: 02340170) as a Nominee Director on the Board of the Company.

The Board of Directors of the Company at its meeting held on 13th January, 2026 took note of the resignation of Mr. Anshoo Raj Khare (DIN: 10311752) from the office of Whole-time Director of the Company.

(m) The Board of Directors of the Company, at its meeting held on 14th February, 2026, approved the appointment of
- Mr. Subir Kumar Chowdhury (DIN: 03633998) as an Additional Director to hold office upto next Annual General Meeting and an Independent Director not liable to retire by rotation for the first term of three years with effect from 14th February, 2026 subject to approval of shareholders.
- Mr. Deepak Sharma (DIN: 11484653) as an Additional Director to hold office upto next Annual General Meeting and as an Executive Director for a term of two years w.e.f. 14th February, 2026 subject to approval of shareholders.

(n) The members of the Company approved following resolution through Postal Ballot on 12th May, 2026

- appointment of Mr. Shankar Bharadhwaj (DIN: 02340170), Nominee of Vistra ITCL (India) Limited (Debenture Trustee), as the Director of the Company not liable to retire by rotation w.e.f. 13th January, 2026.
- appointment of Mr. Subir Kumar Chowdhury (DIN: 03633998), as an Independent Director of the Company for a period of three years with effect from 14th February, 2026.
- appointment of Mr. Deepak Sharma (DIN: 11484653), as an Executive Director of the Company liable to retire by rotation for a period of two years with effect from 14th February, 2026.

For Devesh Pathak & Associates
Practising Company Secretaries

Date: 13th August, 2026
Place: Vadodara

Sd/-
CS Devesh A. Pathak
Founder
FCS 4559
CoP No.: 2306
PR: 8241/2026
Firm Regn. No.: S2018GJ621500
UDIN: F004559H001104713

Note: This report is to be read with our letter of even date which is enclosed as per Annexure forming integral part of this report.

<u>**Annexure A to Secretarial Audit Report**</u>

The Members,
Steelco Gujarat Limited
Plot No. 2, G.I.D.C. Estate, Palej,
Dist. Bharuch, Gujarat- 392220

Ref: Secretarial Audit Report dated 13th August, 2026 pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. Maintenance of secretarial records is the responsibility of 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 the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records.

   We believe that the processes and the practices we followed provided reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of Accounts of the Company and have relied upon the reports of designated professionals including Statutory Auditors for the purpose.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, regulations and happenings of events etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards, is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Devesh Pathak & Associates
Practising Company Secretaries

Date: 13th August, 2026
Place: Vadodara

Sd/-
CS Devesh A. Pathak
Founder
FCS 4559
CoP No.: 2306
PR: 8241/2026
Firm Regn. No.: S2018GJ621500
UDIN: F004559H001104713

Annexure-B to Secretarial Audit Report

As regards achieving Minimum Public Shareholding on 6th June, 2026, we have been informed by the Company as follows:

On a way forward to achieve minimum public shareholding, the Board of Directors of the Company at its meeting held on 13th January, 2026 accorded its consent to issue and offer by way of a Right Issue, equity shares on following major terms and conditions:

Number of Equity Shares offered	**: 1,48,98,036**
Face Value	**: Rs. 10/- per equity share**
Issue Price	**: Rs. 10/- per equity share at par**
Rights Entitlement Ratio	**: 3 equity shares offered for every 1 equity share held**
Issue Size	**: Rs. 14,89,80,360**
Payment terms	**: Fully paid with call schedule, if any**
Record Date	**: To be determined in consultation with the stock exchange.**

The Board of Directors of the Company at its meeting held on 13th January, 2026 also constituted Right Issue Committee for taking all necessary steps relating to the Right Issue.

The Company intimated, to BSE on 13th January 2026 inter alia in respect of approval of the Board to

- fund raising by way of the issuance of fully paid up equity shares of the face value of Rs.10/- each to its eligible shareholders as on the record date (to be notified later) on a right basis, for a maximum amount upto Rs.15,00,00,000/-
- the constitution of Right Issue Committee.

In response to the application dated 14th January,2026 of the Company, BSE vide its letter no. LOD/RIGHT/MV/FIP /1669/2025-26 dated 11th February, 2026 granted in-principle approval for listing of fully paid up equity shares to be issued on a Right basis.

Subsequently, the Company informed to BSE vide its letter dated 18th February, 2026 that the Right Issue Committee at its meeting held on 18th February, 2026 mainly approved as follows:

Issue Schedule

Rights Issue Opening Date	**: Friday, 6th March, 2026**
Last Date For On-Market Renunciation Of Rights Entitlement	**: Tuesday, 10th March, 2026**
Rights Issue Closing Date	**: Friday, 13th March, 2026**
Record Date	**: 24th February, 2026**

However, the Company informed to BSE vide its letter dated 19th February, 2026 that in view of important fundamental changes, it was decided to cancel the record date and timeline.

The promoters of the Company vide their letters dated 13th January, 2026 ("Subscription Letters") indicated that they will forgo their portion of right entitlement.

The Company informed to BSE that the Board of Directors of the Company at its meeting held on 9th May, 2026 in modification of the outcome dated 18th February, 2026 and 19th February, 2026 forwarded to BSE, approved to issue upto 13,30,060 fully paid up Equity shares of the face value of Rs.10/- each at an issue price of rupees Rs. 112/- per Right Equity Share (including premium of Rs 102/- per share) aggregating upto Rs. 1489.66 lakhs (assuming full subscription) on a right basis to the eligible non promoter equity shareholders of the Company in the ratio of 5:1 (i.e. 5 Rights Equity Shares for every 1 fully paid up Equity share held on the record date i.e. 15th May, 2026).

Subsequently, the Right Issue opened on 25th May, 2026 and closed on 4th June, 2026.

On finalisation of the basis of allotment in consultation with the Registrar to the Issue and as approved by BSE Ltd., the designated stock exchange for the Issue, the Board of Directors of the Company at its meeting held on 6th June, 2026 allotted 13,30,060 fully paid up Equity shares of the face value of Rs.10/- each on Right Basis to the eligible shareholders at an issue price of Rs.112/- per Equity share (including a premium of Rs.102 per Equity share).

On allotment of aforesaid 13,30,060 Equity shares of Rs. 10/- each, the paid up capital of the Company increased from Rs. 4,96,60,120 divided into 49,66,012 Equity Shares of Rs. 10/- each to Rs. 6,29,60,720 divided into 62,96,072 Equity shares of Rs. 10/- each with effect from 6th June, 2026.

Consequently, the Company achieved minimum public shareholding in terms of Regulation 38 of Listing Regulations in view of increased public shareholding to 15,96,072 Equity Shares (25.35%) out of enhanced paid up share capital of 62,96,072 Equity shares of Rs.10/- each with effect from 6th June, 2026.

Subsequently, the Company received approval from BSE Ltd. for listing of 13,30,060 Equity shares of Rs. 10/- each issued at a premium of Rs. 102/- each on right basis bearing distinctive nos. 49,66,013 to 62,96,072 vide their letter no. LOD/Rights/RB/FIP/336/2026-27 dated 8th June, 2026 and Trading Approval to aforesaid shares from BSE Ltd vide their notice no. 20260609-17 dated 9th June, 2026 effective from 10th June, 2026.

We have been further informed by the Company that the Company could not achieve Minimum Public Shareholding as on 31st March, 2026 mainly due to following reasons:

i. The Company had been un-operational since November, 2019 and once again commenced commercial production from 14th July, 2025.

ii. The Company was admitted to Corporate Insolvency Resolution Process (CIRP) vide order CP(IB) No. 342/NCLT/AHM/2020 dated 31.12.2020 by Hon'ble National Company Law Tribunal, Ahmedabad Bench, Court No. 2 (Hon'ble NCLT) and Mr. Nirav Anupam Tarkas, Chartered Accountant was appointed as Interim Resolution Professional (IRP). Subsequently, at the first CoC Meeting held on 10.02.2021, his appointment was confirmed as Resolution Professional (RP).

iii. During the CIRP period, powers of the Board stood suspended

iv. Hon'ble NCLT subsequently passed an order vide No. IA No. 763/AHM/2022 in CP(IB)/342/AHM/2020 dated 31st July, 2023 approving Resolution Plan submitted by M/s. Next Orbit Growth Fund III - the Resolution Applicant for Steelco Gujarat Limited ('the Company').

v. BSE Ltd. vide its letter no. DCS/AMAL/TS/R37-IBC/3599/2025-26 dated 28th April, 2025 granted Listing approval to restructured 49,66,012 Equity Shares of Rs. 10/- each bearing Distinctive Nos. 1 to 4966012 pursuant to Resolution Plan approved by Hon'ble NCLT, under Insolvency and Bankruptcy Code, 2016 involving reduction of Capital on preferential basis as follows:

- 266012 Equity Shares of Rs. 10/- each allotted to the Public shareholders pursuant to reduction of capital through approved Resolution Plan bearing distinctive nos. 1 to 266012
- 47,00,000 Equity Shares of Rs. 10/- each allotted to successful Resolution Applicant on preferential basis bearing distinctive nos. 266013 to 4966012

vi. Trading of the shares continued to be suspended upto 8th October, 2025. Then, BSE vide its notice dtd 1st October, 2025 revoked suspension of trading of Restructured Equity Shares with effect from 9th October, 2025.

vii. The Company already had 5.36% (266012 Equity Shares) public shareholding in view of restructured capital of 49,66,012 Equity Shares of Rs 10 /- each effective from 31st March, 2024 in terms of Resolution Plan approved by Hon'ble NCLT.

viii. Accordingly, prospects of right issue or any other permitted mode for achieving MPS was very dismal until suspension of trading was not revoked.

ix. However, now the Company has achieved Minimum Public shareholding with effect from 6th June, 2026.

x. The Company had brought to our notice sub clause (f) of Clause 7 (Key Relief and concessions) of Part B (Financial Proposal) (Page 33) of the Resolution Plan as follows:

"(f) SEBI Regulations:

The SEBI and other stock exchange shall waive off all the liabilities, penalties, fines, charges, expenses etc. in relation to non-compliance by the Corporate Debtor with respect to non- payment of any fees etc. or with regard to requisite filings, disclosures and compliances for the ensuing 3 years from the NCLT Approval date."

Our observations should be viewed in aforesaid perspective.

For Devesh Pathak & Associates
Practising Company Secretaries
Sd/-
CS Devesh A. Pathak
Founder
FCS 4559
CoP No.: 2306
PR: 8241/2026
Firm Regn. No.: S2018GJ621500
UDIN: F004559H001104713

Date: 13th August, 2026
Place: Vadodara

Acknowledgements, Disclaimer and Forward-Looking Statements

Acknowledgements

The Board of Directors and management of the Company extend their sincere gratitude to shareholders, debenture holders, the Debenture Trustee, lenders, bankers, customers, suppliers, employees, regulatory authorities including the Ministry of Corporate Affairs, the Registrar of Companies, the Securities and Exchange Board of India, BSE Limited, the Hon'ble National Company Law Tribunal, and all other stakeholders whose continued support and confidence have been instrumental in the Company's successful revival and the achievements recorded during the year under review.

Disclaimer

This Annual Report contains certain forward-looking statements within the meaning of applicable securities laws and regulations. Such statements are based on management's current expectations, estimates, projections and assumptions about future events, and are subject to known and unknown risks, uncertainties and other factors, many of which are beyond the Company's control, that could cause actual results, performance or achievements to differ materially from those expressed or implied by such statements. Factors that could cause actual results to differ include, without limitation, changes in general economic and business conditions, raw material price volatility, changes in government policies and regulations, the Company's ability to successfully implement its strategic and turnaround initiatives, and the Company's ability to meet its obligations under the terms of the Resolution Plan and the Debenture Trust Deed.

Forward-Looking Statements

The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable law or regulation. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Report.

This Annual Report should be read in conjunction with the Audited Financial Statements, the Auditors' Reports, and all other Annexures forming part of this document.

INDEPENDENT AUDITOR'S REPORT

To the Members of Steelco Gujarat limited
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Steelco Gujarat Limited ("the Company"), which comprise the Balance Sheet as at 31st March 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 notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as ''the financial statements'').

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Key Audit Matters	**How our audit addressed the key audit matter**
Allowance for inventory obsolescence and shrinkage (as described in Note of the financial statements)	
As at 31 March 2026, the carrying amount of inventories amounted to Rs. 4390.78/- Lakhs after considering allowance / write off for Inventory obsolescence of Rs. 31.28 Lakhs. These inventories are held at the stores of the Company. Allowance for Inventory obsolescence was an audit focus area since inventory cycle counts were carried out during the year at periodic intervals during the year and further significant judgement is involved in identifying the amount of provision / write off for obsolescence.	Our audit procedures included the following: • We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls that the Company has in relation to allowance for inventory obsolescence; • We performed testing on the Company's controls over the inventory cycle count process. In testing these controls, we observed the inventory cycle count process at store on a sample basis, inspected the results of the inventory cycle count and confirmed variances were accounted for and approved by management; • We tested the accuracy of the aging report of inventories. On a sample basis we agreed the obtained inventory provision calculation from the Company and reperformed the calculation of the inventory provision as per the policy of the Company; • We assessed the Company's disclosures concerning this in Note 3A(a) on significant accounting estimates and judgements and Note 9 Inventories to the financial statements.

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 Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Corporate

Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor’s Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal 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 explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by 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.

2. **(A)** 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. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended

   e. On the basis of written representations received from the directors as on 31st March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 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 financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

(B) 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, in our opinion and to the best of our information and according to the explanations given

(a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 35 to the financial statements.

b) The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses requiring provision under the applicable law or accounting standards.

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

d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

• Directly or indirectly lend or invest in other person or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company

or

• provide any guarantee security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

• Directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or

• provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as 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 (d) (i) and (d) (ii) contain any material misstatement.

e) The Company has not declared dividend or paid during the year by the Company.

f) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, we did not come across any instance of the audit trail feature being tampered with during the course of our audit.

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid/payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For M Sahu & Co
Chartered Accountants
Firm Registration No: 130001W

Sd/-
Partner (Manojkumar Sahu) | **Date: 26th May 2026**
Membership No: 132623 | **Place: Vadodara**
UDIN: 26132623LKNNYQ4365

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Steelco Gujarat limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

1(a)(A)	The Company has maintained proper records showing full particulars including quantitative details and situation of the property, plant and equipment;
1(a)(B)	The Company does not have intangible asset during the period under audit. Hence, this clause is not applied.
1(b)	The property plant and equipment of the Company are physically verified by the management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets.
1(c)	According to the information and explanations given to us and based on our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
1(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 its property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year;
1(e)	In our opinion and according to the information and explanations given to us and on the basis of our examination of the records, neither any proceedings have been initiated during the year nor are pending as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder and hence reporting under clause 3(i) (e) of the Order is not applicable to the Company.
2(a)	The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. Discrepancies were less than 10% in aggregate for each class of inventory which were noticed on such physical verification and have been properly dealt with in the books of account.

2(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 sanctioned any working capital limits from banks on the basis of security of current assets hence the requirements of paragraph 3(ii)(b) of the Companies (Auditor's Report) Order, 2020 ("the Order") are not applicable to the Company.
3(a)	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not provided any loans or advances in the nature of loans, or stood guarantee, or provided security to any subsidiaries, joint ventures, associates or any other parties during the year. Accordingly, the provisions of clause 3(iii)(a) of the Order are not applicable to the Company.
(b)	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any investments, provided any guarantees or securities, or granted any loans or advances in the nature of loans during the year. Accordingly, the provisions of clause 3(iii)(b) of the Order are not applicable to the Company.
(c)	Since the Company has not granted any loans or advances in the nature of loans during the year, the provisions of clause 3(iii)(c) of the Order relating to the stipulation of repayment of principal and payment of interest and regularity of repayment/receipt thereof are not applicable to the Company.
(d)	Since the Company has not granted any loans or advances in the nature of loans during the year, the provisions of clause 3(iii)(d) of the Order relating to overdue amounts and steps taken for recovery thereof are not applicable to the Company.
(e)	Since the Company has not granted any loans or advances in the nature of loans during the year, the provisions of clause 3(iii)(e) of the Order relating to renewal or extension of loans or fresh loans granted to settle the overdues of existing loans are not applicable to the Company.
(f)	Since the Company has not granted any loans or advances in the nature of loans during the year, the provisions of clause 3(iii)(f) of the Order relating to loans or advances in the nature of loans which are either repayable on demand or without specifying any terms or period of repayment are not applicable to the Company.

4	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any investments, nor has it granted any loans or provided any guarantees or securities during the year which are covered under the provisions of Sections 185 and 186 of the Companies Act, 2013. Accordingly, the provisions of clause IV of the Order are not applicable to the Company.
5	The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
6	We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and records are not required to be maintained by the Company, as the turnover of the Company during the preceding financial year was below the prescribed threshold. Accordingly, the provisions of clause 3(vi) of the Order are not applicable to the Company.
7(a)	According to the records of the Company and the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax and other applicable statutory dues with the appropriate authorities. According to the information and explanations given to us and based on the records examined by us, there were no undisputed amounts payable in respect of the aforesaid statutory dues which were outstanding as at 31 March 2026 for a period of more than six months from the date they became payable.
7(b)	According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Income-tax, Goods and Services Tax, Customs Duty, Excise Duty, Value Added Tax or Cess which have not been deposited on account of any dispute.
8	There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961during the year, Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
9(a)	Based on our audit procedures and on the basis of information and explanations given to us, we are of the opinion that the Company has not defaulted in the repayment of loans or other borrowings or in the repayment of interest thereon to the lenders during the year.
9(b)	The Company has not availed any loans or borrowings from any bank or financial institution or from the Government or any Government authority during the year. Accordingly, the Company has not been declared a wilful defaulter by any bank or financial institution or Government or any Government authority.
9(c)	The Company has not availed any term loans during the year. Accordingly,

	clause 3(ix)(a) of the Order is not applicable to the Company.
9(d)	On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company;
9(e)	The Company does not have any subsidiaries, associates or joint ventures. Accordingly, the provisions of clause 3(ix)(e) of the Order are not applicable to the Company.
9(f)	The Company does not have any subsidiaries, associates or joint ventures. Accordingly, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures. Therefore, the provisions of clause 3(ix)(f) of the Order are not applicable to the Company.
10(a)	The Company has not raised any money during the year by way of initial public offer during the year.
10(b)	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partially or optionally convertible debentures during the year. Accordingly, the provisions of clause 3(x)(b) of the Order are not applicable to the Company.
11(a)	Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
11(b)	According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
11(c)	As represented to us by the management, there are no whistle blower complaints received by the company during the year.
12	The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) of the Order is not applicable to the Company.
13	Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the Ind AS financial statements, as required by the applicable accounting standards.
14(a)	In our opinion and according to the information and explanations given to us, the company has an internal audit system commensurate with the size and nature of its business.
14(b)	We have considered the internal audit reports of the company issued till date, for the period under audit, while determining the nature, timing and extent of our audit procedures.
15	The Company has not entered into any non-cash transactions with its

	directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
16(a)	The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
16(b)	The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
16(c)	The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) (c) of the Order is not applicable to the Company.
16(d)	The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 16(d) are not applicable.
17	According to the information and explanations given to us and on the basis of our examination of the books of account and the cash flow statement, the Company has incurred cash losses of ₹3,310.38/- lakhs during the financial year ended 31st March 2026 and ₹1,506.30/- lakhs during the immediately preceding financial year ended 31st March 2025.
18	There is no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) is not applicable;
19	Based on our examination of the financial ratios, ageing schedules, expected dates of realisation of financial assets, payment schedules of financial liabilities, other relevant information accompanying the financial statements, and our knowledge of the Board of Directors and management's plans, in our opinion, no material uncertainty exists as of the date of this audit report that the Company is capable of meeting its liabilities existing at the balance sheet date as and when they fall due within a period of one year from the balance sheet date. 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.
20 (a)&(b)	The provisions of Corporate Social Responsibility (CSR) are not applicable to the company therefore reporting under clause 20(a) and (b) is not applicable.

For M Sahu & Co
Chartered Accountants
Firm Registration No: 130001W

Sd/-
Partner (Manojkumar Sahu) **Date: 26th May 2026.**
Membership No: 132623 **Place: Vadodara**
UDIN: 26132623LKNNYQ4365

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Steelco Gujarat limited.

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

We have audited the internal financial controls over financial reporting of **Steelco Gujarat limited** ("the Company") as of March 31, 2026, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, 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 over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M Sahu & Co
Chartered Accountants
Firm Registration No: 130001W

Sd/-

Partner (Manoj Kumar Sahu)
Membership No: 132623
UDIN: 26132623LKNNYQ4365

Date: 26th May 2026.
Place: Vadodara

Steelco Gujarat Limited
Balance sheet as at 31st March 2026
CIN No.: L27110GJ1989PLC011748

(INR in lakhs)

Particulars	Note No.	As at 31 March 2026	As at 31 March 2025
ASSETS			
Non-current assets			
Property, plant and equipment	4	13,760.92	13,252.57
Capital work-in-progress	4.1	338.40	330.95
Investment property	5	8.71	9.52
Financial assets			
(i) Other financial assets	6	729.88	305.54
Other non current assets	7	1,442.57	564.24
		16,280.48	**14,462.82**
Current assets			
Inventories	8	4,390.78	1,106.01
Financial assets			
(i) Trade receivables	9	2,142.46	396.98
(ii) Cash and cash equivalents	10	1,170.43	21.28
(iii) Other financial assets	6	2.31	-
Other current assets	7	553.46	262.80
Current tax assets (Net)	11	9.07	0.98
		8,268.50	**1,788.05**
TOTAL ASSETS		**24,548.98**	**16,250.87**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	496.60	496.60
Other equity	13	(224.88)	3,507.69
Total equity		**271.72**	**4,004.29**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	14	22,680.46	9,133.81
(ii) Other financial liabilities	15	3.73	0.88
Retirement benefit obligations	16	15.45	5.35
Other liabilities	17	37.45	37.45
		22,737.09	**9,177.49**
Current liabilities			
Financial liabilities			
(i) Trade payables	18	458.38	2,499.00
(ii) Other Financial Liabilities	15	730.33	112.72
Retirement benefit obligations	16	244.45	414.12
Other liabilities	17	35.03	9.31
Provisions	19	71.98	33.94
		1,540.17	**3,069.09**
TOTAL EQUITY AND LIABILITIES		**24,548.98**	**16,250.87**

The accompanying notes 1 to 51 form an integral part of the financial statements
This is the balance sheet referred to in our audit report of even date.

For M Sahu & Co.
Chartered Accountants
Firm Registration No. 130001W

For Steelco Gujarat Limited

Sd/-
Deepak Sharma
Director
DIN : 11484653

Sd/-
Anoop Kumar Saxena
Managing Director
DIN : 10311727

Sd/-
Partner (Manojkumar Sahu)
Membership No: 132623
UDIN : 26132623LKNNYQ4365

Sd/-
Bhavisha Dubber
Company Secretary

Sd/-
Mahendra Parekh
Chief Financial Officer

Place: Vadodara
Date: 26/05/2026

Place: Vadodara
Date: 26/05/2026

Steelco Gujarat Limited

Statement of profit and loss for the Year ended 31st March 2026

CIN No.: L27110GJ1989PLC011748

(INR in lakhs)

Particulars	**Note No.**	**For the years ended**	
		31 March 2026	**31 March 2025**
Income			
Revenue from operations	20	5,852.92	417.73
Other income	21	67.01	76.17
Total income		**5,919.93**	**493.91**
Expenses			
Cost of materials consumed	22	4,771.37	269.20
Purchase of traded Goods	23	1,490.85	18.73
Changes in inventories - finished goods, work in progress	24	(931.65)	(43.74)
Employee benefits expense	25	417.77	260.56
Finance costs	26	1,524.89	737.14
Depreciation and amortisation expense	27	421.65	404.84
Other expenses	28	1,952.26	900.95
Total expenses		**9,647.13**	**2,547.67**
Profit/(Loss) before tax		**(3,727.20)**	**(2,053.76)**
Tax expense			
Current tax		-	-
Deferred tax		-	-
Total tax expense		**-**	**-**
Profit/(Loss) for the year		**(3,727.20)**	**(2,053.76)**
Other comprehensive income (OCI)			
Items that will not be reclassified to profit and loss			
Remeasurements of defined benefit plans		5.39	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
Other comprehensive loss for the year		**5.39**	**-**
Total comprehensive Profit/(Loss) for the year		**(3,732.58)**	**(2,053.76)**
Earnings per equity share			
Number of Equity Shares (face value of INR 10 each)		**49,66,012**	**49,66,012**
Basic and diluted Profit / (Loss) per share (INR)	30	(75.05)	(41.36)

The accompanying notes 1 to 51 form an integral part of the financial statements

This is the statement of profit and loss referred to in our audit report of even date.

For M Sahu & Co.
Chartered Accountants
Firm Registration No. 130001W

Sd/-
Partner (Manojkumar Sahu)
Membership No: 132623
UDIN : 26132623LKNNYQ4365

For Steelco Gujarat Limited

Sd/-
Deepak Sharma
Director
DIN : 11484653

Sd/-
Anoop Kumar Saxena
Managing Director
DIN : 10311727

Sd/-
Bhavisha Dubber
Company Secretary

Sd/-
Mahendra Parekh
Chief Financial Officer

Place: Vadodara
Date: 26/05/2026

Place: Vadodara
Date: 26/05/2026

Steelco Gujarat Limited
Cash Flow Statement for the Year ended 31st March 2026
CIN No.: L27110GJ1989PLC011748

(INR in lakhs)

Particulars	For the years ended 31 March 2026	31 March 2025
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before tax	(3,727.20)	(2,053.76)
Adjustments for:		
Depreciation/Amortisation on Property, Plant and Equipment	421.65	404.84
Loss on sale of Property Plant and Equipment	0.13	47.37
Impairment of fixed assets	-	95.25
Interest income	(43.83)	(3.72)
Interest paid	1,508.13	736.97
Borrowing Cost		
Balances Written Back (Net)	(4.97)	-
Operating profit/(loss) before working capital changes	**(1,846.08)**	**(773.04)**
Adjustments for changes in working capital		
(Increase)/Decrease in trade receivables	(1,745.48)	(32.12)
(Increase)/Decrease in Inventories	(3,284.77)	55.73
(Increase)/Decrease in Other financial assets and other current assets	(1,595.48)	(3.10)
Increase/(Decrease) in Trade Payable	(2,040.62)	1,322.63
Increase/(Decrease) in Other Current Liability	486.61	(72.81)
Increase/(Decrease) in Provisions	38.04	27.17
Cash flow from operating activities post working capital changes	**(9,987.79)**	**524.45**
Income tax paid (net)	-	-
Net cash flow from operating activities (A)	**(9,987.79)**	**524.44**
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(947.21)	(220.78)
Sale of property, plant and equipment	1.50	309.04
Interest received	43.83	3.72
Investment in Fixed Deposits	-	(205.42)
Net cash flows from investing activities (B)	**(901.89)**	**(113.44)**
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from borrowings	23,807.00	1,233.05
Repayment of borrowings	(10,260.05)	(892.46)
Interest paid	(1,508.13)	(736.98)
Net cash used in financing activities (C)	**12,038.82**	**(396.39)**
Increase in cash and cash equivalents (A+B+C)	**1,149.15**	**14.61**
Cash and cash equivalents at the beginning of the year	21.28	6.67
Cash and cash equivalents at the end of the year (Refer Note 11)	**1,170.43**	**21.28**

Change in Liability Arising from Financing Activities

For the year ended 31 March 2026

Particulars	1 April, 2025	Cash flow	Non-Cash Changes	31 March, 2026
Secured - Non-Convertible Debentures	-	14,000	-	14,000
Secured - From corporates	2,775	(2,775)		-
Unsecured - From Promoters	5,226	1,374	-	6,600
Unsecured -Inter-corporate Borrowings	1,133	948	-	2,081
Total (Net)	**9,134**	**13,547**	**-**	**22,681**

For the year ended 31 March 2025

Particulars	1 April, 2024	Cash flow	Non-Cash Changes	31 March, 2025
Secured - Non-Convertible Debentures	-			-
Secured - From corporates	3,500	(725)	-	2,775
Unsecured - From Promoters	4,714	512	-	5,226
Unsecured -Inter-corporate Borrowings	-	1,133	-	1,133
Total	**8,214**	**920**	**-**	**9,134**

Note 1 - The above statement of cash flows has been prepared under the 'indirect method' as setout in 'Ind AS 7: Statement of cash flows'.

Note 2 - Figures in bracket represents cash outflows.

The accompanying notes 1 to 51 form an integral part of the financial statements
This is the cash flow statement referred to in our audit report of even date.

For M Sahu & Co.
Chartered Accountants
Firm Registration No. 130001W

Sd/-
Partner (Manojkumar Sahu)
Membership No: 132623
UDIN : 26132623LKNNYQ4365

For Steelco Gujarat Limited

Sd/-
Deepak Sharma
Director
DIN : 11484653

Sd/-
Anoop Kumar Saxena
Managing Director
DIN : 10311727

Sd/-
Bhavisha Dubber
Company Secretary

Sd/-
Mahendra Parekh
Chief Financial Officer

Place: Vadodara
Date: 26/05/2026

Place: Vadodara
Date: 26/05/2026

Steelco Gujarat Limited
Statement of changes in equity for the year ended 31 March 2026

A. Equity Share Capital

(INR in lakhs)

Particulars	Note No.	Number of shares	Amount
Balance as on 1 April 2024	**12**	49,66,012	496.60
Changes in equity share capital during the year		-	-
Equity shares As at 31 March 2025		49,66,012	496.60
Changes in equity share capital during the year		-	-
Equity shares As at 31 March 2026		**49,66,012**	**496.60**

B. Other Equity

(INR in lakhs)

Particulars	Reserves and Surplus			
	Revaluation surplus	Capital reserve	Retained earnings	Total
Balance as at 1 April 2024	**8,165.55**	**19,348.63**	**(21,951.68)**	**5,562.51**
Profit for the year	-	-	(2,053.76)	(2,053.76)
Amortisation of revaluation reserve	(91.43)	-	-	(91.43)
Transfer from revaluation reserve	-	-	91.43	91.43
Change during the Year	-	-	(1.04)	(1.04)
Other comprehensive loss for the year	-	-	-	-
Total comprehensive loss for the year	**(91.43)**	**-**	**(1,963.37)**	**(2,054.80)**
Movement during the year		-	-	-
Balance As at 31 March 2025	**8,074.12**	**19,348.63**	**(23,915.05)**	**3,507.69**
Profit for the year after the exceptional items	-	-	(3,727.20)	(3,727.20)
Transfer of additional depreciation arising from revaluation	(91.03)	-	-	(91.03)
Change during the Year	-	-	-	-
Transfer from revaluation reserve	-	-	91.03	91.03
Other comprehensive loss for the year	-	-	(5.39)	(5.39)
Total comprehensive loss for the year	**(91.03)**	**-**	**(3,641.55)**	**(3,732.57)**
Movement during the year		-	-	-
Balance As at 31 March 2026	**7,983.09**	**19,348.63**	**(27,556.60)**	**(224.88)**

The accompanying notes 1 to 51 form an integral part of the financial statements

This is the statement of changes in equity referred to in our audit report of even date.

For M Sahu & Co.
Chartered Accountants
Firm Registration No. 130001W

For Steelco Gujarat Limited

Sd/-
Deepak Sharma
Director
DIN : 11484653

Sd/-
Anoop Kumar Saxena
Managing Director
DIN : 10311727

Sd/-
Partner (Manojkumar Sahu)
Membership No: 132623
UDIN : 26132623LKNNYQ4365

Sd/-
Bhavisha Dubber
Company Secretary

Sd/-
Mahendra Parekh
Chief Financial Officer
Place: Vadodara
Date: 26/05/2026

Place: Vadodara
Date: 26/05/2026

STEELCO GUJARAT LIMITED

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

CORPORATE INFORMATION

Steelco Gujarat Limited (the "Company") is a listed public limited company domiciled in India, incorporated under the Companies Act, 1956. The Company is listed on the Bombay Stock Exchange (BSE). The Company's commercial production of cold rolled steel products started in 1994 with cold rolling of steel continuous hot dip galvanizing line in 1997 and the Continuous Colour Coating Line in 2017. The Company is engaged in manufacturing of GP/GC coil sheets and CR coils and sheets, and the factory and office is located at Palej – 392220, Bharuch, Gujarat. The Company is accredited with ISO9001:2000 and ISO 14001:2004 certification on quality management standards for the manufacturing and supply of CR steel sheet/coils/strips, CR galvanized plain/corrugated sheet/coil/strips and pre painted galvanized sheet/coils.

The Board of Directors approved the financial statements for the year ended March 31, 2026 and authorized for issue on 26/05/2026.

1. BASIS OF PREPARATION

i. Compliance with Ind AS

The financial statements comply, in all material respects, with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and other relevant provisions of the Act, to the extent applicable.
The accounting policies are applied consistently to all the periods presented in the financial statements.

ii. Historical cost convention

The financial statements have been prepared on a historical cost basis, except the following:

- Certain financial assets and liabilities that are measured at fair value;
- Assets held for sale – measured at lower of carrying amount or fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value.

iii. Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (not exceeding twelve months) and other criteria set out in the Schedule III to the Act.

iv. Functional and presentation currency

These financial statements are presented in Indian Rupees, which is the Company's functional currency.

v. Rounding of amounts

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

2. MATERIAL ACCOUNTING POLICIES

a) Revenue recognition:

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 to which the Company expects to be entitled in exchange for those goods or services.

Revenue from the sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on the delivery of the goods.

The Company satisfies the performance obligation and recognises revenue over time, if one of the criteria prescribed under Ind AS 115 - "Revenue from Contracts with Customers" is satisfied. If a performance obligation is not satisfied over time, then revenue is recognized at a point in time at which the performance obligation is satisfied.

The Company recognises revenue for performance obligation satisfied over time only if it can reasonably measure its progress towards complete satisfaction of the performance obligation. The Company would not be able to reasonably measure its progress towards complete satisfaction of a performance obligation if it lacks reliable information that would be required to apply an appropriate method of measuring progress. In those circumstances, the Company recognises revenue only to the extent of cost incurred until it can reasonably measure outcome of the performance obligation.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component and consideration payable to the customer like return and trade discounts.
Sales are disclosed excluding net of sales returns and Goods and Service Tax (GST).

Income from operations includes revenue earned on account of job work income which is accounted as per the terms agreed with the customers. Export benefits available under prevalent schemes are accounted to the extent considered receivable.

Other income is comprised primarily of interest income, gain / loss on investments and exchange gain/loss on foreign currency transactions. Interest income is recognized using the effective interest method.

Rental income from investment properties and subletting of properties is recognised on a straight line basis over the term of the relevant leases.

b) Foreign Currency Transactions

i. Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (“the functional currency”). The financial statements are presented in Indian rupee, which is the Company’s functional and presentation currency.

ii. Foreign currency transactions and balances

Foreign currency transactions are recorded in the functional currency by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency on the date of the transaction (spot exchange rate).

All monetary items denominated in foreign currency are converted into the functional currency at the year-end exchange rate. The exchange differences arising on such conversion and on settlement of the transactions are recognised in the statement of profit and loss.

Non-monetary items in terms of historical cost denominated in a foreign currency are reported using the exchange rate prevailing on the date of the transaction.

c) Property, Plant and Equipment:

i. Recognition and measurement

Leasehold land is measured using the revaluation model and is carried at its revalued amount, being its fair value at the date of revaluation. The revaluation was carried out in the previous financial year and no revaluation was carried out during the current financial year.

Buildings and all other items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in the Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for and depreciated as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in the Statement of Profit and Loss.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2016, measured as per the Previous GAAP and use that carrying value as the deemed cost (except to the extent of any adjustment permissible under other accounting standards) of the property, plant and equipment.

ii. Subsequent Expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii. Depreciation

Depreciation and amortisation on property, plant and equipment and intangible assets is provided on a straight-line basis over the estimated useful lives of the respective assets. Depreciation and amortisation commence when the assets are available for use and cease when the assets are derecognised or classified as held for sale, as applicable.

Leasehold land is amortised over the period of the underlying lease. Depreciation on assets under construction commences when the respective assets are ready for their intended use.

For determining the appropriate useful lives and depreciation rates, plant and machinery qualifying as continuous process plants have been identified based on technical assessment obtained by the Company.

Depreciation on additions to and disposals of property, plant and equipment and intangible assets during the year is provided on a pro-rata basis from the date the respective asset is available for use up to the date of disposal, as applicable.

Individual assets costing not more than INR 10,000 are depreciated fully in the year of acquisition, in accordance with the Company's accounting policy.

Depreciation on additions or extensions to existing property, plant and equipment which become an integral part of the existing asset is provided over the remaining useful life of the related existing asset.

The estimated useful lives of the principal categories of property, plant and equipment and intangible assets are as follows:

Class of Assets	Estimated Useful Life (in years)
Leasehold land	198 years*
Buildings	Up to 45 years*
Plant and equipment (except as stated at**)	Up to 22 years*
Furniture and fixtures	Up to 10 years*
Vehicles	8 years
Office equipment	1 to 15 years*
Computer software	3 to 6 years

* The useful lives stated above are based on the nature of the assets, expected pattern of consumption of economic benefits and technical assessment, where applicable. In respect of leasehold land, the useful life is based on the contractual lease period of 99 years. The Company expects renewal/extension of the lease arrangement with GIDC upon expiry, subject to the applicable terms, conditions and approvals.

**Depreciation on work rolls, intermediate rolls and back-up rolls is determined based on their proportionate usage, which is technically evaluated by the management based on the expected usage and consumption pattern of such assets.

The depreciation method, useful lives and residual values of property, plant and equipment and intangible assets are reviewed at each reporting date and changes, if any, are accounted for prospectively as a change in accounting estimate in accordance with the applicable Ind AS requirements.

No further depreciation is provided in respect of assets that have been fully depreciated but continue to be in use.

IV. The Company follows the revaluation model for certain classes of property, plant and equipment. Under the revaluation model, such assets are carried at their revalued amounts, being their fair value at the date of revaluation, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Revaluations are carried out with sufficient regularity to ensure that the carrying amount of the assets does not differ materially from their fair value at the reporting date. The revaluation of the relevant class of property, plant and equipment was carried out in the previous financial year. No revaluation was carried out during the current financial year.

Any revaluation surplus arising on revaluation of property, plant and equipment is recognised in Other Comprehensive Income and accumulated in equity under the head "Revaluation Surplus", except to the extent that it reverses a revaluation decrease of the same asset previously recognised in the Statement of Profit and Loss, in which case such increase is recognised in the Statement of Profit and Loss.
A revaluation decrease is recognised in the Statement of Profit and Loss, except to the extent that it reverses a revaluation surplus previously recognised in Other Comprehensive Income in respect of the same asset, in which case it is recognised in Other Comprehensive Income and reduces the accumulated revaluation surplus in equity.
The difference between depreciation based on the revalued carrying amount of an asset and depreciation based on its original cost, net of tax where applicable, may be transferred from revaluation surplus to retained earnings on a systematic basis over the remaining useful life of the related asset. Such transfer is made directly within equity and is not recognised in the Statement of Profit and Loss.

d) Intangible Assets:

Intangible assets include computer software which is stated at cost less accumulated amortisation.
On transition to Ind AS, the Company has opted to continue with the carrying values measured under the previous GAAP as at 1st April, 2016 its intangible assets and used that carrying value as the deemed cost of the intangible assets on the date of transition i.e. 1st April, 2016.

e) Investment property

Investment properties are those that are held for long-term rental yields or for capital appreciation or both. Investment property is measured initially at its cost, including related transaction costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company in a period exceeding 1 year and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.
Investment properties are depreciated using the straight-line method over their estimated useful lives. The useful life has been determined based on technical evaluation performed by the management's expert.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its investment properties recognised as at 1st April, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of investment properties.

f) Leases:

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee
(A) Lease Liability

At the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

(B) Right-of-use assets

Initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

Subsequent measurement

(A) Lease Liability

Company measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

(B) Right-of-use assets

Subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the under lying asset.

Impairment

Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Short term Lease

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the company elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

As a lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever, the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Lease income is recognised in the statement of profit and loss on straight line basis over the lease term.

g) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted by transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss)

The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

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

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows under an eligible transaction.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

b) Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

· Equity instruments measured at fair value through other comprehensive income (FVTOCI)

· Equity instruments measured at fair value profit or loss (FVTPL)

Debt instruments at amortised cost

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

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (the "EIR") method. 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.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

Debt instruments at fair value through other comprehensive income

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b. The asset's contractual cash flows represent SPPI.

The Company does not have any debt instruments classified in FVOCI category.

Debt instruments at fair value through profit or loss

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

The Company does not have any debt instruments classified in FVTPL category.

Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in the OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

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

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in OCI. There is no recycling of the amounts from the OCI to the statement of profit and loss, even on sale of the investment. However, the Company may transfer the cumulative gain or loss within categories of equity.

c) Classification and subsequent measurement of financial liabilities

All financial liabilities are recognised initially at its fair value adjusted by directly attributable transaction costs.

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

- Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. The Company does not have any financial liabilities classified at fair value through profit or loss.

- Financial liabilities measured at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method.

Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

h) Impairment:

i. Non - financial assets

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite life may be impaired. If any such impairment exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

ii. Financial assets

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the EIR of the instrument. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the statement of profit and loss.

i) Taxes on Income:

Income Tax expense comprises of current and deferred tax. Income Tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

(i) Current Tax

Current Tax is the amount of income taxes payable (recoverable) in respect of the taxable profit (tax loss) for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date

Current tax assets and liabilities are offset if, and only if, the Company:

a) has a legally enforceable right to set off the recognized amounts; and
b) intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:
a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

j) 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 is based on the presumption 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
The principal or the most advantageous market must be accessible by the Company.
The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits 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 are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.
All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
· Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
· Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly Observable
· Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

k) Inventories:

i. Finished and Semi-Finished Products produced and purchased by the company are carried at Cost and net realizable value, whichever is lower.
ii. Work in Progress is carried at lower of cost and net realizable value.
iii. Raw Material is carried at lower of cost and net realizable value.
iv. Stores and Spares parts are carried at cost. Necessary provision is made and expensed in case of identified obsolete and nonmoving items.

The cost of raw materials, stores and spares and traded goods is determined on the weighted average cost basis.

The cost of work-in-progress, semi-finished goods and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed production overheads and is determined on the basis of normal operating capacity (full absorption costing method).

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

l) Cash and Cash Equivalents:

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments (original maturity less than 3 months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts and cash credits as they are considered an integral part of the Company’s cash management.

m) Employee benefits:

A. Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, performance incentives, etc. are recognized at actual amounts due in the period in which the employee renders the related service.

B. Post-employment benefits

Defined contribution plans:

The Company contributes on a defined contribution basis to Employees' Provident Fund towards post-employment benefits, all of which are administered by the respective Government authorities. The Company has no further obligation beyond making its contribution, which is expensed in the period to which it pertains.

Defined benefit plans:

i. Gratuity plan:

The Company administers the gratuity scheme being unfunded liability. The liability for the defined benefit plan of Gratuity is determined on the basis of an actuarial valuation by an independent actuary at the year end, which is calculated using projected unit credit method. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in the Other Comprehensive Income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the statement of profit and loss as past service cost.

ii. Leave Entitlements (long-term employee benefit):

The employees of the company are entitled to leave as per the leave policy of the Company. The unfunded liability in respect of unutilized leave balances is provided based on an actuarial valuation carried out by an independent actuary, which is calculated using projected unit credit method as at the year end and charged to the statement of profit and loss.

n) Borrowing costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.
Other borrowing costs are expensed in the period in which they are incurred.

o) Provisions and Contingencies:

A provision is recognised when:
· The Company has a present obligation as a result of a past event;
· It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
· A reliable estimate can be made of the amount of the obligation.
Provisions are measured at the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. 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. The increase in the provision due to the passage of time is recognised as finance costs.
The Company does not recognise contingent liabilities but it is disclosed in the financial statements unless the possibility of an outflow of resources embodying economic benefits is remote.
Contingent asset is not recognised in the financial statements.

p) Earnings per Share:

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year.
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share after considering the income tax effect of all finance costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.
The Company has not issued any dilutive potential equity shares.

q) Exceptional items:

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

3. USE OF JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

While preparing financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Financial reporting results rely on the management estimate of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgment, estimates and assumptions are required in particular for:

a) Determination of the estimated useful life of tangible assets

Useful life of tangible assets is based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful life is different from that prescribed in Schedule II, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

b) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long-term nature, defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

c) Recognition of deferred tax liabilities

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carryforwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

d) Discounting of financial assets / liabilities

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial assets / liabilities which are required to be subsequently measured at amortized cost, interest is accrued using the effective interest method.

e) Recoverability of Disputed Advances and Claims

The Company exercises judgement in assessing the recoverability of disputed advances and amounts paid under protest. Such assessments involve consideration of legal opinions, historical experience, status of legal proceedings and other relevant factors. Changes in these assumptions may affect the carrying amount of such assets.

3. A. Critical accounting judgments and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions about the reported amounts of assets and liabilities, and income and expenses that are not readily apparent from other sources. Such judgments, estimates and associated assumptions are evaluated based on historical experience and various other factors, including estimation of the effects of uncertain future events, which are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements and estimations that have been made by the management in the process of applying the Company's accounting policies and that have the most significant effect on the amount recognized in the financial statements and/or key sources of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year

a) Inventories:

The Company assesses inventories at each reporting date for indicators of obsolescence, slow-moving, non-moving, damaged or excess stock. An allowance for inventory obsolescence is recognised based on management's estimate of the inventories' net realisable value, considering factors such as ageing, historical consumption patterns, technological changes, physical condition and expected future demand.

Inventory shrinkage identified during physical verification, including losses arising from handling, storage, pilferage, evaporation and other inventory count variances, is recognised in the Statement of Profit and Loss in the period in which such shortages are identified.

The allowance for inventory obsolescence and shrinkage is reviewed at each reporting date and adjusted to reflect the best estimate of the recoverable value of inventories.

Steelco Gujarat Limited
Notes to the financial statements for the year ended 31 March 2026

4. Property, Plant and Equipment

Description	Leasehold land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment's	Total
Gross block [Carrying value (at deemed cost)]							
Balances as at 1 April 2024	7,253.25	4,282.42	6,634.34	47.53	31.25	47.02	18,295.81
Additions during the year	-	44.21	170.45	0.24	-	8.56	223.46
Disposals during the year	-	(2.68)	(602.44)	-	-	-	(605.12)
Impaired during the year	-	-	(134.85)	-	-	-	(134.85)
Balance As at 31 March 2025	**7,253.25**	**4,323.95**	**6,067.50**	**47.77**	**31.25**	**55.58**	**17,779.30**
Additions during the year	-	49.88	876.53	0.74	-	12.61	939.77
Capitalised during the year	-	-	-	-	-	-	-
Disposals during the year	-	-	(9.11)	-	(29.52)	-	(38.63)
Impaired during the year	-	-	-	-	-	-	-
Balance As at 31 March 2026	**7,253.25**	**4,373.83**	**6,934.92**	**48.51**	**1.73**	**68.19**	**18,680.44**
Accumulated depreciation							
Balance as at 1 April 2024	94.88	2,082.76	2,370.17	43.16	29.64	35.37	4,655.98
Depreciation charge for the year	-	109.25	84.66	0.16	0.06	2.37	196.50
Amortisation for the year	40.45	-	-	-	-	-	40.45
Disposals during the year	-	-	(299.23)	-	-	-	(299.23)
Impaired during the year	-	-	(66.98)	-	-	-	(66.98)
Balance As at 31 March 2025	**135.33**	**2,192.01**	**2,088.62**	**43.32**	**29.70**	**37.74**	**4,526.72**
Depreciation charge for the year	-	111.32	265.56	0.18	0.04	3.28	380.38
Amortisation for the year	40.45	-	-	-	-	-	40.45
Disposals during the year	-	-	-	-	(28.04)	-	(28.04)
Impaired during the year	-	-	-	-	-	-	-
Balance As at 31 March 2026	**175.78**	**2,303.33**	**2,354.18**	**43.50**	**1.70**	**41.02**	**4,919.51**
Net block							
Balance As at 31 March 2025	**7,117.92**	**2,131.94**	**3,978.88**	**4.45**	**1.55**	**17.84**	**13,252.57**
Balance As at 31 March 2026	**7,077.47**	**2,070.50**	**4,580.74**	**5.01**	**0.03**	**27.17**	**13,760.92**

(i) Assets acquired under finance lease

During the year 1991-92, the Company acquired under a finance lease from G.I.D.C., land situated at plot No.2, G.I.D.C. estate, N.H.No.8, Palej, Dist. Bharuch, Gujarat (India). The lease period is for 99 years which can be extended for another 99 years at the option of the Company.

4.1 Capital work in progress

Particulars	0-1 Year	1-2 year	2-3 year
As at 31 March 2026			
Capital work in progress	-	338.40	-
Total	**-**	**338.40**	**-**
As at 31 March 2025			
Capital work in progress*	-	330.95	-
Total	**-**	**330.95**	**-**

*During the financial year, the Company has transferred certain portion of Capital Spares from Inventory to Capital Work-in-Progress (CWIP) on the projection that with that capital store they are building Machinery lines for the production of goods. These items were earlier classified as inventory but have now been reclassified, as they are intended to be used for capital projects under the execution. The reclassification has been done in accordance with applicable accounting standards to appropriately reflect the nature and intended use of the assets.

This reclassification does not have any impact on the profit and loss account for the year.

Steelco Gujarat Limited
Notes to the financial statements for the year ended 31 March 2026
5. Investment Property

(INR in lakhs)

Description	Buildings	Total
Gross block [Carrying value (at deemed cost)]		
Balances as at 1 April 2024	16.82	16.82
Additions during the year	-	-
Balance As at 31 March 2025	**16.82**	**16.82**
Additions during the year	-	-
Balance As at 31 March 2026	**16.82**	**16.82**
Accumulated depreciation		
Balances as at 1 April 2024	6.49	6.49
Depreciation charge for the year	0.81	0.81
Amortisation for the year	-	-
Balance As at 31 March 2025	**7.30**	**7.30**
Depreciation charge for the year	0.81	0.81
Amortisation for the year	-	-
Balance As at 31 March 2026	**8.11**	**8.11**
Net block		
Balance As at 31 March 2025	**9.52**	**9.52**
Balance As at 31 March 2026	**8.71**	**8.71**

(i) Contractual obligations

There are no contractual obligations to purchase, construct, or develop investment property or for its repair, maintenance, or enhancement.

(ii) Amount recognised in profit and loss for investment properties (leased or otherwise)

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Rental income	7.60	-
Depreciation	0.81	0.81
(iii) Profit from leasing of investment properties	**6.79**	**(0.81)**

(v) Fair value (INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Buildings**	327.35	234.20

** The company has considered the fair value as per the Valuation Report dated 13th January 2026.

(vi) Estimation of fair value

The fair values of the investment properties have been carried out by an independent valuer. The best evidence of fair value is current prices in an active market for similar properties. The investment properties have been fair valued using the sales comparison method in which due weightage has been given to property rates as evident from sales instances of comparable land and building found upon market enquiry, area, location, nearby civic amenities available etc. This is a Level 2 measurement as per the fair value hierarchy set out in fair value measurement disclosures.

6 Other financial assets

(INR in lakhs)

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Bank deposits with more than 12 months maturity*	628.17	205.42	-	-
Security Deposits	8.78	7.18	-	-
Income Tax Receivable	55.49	55.49	-	-
VAT Balance Receivable	37.45	37.45	-	-
Insurance Claim Receivable	-	-	2.31	-
Total	**729.88**	**305.54**	**2.31**	**-**

*Non-current earmarked balances with banks represent deposits account not due for realisation within 12 months from the balance sheet date. These are primarily placed as security with government bodies, margin money against issue of bank guarantees, etc.

7 Other Assets

(INR in lakhs)

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Balance with Govt Authorities	1,222.13	343.38	-	-
Prepaid expenses	-	-	2.90	6.25
Advance to vendors*	-	-	504.32	253.28
Capital Advances	-	-	46.09	1.97
Security Deposit	18.58	19.00	-	-
Other advances	-	-	0.14	1.30
Amount recoverable from Managing Director towards excess remuneration(Refer Note No. 46)	201.86	201.86	-	-
Total	**1,442.57**	**564.24**	**553.46**	**262.80**

*Advances to vendors amounting to ₹122.90 Lakhs are under dispute and are subject to legal proceedings initiated by the Company. Based on legal advice and management's assessment of the facts and circumstances, the Company expects the amount to be recoverable and accordingly no impairment provision has been recognised.

The Company made a payment of Rs. 39.80/- Lakhs to Dakshin Gujarat Vij Company Limited (DGVCl) under protest. This payment relates to disputed claim .The Company disputes the validity and/or amount of the payment to DGVCl and has initiated legal proceedings and/or discussions to contest the same. The payment was made under protest to preserve the Company's rights pending resolution of the dispute. As of the reporting date, the outcome of these proceedings is uncertain, and therefore, no provision for this payment has been made in the financial statements.

8 Inventories

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Raw materials	2,509.12	247.13
Finished goods	775.71	40.87
Work-in-progress	177.76	2.87
Stores and spares	724.93	769.86
Packing materials	4.12	4.75
Goods in Transit	137.41	-
Capital Spares	39.81	40.53
Stock of Scrap	21.92	-
Total	**4,390.78**	**1,106.01**

8 Inventories (Contd...)

i) The amount of inventories recognized as an expense is recognised in costs of materials consumed, changes in inventory, and consumption of stores and spares.

ii) There was no capitalization of borrowings cost to inventories during the years presented.

iii) The cost of inventories recognised as expense of Rs. 31.28 Lakhs (March 31, 2025: reversal Nil) in respect of write- down of inventory to net realisable value and provision for slow-moving and obsolete items.

9 Trade Receivables [unsecured]

(INR in lakhs)

Particulars	**Current**	
	As at 31 March 2026	**As at 31 March 2025**
Trade receivables considered good	2,142.46	396.98
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	9,803.60
Less: allowance for expected credit loss	-	(9,803.60)
Total	**2,142.46**	**396.98**
The movement in allowance for expected credit loss is as follows		
Balance as at beginning of the year	9,803.60	9,803.60
Change in allowance for credit impaired during the year	-	-
Provision for Bad Debt Recovered		
Trade receivable written off during the year	(9,803.60)	-
Balance as at the end of the year	**-**	**9,803.60**

(i) Trade receivables include due by directors and its officers of the company - nil (previous year nil)

Trade Receivable Ageing summary

Particulars	**Less than 6 Months**	**6 Months - 1 year**	**1-2 years**	**2-3 Years**	**More than 3 Years**	**Total**
As at 31 March 2026						
(i) Undisputed Trade Receivable - Considered Good	2,131.08	0.89	10.49	-	-	2,142.46
(ii) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(iv) Disputed Trade Receivable - credit impaired	-	-	-	-	-	-
Total	**2,131.08**	**0.89**	**10.49**	**-**	**-**	**2,142.46**
Less: Expected Credit Loss (ECL)	-				-	-
Total Trade Receivable	**2,131.08**	**0.89**	**10.49**	**-**	**-**	**2,142.46**
As at 31 March 2025						
(i) Undisputed Trade Receivable - Considered Good	32.12	35.00	329.86	-	-	396.98
(ii) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(iv) Disputed Trade Receivable - credit impaired	-	-	-	-	9,803.60	9,803.60
Total	**32.12**	**35.00**	**329.86**	**-**	**9,803.60**	**10,200.58**
Less: Expected Credit Loss (ECL)	-	-	-	-	(9,803.60)	(9,803.60)
Total Trade Receivable	**32.12**	**35.00**	**329.86**	**-**	**-**	**396.98**

10 Cash and cash equivalents

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Cash in hand	3.85	6.21
Balances with banks		
In current accounts	1,166.58	15.07
Total	**1,170.43**	**21.28**

There are no repatriation restrictions with regard to cash and cash equivalents at the end of the reporting period.

11 Current Tax Assets [net]

(INR in lakhs)

Particulars	Current	
	As at 31 March 2026	As at 31 March 2025
Current tax assets	9.07	0.98
Total	**9.07**	**0.98**

12. Equity share capital

Particulars	Number of shares		Amount (INR in lakhs)	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Authorised capital				
Equity shares of Rs. 10 each	2,50,00,000	50,00,000	2,500.00	500.00
Total	**2,50,00,000**	**50,00,000**	**2,500.00**	**500.00**
Issued, subscribed and fully paid-up capital				
Equity shares of Rs. 10 each	49,66,012	49,66,012	496.60	496.60
Total	**49,66,012**	**49,66,012**	**496.60**	**496.60**

During the year, the authorised share capital of the Company was increased from ₹500.00 lakhs to ₹2,500.00 lakhs, comprising 2,50,00,000 equity shares of ₹10 each, pursuant to the approval of the shareholders

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	Number of shares	Amount (INR in lakhs)
Equity shares outstanding as at 1 April 2024	**49,66,012**	**496.60**
Add: Issued during the year	-	-
Equity shares outstanding as at 31 March 2025	**49,66,012**	**496.60**
Add: Issued during the year	-	-
Equity shares outstanding as at 31 March 2026	**49,66,012**	**496.60**

(a) The Company has one class of equity shares having a par value of ₹10 each. Each holder of equity shares is entitled to one vote per share. The equity shares rank pari passu in all respects, including entitlement to dividend and repayment of capital in the event of liquidation of the Company.

(b) There are no shares reserved for issue under options or contracts, including pursuant to the exercise of options or conversion of other securities.

(c) No equity shares have been issued during the current year or the preceding five years for consideration other than cash.

(d) The Company has neither issued any bonus shares nor bought back any of its equity shares during the period of five years immediately preceding the reporting date.

(e) There are no calls unpaid and no shares have been forfeited as at 31 March 2026.

(f) No equity shares have been issued pursuant to any scheme of arrangement during the year.

(iii) Details of shareholders holding more than 5% shares in the Company

Particulars	% holding		Number of shares	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Ultimate Investofin Ltd.	43.29%	43.29%	21,50,000	21,50,000
Sainaisha Traders Private Limited	41.28%	41.28%	20,50,000	20,50,000
NOGF (Next Orbit Growth Fund)	10.07%	10.07%	5,00,000	5,00,000

(iv) Details of Shares held by promoters at the end of the year

Particualars	% holding		Number of shares	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Percentage (%) change during the year	**-**	**-**	**-**	**-**
Ultimate Investofin Ltd.	43.29%	43.29%	21,50,000	21,50,000
Sainaisha Traders Private Limited	41.28%	41.28%	20,50,000	20,50,000
NOGF (Next Orbit Growth Fund)	10.07%	10.07%	5,00,000	5,00,000

13. Other equity

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Capital reserve:		
Opening balance	19,348.63	19,348.63
Changes during the year:	-	-
Closing balance (a)	**19,348.63**	**19,348.63**
Retained earnings:		
Opening balance	(23,915.05)	(21951.67)
Net profit/(loss) for the year	(3,727.20)	(2,053.77)
Transfer from revaluation surplus relating to additional depreciation	91.03	91.43
Change during the year	-	(1.04)
Other comprehensive income/(loss)	(5.39)	-
Closing balance (b)	**(27,556.60)**	**(23,915.05)**
Revaluation surplus:		
Opening balance	**8,074.12**	**8,165.55**
Transfer of additional depreciation arising from revaluation	(91.03)	(91.43)
Closing balance (C)	**7,983.09**	**8,074.12**
Total other equity (a+b+c)	**(224.88)**	**3,507.69**

Summary of balance of other equity (INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Capital reserve	19,348.63	19,348.63
Retained earnings	(27,556.60)	(23,915.05)
Revaluation surplus	7,983.09	8,074.12
Total	**(224.88)**	**3,507.69**

Nature and purpose of other reserves

Capital reserve

Capital reserve represents amounts recognised from transactions of a capital nature and is not available for distribution as dividend to the shareholders.

Retained earnings

Retained earnings represent the accumulated profits/losses made by the company over the years.

Revaluation surplus

Revaluation surplus represents the surplus arising from the revaluation of Property, Plant and Equipment carried out in earlier years in accordance with Ind AS 16 – Property, Plant and Equipment.

The revaluation surplus is transferred to retained earnings over the remaining useful lives of the related assets, to the extent of the additional depreciation arising from revaluation. During the year, ₹91.03 lakhs (previous year: ₹91.43 lakhs) was transferred from revaluation surplus to retained earnings within equity, representing the additional depreciation arising from revaluation.

Accordingly, the revaluation surplus stood at ₹7,983.09 lakhs as at 31 March 2026 (31 March 2025: ₹8,074.12 lakhs).

Steelco Gujarat Limited

Notes to the financial statements for the year ended 31 March 2026

14. Borrowings
(A) Non-current

(INR in lakhs)

Particulars	Maturity date	Terms of repayment	Coupon/ Interest rate	As at 31 March 2026	As at 31 March 2025
Secured					
(a) Loan From corporate (see note (i) below)	30th September, 2026	36 Monthly repayments starting from 31st October ,2023 to 30th September,2026.	21.00%	-	2,775.05
(a) Non Convertible Debenture (see note (ii) below) 16,000 (previous year Nil) Secured Non Convertible Redeemable Debentures of ₹ 87,500/- each partly paid up (Face Value ₹ 1,00,000/- each) (Redeemable ₹ 14.00 crore in the Financial Year 2028-2029, ₹ 28.00 crore in the Financial Year 2029-2030 and Balance ₹ 98.00 Crore in the Financial Year 2030-2031 (Upto 31st December 2030.)	31st December 2030		21.90%	14,000.00	-
Unsecured					
Loan From Promoters	9/30/2031	Single repayment at the time of maturity	0%	6,600.01	1,616.01
Loan From Promoters	9/30/2028	Single repayment at the time of maturity	12%	-	2,485.00
Loan From Promoters	NA	Not prescribed	0%	-	1,125.00
Inter Corporate Deposits	NA	Not prescribed	0%	2,080.46	1,132.75
Total non-current borrowings				**22,680.46**	**9,133.81**
Less : Interest accrued and due on term loan				-	-
Non-current borrowings as per balance sheet				**22,680.46**	**9,133.81**

(i) Loan from corporate (Security details)

(a) Primary : Hypothecation of entire current assets including Raw Raw Material, Work in process, Finished goods, spares and consumables and receivables etc on pari-passu basis. Extension of Hypothecation of entire current assets (present and future on pari- passu basis).

(b) Collateral : Equitable Mortgage(EM) over the entire fixed assets ranking pan passu. First pari - passu charge on factory building and plant and machinery Pari- passu first charge over the entire existing fixed assets of the Company including EM over leasehold right (leased by GIDC palej) over factory and admeasuring 241775 SQ MTR in Palej Industrial area consisting of 13, 14, 15, 16, 18, 20, 21, 22, 24tp, 25, 26, 27, 28tp, 35tp, 36/p. 37. 38, 39, 40tp, 43+44+45+46, 47and factory building premises situated thereon within the Village limit of Palej, Baruch , Gujarat Lease period is 99 years. residual period ot lease 79 years.

(ii) Non Convertible Debenture (Security details)

The Company has issued 16,000 Listed Secured Redeemable Non-Convertible Debentures ("NCDs") of ₹87,500 each, partly paid-up, having a face value of ₹1,00,000 each, aggregating to ₹14,000 lakhs (ISIN: INE629B07013). The NCDs are secured, inter alia, by way of:

(i) first-ranking mortgage over the mortgaged properties of Goddard Builders & Constructions Private Limited, Sanish Developers Private Limited and Eesan Estate Developers Private Limited;

(ii) first-ranking exclusive mortgage over the Steelco Mortgaged Properties of the Company;

(iii) first-ranking hypothecation over the hypothecated properties of Goddard Builders & Constructions Private Limited, Sanish Developers Private Limited and Eesan Estate Developers Private Limited;

(iv) first-ranking exclusive hypothecation over the hypothecated properties of the Company, including its fixed assets, current assets, trademarks, intellectual property and bank accounts;

(v) first-ranking pledge over the securities of the Company, Urjah Metallics Private Limited and Goddard Builders & Constructions Private Limited;

(vi) personal guarantees provided by Mr. Alok Jain, Mr. Ankur Saraf and Mr. Yash Aggarwal; and

(vii) corporate guarantees provided by Goddard Builders & Constructions Private Limited, Sanish Developers Private Limited, Eesan Estate Developers Private Limited, Teras Hotels & Resorts Private Limited, Urjah Metallics Private Limited, Ultimate Investofin Private Limited and Sainaisha Traders Private Limited,
together with demand promissory notes, undated cheques and such other security as stipulated under the transaction documents and the Debenture Trust Deed.

In addition, the Company has proposed to create a first-ranking exclusive mortgage in favour of Vistra ITCL (India) Limited, acting in its capacity as the Debenture Trustee, over the leasehold land situated at Plot No. 2, GIDC Estate, Palej, District Bharuch, Gujarat, as part of the security for the aforesaid NCDs.

As at 31 March 2026, the aforesaid mortgage over the leasehold land had not been created, as the requisite approval/permission from the Gujarat Industrial Development Corporation (GIDC) for creation of the mortgage was awaited. The Company has represented that the requisite applications and documents have been submitted to GIDC and that the mortgage will be created upon receipt of the requisite approval/permission from GIDC.

For the purpose of the Security Cover Statement, the value of the aforesaid leasehold land has been considered based on the valuation report dated 26 November 2025 issued by R K Patel, and the land is proposed to form part of the exclusive security to be charged in favour of the Debenture Trustee. However, since the requisite approval from GIDC had not been received and the mortgage had not been created as at 31 March 2026, the aforesaid leasehold land did not constitute security actually created in favour of the Debenture Trustee as at the reporting date.

15. Other Financial Liabilities

(INR in lakhs)

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Interest accrued but not due	-	-	539.67	49.49
Creditors for other Liabilities				
- For capital supplies and services	-	-	135.14	44.99
Security Deposits	3.73	0.88	-	-
Creditors for accrued wages & Salary	-	-	55.52	18.24
Total	**3.73**	**0.88**	**730.33**	**112.72**

16. Retirement benefit obligations

(INR in lakhs)

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Provision for gratuity*	7.89	2.90	240.57	412.64
Provision for leave encashment	7.56	2.45	3.88	1.47
Total	**15.45**	**5.35**	**244.45**	**414.12**

* As at the balance sheet date, the Company has a current provision for employee benefits amounting to ₹ 240.57 lakhs, which includes an unpaid gratuity liability of ₹ 236.58 lakhs. This gratuity liability has arisen in accordance with the requirements of Ind AS 19 – Employee Benefits, and represents the present value of the defined benefit obligation as determined by actuarial valuation.

Pursuant to the Resolution Plan approved by the Adjudicating Authority under the Insolvency and Bankruptcy Code, 2016, on 31st July 2023, the gratuity liability is required to be settled within 24 days from the effective date, i.e., the date of approval of the Resolution Plan. As of the reporting date, the liability remains unpaid. The Company is in the process of taking necessary steps to discharge the said obligation.

17. Other liabilities

(INR in lakhs)

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Advances from customers	-	-	22.73	0.20
Statutory dues	-	-	12.30	9.12
Department of Gujarat State Tax	37.45	37.45	-	-
Others payables	-	-	-	-
Total	**37.45**	**37.45**	**35.03**	**9.31**

18. Trade payables

(INR in lakhs)

Particulars	Current	
	As at 31 March 2026	As at 31 March 2025
Total outstanding dues of micro enterprises and small enterprises *	83.57	84.85
Total outstanding dues of creditors other than micro-enterprises and small enterprises		
- For Supplies and Services	374.81	2,414.15
Total	**458.38**	**2,499.00**

Trade Payable Ageing summary	**Outstanding for following periods from due date of payment#**				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 Years**	**More than 3 Years**	**Total**
As at 31 March 2026					
(i) MSME	83.31	0.26	-	-	**83.57**
(ii) Others	365.49	8.98	0.34	-	**374.81**
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
As at 31 March 2025					
(i) MSME	84.85	-	-	-	**84.85**
(ii) Others	1,237.78	1,176.38	-	-	**2,414.15**
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	**-**

As at the reporting date, the Company has outstanding dues to certain suppliers registered under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. The identification of such enterprises has been made based on the information and confirmations available with the Company.

The total outstanding dues to Micro and Small Enterprises (MSEs) as at 31 March 2026 amount to ₹83.57 lakhs (₹84.85 lakhs as at 31 March 2025), which have been disclosed under Trade Payables in the financial statements.

The Company has not provided for interest under Section 16 of the MSMED Act, 2006, in respect of any delay in payment to such suppliers. The Company is in the process of evaluating the applicability and quantum of such interest liability, if any, and the same will be recognised upon determination.

The disclosure as required under the MSMED Act, 2006 is as follows:

(INR in lakhs)

Particulars	**As at 31 March 2026**
(a) Principal amount due to suppliers under MSMED Act and remaining unpaid as at the end of the year	83.57
(b) Interest due on the above amount and remaining unpaid as at the end of the year	Not ascertained
(c) Interest paid in terms of Section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during the year	Nil
d) Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year)	Nil
(e) Interest accrued and remaining unpaid as at the end of the year	Not ascertained
(f) Further interest remaining due and payable in the succeeding years, until such date when the interest dues are actually paid to the small enterprise	Not ascertained

19. Provisions

(INR in lakhs)

Particulars	**As at 31 March 2026**	**As at 31 March 2025**
Provision for expenses	71.98	33.94
Total	**71.98**	**33.94**

20. Revenue from operations

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Sale of manufactured goods	4,359.27	398.74
Sales of Traded Goods	1,493.65	18.99
Total	**5,852.92**	**417.73**

21. Other income

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest income on Fixed Deposits	41.63	1.45
Interest income on Others	2.20	2.27
Income from sale of scrap	7.56	63.03
Rental Income	7.60	-
Amounts Written Off	5.47	-
Others	2.55	9.42
Total	**67.01**	**76.17**

22. Cost of materials consumed

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Raw materials:		
Opening stock	275.77	96.25
Add : Purchases	7,004.72	448.72
	7,280.49	**544.97**
Less : Closing stock	2,509.12	275.77
Total	**4,771.37**	**269.20**

23.Purchase of traded Goods

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Purchase of traded Goods	1,490.85	18.73
	1,490.85	**18.73**

24. Changes in inventories - Finished goods , Work in progress

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Closing stock:		
Work-in-progress	177.76	2.87
Finished Goods	775.71	40.87
Scrap inventories	21.92	-
	975.39	43.74
Opening stock		
Work-in-progress	2.87	-
Finished goods	40.87	-
Scrap inventories	-	-
	43.74	-
Stock movement (a)	**(931.65)**	**(43.74)**
Total	**(931.65)**	**(43.74)**

Steelco Gujarat Limited
Notes to the financial statements for the year ended 31 March 2026

25. Employee benefits expenses

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Salaries and wages to employee	276.84	182.46
Director remuneration	60.40	61.12
Contribution to provident fund	11.47	16.98
Gratuity & Leave Encashment Expenses	58.22	-
Staff Welfare Expenses	10.84	-
Total	**417.77**	**260.56**

26. Finance costs

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest Expenses		
- On Term Loan	748.18	736.97
- On Non Convertible Debenture	759.95	-
- Others	2.99	-
Borrowing Costs	13.77	0.17
Total	**1,524.89**	**737.14**

27. Depreciation and amortisation

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Depreciation on property, plant and equipment	380.39	363.58
Amortisation of lease hold land	40.45	40.45
Amortisation of investment property	0.81	0.81
Total	**421.65**	**404.84**

28. Other expenses

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Administrative & General Expenses	13.72	16.94
Consumption of stores and spares	207.78	63.17
Packing material Consumption	13.89	2.48
Manufacturing expenses	10.46	16.21
Power and fuel	487.53	125.77
Rent	19.80	16.73
Repairs & Maintenance to buildings		
- Building	14.91	31.77
- Plant and machinery	42.26	95.36
- Others	1.15	10.56
Insurance	6.27	9.06
Rates and taxes	63.83	-
Conveyance and traveling expenses	39.78	14.48
Professional fees	523.95	90.97
Legal and Licenses fees	46.15	4.45
Freight Expenses	70.11	20.17
Contract Labour Expenses	338.21	190.42
Security Service Charges	35.88	34.10
Audit fees	2.50	2.50
Miscellaneous expenses	8.55	10.96
Director Sitting Fees	5.55	2.25
Impairment of Fixed assets	-	95.25
Loss on sale of Fixed assets	-	47.37
Total	**1,952.26**	**900.95**

29. Other expenses (Contd...)

(i) Payments to auditors	For the year ended 31 March 2026	For the year ended 31 March 2025
		(INR in lakhs)
As auditor		
Audit fees(includes fees related to Limited review)	2.50	2.50
Certification & Other services	1.47	0.82

(ii) CSR expenses

Since the Company is continually making losses since the past few years, it is not required to incur any CSR expenses for both the years presented.

30. Earnings per share

Basic earnings per share is calculated by dividing the net profit/ (loss) for the year available for equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit/ (loss) for the year available for equity shareholders and the weighted average numbers of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Loss as per the statement of profit and loss available for equity shareholders	(3,727.20)	(1,062.27)
Weighted average number of equity shares for EPS computation	49,66,012	49,66,012
Basic and diluted earnings/(loss) per share (INR)	(75.05)	(21.39)

31. Financial instruments

(A) Accounting Classification and Fair values: **(INR in lakhs)**

As at 31 March 2026	Non-Current/ Current	Carrying Amount				Fair value			
		FVTPL	FVTOCI	Cost/ Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets:									
Unquoted Equity instrument	Non-current	-	-	-	-	-	-	-	-
Loans	Non-current	-	-	-	-	-	-	-	-
Loans	Current	-	-	-	-				
Trade receivables	Current	-	-	2,142.46	2,142.46	-	-	-	-
Cash and cash equivalents	Current	-	-	1,170.43	1,170.43	-	-	-	-
Other bank balances	Current	-	-	-	-	-	-	-	-
Other financial assets	Current	-	-	2.31	2.31	-	-	-	-
Total Financial Assets		**-**	**-**	**3,315.20**	**3,315.20**	**-**	**-**	**-**	**-**
Financial Liabilities:									
Borrowings	Non-current	-	-	22,680.46	22,680.46	-	-	-	-
Others financial liabilities	Non-current	-	-	3.73	3.73	-	-	-	-
Borrowings [including current maturities and interest]	Current	-	-	-	-	-	-	-	-
Trade payables	Current	-	-	458.38	458.38	-	-	-	-
Other financial liabilities	Current	-	-	730.33	730.33	-	-	-	-
Total Financial Liabilities		**-**	**-**	**23,872.90**	**23,872.90**	**-**	**-**	**-**	**-**

As at 31 March 2025	Non-Current/ Current	Carrying Amount				Fair value			
		FVTPL	FVTOCI	Cost/ Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets:									
Unquoted Equity instrument	Non-current	-	-	-	-	-	-	-	-
Loans	Non-current	-	-	-	-	-	-	-	-
Loans	Current	-	-	-	-	-	-	-	-
Trade receivables	Current	-	-	396.98	396.98	-	-	-	-
Cash and cash equivalents	Current	-	-	21.28	21.28	-	-	-	-
Other bank balances	Current	-	-	-	-	-	-	-	-
Other financial assets	Current	-	-	-	-	-	-	-	-
Total Financial Assets		**-**	**-**	**418.26**	**418.26**	**-**	**-**	**-**	**-**
Financial Liabilities:									
Borrowings	Non-current	-	-	9,133.81	9,133.81	-	-	-	-
Others financial liabilities	Non-current	-	-	0.88	0.88	-	-	-	-
Borrowings [including current maturities and interest]	Current	-	-	-	-	-	-	-	-
Trade payables	Current	-	-	2,499.00	2,499.00	-	-	-	-
Other financial liabilities	Current	-	-	112.72	112.72	-	-	-	-
Total Financial Liabilities		**-**	**-**	**11,746.41**	**11,746.41**	**-**	**-**	**-**	**-**

(B) Fair value of the assets measured at amortised cost:

Financial assets and financial liabilities measured at amortised cost for which fair valued are disclosed:

Financial Assets:
The carrying value of trade receivables, loans and advances and other financial assets, cash and cash equivalents, other bank balances etc. are considered to be approximately equal to the fair values.

Financial Liabilities:
Fair values of Loans from banks and others, other financial liabilities, trade payables, etc. are considered to be approximately equal to the carrying values.

32. Financial Risk Management

Risk Management framework
The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities are summarised by category in note 35. The main types of risks to which the Company is exposed are market risk, credit risk, and liquidity risk. The Company's risk management is coordinated at its headquarters, in close cooperation with the board of directors, and focuses on actively securing the Company's short to medium-term cash flows by minimizing exposure to volatile financial markets. The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed are described below.

(A) Credit risk
Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial assets such as trade receivables, security deposits, other receivables, etc. The Company's maximum exposure to credit risk is limited to the carrying amount of the following types of financial assets.

-Trade receivables
-Fixed deposits with banks
-Cash and cash equivalents
-Other financial assets measured at amortised cost

The Company continuously monitors defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this 'information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Company's policy is to deal only with credit-worthy counterparties.

a) Credit risk management

Cash and cash equivalent and Fixed deposits with banks

Credit risk related to cash and cash equivalents is managed by selecting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

In the case of export sales, credit risk related to trade receivables is mitigated by taking letters of credit from overseas customers or making sales against advances where credit risk is high. The Company closely monitors the credit-worthiness of the customers and only sells goods to credit-worthy parties.

Other financial assets measured at amortized cost

Other financial assets measured at amortized cost include security deposits, export incentives receivables, and others. The Company does not see any credit risks from export incentives receivables since the counterparty involved is government authorities. Credit risk related to other financial assets is managed by 'monitoring the recoverability of such amounts continuously, while at the same time, internal control systems in place ensure the amounts are within defined limits.

b) Expected credit losses

Company provides expected credit losses based on the following

Trade receivables

The Company recognizes lifetime expected credit losses on trade receivables using a simplified approach and uses historical information to arrive at loss relevant to each category of trade receivables:

(INR in lakhs)

Ageing (As at 31 March 2026)	0 - 30 days	30 - 60 days	60 - 90 days	90 - 180 days	180 - 365 days	More than one year	Total
Gross carrying amount	1,764.29	366.58	-	0.21	0.89	10.49	2,142.46
Expected credit loss provision	-	-	-	-	-	-	-
Carrying amount of trade receivables (Net of impairment)	**1,764.29**	**366.58**	**-**	**0.21**	**0.89**	**10.49**	**2,142.46**

Ageing (As at 31 March 2025)	0 - 30 days	30 - 60 days	60 - 90 days	90 - 180 days	180 - 365 days	More than one year	Total
Gross carrying amount	-	-	-	2.00	30.12	10,168.46	10,200.58
Expected credit loss provision	-	-	-	-	-	9,803.60	9,803.60
Carrying amount of trade receivables (Net of impairment)	**-**	**-**	**-**	**2.00**	**30.12**	**364.86**	**396.98**

Reconciliation of Expected credit loss provision

Particulars	(INR in lakhs)
As at 1 April 2024	2,223.38
Changes in provision	7,580.22
As at 31 March 2025	**9,803.60**
Changes in provision	(9,803.60)
As at 31 March 2026	**-**

(B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which it operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements, and maintaining debt financing plans.

32. Financial Risk Management (Contd...)

Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity based on their contractual maturities for all non-derivative financial liabilities and the amounts disclosed in the table are the contractual undiscounted cash flows.

(INR in lakhs)

Contractual maturities of financial liabilities As at 31 March 2026	Less than 1 year	1-2 year	2-3 year	More than 3 years	No specified maturity	Total
Borrowings*	-	-	-	20,600.01	2,080.46	**22,680.46**
Trade payable	458.38	-	-	-	-	**458.38**
Other Financial Liabilities	674.81	3.73	-	-	-	**678.54**
Total	**1,133.19**	**3.73**	**-**	**20,600.01**	**2,080.46**	**23,817.38**

Contractual maturities of financial liabilities As at 31 March 2025	Less than 1 year	1-2 year	2-3 year	More than 3 years	No specified maturity	Total
Borrowings*	-	2,775.05	2,485.00	1,616.01	2,257.75	**9,133.81**
Trade payable	2,499.00	-	-	-	-	**2,499.00**
Other Financial Liabilities	94.49	0.88	-	-	-	**95.36**
Total	**2,593.49**	**2,775.93**	**2,485.00**	**1,616.01**	**2,257.75**	**11,728.17**

The inter-corporate borrowing does not have a specified contractual maturity date and accordingly has been disclosed separately under 'No specified maturity'

32. Financial Risk Management (Contd...)

(i) Liabilities
Interest rate risk exposure
Below is the overall exposure of the Company to interest rate risk: **(INR in lakhs)**

Particulars	**For the year ended 31 March 2026**	**For the year ended 31 March 2025**
Variable rate borrowing	-	-
Fixed rate borrowing	14,000.00	5,260.05
Total	**14,000.00**	**5,260.05**

Sensitivity analysis
Since the Company does not have any variable rate borrowings as at 31 March 2026 and 31 March 2025, the Company is not exposed to significant cash flow sensitivity arising from changes in interest rates. Accordingly, no separate sensitivity analysis has been presented.

(ii) Assets
The Company's exposure to interest rate risk on financial assets primarily arises from fixed deposits. Fixed deposits are carried at amortised cost and carry fixed rates of interest. Accordingly, the Company is not exposed to significant cash flow interest rate risk arising from changes in market interest rates.

Interest rate risk exposure
Below is the overall exposure of the financial assets: **(INR in lakhs)**

Particulars	**For the year ended 31 March 2026**	**For the year ended 31 March 2025**
Variable rate deposits/ loans	-	-
Fixed rate deposits/ loans	-	205.42
Total	**-**	**205.42**

Sensitivity analysis
Since the Company did not have any variable-rate financial assets as at 31 March 2026 or 31 March 2025, no separate sensitivity analysis has been presented.

33. Capital management

The Company's capital management objectives are to maintain an appropriate capital structure and sufficient liquidity to support its operations and meet its financial obligations as they fall due. The Company also seeks to maintain an appropriate balance between debt and equity having regard to its business requirements, financial position and prevailing economic conditions.

The Company monitors its capital structure on the basis of net debt and shareholders' funds. Net debt comprises borrowings less cash and cash equivalents.

The Company's capital structure is influenced by its operating requirements, availability of financing and the need to meet its debt servicing and other financial obligations. The Company manages its capital structure through various measures, including raising or repayment of borrowings, issue of equity shares and management of its operating cash flows, as considered appropriate.

(INR in lakhs)

Particulars	**For the year ended 31 March 2026**	**For the year ended 31 March 2025**
Net debts	21,510.03	9,112.53
Share Holder fund	271.72	4,004.29
Net debt to equity ratio(in times)	**79.16**	**2.28**

The increase in the net debt to equity ratio during the year is primarily attributable to the increase in borrowings and the significant reduction in shareholders' funds during the year.

Dividends

Particulars	**For the year ended 31 March 2026**	**For the year ended 31 March 2025**
(i) Dividend on Equity shares	Nil	Nil
(ii) Dividends not recognised at the end of the reporting period	Nil	Nil

34. Related parties disclosures

In accordance with the requirements of Indian Accounting Standard (Ind AS) 24 "Related Party Disclosures" the name of the related party, related party relationship, transactions, and outstanding balances including commitments where control exists and with whom transactions have taken place during the reported period are as follows:

a) Promotor and its Associates

- Next Orbit Growth Fund
- Ultimate Investofin Limited
- Sainaisha Traders Private Limited

b) Key management personnel (KMP)

Name of person	Nature of relationship
Mr. Anoop Kumar Saxena	Managing Director
Mr. Anshoo Raj Khare	Whole time Director (upto 13.01.2026)
Mr.Ashokkumar Natwarlal Shah	Director
Ms. Mukta Alok Prakash Jain	Director
Mr. Satishkumar Panchal	Director
Mr. Rajesh Kirtivadan Kapadia	Director
Mr. Mahendra Parekh	Chief Financial Officer
Mr. Shankar Ramchandran Bharadhwaj	Nominee Director (W.e.f 13.01.2026)
Mr. Subir Kumar Chowdhury	Director (W.e.f 14.02.2026)
Mr. Deepak Sharma	Director (W.e.f 14.02.2026)
Mr. Bhavisha Bhupeshkumar Dubber	Company Secretary (w.e.f. 15.11.2025)
Mr.Paragkumar Sandipkumar Dave	Company Secretary (up to 14.11.2025)

c) Relatives of KMP — No transaction with relatives

d) Enterprises significantly influenced by Directors and/or their relatives: — None

e) Transactions with related parties **(INR in lakhs)**

Transactions with related parties for the year ended March 31, 2026 are as follows: (Previous Year's figures are shown in brackets)

Sr. No.	Nature of transaction	Promotor and its Associates	KMPs and relative of KMP	Total
	Salary	- -	22.61 (15.10)	22.61 (15.10)
	Remuneration and sitting fees	- -	65.55 (63.37)	65.55 (63.37)
	Loans Taken	5,016.00 (512.42)	- -	5,016.00 (512.42)
	Loan repaid	3,642.00 -	- -	3,642.00 -
	Interest Paid	88.85 -	- -	88.85 -
	Allotment of Equity share Capital	- -	- -	- -
	Balance outstanding at the year end:			
	Account Payable	- -	- -	- -
	Account Receivable	- -	- -	- -
	Loan Payable Outstanding	6,600.01	-	6,600.01

Loan Payable Outstanding	(5,226.01)	-	(5,226.01)
Loan Receivable Outstanding	-	-	-
	-	-	-

35. Contingent liabilities and commitment

(A) Contingent liabilities

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
(i) In respect of guarantees given by Banks and/or counter guarantees given by the	-	-
(ii) Other money for which the company is contingent liable:		
(a) Bhadreshwar Vidyut Pvt Ltd Court matter pending in NCLT Court	1.22	1.22
(b) Transfer fees on account of change in the promotors and Non Utilisation Penalty	2,510.59	-
Total	**2,511.81**	**1.22**

(B) Commitments

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Estimated amount of purchase orders remaining to be executed and not provided	227.99	353.54
Total	**227.99**	**353.54**

Note 36 – Employee Benefit Obligations

(INR in lakhs)

A. Defined Contribution Plans

The Company makes **provident fund** contributions, which are defined contribution plans, for qualifying employees. Under the scheme, the Company is required to contribute a specified percentage of payroll costs to fund the benefits. The Company recognised an expense of Rs. 11.47 Lakhs during the year ended March 31, 2026 (March 31, 2025: Rs. 9.11 Lakhs) towards provident fund contributions in the Statement of Profit and Loss.

The contributions payable by the Company are at rates specified under the applicable rules of the schemes. The Company's obligation is limited to the amount contributed and it has no further contractual or constructive obligation.

B. Defined Benefit Plans

The Company has the following employee benefit obligations: (i) Gratuity, being a post-employment defined benefit plan; and (ii) Leave Encashment / Privilege Leave, being an other long-term employee benefit.

The obligations have been actuarially valued as at March 31, 2026 using the Projected Unit Credit Method in accordance with Ind AS 19, Employee Benefits.

36.1 Characteristics of Plans and Risks

Gratuity

The Company provides gratuity benefits to eligible employees in accordance with applicable statutory provisions and the Company's scheme. The gratuity benefit is based on qualifying salary and completed period of service. The actuarial valuation as at March 31, 2026 covers 58 employees.

Leave Encashment

The Company's leave encashment plan is classified as an Other Long Term Employee Benefit – Privilege Leave. The benefit is based on accumulated earned leave and applicable wages. The valuation covers 58 employees.

Risks associated with the plans

The Company's employee benefit obligations expose it to salary/wage escalation risk, discount rate/interest rate risk, attrition/withdrawal risk, mortality/longevity risk and experience risk. Changes in these assumptions may materially affect the present value of the obligations. There are no plan assets and hence no investment-related risk.

36.2 Reconciliation of Present Value of Defined Benefit Obligation – Gratuity

Particulars	**2025-26**	**2024-25**
Present value of obligation at beginning of year	3.95	-
Current service cost	6.74	3.95
Past service cost	-	-
Interest expense	0.26	-
Benefit payments	-	-
Remeasurement – demographic assumptions	-	-
Remeasurement – financial assumptions	(0.67)	(2.67)
Remeasurement – experience adjustments	1.60	2.67
Present value of obligation at end of year	**11.88**	**3.95**

Note 36 – Employee Benefit Obligations

36.3 Reconciliation of Present Value of Obligation – Leave Encashment

Particulars	2025-26	2024-25
Present value of obligation at beginning of year	3.92	-
Current service cost	1.94	3.92
Past service cost	0.87	-
Interest expense	0.24	-
Benefit payments	(0.56)	-
Remeasurement – demographic assumptions	(0.02)	-
Remeasurement – financial assumptions	(0.60)	(0.22)
Remeasurement – experience adjustments	5.07	0.21
Present value of obligation at end of year	**10.88**	**3.92**

36.4 Fair Value of Plan Assets

The Company does not have any plan assets in respect of gratuity or leave encashment obligations. Accordingly, fair value of plan assets is Nil as at March 31, 2026 and March 31, 2025.

36.5 Amounts Recognised in Balance Sheet

Particulars	March 31, 2026	March 31, 2025
Gratuity – Present value of defined benefit obligation	11.88	3.95
Gratuity – Fair value of plan assets	-	-
Gratuity – Net defined benefit liability	11.88	3.95
Gratuity – Current portion	3.99	1.05
Gratuity – Non-current portion	7.89	2.90
Leave Encashment – Present value of obligation	10.88	3.92
Leave Encashment – Fair value of plan assets	-	-
Leave Encashment – Net liability	10.88	3.92
Leave Encashment – Current portion	3.32	1.47
Leave Encashment – Non-current portion	7.56	2.45

Note 36 – Employee Benefit Obligations

36.6 Amounts Recognised in Profit and Loss and OCI – Gratuity

Particulars	2025-26	2024-25
Current service cost	6.74	3.95
Net interest expense	0.26	-
Past service cost	-	-
Defined benefit cost recognised in Profit and Loss	7.00	3.95
Remeasurement recognised in OCI	0.93	-

36.7 Amounts Recognised in Profit and Loss and OCI – Leave Encashment

Particulars	2025-26	2024-25
Current service cost	1.94	3.92
Past service cost	0.87	-
Net interest expense	0.24	-
Defined benefit cost recognised in Profit and Loss	3.06	3.92
Remeasurement recognised in OCI	4.46	-

36.8 Significant Actuarial Assumptions

Assumption	Gratuity 2026	Gratuity 2025	Leave Encashment 2026	Leave Encashment 2025
Discount rate	7.50%	6.69%	7.50%	6.69%
Wages escalation rate	5.00%	5.00%	5.00%	5.00%
Expected return on plan assets	6.69%	7.30%	0.00%	0.00%
Mortality	100% IALM (2012–14) Ultimate	100%	100% IALM (2012–14) Ultimate	100%
Withdrawal / attrition	1.00%	1.00%	3.00% to 1.00%	1.00%
Disability rate	0.00%	0.00%	0.00%	0.00%

Note 36 – Employee Benefit Obligations

36.9 Sensitivity Analysis – Gratuity

Scenario	DBO	Change
Base scenario	11.88	–
Wages escalation +1%	12.81	+7.8%
Wages escalation -1%	11.08	-6.7%
Withdrawal rate +1%	11.78	-0.8%
Withdrawal rate -1%	11.95	+0.6%
Discount rate +1%	11.17	-6.0%
Discount rate -1%	12.72	+7.1%

36.10 Sensitivity Analysis – Leave Encashment

Scenario	DBO	Change
Base scenario	10.88	–
Wages escalation +1%	11.71	+7.6%
Wages escalation -1%	10.16	-6.6%
Withdrawal rate +1%	10.91	+0.3%
Withdrawal rate -1%	10.84	-0.3%
Discount rate +1%	10.24	-5.9%
Discount rate -1%	11.63	+6.9%

36.11 Asset-Liability Matching / Investment Strategy

The Company does not maintain any plan assets in respect of gratuity or leave encashment obligations as at March 31, 2026. Accordingly, there are no asset-liability matching strategies, annuity arrangements, longevity swaps or other investment techniques relating to plan assets.

36.12 Funding Arrangements and Funding Policy

The gratuity and leave encashment obligations are unfunded. There are no separate plan assets or external funding arrangements in respect of these obligations. The obligations are expected to be met by the Company from its operating cash flows as and when they fall due.

Note 36 – Employee Benefit Obligations

36.13 Expected Contributions / Future Cash Flows

Plan	Expected contribution / amount for next year
Gratuity	Rs. 11.88 Lakhs or one month's wages of employees covered under the scheme, whichever is lower.
Leave Encashment	Rs. 10.88 Lakhs or one month's wages of employees covered under the scheme, whichever is lower.

36.14 Maturity Profile of Defined Benefit Obligation – Gratuity

Expected period	Rs. Lakhs
Year 1	3.99
Year 2	1.18
Year 3	0.54
Year 4	2.87
Year 5	0.1
Years 6–10	1.13
Weighted average duration	**7.56 years**

36.15 Maturity Profile – Leave Encashment

Expected period	Rs. Lakhs
Year 1	3.32
Year 2	1.2
Year 3	0.66
Year 4	2.1
Year 5	0.3
Years 6–10	1.86
Weighted average duration	**7.44 years**

36.16 Other Information

The gratuity valuation as at March 31, 2026 covers 58 employees. The leave encashment valuation also covers 58 employees. The actuarial valuations are based on employee and salary/leave data provided by the Company.

37.Segment Reporting

Ind AS 108 Operating Segments requires Management to determine the reportable segments for the purpose of disclosure in financial statements based on the internal reporting reviewed by Chief Operating Decision Maker (CODM) to assess performance and allocate resources.

Operating segments are defined as 'Business Units' of the Company about which separate financial information is available that is evaluated regularly by the Chief Operating Decision Maker or decision making group in deciding how to allocate resources and in assessing performance.

The Company is engaged in only one business segment. The Company is operating in a single geographical segment i.e. India. The management considers that these business units have similar economic characteristic nature of the product, nature of the regulatory environment etc. Based on the management analysis, the Company has only one operating segment, so no separate segment report is given. The principle geographical areas in which company the Company operates is India.

38. In the opinion of the Board of Directors, Current Assets, Loans & Advances have value at which they are stated in the Balance Sheet, if realized in the ordinary course of business. The provision for depreciation and for all know liabilities is adequate and not in excess of the amount reasonably necessary.

39. The company has no any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 in Financial Year 2025-2026.

40. The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

41. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

42. The Company has not traded or invested in Crypto currency or Virtual Currency during the year.

43. 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: 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 to or on behalf of the Ultimate Beneficiaries.

44. 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.

45. The Company do not have any such transaction which is not recorded in the books of accounts and 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).

46. The Company has paid / provided for excess remuneration to the managing director during FY: 2016-17, 2017-18 and 2018-19 without obtaining the approvals in accordance with Section 197 of the Act. The excess remuneration reversed is shown as recoverable from the Managing Director. The matter is disclosed under report on other legal and regulatory requirements section of independent auditor's audit report. The Company has filed suit against the Managing Director for the recovery of the excess amount of remuneration.

47. The company holds all the title deeds of immovable property in its name.

48. There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

49. The company is not declared as wilful defaulter by any bank or financial Institution or other lender.

50. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification / disclosure.

51. Accounting Ratios

Sr No	Particulars	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
1	Current Ratio	Current Asset	Current Liabilities	5.37	0.58	821.48%	Increase primarily due to increase in current assets relative to current liabilities during the year.
2	Debt-Equity Ratio	Long Term Debt	Net worth	83.47	2.28	3559.30%	Significant increase primarily due to increase in long-term debt and/or corresponding movement in net worth during the year.
3	Debt Service Coverage Ratio	(Net Profit + Non Cash operating expenses+Interest on Long term loans+Other adjustment)	(Total amount of interest & principal of long term loan payable or paid during the year)	(0.08)	(0.10)	N.M.	The ratio remained negative due to inadequate earnings/cash accruals available for servicing debt obligations. Percentage variance is not meaningful as both periods have negative DSCR.
4	Return on Equity Ratio	Net profit After Tax & Exceptional Item	Net worth	(13.72)	(0.51)	N.M.	The ratio is negative due to loss incurred during the year. Percentage variance is not meaningful as the ratio is negative in both periods.
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Value of Inventory	1.74	0.40	334.01%	Increase primarily due to higher turnover of inventory during the year compared with the previous year.
6	Trade Receivables turnover ratio (in times)	Credit Sales	Average Trade Receivable	4.61	1.10	320.34%	Increase primarily due to higher sales in relation to the average trade receivables during the year.
7	Trade Payable turnover ratio (in times)	Credit Purchase	Average Trade Payable	4.74	0.24	1863.79%	Increase primarily due to higher purchases in relation to the average trade payables during the year.
8	Net capital turnover ratio (in times)	Sales	Net Asset	21.54	0.10	N.M.	Significant movement is primarily due to the change in net working capital during the year. Percentage variance is not considered meaningful due to the very low previous-year base.
9	Net profit ratio	Net profit After Tax & Exceptional Item	Revenue from Operation	(0.64)	(4.92)	N.M.	The ratio remained negative due to loss during the year. Percentage variance is not considered meaningful where both current and previous period ratios are negative.
10	Return on Capital employed (in %)	EBIT	Capital Employed	(8.10)	(0.33)	N.M.	The ratio remained negative due to negative EBIT during the year. Percentage variance is not meaningful as both periods have negative ratios.
11	Return on Investment (in %)	Net Return on Investment	Cost of Investment	N/A	N/A	N/A	Not applicable as there was no return on investment during the year / relevant investment information is not applicable.

For M Sahu & Co.
Chartered Accountants
Firm Registration No. 130001W

Sd/-
Partner (Manojkumar Sahu)
Membership No: 132623
UDIN : 26132623LKNNYQ4365

Sd/-
Deepak Sharma
Director
DIN : 11484653

Sd/-
Anoop Kumar Saxena
Managing Director
DIN : 10311727

Sd/-
Bhavisha Dubber
Company Secretary

Sd/-
Mahendra Parekh
Chief Financial Officer

Place: Vadodara
Date: 26/05/2026

Place: Vadodara
Date: 26/05/2026