

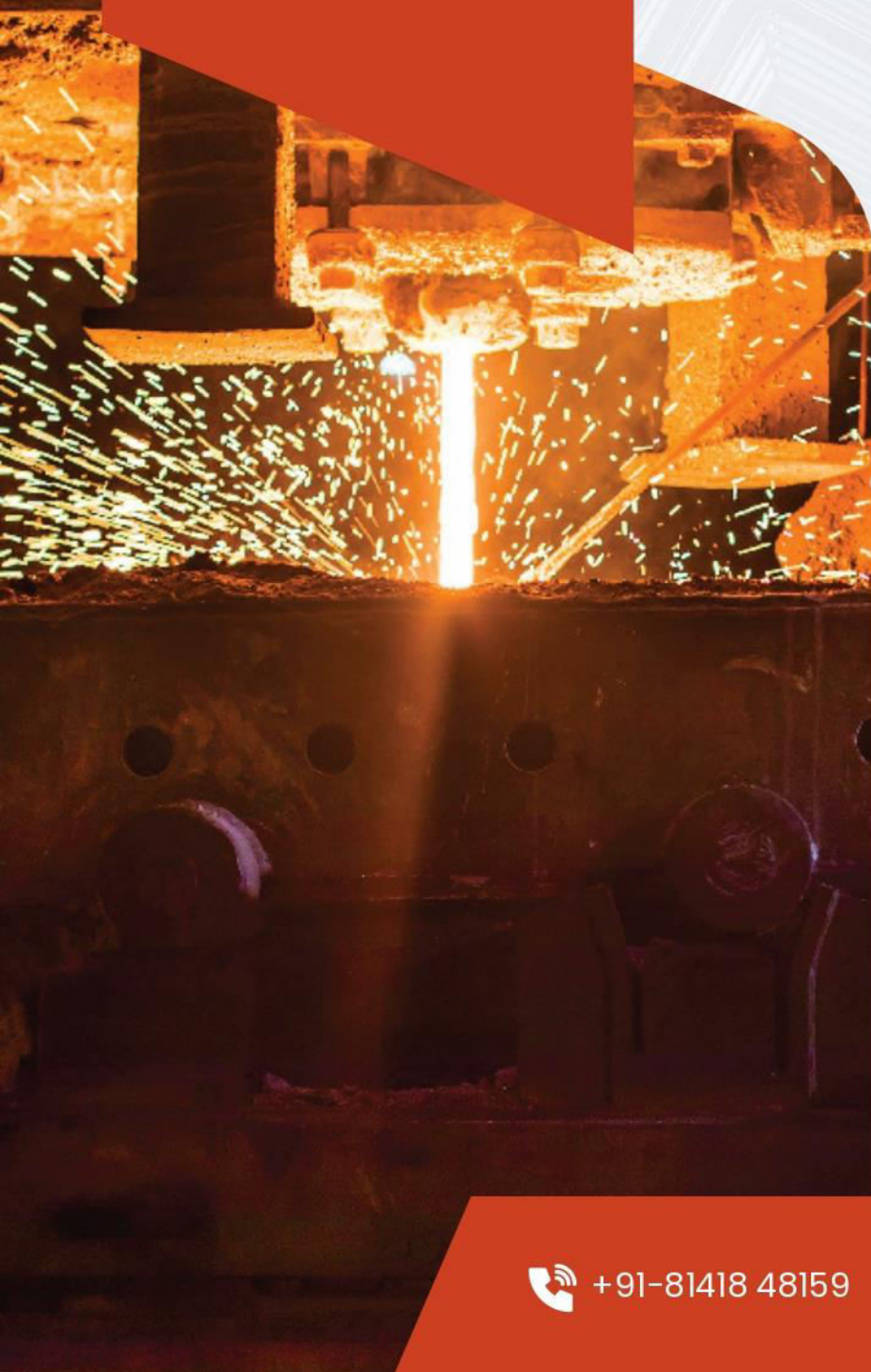





**KALANA  
ISPAT  
LIMITED**

# **13<sup>TH</sup> ANNUAL REPORT**

**(FY 2024-2025)**



 +91-81418 48159

 [compliance@kalanaispat.com](mailto:compliance@kalanaispat.com)

## **MESSAGE FROM CHAIRMAN**



**Dear Shareholders,**

It gives me great pride and pleasure to present to you the Annual Report for the financial year 2024–2025. This year has been full of challenges and achievements, marked by our continued commitment to operational excellence, innovation, and sustainable growth in the steel and billets manufacturing sector.

The global and domestic steel industry has witnessed volatility due to macroeconomic pressures, fluctuating demand cycles, and rising input costs. Yet, Kalana Ispat has remained resilient, leveraging its core strengths in quality production, process efficiency, and a dedicated workforce. Our focus on value-added billets, strategic capacity utilization, and prudent financial management enabled us to maintain a stable performance.

We continue to invest in technology upgrades, automation, and ESG initiatives to improve productivity, reduce our carbon footprint, and build a stronger, future-ready organization. Our customer-first approach, combined with strict quality controls, ensures that we remain a trusted supplier in both domestic and international markets.

Looking ahead, we are optimistic. Government initiatives in infrastructure, construction, and manufacturing are expected to drive demand for steel products. We are strategically positioned to capitalize on these opportunities through capacity expansion, product diversification, and deeper market penetration.

I take this opportunity to thank our employees, customers, partners, and shareholders for their unwavering trust and support. Together, we will continue to forge a path of progress, guided by integrity, innovation, and a commitment to excellence.

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Our Company was originally incorporated as ‘**Kalana Ispat Private Limited**’, a private limited company, under the Companies Act, 1956, with a certificate of incorporation issued under the hand of the Registrar of Companies, Ahmedabad, Dadra and Nagar Haveli, dated on October 15, 2012. Subsequently, our Company was converted from a private limited company into a public limited company, pursuant to a resolution passed in the extraordinary general meeting of our Shareholders held on December 04, 2023, and consequently, the name of our Company was changed to “Kalana Ispat Limited”, and a fresh certificate of incorporation consequent upon conversion from private company to public company dated December 21, 2023, was issued by the Registrar of Companies, Ahmedabad to our Company. Later on, company successfully listed its securities on the Emerge platform of the National Stock Exchange of India Limited (NSE) on September 26, 2024. This is **our first annual report post-listing**.

The Corporate Identification Number of our company is L27100GJ2012PLC072306. Our Company is promoted by Mr. Aftabhusenhusen S Khandwawala and Mr. Varghese Joseph Pottakerry.

Initially the Company’s was engaged in trading of metal scraps, which was procured through imports from various countries, sourced from shipbreaking yards and local merchants. As the business progressed, our Company ventured into manufacturing of M.S. Billets and set up its manufacturing unit at Ahmedabad, Ahmedabad. Today our Company is engaged in manufacturing of M.S. Billets/Ingots and Alloy Steel Billets/Ingots.

Our Company is primarily engaged in manufacturing of M.S. Billets/Ingots and Alloy Steel Billets/Ingots of various grades. Our manufacturing facilities have been duly certified in accordance with international standards of quality management systems such as ISO 2830:2012.

Integrity	Commitment	Passion	Seamlessness	Speed
				
<p>Honesty in every action</p>	<p>On the foundation of integrity, doing what it takes to deliver, as promised</p>	<p>Missionary zeal arising out of an emotional engagement with work</p>	<p>Thinking and working together across functional silos, hierarchy levels, businesses, and geographies</p>	<p>Responding to stakeholders with a sense of urgency</p>

# CORPORATE INFORMATION

## Board of Directors

Varghese Joseph Pottakerry  
Aftabhusen S Khandwawala  
Gurubaxsing Jamiatsing Bagga  
Rachna Sandeep Luthra  
Nishant Bali

Managing Director  
Director  
Non Executive Non- Independent Director  
Non-Executive Independent Director  
Non-Executive Independent Director

## Company Secretary

Ms. Manishi Jain

## Chief Financial Officer

Mr. Manoj Gopinathan Pillai

## Registered Office

C 918 Venus Startum Nr Jhansi ki Ran, Nehrunagar  
Azad Society, Ahmadabad City, Gujarat, India, 380015

## Statutory Auditor

Dinesh R. Thakkar & Co.  
(Chartered Accountants)  
A403, Shapath Iv Opp Karnavati Club, Nr Chimanbhai Patel  
Inst Sg Highway Prahladnagar, Ahmedabad, Gujarat-380015  
FRN: 102612W

## Secretarial Auditor

Mr. Sumit Bajaj  
Proprietor of M/s Sumit Bajaj & Associates  
Practising Company Secretary  
M.no. 45042  
COP No. 23948

## Internal Auditor

Mr. Chintan Parikh  
Proprietor of M/s Chintan Parikh & Co,  
Chartered Accountant firm  
FCA 132316

## Banker

Federal Bank

## Listed on Stock Exchange

National Stock of Exchange of India Limited (Emerge Platform)

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## **“Strength in Steel, Vision for Tomorrow.”**



Kalana Ispat Limited has steadily established itself as a trusted and resilient name in the Indian steel industry. Specializing in the manufacturing of Mild Steel (M.S.) Billets/Ingots and Alloy Steel Billets/Ingots of various customized grades, we serve as a vital link in the value chain for multiple downstream industries, including construction, engineering, automotive, and infrastructure. Our commitment to quality, consistency, and operational efficiency has enabled us to deliver durable products that meet both national and international standards.

Driven by precision metallurgy and powered by innovation, our production facilities are equipped with advanced technology and a dedicated team focused on delivering materials that form the backbone of structural and industrial growth. The versatility of our product offerings allows us to cater to a wide spectrum of applications that demand both strength and reliability.

### **Our Journey, Our Responsibility**

Kalana Ispat Limited stands at the intersection of industrial strength and sustainable transformation. While steel remains our foundation, our future is rooted in cleaner, smarter, and more inclusive growth. With a firm belief in innovation, adaptability, and ethical business practices, we are preparing to take bold steps into new opportunities that align with both market demand and societal needs.

Together with our stakeholders, we remain committed to forging excellence in everything we do – today, and into the future.



## NOTICE OF THE 13TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 13<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF KALANA ISPAT LIMITED WILL BE HELD ON SATURDAY, 27<sup>TH</sup> SEPTEMBER, 2025 AT 12:30 P.M (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS: -

### ORDINARY BUSINESS:

**Item No. 1.** To Received, Consider and Adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March 2025 and together with the Report of Statutory Auditors and board of directors’ thereon.

**Item No. 2.** To appoint a director in place of Mr. Gurubaxsing Jamiatsing Bagga (DIN:06391512), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

**Item No. 3. To appoint Ms. Preeti Sethi (DIN: 10926123) as an Independent Director of the company**

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

“**RESOLVED THAT** pursuant to provisions of Sections 149(6) 150 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013; rules thereof; and other applicable rules and regulations (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), and pursuant to the terms and conditions recommended by the Nomination & Remuneration Committee, Ms. Preeti Sethi (DIN: 10926123) who was appointed as an Additional Director in the category of Non-executive Independent Director of the Company with effect from 27th August, 2025 under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who has submitted a declaration of meeting the criteria for independence as provided in section 149(6) of the Act and who qualifies for being appointed as an Independent Director be and is hereby appointed as Independent Director of the Company, not be liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 27<sup>th</sup> August, 2025.

“**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable and take all such steps as may be necessary, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**Item No. 4. To Consider and approval for the Related Party Transaction with Zaara Steel Traders.**

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

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76),188(1) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be



constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and **Zaara Steel Traders**, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and **Zaara Steel Traders**, **for an aggregate value not exceeding `10 crore during the financial year 2025-26**, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution. .”

**Item No. 5: To Consider and approval for the Related Party Transaction with Shifa Steel Traders.**

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

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76),188(1) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and **Shifa Steel Traders** accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and **Shifa Steel Traders**, for an aggregate value not exceeding **`10 crore during the financial year 2025-26**, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution. ”

**Item No. 6. To consider and approve remuneration of Mr. Varghese Joseph Pottakerry, the Managing Director of the Company.**

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



**“RESOLVED THAT** pursuant to the provisions of **Sections 196, 197, 198, and 203** read with **Schedule V** and other applicable provisions, if any, of the **Companies Act, 2013** (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the applicable provisions of the **Articles of Association** of the Company, and pursuant to the recommendation of the **Nomination and Remuneration Committee** and approval of the **Board of Directors**, the consent of the members be and is hereby accorded for the payment of remuneration to **Mr. Varghese Joseph Pottakerry (DIN: 02771578)**, Managing Director of the Company, **on the following terms and conditions:**

***Remuneration Structure:***

1. **Basic Salary:** ₹5,00,000/- (Rupees Five Lakhs only) per month.
2. **Medical Reimbursement:** Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for self and family, subject to a ceiling of **one month’s basic salary per annum.**
3. **Travel Reimbursement:** Reimbursement of travelling expenses (domestic or international) for self and family, as per the rules of the Company.
4. **Perquisites:**
  - Company-provided **Car, Telephone, Mobile Phone, and Personal Computer (PC)**. The use of the above facilities at the residence for official purposes shall **not be treated as perquisites.**
  - In addition to the above, he shall be entitled to perquisites and allowances such as **Fixed Reimbursement Allowance (FRA), traveling allowances, club fees,** and other benefits as may be agreed by the Board of Directors, subject to an **overall ceiling** as prescribed under **Sections 2(78) and 197** read with **Schedule V** of the Companies Act, 2013.

***Minimum Remuneration:***

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of his tenure, the Company shall pay to Mr. Varghese Joseph Pottakerry, the above-stated remuneration as minimum remuneration, subject to the limits specified under Schedule V to the Companies Act, 2013, or any statutory modification(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to vary or modify the terms and conditions of the appointment, including remuneration, as may be necessary in accordance with the provisions of the Companies Act, 2013 and Schedule V thereto, and/or any direction that may be issued by the Central Government, if applicable, and as may be acceptable to the Company and to Mr. Varghese Joseph Pottakerry.

**“RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable and take all such steps as may be necessary, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**Item No. 7 To Consider and Approve Remuneration of Mr. Aftabhusen S Khandwawala, the Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the approval of the members of the Company be and is hereby accorded for the payment of



remuneration to Mr. Aftabhusen S. Khandwawala (DIN: 02771726), Director of the Company, on the terms and conditions including remuneration as set out below:

1. Basic Salary: ₹5,00,000/- (Rupees Five Lakhs only) per month.
2. Medical Reimbursement: Reimbursement of medical expenses incurred in India or abroad, including hospitalization, nursing home, and surgical charges for himself and his family, subject to a ceiling of one month's basic salary per financial year.
3. Travel Expenses: Reimbursement of travel expenses for self and family for travel within India or abroad, in accordance with the rules of the Company.
4. Facilities: Provision of company car, telephone, mobile phone, and personal computer along with reimbursement of maintenance and running expenses. Usage of these facilities for official purposes, including at residence, shall not be treated as perquisites.
5. Perquisites and Allowances: In addition to the above, Mr. Khandwawala shall be entitled to perquisites such as House Rent Allowance, club membership fees, travelling and conveyance allowances, and other benefits as may be approved by the Board of Directors, subject to the overall limits as prescribed under Sections 2(78), 197 and Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Khandwawala's remuneration, the Company shall continue to pay the aforementioned remuneration as minimum remuneration, subject to the ceilings prescribed under Schedule V to the Companies Act, 2013, and in compliance with applicable rules and conditions.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to modify or vary the terms and conditions of remuneration, including any alterations, amendments, or enhancements as may be required by any regulatory authority, including the Ministry of Corporate Affairs (MCA) or SEBI, or as may be agreed mutually with Mr. Aftabhusen S. Khandwawala, provided such variations are within the limits prescribed under the Companies Act, 2013 and applicable rules or guidelines issued thereunder.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters, and things as may be necessary or desirable to give effect to this resolution, including filing of necessary forms and returns with the Registrar of Companies, and to execute all such documents, papers, and writings as may be required in this regard."

**Item No. 8. To Consider and Approve the Alteration in Object Clause of Memorandum of Association of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, Section 13, and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary from the Registrar of Companies and/or any other appropriate authority(ies), the consent of the members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company in the manner set out below:\*\*

**RESOLVED FURTHER THAT** in Clause III-A of the Memorandum of Association of the Company, which specifies the Main Objects to be pursued by the Company on its incorporation, the existing Sub-Clause 1 shall remain as is, and the following new Sub-Clauses 2 to 4 be and are hereby inserted immediately thereafter to expand the scope of the Company's business activities.

Consequently, the sub-clauses shall be numbered appropriately, and Clause III-A shall be substituted to read as follows:

*\*\*2. To carry out the business of managing, supervising and controlling the business of transmitting, supplying, generating, distributing a dealing in electricity and all forms of energy and power generated by any source whether steam,*



hydro or tidal, water, wind, solar hydrocarbon fuel or any other form, kind of description and in PV (Photo Voltaic), Modules (Panel), Solar Invertors, Charge, Controlled Mounting Structure, Wires, PV Solar Heater, Batteries, Solar Lanterns and Solar Chargeable Lights, Fans etc.

*\*\*3. To carry out business of manufacturing, trading, import, export, installation and operation of Solar Systems for energy generated including Solar Photovoltaic, Solar Thermal, Solar Chimney and other Solar based devices used in households, industry and commerce establishments and setting up of green field Solar Plants of various sizes, envisaging, identifying and acquiring and setting suitable land developing the site for Solar Parks; design, engineer, supply, erect, commission and, or operate and maintain the plants, accessories components, spare parts thereof and provide renewable energy solutions; Sell or otherwise dispose of part or whole of the Solar Plant both in India and abroad.*

*\*\*4. To carry on the business as manufacturers, traders, agents, suppliers, commission agents, super stockists, importers, exporters, buyers, sellers, and in any other capacity in India or elsewhere, for products, commodities, services, and materials in any form or shape, whether manufactured or supplied by any company, firm, association of persons, body (whether incorporated or not), government, semi-government, or any local authority; and to barter, exchange, pledge, make advances upon, or otherwise deal and trade in all types of goods and merchandise; including engaging in the business of trading, online commerce, e-commerce, quick commerce, and omni-channel operations, encompassing the sale and distribution of goods and services through digital platforms, mobile applications, websites, and physical retail outlets, and to undertake all activities incidental or ancillary to the foregoing.*

**“RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable and take all such steps as may be necessary, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

#### **Item No. 9 : To consider and approve transactions under Section 185 of Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan Including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, in which directors of the company are interested, up to an aggregate sum of **Rs. 50 Crores (Rupees Fifty Crore Only)** (including the loans already advanced, guarantee already provided), in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution and to file necessary forms and documents with the Registrar of Companies and any other statutory authority, as may be required.”

#### **Item No. 10: To consider and approve authorisation under section 186 of the Companies Act, 2013**

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

**RESOLVED THAT** pursuant to the provisions of Sections 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force). consent of the members of the Company be and is hereby accorded to authorize the Board of



Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to (a) give any loan to any person(s) or other body corporate (s); (b) give any guarantee or provide security in connection with loan to any person (s) or other body corporate (s) from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the company, for an amount not exceeding **Rs. 50 crores (Rupees Fifty Crores Only)** outstanding loans given or to be given and guarantees and security provided are in the excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable and take all such steps as may be necessary, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**Item No. 11: To increase authorized share capital of the company and consequent amendment in the capital clause of memorandum of association of the company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 (the ‘Act’) read with Rule 15 of the Companies (Share Capital & Debentures) Rules, 2014 (the ‘Rules’) and all other applicable provisions of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, for the time being in force and applicable provisions of the Articles of Association of the Company, the consent of the Members of the Company, be and is hereby accorded to increase the authorized share capital of the Company from existing **Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs only)** divided into 1,35,00,000 (One Crore Thirty-Five Lakh) equity shares of Rs. 10/- each to **Rs. 50,00,00,000/- (Rupees Fifty Crores only)** divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10/- each, ranking pari passu in all respect with the existing Shares of the Company as per the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, 61 and 64 of the Act and all other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof) and the Rules framed thereunder, the consent of the members of the Company be and is hereby accorded for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

***V. The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only), which shall consist of 5,00,00,000 (Five Crore) Equity Shares having face value of Rs. 10/- each aggregating to Rs. 50,00,00,000/- only (Rupees Fifty Crores only)***

with power to sub divide, consolidate and increase or decrease the capital and with power from time to time to issue any shares out of the original capital or a new capital with and subject to any preferential, qualified or special rights, privileges or conditions as may be thought fit and proper and upon sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such division.”

**“RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable and take all such steps as may be necessary, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”



By order of the Board of Directors  
For **Kalana Ispat Limited**

Place: Ahmedabad  
Dated: 27.08.2025

sd/-  
**Manishi Jain**  
(Company Secretary &  
Compliance Officer)  
M. No.: A55193



## NOTES:

1. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2024 dated September 19, 2024, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 and other circulars issued by the Securities and Exchange Board of India (“SEBI”) (“the Circulars”) from time to time, Companies are allowed to hold Annual General Meeting (“AGM”) through video conference/ other audio visual means (“VC / OAVM”) upto September 30, 2025, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Item Nos.3 to 11 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 3 to 11 as Special Business as they are unavoidable in nature. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) in respect of Directors seeking reappointment at this AGM is annexed hereto.
3. In accordance with the SS-2 issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. C 918 Venus Startum Nr Jhansi ki Ran, Nehrunagar Azad Society, Ahmedabad, Ahmedabad, India, 380015, which shall be the deemed venue of the AGM. Since the AGM will be held through VC, the Route Map for the Venue of the Meeting is not annexed in this Notice.
4. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited 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 during the AGM will be provided by NSDL.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 15, 2025. Members seeking to inspect such documents can send an email to [compliance@kalanaispat.com](mailto:compliance@kalanaispat.com).
8. The members can join the AGM in the VC mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for minimum 1,000 members on ‘first come first serve’ basis. This will not include large Shareholders (Shareholders holding 2% or more Equity Shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis. The Members will be able to view the proceedings on NSDL e-Voting website at <https://www.evoting.nsdl.com/>.
9. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report is being sent through e-mail to those members whose e-mail addresses are registered with the Company/



Depositories. Members may note that the Notice and the Annual Report will also be available on the Company's website <https://kalanaispac.com/>, websites of the Stock Exchanges i.e. www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com/>.

10. Members who have still not registered their e-mail IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their e-mail IDs registered by contacting their respective Depository Participant. We urge members to support this environment friendly effort of the Company and get their e-mail IDs registered.
11. In compliance with the Circulars, the Annual Report for 2024-25, the Notice of the 13th AGM, and instructions for e-Voting are being sent through electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participant(s). A letter providing the web-link and QR Code for accessing the Notice of the Thirteen Annual General Meeting and Annual Report, will be sent to those members who have not registered their e-mail address with the Company.
12. The Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain closed from **Sunday, 21<sup>st</sup> September, 2025 to Saturday, 27<sup>th</sup> September, 2025** (both days inclusive) for the purpose of Annual General Meeting.
13. The Board of Directors has appointed M/s Sumit Bajaj & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the remote e-Voting process and e-Voting at the AGM in a fair and transparent manner.
14. The result declared along with the Scrutinizer's Report will be forwarded to National Stock Exchange of India Limited and shall be simultaneously uploaded on the Company's website <https://kalanaispac.com/> and on the website of NSDL <https://www.evoting.nsdl.com/> immediately.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at [www.kalanaispac.com](http://www.kalanaispac.com), and website of the Registrar and Transfer Agent ('RTA') at [www.skylinerta.com](http://www.skylinerta.com)—Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
16. In case of any change in relation to the Name, Registered Address, e-mail ID, Mobile no., PAN, Bank details such as, Name of the Bank and Branch details, Bank Account Number, MICR code, IFSC code, Nomination, Power of Attorney, etc., the Members are required to intimate the same:  
for shares held in electronic form: to their respective DP; and
17. Members will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned herein below 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 the 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.
18. Members are encouraged to join the Meeting through Laptops for better experience.
19. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



20. 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.
21. The Members seeking any information with regard to any items listed in the AGM Notice including the Annual Accounts and any queries relating to the business / operations of the Company, are requested to write to the Company mentioning their name, DP ID and Client ID number / folio number and mobile number. The same should reach the Company on or before 26<sup>th</sup> September, 2025 at [compliance@kalanaispat.com](mailto:compliance@kalanaispat.com) and responses to such queries will be appropriately addressed by the Chairman at the meeting. Due to technical reasons, the length of a question may possibly be limited to a certain number of characters. However, the number of questions a Shareholder or its authorized representative can submit will not be affected thereby. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize questions and select in the interest of the other Members, meaningful questions. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest, post the conclusion of the AGM.
22. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://kalanaispat.com/>
23. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
24. Members are requested to attend and participate in the ensuing AGM through VC and cast their vote either through remote e-Voting facility or through e-Voting facility to be provided during the AGM.
25. The remote e-Voting period commences on **Wednesday, 24<sup>th</sup> September, 2025 from 09:00 A.M. to Friday, 26<sup>th</sup> September, 2025 upto 5:00 P.M. During this period**, Members of the Company holding shares in demat form, as on the cut-off date i.e. **Sunday, 21<sup>st</sup> September, 2025** may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
26. The facility of e-Voting during the AGM will be available to those Members who have not cast their vote by remote e-Voting. Members, who have cast their vote by remote e-Voting, may attend the AGM through VC but will not be entitled to cast their vote once again on resolutions.
27. The voting rights of the Members shall be in proportion to their shares in the paid-up Equity Share capital of the Company as on the cut-off date.
28. The details of the process and manner of remote e-voting along with the User ID and Password is being sent to all the Shareholders along with this Notice. In case of any queries/ grievances relating to voting by electronic means, the Shareholders / Beneficial owners or in case any person, acquires shares of the Company and becomes a Shareholder of the Company after dispatch of the notice and holding shares as of the **Cut-off Date i.e., 21<sup>st</sup> September, 2025** may obtain the login ID and password by sending a request to [evoting@nsdl.com](mailto:evoting@nsdl.com).



## E-voting Instructions:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
2. The Members can join the 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 AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.kalanaispat.com](http://www.kalanaispat.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evoting.nsdl.com/>.
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. In continuation to this Ministry's General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 25.09.2023 and General Circular 09/2024 on 19th September 2024 after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024 and 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025.

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

The remote e-voting period begins on **Wednesday, 24<sup>th</sup> September, 2025** at 9:00 A.M. and ends on **Friday, 26<sup>th</sup> September, 2025** 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. **Sunday, 21<sup>st</sup> September, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21<sup>st</sup> September, 2025.



## 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.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store      Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



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

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

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

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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 also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**



1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csubmitbajaj@gmail.com](mailto:csubmitbajaj@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" 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 [compliance@kalanaispat.com](mailto:compliance@kalanaispat.com). The same will be replied by the company suitably.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 3:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed at its meeting held on 27<sup>th</sup> August, 2025, the following for a term of five years with effect from 27<sup>th</sup> August, 2025, under Section 149, 150, 152 and 161 of the Companies Act, 2013 (the 'Act') and Articles of Association of the Company subject to the approval of the Shareholders and any other approval as may be required from time to time Ms. Preeti Sethi (DIN: 10926123), as an Additional Director in the category of Non-executive Independent Director on 27<sup>th</sup> August, 2025.

The Company has received a declaration from the above-mentioned Directors, being eligible for appointment as an Independent Director providing their consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (as amended from time to time). Further, they are not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. The Company has also received a declaration from Ms. Preeti Sethi (DIN: 10926123) confirming the criteria of their Independence as prescribed under Section 149(6) of the Act and under the Regulation 16(b) of the Listing Regulations, (as amended from time to time). Also, in terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The brief profile and background of all the proposed Director are annexed herewith and forms part of this Notice.

The proposed Director has also affirmed to the Company that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA) as an Independent Director in compliance with the prescribed Rules under the Act. As per the opinion of the Board, they fulfil the criteria specified in the Act & the Rules framed hereunder and the Listing Regulations for their appointment as an Independent Directors and it is desirable to avail their services as an Independent Director.

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee considers the appointment of Ms. Preeti Sethi (DIN: 10926123) as an Independent Directors in the interest of the Company and recommends the Special Resolution as set out at Item no. 3 of the AGM notice for approval of the Shareholders.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Ms. Preeti Sethi (DIN: 10926123) as non-executive Independent Director of the Company, as a Special Resolution.

Except all the appointee, and their relatives, none of the Directors or Key Managerial Personnel's of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice. Disclosure as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 issued by the Institute of Company Secretaries of India are set out and annexed as **Annexure-2** to this notice.

### ITEM NO. 4&5:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company ("the Policy"), the material related party transactions to be entered by the Company on arm's length basis with **ZAARA STEEL TRADERS** and **SHIFA STEEL TRADERS** as set out in Item No. 4 and 5 require approval of the members of the Company through the ordinary resolutions.



In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company (“material related party limit”).

**Item No. 4 : Particulars of material related party transaction limits with Zaara Steel Traders**

Sr. No.	Particulars	Details	
1.	Type of transaction, material terms and particulars of the transaction	1.Purchase of Goods, 2.Sales of Goods, 3. Advance against Purchase of Goods, 4. Penal Interest Income, 5. Advance to Suppliers	
2.	Name of Related Party	Zaara Steel Traders	
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Mr. Zakirbhai Qureshi, being a relative of the Key Managerial Personnel of the Company, is the Proprietor of Zaara Steel Traders.	
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The shareholders’ approval shall be valid for the period commencing from the conclusion of the 13th Annual General Meeting and shall remain in force until the conclusion of the 14th Annual General Meeting of the Company to be held in the year 2026.	
5.	Value of proposed transaction	The value of the proposed transactions with Zaara Steel Traders during the financial year 2025–26 is expected to be up to ₹10 Crore.	
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	-	
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- The Information pertaining to Loans and Advances provided by the Company	Details of the source of funds in connection with the proposed transaction;	Not Applicable
		Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	Not Applicable.
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8.	Any advance paid or received for the contract or arrangement, if any	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	
9.	Justification as to why the RPT is in the interest of the Company	Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	

**Item No. 5: Particulars of material related party transaction limits with Shifa Steel Traders**

Sr. No.	Particulars	Details	
1.	Type of transaction, material terms and particulars of the transaction	1.Purchase of Goods, 2.Sales of Goods, 3. Advance against Purchase of Goods, 4. Penal Interest Income, 5. Advance to Suppliers	
2.	Name of Related Party	Shifa Steel Traders	
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Mr. Asif Nannabhai Qureshi being a relative of the Key Managerial Personnel of the Company, is the Proprietor of Shifa Steel Traders	
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The shareholders' approval shall be valid for the period commencing from the conclusion of the <b>13th Annual General Meeting</b> and shall remain in force until the conclusion of the <b>14th Annual General Meeting</b> of the Company to be held in the year <b>2026</b> .	
5.	Value of proposed transaction	The value of the proposed transactions with <b>Shifa Steel Traders</b> during the financial year <b>2025-26</b> is expected to be <b>up to ₹10 Crore</b> .	
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	-	
7.	Any advance paid or received for the contract or arrangement, if any	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	
8.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- The Information pertaining to Loans and Advances provided by the Company	Details of the source of funds in connection with the proposed transaction;	Not Applicable
		Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	Not Applicable.
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
9.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with Shifa Steel Traders are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Shifa Steel Traders are conducted as if it is with an unrelated party, so that there is no conflict of interest.	

**ITEM NO. 6**

The Board of Directors of the Company, at its meeting held on 27<sup>th</sup> August, 2025 based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, approved the payment of remuneration to Mr. Varghese Joseph Pottakerry, Managing Director of the Company, from 27<sup>th</sup> August, 2025 as per the terms and conditions set out in the agreement entered into between the Company and Mr. Varghese Joseph Pottakerry.



Mr. Varghese Joseph Pottakerry was appointed as the Managing Director of the Company with effect from 27<sup>th</sup> December, 2023 for a period of 5(five) years and his appointment was approved by the shareholders in the 28<sup>th</sup> December, 2023.

Considering the contributions made by Mr. Varghese Joseph Pottakerry to the growth and performance of the Company, the Board has proposed the following remuneration structure:

**Basic Salary:** ₹5,00,000 per month

**Perquisites and Allowances:** As per Company's policy (includes HRA, medical reimbursement, LTA, etc.)

**Performance Bonus / Incentives:** As may be determined by the Board based on performance

**Other benefits:** Contribution to provident fund, gratuity, and other retirement benefits as per applicable rules

The proposed remuneration is in line with the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013. Since the Company has adequate profits, the remuneration is well within the limits prescribed under Section 197 read with Schedule V.

The Board recommends the resolution for approval of the shareholders as a Special Resolution.

**Disclosure as per Secretarial Standard 2 (SS-2):**

<b>Name of the Director</b>	Mr. Varghese Joseph Pottakerry
<b>DIN</b>	02771578
<b>Designation</b>	Managing Director
<b>Date of first appointment</b>	28.12.2023
<b>Profile and experience</b>	He holds a Masters in Commerce from Mysore University. Previously, he served as Chief Accountant at M/s. Kanan Construction, Ahmedabad, and later became a partner from 1983 to 1993. With 7 years of employment experience and 33 years in the business sector, he started his career as a retailer of consumable products and moved into the metal industry in 1995. He has overall 28 years of experience in the metal industry.
<b>Remuneration last drawn</b>	₹2,50,000 p.m
<b>Number of Board Meetings attended during the year</b>	13
<b>Shareholding in the Company</b>	20,85,744

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Varghese Joseph Pottakerry and his relatives (to the extent of their shareholding or interest, if any), are concerned or interested, financially or otherwise, in the proposed resolution.

**ITEM NO. 7**

The Board of Directors of the Company, at its meeting held on 27<sup>th</sup> August, 2025 based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, approved the payment of remuneration to Mr. Aftabhusen S Khandwawala, Director of the Company, from 27<sup>th</sup> August, 2025 as per the terms and conditions set out in the agreement entered into between the Company and Mr. Aftabhusen S Khandwawala.



Mr. Aftabhusen S Khandwawala was appointed as the Director of the Company with effect from 15/10/2012. Considering Mr. Aftabhusen S Khandwawala's qualifications, experience, and the responsibilities undertaken by him, the Board proposes the following remuneration structure:

**Basic Salary:** ₹5,00,000 per month

**Perquisites and Allowances:** As per Company's policy (includes HRA, medical reimbursement, LTA, etc.)

**Performance Bonus / Incentives:** As may be determined by the Board based on performance

**Other benefits:** Contribution to provident fund, gratuity, and other retirement benefits as per applicable rules

In the event of inadequacy or absence of profits in any financial year, the above remuneration shall be paid as minimum remuneration, subject to the provisions of Schedule V of the Companies Act, 2013.

The Board recommends the resolution for approval of the shareholders by a Special Resolution.

Details as required under Secretarial Standard-2 (SS-2):

<b>Name</b>	Mr. Aftabhusen S. Khandwawala
<b>DIN</b>	02771726
<b>Designation</b>	Director
<b>Date of first appointment</b>	15.10.2012
<b>Profile and experience</b>	Mr. Aftabhusen completed senior secondary before venturing into Business. With 26 years of overall experience in the metal industry, he initially focused on trading activities involving metal scrap suppliers until 2011. Subsequently, he transitioned into the manufacturing sector, with specific focus on manufacturing of M.S. Billets.
<b>Remuneration last drawn</b>	₹2,50,000 p.m
<b>Number of Board Meetings attended during the year</b>	13
<b>Shareholding in the Company</b>	20,37,609

Except Mr. Aftabhusen S. Khandwawala and his relatives (to the extent of their shareholding or interest, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

#### ITEM NO.8

The Company proposes to expand its business operations and explore new avenues in line with its strategic objectives and market opportunities. In order to do so, it is necessary to amend the Object Clause of the Memorandum of Association by inserting additional sub-clauses under Clause III-A to reflect the proposed diversified activities.

The insertion of Sub-Clauses 2 to 4 is intended to enable the Company to undertake such business activities either independently or in collaboration with other entities, without affecting the existing lines of business. The proposed alteration will facilitate better alignment of the Company's charter documents with its current and future business operations.

The new set of main objects shall be read as:



1. To carry on business of manufacturing, exporting, importing, trading and dealing in casting, Moulding, melting, drawing, pressing, stamping, trading, precession casting, die-casting of all Types and alloy, tool and special steel including alloy, constructional steel in carbon, Manganese, nickel, chromium, nickel chromium, chromium molybdenum, direct and case Hardening steel, corrosion resisting steels, stainless and heat resisting steel, free casting Steel and iron products.

2. To carry out the business of managing, supervising and controlling the business of transmitting, supplying, generating, distributing a dealing in electricity and all forms of energy and power generated by any source whether steam, hydro or tidal, water, wind, solar hydrocarbon fuel or any other form, kind of description and in PV (Photo Voltaic), Modules (Panel), Solar Invertors, Charge, Controlled Mounting Structure, Wires, PV Solar Heater, Batteries, Solar Lanterns and Solar Chargeable Lights, Fans etc.

3. To carry out business of manufacturing, trading, import, export, installation and operation of Solar Systems for energy generated including Solar Photovoltaic, Solar Thermal, Solar Chimney and other Solar based devices used in households, industry and commerce establishments and setting up of green field Solar Plants of various sizes, envisaging, identifying and acquiring and setting suitable land developing the site for Solar Parks; design, engineer, supply, erect, commission and, or operate and maintain the plants, accessories components, spare parts thereof and provide renewable energy solutions; Sell or otherwise dispose of part or whole of the Solar Plant both in India and abroad.

4. To carry on the business as manufacturers, traders, agents, suppliers, commission agents, super stockists, importers, exporters, buyers, sellers, and in any other capacity in India or elsewhere, for products, commodities, services, and materials in any form or shape, whether manufactured or supplied by any company, firm, association of persons, body (whether incorporated or not), government, semi-government, or any local authority; and to barter, exchange, pledge, make advances upon, or otherwise deal and trade in all types of goods and merchandise; including engaging in the business of trading, online commerce, e-commerce, quick commerce, and omni-channel operations, encompassing the sale and distribution of goods and services through digital platforms, mobile applications, websites, and physical retail outlets, and to undertake all activities incidental or ancillary to the foregoing.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, any alteration in the Object Clause of the MOA requires the approval of the shareholders by way of a Special Resolution and subsequent filing with the Registrar of Companies.

A copy of the proposed revised Clause III-A of the Memorandum of Association is available for inspection at the registered office of the Company during business hours and will also be made available at the meeting.

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

The Board recommends the resolution as set out in the accompanying notice for the approval of the members as a Special Resolution.

#### ITEM NO.10

Pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, a company is permitted to advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the directors of the company are interested, subject to the condition that a **special resolution** is passed by the shareholders of the company in a general meeting.

The Company, in the ordinary course of its business, may be required to provide loans or give guarantees or securities in connection with any loan(s) taken by entities in which directors may be deemed to be interested, including but not limited to group companies, subsidiaries, joint ventures, associates, or other entities.

It is proposed to authorize the Board of Directors of the Company to grant such loans or provide such guarantees or securities from time to time, provided that the **aggregate outstanding amount of such loans and guarantees shall not exceed ₹50 crores (Rupees Fifty Crores Only) at any point in time.**



The Board is of the view that such financial support is in the best interest of the Company and its stakeholders, and necessary to support business objectives and group synergy.

Accordingly, the Board recommends the passing of the Special Resolution as set out at Item No. 9 of the Notice.

Disclosure in terms of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

- **Particulars of the loans / guarantees / securities:** Loan(s) or guarantee(s) or security(ies) to be provided to entities in which directors are interested
- **Maximum amount of loan(s) / guarantee(s) / security(ies) proposed:** Not exceeding ₹50 crores in aggregate
- **Purpose for which the loans / guarantees / securities are proposed:** For business operations, working capital, capital expenditure, or general corporate purposes of such entities
- **Tenure:** As may be mutually agreed between the Company and the borrowing entities
- **Rate of Interest:** At an interest rate not lower than the prevailing yield of one year, three years, five year or ten year Government Security closest to the tenor of the loan
- **Security:** As may be determined by the Board, if applicable
- **Source of funds:** Internal accruals / borrowings
- **Other terms:** As determined by the Board from time to time in the best interest of the Company

None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their interest in the entities to which the loan, guarantee, or security is proposed to be given, are in any way concerned or interested, financially or otherwise, in the proposed resolution.

#### ITEM NO. 10:

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013, a company is restricted from, giving any loan to any person or other body corporate; giving any guarantee or providing any security in connection with a loan to any other body corporate or person; and acquiring by way of subscription, purchase, or otherwise, the securities of any other body corporate, beyond 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, unless prior approval of the shareholders by way of a special resolution is obtained.

In view of the Company's growth plans and business requirements, it may be required to deploy funds by way of loans, guarantees, securities, or investments in bodies corporate, including subsidiaries, joint ventures, associates, or other entities. The Board of Directors considers it necessary to obtain shareholders' approval for authorizing the Company to make such investments, loans, guarantees, or security arrangements up to an aggregate amount not exceeding **₹50 crores (Rupees Fifty Crores Only)**, notwithstanding that such amount may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013.

All such transactions, if any, will be in compliance with the provisions of Section 186 and other applicable provisions of the Act, and will be made in the best interest of the Company.

Accordingly, the Board recommends the resolution set forth in Item No. 10 of the accompanying Notice for the approval of members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their interest in the entities to which the loan, guarantee, or security is proposed to be given, are in any way concerned or interested, financially or otherwise, in the proposed resolution.

#### ITEM NO. 11

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise further funds by means of either equity or debt. While the Company is considering the



various options, it is proposed to increase the Authorized Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising funds.

In terms of the applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its General Meeting, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

The Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its Authorize Share Capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

In view of the above, it is proposed to increase the Authorized Share Capital of the Company from existing Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs only) divided into 1,35,00,000 (One Crore Thirty-Five Lakhs) Equity Shares of Rs. 10/- each **to Rs. 50,00,00,000/- only (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10/-** each ranking pari passu in all respect with the existing Shares of the Company as per the Memorandum and Articles of Association of the Company.

Consequently, the existing Clause V of the Memorandum of Association of the Company needs to be altered. The above-mentioned increase in the Authorized Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association will require approval of the Members. The Board of Directors recommends the resolutions at Item No. 11 to be passed as Ordinary Resolution.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the notes to this Notice.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise in the aforesaid resolution proposed to be passed as an ordinary resolution.



## ANNEXURE TO THE NOTICE

### Annexure-1

Details of Director seeking Appointment / Re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name	<b>Mr. Gurubaxsing Jamaiting Bagga</b>
Directors Identification Number(DIN)	06391512
Date of Birth (age)	(17-06-1947) 78 years
Qualification	Bachelor's in Commerce and LLB
Expertise in Specific Area	12 years experience in Iron and steel industry and holds substantial knowledge in real estate sector
Date of first appointment on the Board of the Company	15-10-2012
Shareholding in Kalana Ispat Limited as on 31 <sup>st</sup> March 2024	11,95,997/ 9.17%
List of Directorship held in other companies	Nil
Membership/ Chairmanship in Committees	NA
Relationship with other directors interested	Nil
Brief Resume	He possesses an extensive overall experience of 50 years, primarily as a veteran in the textile business for the entire duration. Additionally, he has over 12 years of expertise in the iron and steel industry and holds substantial knowledge in the real estate sector.
Terms & Conditions of re-appointment including remuneration payable	For a period of 3 years effecting from 27 <sup>th</sup> August, 2025
Number of Meetings of Board attended during the year	13
Details of remuneration sought to be paid and last drawn	Professional Fee
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Well versed skills in operation and sales leads to better management and smooth functioning of departments
Listed entities from which resigned in the past Three years	Nil

By order of the Board of Directors  
For **Kalana Ispat Limited**

Place: Ahmedabad  
Dated: 27.08.2025

sd/-  
**Manishi Jain**  
(Company Secretary &  
Compliance Officer)  
M. No.:A55193



## ANNEXURE TO THE NOTICE

### Annexure-2

Details of Director seeking Appointment / Re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name	<b>Ms. Preeti Sethi</b>
Directors Identification Number(DIN)	10926123
Date of Birth (age)	(28-11-1994) 31 years
Qualification	Professional Degree, Member of Institute of Company Secretaries of India
Expertise in Specific Area	3 years vast experience in secretarial and listing compliances along with expertise in NBFC compliances
Date of first appointment on the Board of the Company	27-08-2025
Shareholding in Kalana Ispat Limited as on 31 <sup>st</sup> March 2024	Nil
List of Directorship held in other companies	Nil
Membership/ Chairmanship in Committees	NA
Relationship with other directors interested	Nil
Brief Resume	Ms. Preeti Sethi is an Associate member of the Institute of Company Secretaries of India and is also Commerce Graduate. She possesses over 3 years of experience in the fields of Listing Compliances, Audit and handling compliances under various Corporate Laws, listing agreement; for NBFC's compliances, Initial Public Issues, Rights Issues, Bonus Issues, Preferential Allotments, QIPs, GDRs, Takeover of Listed & unlisted companies
Terms & Conditions of re-appointment including remuneration payable	For a period of 5 years effecting from 27 <sup>th</sup> August , 2025
Number of Meetings of Board attended during the year	Nil as appointed w.e.f 27 <sup>th</sup> August, 2025
Details of remuneration sought to be paid and last drawn	NA
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Well versed skills in listed and unlisted compliances
Listed entities from which resigned in the past Three years	Nil

By order of the Board of Directors  
For **Kalana Ispat Limited**

Place: Ahmedabad  
Dated: 27.08.2025

sd/-  
**Manishi Jain**  
(Company Secretary &  
Compliance Officer)  
M. No.:A55193



## DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 13<sup>th</sup> Annual Report on the business and operations of the company together with the Audited Financial Statements for the year ended March 31, 2025.

### 1. BUSINESS OVERVIEW

Our Company is primarily engaged in manufacturing of M.S. Billets and Alloy Steel Billets of various grades. Our manufacturing facility has been duly certified in accordance with international standards of quality management systems such as ISO 2830:2012.

Our Company operates in two major segments, viz. sale of products manufactured by it and sale of services as Job Work segments.

The Corporate Identification Number of our company is L27100GJ2012PLC072306.

### 2. FINANCIAL HIGHLIGHTS

The Company's financial performance for the financial year 2024-25 along with previous years' figures is given hereunder:

PARTICULARS	Amount (in Lakhs)	
	March 31, 2025	March 31, 2024
Revenue from Operations	5519.08	7372.64
Other income	90.79	21.83
<b>Total Income</b>	<b>5609.87</b>	<b>7394.47</b>
Purchases	204.74	2058.52
Changes in inventories of Fin Goods, WIP & Stock-in-Trade	22.31	15.17
Employee Benefits expenses	68.73	44.64
Finance Costs	32.31	31.31
Depreciation and amortization expenses	36.43	38.10
Other Expenses	748.36	789.74
<b>Total Expenses</b>	<b>5436.85</b>	<b>7068.76</b>
Profit / (Loss) before tax	173.02	325.71
Income Tax Expense:		
Current Tax	51.40	91.79
Deferred Tax	(1.57)	(0.62)
Earlier Income Tax Written off	2.05	(0.72)
<b>Profit/(Loss) for the year</b>	<b>121.14</b>	<b>235.26</b>
Loss per equity share of face value of Rs. 10/- each	-	-
<b>Basic &amp; diluted loss per equity share</b>	<b>1.14</b>	<b>3.02</b>

### 3. STATE OF THE COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the year, your Company achieved a revenue from operations of Rs. 5519.08 Lakhs and a net profit after tax of Rs. 121.14 Lakhs for the current Financial Year i.e. 2024-25 as compared to revenue from operations of Rs. 7372.64 Lakhs and a net profit after tax of Rs. 235.26 Lakhs in the previous Financial Year, i.e. 2023-24. These financial results are presented in the Statement of Profit & Loss and are self-explanatory. For a deeper understanding of our business performance, please refer to the Management Discussion & Analysis Report included in the Annual Report. Your directors are hopeful of generating more revenues and focusing further growth in coming years.



#### **4. DIVIDEND**

With a view to conserve and save the resources for future prospects of the Company, the Directors have not declared any dividend for the financial year 2024-25.

#### **5. TRANSFER TO RESERVES**

The Board of Directors has decided to retain the entire amount of profit in the profit and loss account. Accordingly, the Company has not transferred any amount to the 'Reserves' for the year ended March 31, 2025.

#### **6. CHANGE IN NATURE OF BUSINESS**

The Company has not changed its business or objects and continues to be in the same line of business as per the main objects of the Company.

#### **7. SHARE CAPITAL**

##### **a. Authorised Share Capital**

The Authorised share capital of the Company is Rs. 13,50,00,000/- divided into 1,35,00,000 equity shares of Rs. 10 each as on Financial Year ended 2024-2025.

##### **b. Issued, Subscribed & Paid-Up Capital**

At the beginning of Financial Year 2024-25, the paid up capital of the company stood at Rs. 8,10,11,850 (Rupees Eight Crore Ten Lakhs Eleven Thousand Eight Hundred Fifty) divided into 81,01,185 equity shares of Rs. 10 each.

During the year Company has issued and allotted 49,38,000 Equity Shares of ₹10/- each for cash price at a price of ₹ 66/- per share inclusive of a premium by way of Initial Public Offer on 26<sup>th</sup> September, 2024.

Consequently, the Paid-up Capital of the Company is increased to Rs. 13,03,91,850/- divided into 1,30,39,185 Equity Shares of Rs. 10/- each and entire equity shares of the company were listed on Emerge Platform of National Stock Exchange of India Limited w.e.f. 26<sup>th</sup> September, 2024.

As on March 31, 2025 the Authorized Share Capital of the Company stood at Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty lakhs only) divided into 1,35,00,000 (One Crores Thirty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and issued, subscribed and paid-up share capital of your Company stood at Rs. 13,03,91,850 (Rupees Thirteen Crores Three lakhs Ninety One Thousand Eight Hundred Fifty Only) divided into 1,30,39,185 (One Crore Thirty Lakh Thirty Nine Thousand One Hundred Eighty five) Equity Share of Rs. 10/- (Rupees Ten) each.

#### **8. DETAILS OF IPO**

The Company has made its public offer of equity shares by way of fresh issue of equity shares in accordance with Chapter IX of the SEBI (ICDR) regulations, 2018 as amended, wherein 49,38,000 equity shares were offered through initial public offer. The public offer was opened on 19<sup>th</sup> September, 2024 and closed on 23<sup>rd</sup> September, 2024 for all applicants. The 49,38,000 equity shares were offered at an offer price of ₹66/- per equity share (including a share premium of ₹56/- per equity share). The shares were allotted on 24<sup>th</sup> September, 2024 to the respective successful applicants under various categories as approved in consultation with the Authorized Representative of the Designated Stock Exchange viz. National Stock Exchange Limited. The Equity shares of the Company were listed on Emerge Platform of National Stock Exchange of India Limited with effect from 26<sup>th</sup> September, 2024. The Company's IPO had received an overwhelming response.

#### **9. DETAILS OF UTILISATION OF FUNDS & STATEMENT OF DEVIATION(S) OR VARIATION(S):**

Pursuant to Regulation 32(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/ LODR).

Variation in the amount of object for which fund originally allocated as stated in the prospectus of the Company dated September 12, 2024.

During the reporting period there was Modification in the allocation of funds was approved by the shareholders through a special resolution passed via postal ballot through e- voting concluded on March 19, 2025. Variation in the amount of object for which fund originally allocated as stated in the prospectus of the Company dated September 12, 2024.

The summarised table for utilisation of funds as on 31<sup>st</sup> March, 2025 is as follows:

(All amounts in lakhs)

Sr. No.	Original Object	Modified Object	Original Allocation	Modified allocation, if any	Funds Utilised till 31 <sup>st</sup> March, 2025	Funds Utilised as at 31 <sup>st</sup> March, 2025
1	Capital Expenditure for Installation of 4 MW DC & 3.5 MW AC Ground Mounted Solar Power Plant -TPSAT Structure	Capital Expenditure for Installation of 1.4 MW Ground Mounted Solar Power Plant for existing manufacturing plant and 1MW Ground Mounted Solar Power Plant for the proposed rolling mill as mentioned in object no.02 TPSAT Structure.	2298.75	1103.65	739.41	364.24
2	Capital expenditure for setting up of rolling mill at Survey No. 41 Taluka Sanand, Mouje Kalana village Ahmedabad by construction of the industrial Shed, purchase of equipment machineries other assets etc.	Capital expenditure for setting up of rolling mill at Survey No.452 Khata no. 280 Khegariya Taluka Viramgam, District Ahmedabad by construction of the industrial Shed purchase of equipment machineries other assets etc.	799.45	1994.55	572.78	1421.77
3	Issue related expenses	NA	100.00	100.00	100.00	-
4	General corporate purpose	NA	60.88	60.88	57.20	3.68
5	Total	NA	3259.08	3259.08	1469.38	1789.70

#### 10. DETAILS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

During the reporting period, the company does not have any holding company or subsidiary company or joint venture.

#### 11. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

During the reporting period, there were certain material events occurred which are mentioned below:

**Initiated the process of Raising Funds Through Issuance of Equity shares by way of Initial Public Offer of securities:**



During the reporting period, the company has issued and allotted 49,38,000 equity shares of face value of Rs. 10/- through Initial Public Offer at the issue price of Rs. 66/- inclusive of a premium of Rs. 56/-.

The Company listed its securities on Emerge Platform of National Stock Exchange of India Limited on 26<sup>th</sup> September, 2024.

## **12. SECRETARIAL STANDARD**

The Directors state that applicable Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively, have been duly followed by the Company.

## **13. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

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

## **14. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the year the Company has not entered into any materially significant related party transactions which may have potential conflict with the interest of the Company at large. Suitable disclosures as required are provided in AS-18 which forms the part of the notes to the Financial Statement.

In line with the requirements of the Companies Act, 2013 and SEBI Listing Regulation 2015, the Company has formulated a Policy on Related Party Transactions which is also available on Company's Website at <https://kalanaispat.com/policies/>.

During the year reporting period, contracts or arrangements entered into with the related party, as defined under section 2 (76) of the Companies Act, 2013 were in the ordinary course of business on arm's length basis. Details of the transactions pursuant to compliance of section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 are annexed herewith in AOC-2 furnished in **Annexure-1**.

## **15. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

Pursuant to the provisions of Section 134(3)(n) of the Companies Act, 2013, the Company has a structured Risk Management Policy duly approved by the Board of Directors. The Risk Management process is designed to safeguard the Company from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business of the Company. The potential risks are integrated with management process such that they receive the necessary consideration during the decision making. It has been dealt in greater detail in Management Discussion and Analysis Report annexed to this Report

## **16. INTERNAL FINANCIAL CONTROLS**

The Company has laid proper and adequate systems of internal financial control commensurate with the size of its business and nature of its operations with regard to the following:

- (i) Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization.
- (ii) Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information.



- (iii) Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.
- (iv) The existing assets of the Company are verified/ checked at reasonable intervals and appropriate action is taken with respect to any differences, if any.
- (v) Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

## 17. AUDITORS & THEIR REPORT

### ➤ Statutory Auditors

In terms of provisions of Section 139 of the Companies Act, 2013, the Board of Directors of the Company at Board Meeting of the Company held on 12th February, 2024 appointed M/s. Dinesh R Thakkar & Co., Chartered Accountant (Firm Registration No. 102612W) as Statutory Auditors of the Company to hold the office till the ensuing annual general meeting of the Company.

The members of the Company pursuant to the recommendation the Board of Directors; had at the 12th Annual General Meeting held on 9th September 2024, appointed M/s. Dinesh R Thakkar & Co., Chartered Accountant (Firm Registration No. 102612W), as the Statutory Auditors of the Company for the period of five years till the conclusion of 17th Annual General Meeting of the Company to be held in the Year 2029.

Further the report of the Statutory Auditors along with notes to Schedules is enclosed to this report. There were no observations or qualifications, or remarks made by the Statutory Auditors in their report for the financial year ended 31 March 2025.

### ➤ Cost Audit

The Company is maintaining cost records as prescribed under the Companies (Cost Records and Audit) Rules, 2014, pursuant to Section 148(1) of the Companies Act, 2013, as amended from time to time. The records are made and maintained as applicable to the nature of the Business of the Company. However, the provisions relating to cost audit is not applicable to the Company for the financial year 2024-25.

### ➤ Secretarial Audit

In terms of the provision of the Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s Sumit Bajaj & Associates, a peer reviewed Practicing Company Secretaries as Secretarial Auditor of the Company for the Financial Year 2024-25.

In accordance with the provisions of Section 204 of the Act, Sumit Bajaj & Associates conducted the secretarial audit for the financial year ended 31 March 2025. The Secretarial Audit Report issued by the Secretarial Audit in Form MR-3 is attached as **Annexure C** and forms part of the Directors' Report. There are no qualifications or remarks.

### ➤ Internal Audit

In terms of the provision of the Section 138 of the Companies Act, 2013 read with the Rule 13 of the Companies (Accounts) Rules, 2014, the Board had appointed M/s Chintan Parikh & Co, Chartered Accountants (M. No. 132316) as Internal Auditor of the Company for the financial year 2024-2025 on 31st March, 2025.

The Report of the Internal Auditors is reviewed by the Audit Committee.

## 18. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the reporting period, the Board of the Directors is duly constituted. Following are the details of Directors of the Company as on 31<sup>st</sup> March, 2025:

Sr. No.	Name of Director	Designation	Date of Appointment	Date of Cessation (If Any)
1	Varghese Joseph Pottakerry	Managing Director	15/10/2012	-
2	Aftabhusenhusen S Khandwawala	Director	15/10/2012	-
3	Gurubaxsing Jamiatsing Bagga	Non-Executive Director	15/10/2012	-
4	Rachna Sandeep Luthra	Independent Director	17/06/2024	-
5	Nishant Bali	Independent Director	28/12/2023	-

Following are the details of Key Managerial Personnel (KMP) of the Company as on 31<sup>st</sup> March, 2025:

Sr. No.	Name of Director	Designation	Date of Appointment	Date of Cessation (If Any)
1	Manoj Gopinathan Pillai	Chief Financial Officer	17/06/2024	-
2	Manishi Jain	Company Secretary	20/01/2024	-

### Changes in the Board Composition during the relevant period:

- I. Mrs. Sahistabanu Sajitmiya Thakor, Independent Director of the Company has been resigned from the company dated on 17th June, 2024.
- II. Mrs. Rachna Sandeep Luthra has been appointed as the Independent Director of the Company dated on 17th June, 2024.
- III. Mr. Aftabhusenhusen S Khandwawal, Chief Financial Officer of the Company has been resigned from the company dated on 17th June, 2024.
- IV. Mr. Manoj Gopinathan Pillai has been appointed as the Chief Financial Officer of the Company dated on 17th June, 2024.

### Retirement by Rotation:

Mr. Gurubaxsing Jamaitsing Bagga (DIN: 06391512), Non-Executive Director of the company, who retires by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The detailed profile of Mr. Gurubaxsing Jamaitsing Bagga has been included in the Notice convening the ensuing AGM.

The Company has received consent in writing to act as director in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would give immense benefit to the Company and it is desirable to avail his services as Directors. Accordingly, the Board recommends the resolution related to the appointment of above directors for the approval of shareholders of the company.

## 19. COMMITTEES OF THE BOARD

The Company has duly constituted and reconstituted the following statutory Committees in terms of the provisions of the Act read with relevant rules framed thereunder during the reporting period and up to the date of this report:

1. Audit Committee
2. Stakeholders Relationship Committee
3. Nomination and Remuneration Committee

## ➤ Audit Committee

The Audit Committee comprises of three (3) members, two (2) of them are independent non-executive directors and one (1) is executive director. The Committee's composition and terms of reference meet with requirements of Section 177 of the Companies Act, 2013 and Listing Regulations. Members of the Audit Committee possess financial/accounting expertise/exposure.

### Composition of the Audit Committee

The committee comprises the following directors as on 31st March, 2025:

Name	Designation	No. of meeting(s) attended
Nishant Bali	Chairman, Independent Director	6
Rachna Sandeep Luthra	Member, Independent Director	6 (Appointed on 17.06.2024)
Varghese Joseph Pottakerry	Member, Managing Director	6

\*Mrs. Sahistabanu Sajitmiya Thakor have resigned from the post of Independent Director as on 17 June, 2024.

All the members of the Committee have accounting and financial management expertise. The Company Secretary is the secretary to the committee.

The Audit Committee has been authorized to look after the following major functions:

- i. To recommend for appointment, remuneration and terms of appointment of auditors of the company;
- ii. To review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iii. To examine the financial statement and the auditors' report thereon;
- iv. To approve or any subsequent modification of transactions of the company with related parties;
- v. To conduct scrutiny of inter-corporate loans and investments;
- vi. To evaluate undertakings or assets of the company, wherever it is necessary;
- vii. To evaluate internal financial controls and risk management systems;
- viii. To monitor the end use of funds raised through public offers and related matters.
- ix. To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and to discuss any related issues with the internal and statutory auditors and the management of the company.
- x. To investigate into any matter in relation to the items specified in or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

The Audit Committee functions in accordance with the terms of reference specified by the Board of Directors and ensures the integrity of the Company's financial reporting process, compliance with legal and regulatory requirements, and the adequacy of internal control systems.

During the financial year 2024-2025 Six (6) meeting of Audit Committee were held as under:-

- 17.06.2024
- 02.09.2024
- 06.09.2024
- 14.11.2024
- 07.02.2025
- 31.03.2025

## ➤ Nomination and Remuneration Committee

The Nomination & Remuneration Committees composition meets with the requirement of section 178 of the



companies Act, 2013 and of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Members of the Nomination & Remuneration Policy possess sound knowledge/expertise/exposure.

### Composition of the Nomination and Remuneration Committee

The committee comprises the following directors as on 31st March, 2025:

Name	Designation	No. of meeting(s) attended
Rachna Sandeep Luthra	Chairperson ,Independent Director	2 (Appointed w.e.f 17.06.2024)
Sahistabanu Sajitmiya Thakor	Chairperson, Independent Director	1 (Resignation w.e.f 17.06.2024)
Nishant Bali	Member, Independent Director	3
Gurubaxsing Jamiatsing Bagga	Member, Non-Executive Director	3

The Committee has been authorized to look after following major functions:

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
3. To ensure that –
  - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
  - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
  - (d) The policy so framed by the said Committee shall be disclosed in Board's Report to shareholders.

During the financial year 2024-25 Three(3) meeting of Nomination Remuneration Committee were held as under:-

- 09.04.2024
- 17.06.2024
- 07.02.2025

### ➤ Stakeholders Relationship Committee

The Stakeholders Relationship Committee meets with the requirement of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stakeholders Relationship Committee is mainly responsible to review all grievances connected with the Company's transfer of securities and Redressal of shareholders / Investors / Security Holders Complaints.

### Composition of the Stakeholders Relationship Committee

The committee comprises the following directors as on 31st March, 2025:



Name	Designation	No. of meeting(s) attended
Rachna Sandeep Luthra	Chairperson , Independent Director	1 (Appointed on 17.06.2024)
Nishant Bali	Member, Independent Director	1
Gurubaxsing Jamiatsing Bagga	Member, Non-Executive Director	1

\*Mrs. Sahistabanu Sajitmiya Thakor have resigned from the post of Independent Director as on 17 June, 2024.

During the financial year 2024-2025 One (1) meeting of Stakeholders Relationship Committee were held as under:

- 02.09.2024

## 20. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 21. DETAILS OF MEETINGS OF BOARD'S

The Board of the company regularly meets to discuss various business opportunities. Additional Board Meetings are convened as and when required to discuss and decide on various business policies, strategies and other businesses.

During the reporting period, The Board of directors duly met 13 (Thirteen) times and in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the minutes' book maintained for the purpose, details of which are given below:

- 09-04-2024
- 17-06-2024
- 02-09-2024
- 06-09-2024
- 07-09-2024
- 24-09-2024
- 14-10-2024
- 14-11-2024
- 31-01-2025
- 07-02-2025
- 17-02-2025
- 12-03-2025
- 31-03-2025

The attendance of the Directors at the above mentioned board meetings and the 12th AGM are listed below:

Sr. No.	Name of Director	Board Meeting Number of Meeting attended	Attendance at the 12th AGM
1	Varghese Joseph Pottakerry	13	Present
2	Aftabhusenhusen S Khandwawala	13	Present
3	Gurubaxsing Jamiatsing Bagga	13	Present
4	Rachna Sandeep Luthra	12	Present
5	Nishant Bali	13	Present
6	Sahistabanu Sajitmiya Thakor	1	Absent

## SEPARATE MEETING OF INDEPENDENT DIRECTORS

Independent Directors of the Company held their Separate meeting under Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of Companies Act, 2013 on Monday, 17<sup>th</sup> February, 2025 at Registered office of the Company (cum video conferencing) at C 918 Venus Startum Nr Jhansi ki Ran, Nehrunagar, Azad Society, Ahmedabad, Ahmedabad, India, 380015 to evaluate their performance.

## 22. DECLARATION BY INDEPENDENT DIRECTORS

In accordance with the provisions of Section 149(6) of the Companies Act, 2013, and the rules made thereunder, the Company has received declarations from the following Independent Directors confirming that they meet the criteria of independence as prescribed under the Act and are not disqualified from continuing as Independent Directors of the Company:

Ms. Rachna Sandeep Luthra- Independent Director  
Mr. Nishant Bali- Independent Director

These declarations confirm that they are independent of the management and possess the requisite integrity, expertise, and experience to serve on the Board as Independent Directors. The Board of Directors places on record its deep appreciation for the valuable contributions made by the Independent Directors in guiding the Company towards sustained growth and governance excellence.

## 23. EVALUATION BY BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

In compliance with the provisions of the Act, and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the performance evaluation was carried out as under:

### Board

In accordance with the criteria suggested by the Nomination and Remuneration Committee, the Board of Directors evaluated the performance of Board, having regard to various criteria such as Board Composition, Board processes, Board dynamics, etc. The Independent Directors at their spate meeting also evaluated the performance of Board as whole based on various criteria. The Board and the Independent Directors were of the view that performance of the Board of Directors as whole was satisfactory.

### Committees of the Board:

The performance of Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee, was evaluated by the Board having regard to various criteria. The Board was of the view that all the committees were performing their functions satisfactorily.

### Individual Directors

In accordance with the criteria suggested by the Nomination and Remuneration Committee, the performance



of each director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters.

Independent Directors, at their separate meeting, have evaluated the performance of Non independent Directors and the Board as a whole; and of the Chairman of the Board, taking into account the views of other Directors; and assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Board and the Independent Directors were of the view that performance of the all the Directors as a whole was satisfactory.

The evaluation framework for assessing the performance of the Directors includes the following broad parameters:

- Relevant expertise;
- Attendance of Directors in various meetings of the Board and its Committees;
- Effective participation in decision making process;
- Objectivity and independence;
- Level of awareness and understanding of the Company's business;
- Professional conduct of the directors in various meetings of the Board and its committees;
- Compliance with the Code of Conduct of the Company;
- Ability to act in the best interest of the Company.

#### **24. VIGIL MECHANISM POLICY**

The Company has also established a Vigil Mechanism Policy, which provides a framework for directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's code of conduct or ethics policy. The mechanism provides adequate safeguards against victimization of persons who use such a mechanism and allows direct access to the Chairperson of the Audit Committee in exceptional cases.

The Audit Committee oversees the functioning of this Vigil Mechanism and ensures that all reported concerns are appropriately investigated and addressed.

The Board of Directors is committed to maintaining the highest standards of transparency and integrity and will continue to ensure that these principles are upheld.

#### **25. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS**

During the reporting period, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations.

#### **26. DEPOSITS**

During the reporting period, Company has not invited, accepted or renewed any deposit from the public in terms of the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made there under. Accordingly, the requirement to furnish details relating to deposits covered under Chapter V of the Companies Act, 2013 does not arise.

#### **27. PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

During the financial year 2024-25, the Company has not given any security or guarantees under the provisions of Section 186 of the Act. The details of Loans and advances are provided in the Notes to the Standalone Financial statements for the financial year ended 31 March 2025.

#### **28. EXTRACT OF ANNUAL RETURN**



Pursuant to Section 92(3) of the Companies Act, 2013 ('the Act') and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return is available on the Company's website. Stakeholders can access the detailed extract of the Annual Return for the financial year at the following link: <https://kalanaipat.com/>

## 29. CORPORATE SOCIAL RESPONSIBILITY

As the provisions of Section 135 are not applicable, the Company has not made any policy on the corporate social responsibility.

## 30. CORPORATE GOVERNANCE REPORT

Our Company, Kalana Ispat Limited has listed its specified securities on Emerge platform of National Stock Exchange of India Limited which falls under the ambit of exemption provided to SME listed companies, therefore the compliance with the Corporate Governance provision specified in the applicable Regulation shall not be applicable to the Company.

## 31. MANAGEMENT, DISCUSSION AND ANALYSIS REPORT

The Management, Discussion and Analysis Report for the Financial Year 2024-25 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report as **Annexure-2**.

## 32. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

During the year under consideration, Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company under section 143(12) of the Companies Act, 2013.

## 33. DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

### (a) Conservation of energy

(i)	the steps taken or impact on conservation of energy	Since the Company does not fall under any of the industries covered by the Companies (Accounts) Rules, 2014. Hence, the requirements of disclosure in relation to the Conservation of Energy and Technology Absorption are not applicable to it.
(ii)	the steps taken by the company for utilizing alternate sources of energy	
(iii)	the capital investment on energy conservation equipment's	

### (b) Technology absorption

(i)	the efforts made towards technology absorption	Since the Company does not fall under any of the industries covered by the Companies (Accounts) Rules, 2014. Hence, the requirements of disclosure in relation to the Conservation of Energy and Technology Absorption are not applicable to it.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	(a) the details of technology imported	
	(b) the year of import;	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	the expenditure incurred on Research and Development	NIL

### (c) Foreign exchange earnings and Outgo



Earnings in Foreign Currency	NIL
Expenditure in Foreign Currency	NIL

### 34. HUMAN RESOURCES

The Management has healthy relationship with the officers and the Employee.

### 35. PARTICULARS OF EMPLOYEES PURSUANT TO THE SECTION 197 (12) OF COMPANIES ACT AND RULE 5(1), 5(2) AND 5(3) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

#### Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of the Director	Ratio
Varghese Joseph Potterterly	1.49:1
Aftabhusen S Khandwawala	NA
Gurubaxsing Jamiatsing Bagga	NA
Rachna Sandeep Luthra	NA
Nishant Bali	NA

Note: Median remuneration of the employees and remuneration of Varghese Joseph Potterterly includes fixed CTC only.

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name of the Director	Designation	Percentage Increase
Mr. Varghese Joseph Potterterly	Managing Director	380%
Mr. Aftabhusen S Khandwawala	Director	
Mr. Gurubaxsing Jamiatsing Bagga	Non-Executive, Non-Independent Director	
Ms. Rachna Sandeep Luthra	Non-Executive, Independent Director	
Mr. Nishant Bali	Non-Executive, Independent Director	
Mr. Manoj Gopinath Pillai	Chief Financial Officer	
Ms. Manishi Jain	Company Secretary	0.00%

3. The percentage increase in the median remuneration of employees in the financial year: **30.98%** (excluding variable pay)

4. The number of permanent employees on the rolls of Company as on 31st March 2025: 15 employees.

5. For FY 2024-25, the average annual increase in the remuneration of employees (excluding the remuneration of managerial personnel) was **30.98%** (excluding variable pay) and for the managerial remuneration was **271%** (excluding variable pay).



6. The remuneration paid to the Directors, KMPs and other employees is as per the Nomination and Remuneration Policy of the Company.

#### **Statement of Particulars of Employees pursuant to the Section 197 (12) of Companies Act and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- a) Details of the employees employed throughout the Financial Year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore rupees and two lakh rupees.  
Nil
- b) Details of the employees employed for a part of the Financial Year and was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;  
Nil
- c) If employed throughout the Financial Year or part thereof and was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.  
Nil

#### **36. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place a policy for the prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act, 2013"). Internal committees have been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the reporting period, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Number of complaints of sexual harassment received in the year	NIL
Number of complaints disposed off during the year	NIL
Number of cases pending for more than ninety days	NIL

#### **37. POLICY FOR PREVENTION OF INSIDER TRADING**

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 came into effect from May 9, 2023 to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof. Pursuant to Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure") of the Company. The Code of Fair Disclosure is available on the website of the Company <https://kalanaispat.com/>

Further, pursuant to Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and adopted the Code of Conduct for Prevention of Insider Trading. The Code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company and cautioning them on the consequence of non-compliances. The Company Secretary has been appointed as a Compliance Officer and is responsible for monitoring adherence to the Code. The code of conduct to regulate, monitor and report trading by insiders is also available on the website of the Company <https://kalanaispat.com/>

#### **38. APPLICATION/PROCEEDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**



During the reporting period, no application made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

#### **39. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH REASONS THEREOF:**

The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof under rule 8(5)(xii) of the Companies (Accounts) Rules, 2014 are not applicable to the Company during the reporting period.

#### **40. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961:**

The Company affirms that it is in full compliance with the provisions of the Maternity Benefit Act, 1961, as amended from time to time. The Company is committed to fostering a supportive and inclusive work environment, and ensures that all relevant policies and practices are regularly reviewed and aligned with the applicable statutory requirements.

#### **41. WEBSITE DISCLOSURE**

The Company maintains an updated website at <https://kalanaispac.com/>, which serves as a comprehensive resource for stakeholders, including shareholders, investors, and the general public. The website contains important information about the Company's operations, corporate governance policies, financial reports, statutory filings, and other relevant details.

#### **42. GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items, as there were no transactions on these items during the reporting period:

- (a) Issue of Equity shares with differential rights as to dividend, voting or otherwise.
- (b) Issue of shares (including sweat equity shares and ESOS) to employees of the Company under any scheme.
- (c) The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

#### **ACKNOWLEDGEMENT**

Your Directors place on record their sincere appreciation for the dedicated efforts and commitment of the employees of the Company at all level. Their contribution has been integral in enabling the Company to overcome the challenges and achieve its objectives. The Board also acknowledges the continued support received from the Company's bankers and extends its gratitude to all stakeholders, including the vendors, customers, auditors, consultants, financial institutions, government bodies, dealers, and other business associates for their cooperation and support. The Board also deeply recognises the trust and confidence placed by the consumers of the Company and the Members.

**For Kalana Ispat Limited**

**Varghese Joseph Pottakerry**  
**Managing Director**  
**DIN: 02771578**

**Aftabhusenhusen S Khandwawala**  
**Director**  
**DIN: 02771726**

Date: 27.08.2025  
Place: Ahmedabad

**ANNEXURE 1**

**FORM NO. AOC-2**

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

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

**Details of contracts or arrangements or transactions not at arm's length basis:** Not applicable

**Details of material contracts or arrangement or transactions at arm's length basis:**

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Amount paid as advances, if any
1.	Varghese Joseph Pottakerry (Managing Director)	Director's Remuneration	01.04.2024 to 31.03.2025	NA	4.8
2.	Gurubaxsing Jamiatsing Bagga (Director)	Professional Fee	01.04.2024 to 31.03.2025	NA	1.13
3.	Manishi Jain	Remuneration	01.04.2024 to 31.03.2025	NA	2.4
4.	Mit Iron and Steel Private Limited	Interest Expense	01.04.2024 to 31.03.2025	NA	0.18
		Rent Expense	01.04.2024 to 31.03.2025	NA	2.4
		Trade Payable	01.04.2024 to 31.03.2025	NA	0.37
5.	Mika Steel & Alloys LLP Shareholder & Enterprise under influence by Key Managerial Personnel	Purchase of Goods	01.04.2024 to 31.03.2025	NA	28.14
		Sales of goods	01.04.2024 to 31.03.2025	NA	108.62
		Job Work (Service Income)	01.04.2024 to 31.03.2025	NA	61.95
		Interest Income	01.04.2024 to 31.03.2025	NA	12.72
		Trade Receivables	01.04.2024 to 31.03.2025	NA	116.99
6.	Eagle steel (Prop. Sadik Nannabhai Qureshi)"	Purchase of Goods	01.04.2024 to 31.03.2025	NA	0.46
		Sale of goods	01.04.2024 to 31.03.2025	NA	19.53
		Purchase of Capital Goods	01.04.2024 to 31.03.2025	NA	0.26
		Trade Payable	01.04.2024 to 31.03.2025	NA	0.55
7.	Asif Nannabhai Qureshi (Prop. Shifa Steel Traders)	Purchase of Goods	01.04.2024 to 31.03.2025	NA	239.84
		Sales of Goods	01.04.2024 to 31.03.2025	NA	33.58
		Advances to suppliers	01.04.2024 to 31.03.2025	NA	129.67
8.	Zakirbhai Qureshi (Prop. Zaara Steel Traders)	Purchase of Goods	01.04.2024 to 31.03.2025	NA	470.99
		Sales of Goods	01.04.2024 to 31.03.2025	NA	38.24
		Advance to Suppliers	01.04.2024 to 31.03.2025	NA	144.13

**For Kalana Ispat Limited**

**Sd/-**  
**Varghese Joseph Pottakerry**  
**Managing Director**  
**DIN: 02771578**

**Sd/-**  
**Aftabhusenhusen S Khandwawala**  
**Director**  
**DIN: 02771726**

Date: 27.08.2025  
Place: Ahmedabad



## **ANNEXURE-2**

### **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

In compliance of Regulation 34(3) and 54(f) read with Schedule V of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find Management Discussion and Analysis Report forming part of Annual Report.

#### **1. Overview of the Business**

Our Company is primarily engaged in the manufacturing of Mild Steel (M.S.) Billets and Alloy Steel Billets of various grades. Our production facility is certified under international quality management standards, including ISO 2830:2012.

We operate under two key business segments:

**Sale of Products:** This includes the sale of billets manufactured in-house, as well as traded goods. Our core manufactured products – M.S. Billets and Alloy Steel Billets – are sold directly to customers on an order basis. Additionally, we engage in trading of goods such as iron scrap, iron ore, and ingots to complement our product offerings.

**Sale of Services (Job Work):** Leveraging available spare capacity, we offer casting services for M.S. and Alloy Steel Billets on a job work basis. In this segment, clients supply the raw materials, and we provide casting services, charging a service fee for the same.

#### **2. Opportunities and Strengths**

##### **A. Experience of our Promoter and core management team:**

Our Company benefits from the strong leadership and extensive industry experience of our Promoter and Managing Director, Mr. Varghese Joseph Pottakerry. With deep domain expertise and a proven track record in the steel manufacturing industry, Mr. Pottakerry has played a pivotal role in establishing and growing the Company's operations. Under his guidance, the Company has developed a robust presence in the production of M.S. Billets, Alloy Steel Billets, and Ingots. Backed by a dedicated core management team with comprehensive technical and managerial capabilities, our Company continues to scale new heights in operational excellence and market presence within the steel manufacturing sector.

##### **B. Existing well established reputation and customer relationships:**

Kalana Ispat Limited has built a strong and credible reputation in the steel industry, particularly in the manufacturing of billets and ingots. Over the years, the Company has earned the trust of its customers through consistent product quality, timely delivery, and a customer-centric approach. This reliability has helped forge long-standing relationships with a diverse clientele across various sectors. Our commitment to quality and service excellence has positioned Kalana Ispat Limited as a preferred supplier in the market, fostering repeat business and sustained growth through enduring customer partnerships.

##### **C. We offer a diversified range of products**

At Kalana Ispat Limited, we offer a diversified range of steel products to meet the varied needs of our customers across multiple industries. Our core product offering includes Mild Steel (MS) Billets, which are semi-finished products widely used as raw materials by rolling mills. These billets are produced by melting a combination of raw materials such as MS Scrap, Sponge Iron, Silicon Manganese, Aluminum Ingots, and specific salts at high temperatures. The molten metal is then cast into rectangular forms. We manufacture MS Billets in various grades, which are subsequently forged at rolling mills into finished products like bars, wires, rods, and sheet metal. These products have broad applications in sectors such as construction, infrastructure, and automotive industries.



In addition to MS Billets, we also produce Alloy Steel Billets on an order basis. These billets are also semi-finished products, made from similar raw materials and used to manufacture value-added products such as rods, wires, and bars. While not part of our regular production line, our ability to fulfill custom orders for Alloy Steel Billets adds to the versatility of our product portfolio and reflects our capacity to cater to specialized market requirements.

#### D. Quality Assurance and safety of products

At Kalana Ispat Limited, quality assurance and product safety are at the core of our manufacturing operations. Our facility adheres to stringent quality control measures and is certified under internationally recognized standards, including ISO 2830:2012. Each stage of production—from raw material procurement to billet casting—is monitored through robust inspection protocols to ensure consistency, durability, and compliance with industry specifications. We utilize advanced testing equipment and standardized procedures to verify the chemical and mechanical properties of our billets, ensuring they meet or exceed customer expectations. Our commitment to quality not only enhances the performance and safety of our products but also reinforces the trust our clients place in us across the construction, infrastructure, and automotive sectors.

#### 3. Competition:

Manufacturing industry of Billets and M.S. Billets is characterized by intense competition, with both global giants and local players vying for prominence in the market. The competitive landscape is intricate, with companies differing in terms of geographical presence, product focus, and market strategies. Understanding this intricate web of competition necessitates comprehensive research into aspects such as market share, customer feedback, technological innovations, and the ability to adapt to evolving industry trends. Our aim is to provide branded, standardized, and uniform quality products at competitive prices to our consumers. Many of our competitors have a substantially large capital base and resources than we do and offer a broader range of products. As the industry continues to evolve, these competitors, driven by innovation and a commitment to meeting the world's growing product demands.

#### 4. Prospect & Outlook

The management is of the view that the future prospects of your Company are bright and the performance in the current year is expected to be very well. The committed customers of the Company are expected to place more orders, which ultimately affect the top line of the Company, positively.

#### 5. Risks and Concerns

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

#### 6. Discussion on Financial Performance with respect to Operational Performance

The details of the financial performance of your Company are reflected in the Balance Sheet, Profit & Loss Account and other Financial Statements, appearing separately. Highlights are provided below:

(Rs.in lakhs)

Particulars	Standalone
	2025
Revenue from Operations	5519.07
Other Income	90.79
Total Income	5609.87
Profit/(Loss) Before Tax	173.02

The financial performance of your Company has been further explained in the Directors' Report of your Company for the year 2024-2025, appearing separately.



## 7. Financial Ratios

Particulars	FY2024-25
i. Current Ratio	7.55
ii. Inventory Turnover ratio (days)	12.98
iii. Debt Service Coverage Ratio	1793.10
iv. Return on Equity Ratio(%)	4.50
v. Debt Equity Ratio	0.06
vi. Trade Receivable Turnover Ratio	13.16
vii. Trade Payable Turnover Ratio	32.93
ix. Net Capital Turnover Ratio	3.21
x. Net Profit Ratio (%)	2.19
xi. Return on Capital Employed	4.46

## 8. Economic Outlook

The long-term fundamentals of the Indian economy continue to be strong due to rising incomes and large investments. These growth drivers are expected to sustain over a long period of time. At the same time, there are some concerns due to uncertain global economic environment and slow recovery in developed markets.

## 9. Human Resources

The Company keeps developing its organizational structure consistently over time efforts are made to follow excellent Human Resource practices. Adequate efforts of the staff and management personnel are directed on imparting continuous training to improve the management practices. The objective of your company is to create a workplace where every person can achieve his or her potential. The employees are encouraged to put in their best. Lots of hard work is put in to ensure that new and innovative ideas are given due consideration to achieve the short and long term objectives of your company.

The employees are satisfied and having good relationship with management.

## 10. Cautionary Statement

Certain statements in the Management Discussion and Analysis describing your Company's views about the industry, expectations/predictions, objectives etc. may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied in these statements. Your Company's operations may, inter-alia, be affected by the supply and demand situations, input prices and availability, changes in Government regulations, tax laws, government or court decisions and other factors such as industry relations and economic developments etc. Investors should bear this in mind when considering the above statements

### For Kalana Ispat Limited

Sd/-  
Varghese Joseph Pottakerry  
Managing Director  
DIN: 02771578

Sd/-  
Aftabhusenhusen S Khandwawala  
Director  
DIN: 02771726

Date: 27.08.2025  
Place: Ahmedabad



FORM NO. MR-3

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

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

To,  
The Members,  
**KALANA ISPAT LIMITED**  
C 918 Venus Startum Nr Jhansi ki Ran, Nehrunagar  
Azad Society, Ahmedabad, Ahmedabad, India, 380015

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KALANA ISPAT LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our Opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and 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 31<sup>st</sup> March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

**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 31<sup>st</sup> March, 2025 according to the provisions of:**

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder and the relevant provisions of the Act;
- (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 extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - Not applicable to the Company during the Audit Period.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (b) 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;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (d) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *Not applicable as the Company has not acquired during the period under review;*
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; - *Not applicable as the Company does not have Employee Stock Option Scheme for its employees;*
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - *Not applicable as the Company has not issued any debts security during the financial year under review;*
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - *Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review; and*
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - *Not applicable as the Company has not done any buyback of its securities during the financial year under review.*

**In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the Company during the course of our audit and the reporting is limited to that extent. We have also examined the compliance with the applicable clauses of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) with respect to board and general meetings.
- (ii) The listing agreement entered into by the Company with the National Stock Exchange of India Limited read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

We further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the

**We further report that:-**

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013 & Regulation 17 of LODR.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) All the Major decisions is carried through requisite majority while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- d) We further report that based on review of compliance mechanism established by the Company and on the basis of the compliance certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with applicable



laws, rules, regulations and guidelines; and

e) I further report that during the audit period, the following are the events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, Rules, Regulations, Guidelines, Standards taken place:

- 49,38,000 Fresh equity shares of face value of Rs 10/- each at a premium of Rs 56/- per share were issued through IPO and entire shares of the company were listed on 26<sup>th</sup> September, 2024 at Emerge Platform of National Stock Exchange of India Limited.

As informed, the Company has responded to notices for demands, claims, penalties etc. levied by various statutory/regulatory authorities and initiated actions for corrective measures, wherever necessary.

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](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

We further report that there is scope to improve the systems and processes in the company and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that as informed to us, the Company has undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

We further report that during the audit period there was no other event/action having major bearing on the

Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and standards.

**Note:** This report is to be read with our letter of event date which is annexed as **Annexure - A** and forms an integral part of this report.

**For Sumit Bajaj & Associates  
(Practicing Company Secretary)**

**Place: New Delhi**

**Date: 27<sup>th</sup> August, 2025**

**UDIN: A045042G001119491**

**CS Sumit Bajaj  
(Proprietor)  
C.P. No: 23948  
M.No.:45042**



ANNEXURE A

TO THE SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED  
MARCH 31, 2025

To,  
The Members,  
**KALANA ISPAT LIMITED**  
C 918 Venus Startum Nr Jhansi ki Ran, Nehrunagar  
Azad Society, Ahmedabad, Ahmedabad, India, 380015

Our Secretarial Audit Report of event date is to be read along with this letter.

1. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial and other records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.

5. 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.

6. We further report that the compliance by the Company of applicable Financial Laws like Direct and Indirect Tax Laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

**For Sumit Bajaj & Associates**  
**(Practicing Company Secretary)**

**Place: New Delhi**  
**Date: 27<sup>th</sup> August, 2025**  
**UDIN: A045042G001119491**

**CS Sumit Bajaj**  
**(Proprietor)**  
**C.P. No: 23948**  
**M.No.:45042**



## INDEPENDENT AUDITOR'S REPORT

To the Members of  
**Kalana Ispat Limited**  
(Formerly known as Kalana Ispat Private Limited)

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying Standalone Financial Statements of **Kalana Ispat Limited (CIN: L27100GJ2012PLC072306)** ("the Company"), which comprise the Balance Sheet as at **31<sup>st</sup> March 2025**, the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act ("AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at **31<sup>st</sup> March 2025**, and its **Profit**, 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 Standalone 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

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

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

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

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

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

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

#### Management's Responsibilities for the Standalone 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 and presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, 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.

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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors 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 Standalone 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 SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 standalone 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.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure 'A'**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account of the Company.
  - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - (g) In our opinion and to the best of our information and explanation given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Companies Act, 2013. Further, the remuneration paid to directors exceeds the limit prescribed under section 197 of the Act; however, the said excess amount has been refunded by the directors to comply with the provisions of the Act.
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. (Refer Note 31(i) to financial statements.)



- ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which required to be transferred to the investor education and protection fund by the company.
  - a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, and
  - c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations made by the Management under sub clause (a) and (b) above, contain any material misstatement.
3. The company has not declared or paid any dividend during the year. Therefore, compliance of provisions of section 123 of the Act is not applicable.
  4. Based on our examination which included test checks, the company has used an 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, during the course of our audit we did not come across any instance of audit trail feature being tampered. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

**For DINESH R THAKKAR & CO**  
**Chartered Accountants**  
**FRN : 102612W**

**Place: Ahmedabad**  
**Date: 27<sup>th</sup> May 2025**

**Keyur M. Thakkar**  
**(Partner)**  
**M.NO.190243**  
**UDIN: 25190243BNGCIM6150**



**Referred to in Paragraph 1. Under the heading of "Report on other legal and regulatory requirements" section of our report of even date to the members of Kalana Ispat Limited (Formerly known as Kalana Ispat Private Limited) on the standalone financial statements as of and for the year ended March 31, 2025**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

**In respect of Property, Plant & Equipment's:-**

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

(B) The company does not have any intangible assets; hence this clause is not applicable.

The Company has a regular programme of Physical Verification of its Property, Plant & Equipment by which all Property, Plant & Equipment are physical verified by the management in the phase manner over the period of three years which is in our opinion, reasonable having regard to the size of the company and the nature of its assets. In accordance with this programme, portion of property Plant & Equipment have been physically verified by the management during the year and no material discrepancies have been noticed on such verification.

The title deed of all immovable properties disclosed in financial statements of the company as a property, plant & equipment are held in the name of company.

Based on our audit procedures and according to the information and explanations given to us, the company has not revalued its Property, Plant and Equipment during the year.

Based on our audit procedures and according to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under Prohibition of Benami Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and rules made thereunder during the year.

**In respect of its Inventories :**

According to the information and explanations given to us, the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. As explained to us and on the basis of records examined by us, the value of the discrepancies noticed on physical verification by management as compared to book records did not exceed 10% or more in aggregate for each class of inventory.

In our opinion and according to the information and explanations given to us, the company has been renewed working capital facility in excess of Rs.5 crores, in aggregate, from bank on the basis of security of current assets. The Company has filed quarterly returns or statements with such bank, which are in agreement with the books of account other than those as set out below:

(Rs. In Lakhs)

Name of the Bank	Working Capital Limit Sanctioned	Quarter Ended on	Type of Assets	Amount as per Books of Account	Amount as per statement submitted to bank	Difference	Reason for Difference
The Federal Bank	300.00	30.06.2024	Inventories	228.69	225.24	(3.45)	Figures reported to banks are excluding Consumable stock and subject to valuation.
	300.00	30.06.2024	Trade receivable	146.52	310.21	163.69	Provisional Figures reported to banks earlier to finalization of quarterly accounts.
	300.00	30.06.2024	Trade payable	34.52	31.04	(3.48)	Provisional Figures reported to banks earlier to finalization of quarterly accounts.
The Federal Bank	300.00	30.09.2024	Inventories	294.13	281.07	(13.06)	Figures reported to banks are excluding Consumable stock and subject to valuation.
	300.00	30.09.2024	Trade receivable	395.38	302.17	(93.21)	Provisional Figures reported to banks earlier to finalization of quarterly accounts.
	300.00	30.09.2024	Trade payable	84.24	80.15	(4.10)	Provisional Figures reported to

							banks earlier to finalization of quarterly accounts.
The Federal Bank	300.00	31.12.2024	Inventories	325.35	287.93	(37.43)	Figures reported to banks are excluding Consumable stock and subject to valuation.
	300.00	31.12.2024	Trade payable	38.44	40.52	2.08	Provisional Figures reported to banks earlier to finalization of quarterly accounts.
The Federal Bank	300.00	31.03.2025	Inventories	309.20	278.44	(30.76)	Figures reported to banks are excluding Consumable stock and subject to valuation.
	300.00	31.03.2025	Trade receivable	376.36	376.37	0.01	Provisional Figures reported to banks earlier to finalization of quarterly accounts.
	300.00	31.03.2025	Trade payable	102.28	94.23	(8.05)	Provisional Figures reported to banks earlier to finalization of quarterly accounts.

**In respect of Loans/Guarantee/Security/Investment given/made by the company**

The Company has not made investment, not provided any guarantee or security to firms, Limited Liability Partnerships or any other parties during the year. However, the company has granted unsecured loan to one Limited Liability Partnership (LLP) during the year.



The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances to subsidiaries, joint ventures and associates: Nil

The company has provided loans or provided advances in the nature of loans with respect to such loans or advances to party other than subsidiaries, joint ventures and associates as below:

(Rs. in Lakhs)

Nature of Loans/Advances	Aggregate amount granted during the year	Balance outstanding at 31 <sup>st</sup> March, 2025
Loan to one Limited Liability Partnership (LLP)	257.00	266.50

The Company has not made investment or provided any guarantees or security given to any person during the year.

The Loan granted during the year by the company and the terms and conditions of the grant of such loans and advances in the nature of loans are not prejudicial to the company's interest.

In respect of loans and advances in the nature of loans, there is no specific schedule of repayment of principal and payment of interest has been stipulated. Therefore, no further information is required to be furnished under this clause.

There is no stipulation of repayment hence no questions of overdue amount.

There is no any loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties. Therefore, no further information is required to be furnished under this clause.

The company has granted loans or advances in the nature of loans without specifying any terms or period of repayment, the details thereof is as under:

(Rs. in Lakhs)

Particulars	Amount
<b>1) Aggregate amount of loans/ advances in nature of loans</b>	257.00
Loan or advances does not specify any terms or period of repayment	
Related Party as per Companies Act	257.00
Promoters	Nil
<b>2) Percentage of loans/ advances in nature of loans to the total loans</b>	<b>100%</b>

**In respect of Loans granted /Investments made / Guarantees/Security provided by the company:-**

On the basis of our examination of the records, in respect of loans the provisions of sections 185 & 186 of the Companies Act, 2013 have been complied with by the Company.

**In respect of Deposits:-**

The Company has not accepted any public deposits and also no amounts which are deemed to be deposits and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company.

**In respect of Cost Records :-**

We have broadly reviewed the cost records maintained by the company pursuant to the Companies (cost records and Audit) Rules, 2014 prescribed by the central government under Section 148(1) of the Companies Act, 2013 and are of opinion that, prima facie, the prescribed accounts and cost records have been maintained.



We have, however, not made detailed examination of the cost records, with a view to determine whether they are accurate or complete.

#### **In respect of Statutory Due:-**

The company is generally regular in depositing with Appropriate Authorities undisputed statutory dues including Income Tax, Goods and Service Tax, Custom Duty, other material statutory dues applicable to it. Accordingly to the information and explanation given to us, there were no undisputed amounts payable in respect of such due which were outstanding as on 31<sup>st</sup> March, 2025 for a period more than six months from the date they became payable.

There are no any disputed dues which have not been deposited, of Income tax, Goods and Service Tax, Custom duty, Cess as at 31<sup>st</sup> March, 2025. Except mentioned as below:

(Rs. In Lakhs)

Name of Statue	Nature of the Dues	Disputed Dues (Rs.)	Period to which the amount relates	Forum where dispute is pending
Value Added Tax Act	State tax - Ahmedabad (VAT)	42.52	FY 2015-16	Preferred first appeal against demand order passed by state office dated 06.11.2020 (Refer Note 31(i) to financial statements)

#### **In respect of Unrecorded Income:-**

The company has not surrendered or disclosed any transaction, previously unrecorded in books of account, as income during the year in the tax assessments under the Income Tax Act, 1961, therefore no further information is required to be furnished under this clause.

#### **In respect of Repayment of Loans:-**

Based on our audit procedures, we are of the opinion that the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to due to any lender.

Based on our audit procedures, the company has not been declared wilful defaulter by any bank or financial institution or other lender.

Based on our audit procedures, we report that the term loan availed by the company during the year were applied for the purpose for which the loans were obtained.

Based on our audit procedures, no funds raised on short term basis have been utilised for long term purposes by the company.

Based on our audit procedures, the company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the order is not applicable to the company.

Based on our audit procedures, the Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(f) of the order is not applicable to the company.

#### **In respect of Utilization of IPO and Private Placement and Preferential Issues :-**

According to the information and explanations given to us, the company has come out with public issue amounting Rs 3259.08 Lakhs wherein it has issued 49,38,000 equity shares of Rs.10/- each at issue price of



Rs.66 each on dated September 26,2024. The amount incurred has been utilized for the purpose it was raised. However, out of total proceeds from the IPO amount of Rs. 1873.26 Lakhs is remained unutilized for the year ended 31<sup>st</sup> March 2025.

The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and therefore no further information is required to be furnished under this clause.

**In respect of Reporting Of Fraud:-**

Based upon the audit procedures performed, we report that no fraud by the company or any fraud on the company has been noticed or reported during year.

During the year, no report under sub section (12) of section 143 of the Companies Act has been filed by the us in Form ADT 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

**In respect of Nidhi Company:-**

The Company is not a Nidhi Company as per the provision of companies Act,2013. Therefore, the provision of clause 3 (xii) (a), (b) & (c) of the company's (Auditor's Report) order, 2020 is not applicable.

**In respect of Related Party Transaction:-**

In our opinion, the all transaction entered by the company with related parties are in compliance with the provision of section 177 and 188 of the Companies Act, 2013 and details thereof have been properly disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.

**In respect of Internal Audit:-**

In our opinion and based on our examination, according to the size and nature of the business, the company has established the internal audit system as per the provision of section 138 of Companies Act, 2013. Further, we have considered the internal audit report issued to the company by the internal auditor for the year ended 31<sup>st</sup> March, 2025.

**In respect of Non- cash Transaction:-**

Based upon the audit procedures performed, the company has not entered into any non-cash transactions with the directors or persons connected with him during the year. Therefore, the provision of clause 3 (xv) of the company's (Auditor's Report) order, 2020 is not applicable.

**In respect of Register under RBI Act,1934:-**

Based upon the audit procedures performed, the registration under section 45 IA of Reserve Bank of India Act, 1934 is not required as the company is not engaged in the business of a non-banking financial institution (as defined in section 45-I(a) of the Reserve Bank of India Act, 1934) as its principal business and hence clause 3 (xvi) (a) to (d) of Company's (Auditor's Report) Order, 2020 is not applicable.

**In respect of Cash Losses:-**

Based upon the audit procedures performed, the Company has not incurred cash losses in the current year and in the immediately preceding financial year.

**In respect of Auditor's Resignation:**



There has been no resignation of the statutory auditors during the year and according requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

**In respect of Financial Position:-**

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

**In respect of Corporate Social Responsibility:-**

Company is not required to comply with the Provision of section 135(5) and 135(6) of the Companies Act and accordingly requirement to report on Clause 3(xx) (a) & (b) of the Order is not applicable to the Company.

**For DINESH R THAKKAR & CO**  
**Chartered Accountants**  
**FRN: 102612W**

**Place: Ahmedabad**  
**Date: 27<sup>th</sup> May 2025**

**Keyur M. Thakkar**  
**(Partner)**  
**M.NO.190243**  
**UDIN: 25190243BNGCIM6150**

Referred to in (f) of Paragraph 2 under the heading of "Report on other legal and regulatory requirements" section of our report of even date to the members of Kalana Ispat Limited on the standalone financial statements as of and for the year ended March 31, 2025

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

We have audited the internal financial controls with reference to financial statements of **Kalana Ispat Limited (Formerly known as Kalana Ispat Private Limited)** ("the Company") as at 31<sup>st</sup> March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibilities for Internal Financial Controls**

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

**Auditors' Responsibilities**

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

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

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

**Meaning of Internal Financial Controls with reference to financial statements**

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions



of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls with reference to standalone financial statements**

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

#### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31<sup>st</sup> March 2025, based on, the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DINESH R THAKKAR & CO**  
**Chartered Accountants**  
**FRN: 102612W**

**Place: Ahmedabad**  
**Date: 27<sup>th</sup> May 2025**

**Keyur M. Thakkar**  
**(Partner)**  
**M.NO.190243**  
**UDIN: 25190243BNGCIM6150**

**KALANA ISPAT LIMITED**

(CIN: L27100GJ2012PLC072306)

**Balance Sheet as at 31 March 2025**

(₹ in lakhs)

Particulars	Note	31 March 2025	31 March 2024
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	3	1,303.92	810.12
(b) Reserves and Surplus	4	2,999.01	269.79
<b>Total</b>		<b>4,302.93</b>	<b>1,079.91</b>
<b>(2) Non-current liabilities</b>			
(a) Long-term Borrowings	5	37.16	-
(b) Deferred Tax Liabilities (net)	6	35.57	37.14
(c) Long-term Provisions	7	6.42	5.62
<b>Total</b>		<b>79.15</b>	<b>42.76</b>
<b>(3) Current liabilities</b>			
(a) Short-term Borrowings	8	222.19	461.38
(b) Trade Payables	9		
- Due to Micro and Small Enterprises		11.25	130.64
- Due to Others		87.97	32.45
(c) Other Current Liabilities	10	20.92	50.42
(d) Short-term Provisions	11	68.08	88.15
<b>Total</b>		<b>410.41</b>	<b>763.04</b>
<b>Total Equity and Liabilities</b>		<b>4,792.49</b>	<b>1,885.71</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	12	460.94	367.98
(ii) Capital Work-in-progress	12	518.14	-
(b) Long term Loans and Advances	13	714.15	-
<b>Total</b>		<b>1,693.23</b>	<b>367.98</b>
<b>(2) Current assets</b>			
(a) Inventories	14	309.20	540.90
(b) Trade Receivables	15	219.90	618.60
(c) Cash and cash equivalents	16	1,944.06	109.62
(d) Short-term Loans and Advances	17	266.50	-
(e) Other Current Assets	18	359.60	248.61
<b>Total</b>		<b>3,099.26</b>	<b>1,517.73</b>
<b>Total Assets</b>		<b>4,792.49</b>	<b>1,885.71</b>

See accompanying notes to the financial statements

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As per our report of even date

**For DINESH R THAKKAR & CO**

Chartered Accountants

Firm's Registration No. 102612W

**For and on behalf of the Board of****KALANA ISPAT LIMITED****VARGHESE JOSEPH POTTAKERRY**

Chairman &amp; Managing Director

DIN:02771578

**AFTABHUSEN S****KHANDWAWALA**

Director

DIN:02771726

**KEYUR M THAKKAR**

Partner

Membership No. 190243

**MANOJ GOPINATHAN PILLAI**

Chief Financial Officer

**MANISHI JAIN**

Company Secretary

M.No A55193

Place: AHMEDABAD

Date: 27 May 2025

Place: AHMEDABAD

Date: 27 May 2025

**KALANA ISPAT LIMITED**

(CIN: L27100GJ2012PLC072306)

**Statement of Profit and loss for the year ended 31 March 2025**

(₹ in lakhs)

Particulars	Note	31 March 2025	31 March 2024
Revenue from Operations	19	5,519.08	7,372.64
Other Income	20	90.79	21.83
<b>Total Income</b>		<b>5,609.87</b>	<b>7,394.47</b>
<b>Expenses</b>			
Cost of Material Consumed	21	4,324.15	4,091.28
Purchases of Stock in Trade	22	204.74	2,058.52
Change in Inventories of work in progress and finished goods	23	22.31	15.17
Employee Benefit Expenses	24	68.73	44.64
Finance Costs	25	32.13	31.31
Depreciation and Amortization Expenses	26	36.43	38.10
Other Expenses	27	748.36	789.74
<b>Total expenses</b>		<b>5,436.85</b>	<b>7,068.76</b>
<b>Profit/(Loss) before Exceptional and Extraordinary Item and Tax</b>		<b>173.02</b>	<b>325.71</b>
Exceptional Item		-	-
<b>Profit/(Loss) before Extraordinary Item and Tax</b>		<b>173.02</b>	<b>325.71</b>
Extraordinary Item		-	-
<b>Profit/(Loss) before Tax</b>		<b>173.02</b>	<b>325.71</b>
Tax Expenses	28		
- Current Tax		51.40	91.79
- Deferred Tax		(1.57)	(0.62)
- Excess/Short Provision Written back/off		2.05	(0.72)
<b>Profit/(Loss) after Tax</b>		<b>121.14</b>	<b>235.26</b>
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (In Rs)	29	1.14	3.02
-Diluted (In Rs)	29	1.14	3.02

See accompanying notes to the financial statements

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As per our report of even date

**For DINESH R THAKKAR & CO**

Chartered Accountants

Firm's Registration No. 102612W

**For and on behalf of the Board of****KALANA ISPAT LIMITED****KEYUR M THAKKAR**

Partner

Membership No. 190243

**VARGHESE JOSEPH  
POTTAKERRY**Chairman & Managing  
Director

DIN:02771578

**AFTABHUSEN S  
KHANDWAWALA**

Director

DIN:02771726

**MANOJ GOPINATHAN PILLAI**

Chief Financial Officer

**MANISHI JAIN**Company Secretary  
M.No A55193

Place: AHMEDABAD

Date: 27 May 2025

Place: AHMEDABAD

Date: 27 May 2025

**KALANA ISPAT LIMITED**  
(CIN: L27100GJ2012PLC072306)

**Cash Flow Statement for the year ended 31 March 2025**

(₹ in lakhs)

Particulars	Note	31 March 2025	31 March 2024
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit after tax		121.14	325.71
Depreciation and Amortisation Expense		36.43	38.10
Provision for tax		51.89	-
Non Cash Expenses		5.41	1.59
Interest Income		(90.79)	(3.80)
Finance Costs		32.14	31.31
<b>Operating Profit before working capital changes</b>		<b>156.21</b>	<b>392.91</b>
<b>Adjustment for:</b>			
Inventories		231.70	323.42
Trade Receivables		398.71	(490.12)
Other Current Assets		(110.99)	(139.68)
Trade Payables		(63.86)	(63.73)
Other Current Liabilities		(29.62)	(0.09)
Short-term Provisions		(3.75)	-
Cash (Used in)/Generated from Operations		578.40	22.72
Tax paid(Net)		74.40	26.50
<b>Net Cash (Used in)/Generated from Operating Activities</b>		<b>504.00</b>	<b>(3.78)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Property, Plant and Equipment		(647.53)	(1.70)
Loans and Advances given		(980.65)	-
Interest received		90.79	3.80
<b>Net Cash (Used in)/Generated from Investing Activities</b>		<b>(1,537.39)</b>	<b>2.10</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from Issue of Share Capital		3,259.08	405.18
Buyback of Shares		(157.20)	-
Proceeds from Long Term Borrowings		39.67	-
Repayment of Long Term Borrowings		(2.51)	-
Proceeds from Short Term Borrowings		(239.19)	(400.41)
Interest Paid		(32.02)	(31.31)
Net Cash (Used in)/Generated from Financing Activities		2,867.83	(26.54)
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>		<b>1,834.45</b>	<b>(28.22)</b>
Opening Balance of Cash and Cash Equivalents		109.62	137.84
<b>Closing Balance of Cash and Cash Equivalents</b>	16	<b>1,944.06</b>	<b>109.62</b>

Components of cash and cash equivalents	31 March 2025	31 March 2024
Cash on hand	0.68	2.12
Balances with banks in current accounts	4.83	0.23
Bank Deposit having maturity of less than 3 months	1,938.55	107.28
<b>Cash and cash equivalents as per Cash Flow Statement</b>	<b>1,944.06</b>	<b>109.62</b>

**Note:**  
The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

**See accompanying notes to the financial statements**

As per our report of even date

**For DINESH R THAKKAR & CO**

Chartered Accountants

Firm's Registration No. 102612W

**For and on behalf of the Board of  
KALANA ISPAT LIMITED**

**KEYUR M THAKKAR**

Partner

Membership No. 190243

**VARGHESE JOSEPH POTTAKERRY**

Chairman & Managing Director

DIN:02771578

**AFTABHUSEN S**

**KHANDAWALA**

Director

DIN:02771726

**MANOJ GOPINATHAN PILLAI**

Chief Financial Officer

**MANISHI JAIN**

Company Secretary

M.No A55193

Place: AHMEDABAD

Date: 27 May 2025

Place: AHMEDABAD

Date: 27 May 2025

# KALANA ISPAT LIMITED

(CIN: L27100GJ2012PLC072306)

## Notes forming part of the Financial Statements

### 1 COMPANY INFORMATION

KALANA ISPAT LIMITED is a Company domiciled in India & Incorporated under the provision of The Companies Act, 1956.

The Company is engaged in Manufacturing & dealing in casting, moulding and trading of steel and iron products and sale of service (Job work).

The company is converted from private limited into public limited company w.e.f. 21st December,2023.☐

The equity shares of the Company were listed on Emerge Platform of National Stock Exchange of India Limited (NSE SME Emerge) w.e.f September 26th,2024 as the company has come out with initial public issue amounting Rs 3259.08 Lakhs wherein it has issued 49,38,000 equity shares of Rs.10/- each at issue price of Rs.66 each.

### 2 SIGNIFICANT ACCOUNTING POLICIES

#### a Basis of Preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, as applicable. The financial statements have been prepared under the historical cost convention on accrual basis.

#### b Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

#### c Accounting Convention

The company follows the mercantile system of accounting, recognizing income and expenditure on accrual basis. The accounts are prepared on historical cost basis and as a going concern. Accounting policies not referred to specifically otherwise, are consistent with the generally accepted accounting principles. The accounting Policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

#### d Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, less accumulated depreciation / amortisation. Costs include all expenses incurred to bring the asset to its present location and condition.

Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Input tax credit of GST, Grants on capital goods are accounted for by reducing the cost of Capital Goods. Subsequent expenditures relating to property, plant and equipment are capitalised only when it is probable that future economic benefits associated with them will flow to the Company and the cost of the expenditure can be measured reliably.

When assets are disposed or retired, their cost is removed from the financial statements. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss for the relevant financial year.

Repairs and Maintenance costs are recognised in the Statement of Profit and Loss when they are incurred.

## KALANA ISPAT LIMITED

(CIN: L27100GJ2012PLC072306)

### Notes forming part of the Financial Statements

#### e Depreciation and amortization

Depreciation has been provided on the Fixed Asset on the Straight Line method and in accordance with the useful life of the Asset as prescribed under Schedule II of the Companies Act, 2013.

Depreciation for assets purchased/sold during the period is proportionately charged. Depreciation method, useful life & residual value are reviewed periodically.

The useful life of the Assets has been taken as below;

Type of Assets	Useful Life
Buildings	30 Years
Plant and Equipment	15 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years

#### f Impairment of assets

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.

#### g Investment

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in shares, etc are stated at the lower of cost and fair value.

Investment which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

#### h Inventories

Raw materials are carried at the lower of cost and net realisable value. Cost is determined on a first-in-first-out basis. Stores and spare parts are carried at lower of cost and net realisable value. Finished goods produced or purchased by the Company are carried at lower of cost and net realisable value. Cost includes direct material and labour cost and a proportion of manufacturing overheads.

Cost of Finished Goods includes all Costs of Purchases, Conversion Cost and other cost Incurred in bringing the inventories to their present location and Condition. The Net realizable value is estimated selling price in the ordinary course of business less the estimated costs of Completion and estimated cost necessary to make the finished goods/product ready for sale.

## **KALANA ISPAT LIMITED**

**(CIN: L27100GJ2012PLC072306)**

### **Notes forming part of the Financial Statements**

#### **i Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

#### **j Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

#### **k Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is reported net of discounts.

##### **Sale of goods**

Revenue is recognized when the significant risks and rewards of ownership of the goods have been passed to the buyer. Sales are disclosed net of GST, trade discounts and returns, as applicable.

##### **Supply of services**

Revenue from services is recognized when services have been rendered and there should be no uncertainty regarding consideration and its ultimate collection.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

All other income is recognised on accrual basis.

#### **l Employee Benefits**

##### **Post-employment benefit plans**

Contributions to defined contribution retirement benefit schemes are recognised as expense when employees have rendered services entitling them to such benefits.

For defined benefit schemes (i.e. gratuity), the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the statement of profit and loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, or amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost.

##### **Other employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

##### **Others**

All short term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees. The Company's contribution to Provident Fund is charged to the Statement of Profit and Loss on accrual basis. The Company's obligation is limited to the amount to be contributed by it.

#### **m Borrowing Cost**

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets till such time the asset is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to profit and loss account.

# KALANA ISPAT LIMITED

(CIN: L27100GJ2012PLC072306)

## Notes forming part of the Financial Statements

### n Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss.

Exchange differences arising on the settlement of monetary items at rates different from those at which they are initially recorded during the year or reported in previous financial statement are recognized as income or as expenses at the end of year by applying closing rate.

### o Taxation

The accounting treatment for the Income Tax in respect of the Company's income is based on the Accounting Standard on 'Accounting for Taxes on Income' (AS-22). The provision made for Income Tax in Accounts comprises both, the current tax and deferred tax.

Provision for Current Tax is made on the assessable Income Tax rate applicable to the relevant assessment year after considering various deductions available under the Income Tax Act, 1961.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The carrying amount of deferred tax asset/liability is reviewed at each Balance Sheet date and consequential adjustments are carried out.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

### p Segment accounting

As per Accounting Standard 17 on "Segment Reporting" (AS 17), the company has only one Primary reportable segment viz Iron & Steel Products (i.e. manufacturing of M.S. Billets/Ingots and Alloy Steel Billets/Ingots of various grades). Further, the company primarily operates in India. Therefore, no further information required to disclose as per "Accounting Standard 17- Segment Reporting".

### q Government Grants

Government Grants are recognized when there is reasonable assurance that the company will comply with the conditions attached to them and the grants will be received.

Government grants whose primary conditions that company should purchase, construct or otherwise acquired capital assets are presented by deducting them from carrying value of assets.

Grants related to the revenue are adjusted against expenses to the extent there is certainty to receive.

### r Earnings Per Shares

Basic earning per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by taking into account the weighted average number of equity shares outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all dilutive potential equity shares into equity shares.☐

In case of bonus issue the weighted average number of equity shares outstanding during the period and for all periods presented should be adjusted for events, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

### s Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

# KALANA ISPAT LIMITED

(CIN: L27100GJ2012PLC072306)

## Notes forming part of the Financial Statements

### t Contingencies and Events Occurring After the Balance Sheet Date

Events that occur between balance sheet date and date on which these are approved, might suggest the requirement for an adjustment(s) to the assets and the liabilities as at balance sheet date or might need disclosure. Adjustments are required to assets and liabilities for events which occur after balance sheet date which offer added information substantially affecting the determination of the amounts which relates to the conditions that existed at balance sheet date.

### 3 Additional Notes

(a) In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated. The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for. All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

(b) Purchase and Sales mentioned in the Financial Statement is Subject to Reconciliation / adjustments if any with GST Returns. GST Balance in the books of account is subject to reconciliation with GST Portal. ITC on account of credit balances Written off is subject to adjustment, if any.

(c) The company has lease rights over the land located at S.No 151 and S.No 174, Ta: Bhabhar, Dist: Banaskantha, Gujarat w.e.f. 18.11.2024 for the period of 29 years and 6 months for the proposed Installation of 1.4 MW Ground Mounted Solar Power Plant for existing manufacturing plant located at Survey No.4/1/A Village:Kalana,Tal: Sanand, Dist: Ahmedabad and 1MW Ground Mounted Solar Power Plant for the proposed rolling mill located at Survey No.452, Khata no. 280, Khegariya, Taluka - Viramgam, District-Ahmedabad.

As per our report of even date

#### For DINESH R THAKKAR & CO

Chartered Accountants

Firm's Registration No. 102612W

#### For and on behalf of the Board of

KALANA ISPAT LIMITED

#### KEYUR M THAKKAR

Partner

Membership No. 190243

#### VARGHESE JOSEPH POTTAKERRY

Chairman & Managing Director

DIN:02771578

#### AFTABHUSEN S KHANDWAWALA

Director

DIN:02771726

#### MANOJ GOPINATHAN PILLAI

Chief Financial Officer

#### MANISHI JAIN

Company Secretary

M.No A55193

Place: AHMEDABAD

Date: 27 May 2025

Place: AHMEDABAD

Date: 27 May 2025

**KALANA ISPAT LIMITED**  
(CIN: L27100GJ2012PLC072306)  
Notes forming part of the Financial Statements

**3 Share Capital**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
<b>Authorised Share Capital</b>		
Equity Shares, of Rs. 10 each, 1,35,00,000 (Previous Year -1,35,00,000) Equity Shares	1,350.00	1,350.00
<b>Issued, Subscribed and Fully Paid up Share Capital</b>		
Equity Shares, of Rs. 10 each, 1,30,39,185 (Previous Year -81,01,185) Equity Shares paid up	1,303.92	810.12
<b>Total</b>	<b>1,303.92</b>	<b>810.12</b>

Issue of 49,38,000 Share by way of IPO at a Issue Price of Rs.66 for the year ended March 31,2025.

Issue of 4,07,407 shares by way of Right Issue at a Issue Price of Rs.81 and Issue of 92,813 shares pursuant to Conversion of loan taken from the promoter at a Issue Price of Rs.81 and Issue of 66,00,965 shares by way of bonus for capitalization of Reserves for the year ended March 31,2024.

**(i) Reconciliation of number of shares**

Particulars	31 March 2025		31 March 2024	
	No. of shares	(₹ in lakhs)	No. of shares	(₹ in lakhs)
Equity Shares				
Opening Balance	81,01,185	810.12	10,00,000	100.00
Issued during the year by way of IPO*	49,38,000	493.80	71,01,185	710.12
Deletion	-	-	-	-
<b>Closing balance</b>	<b>1,30,39,185</b>	<b>1,303.92</b>	<b>81,01,185</b>	<b>810.12</b>

**(ii) Rights, preferences and restrictions attached to shares**

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company**

Equity Shares	31 March 2025		31 March 2024	
	No. of shares	In %	No. of shares	In %
Name of Shareholder				
Varghese Joseph Potterterly	20,85,744	16.00%	20,85,744	25.75%
Aftab S Khandwawala	20,37,609	15.63%	20,37,609	25.15%
Gurubaxsing Bagga	11,95,997	9.17%	11,95,997	14.76%
Sadik Nannabhai Quershi	13,81,784	10.60%	13,81,784	17.06%
Mit Iron And Steel Private Limited	9,99,999	7.67%	9,99,999	12.34%

**(iv) Shares held by Promoters at the end of the year 31 March 2025**

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Varghese Joseph Potterterly	Equity	20,85,744	16.00%	-9.75%
Aftab S Khandwawala	Equity	20,37,609	15.63%	-9.53%
Gurubaxsing Bagga	Equity	11,95,997	9.17%	-5.59%
Sadik Nannabhai Quershi	Equity	13,81,784	10.60%	-6.46%
Mit Iron And Steel Private Limited	Equity	9,99,999	7.67%	-4.67%
Pashmin A Khandwawala	Equity	1,99,999	1.53%	-0.93%
Riya Verghese Pottakerry	Equity	1,99,999	1.53%	-0.93%
Mika Steel And Alloys LLP	Equity	54	0.00%	0.00%

**KALANA ISPAT LIMITED**  
(CIN: L27100GJ2012PLC072306)  
Notes forming part of the Financial Statements

**Shares held by Promoters at the end of the year 31 March 2024**

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Varghese Joseph Potterterly	Equity	20,85,744	25.75%	-4.25%
Aftab S Khandwawala	Equity	20,37,609	25.15%	-4.85%
Gurubaxsing Bagga	Equity	11,95,997	14.76%	-5.24%
Sadik Nannabhai Quershi	Equity	13,81,784	17.06%	-2.94%
Mit Iron And Steel Private Limited	Equity	9,99,999	12.34%	12.34%
Pashmin A Khandwawala	Equity	1,99,999	2.47%	2.47%
Riya Verghese Pottakerry	Equity	1,99,999	2.47%	2.47%
Mika Steel And Alloys LLP	Equity	54	0.00%	0.00%

**4 Reserves and Surplus**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
<b>Securities Premium</b>		
Opening Balance	-	-
Add: Issue of Shares	2,765.28	355.16
Less: Deletion	-	355.16
(Add)/Less: Utilisation towards Issue expenses relating to IPO of shares	157.20	-
Closing Balance	2,608.08	-
<b>Statement of Profit and loss</b>		
Balance at the beginning of the year	269.79	345.09
Add: Profit/(loss) during the year	121.14	235.26
Less: Appropriation		
Gratuity Provision from FY 2020-21 to FY 2022-23	-	5.62
Issue of fully paid bonus shares (Note 1)	-	304.94
<b>Balance at the end of the year</b>	<b>390.93</b>	<b>269.79</b>
<b>Total</b>	<b>2,999.01</b>	<b>269.79</b>

Note 1: Issue of 66,00,965 shares by way of bonus for capitalization of Reserves for the year ended March 31,2024.

Note 2 : a) Issue of 49,38,000 Share by way of IPO at a Issue Price of Rs.66 for the year ended March 31,2025.

b) Issue of 4,07,407 shares by way of Right Issue at a Issue Price of Rs.81 for the year ended March 31,2024.

c) Issue of 92,813 shares pursuant to Conversion of loan taken from the promoter at a Issue Price of Rs.81 for the year ended March 31,2024.

**5 Long term borrowings**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Secured Term loans from banks		
-Federal Toyota Car Loan 11587400005875	37.16	-
<b>Total</b>	<b>37.16</b>	<b>-</b>

**Particulars of Long term Borrowings**

Name of Lender/Type of Loan	Nature of Security	Rate of Interest	Monthly Installments	No of Installment
The Federal Bank Limited	Hypothecation of Car	8.80%	92129	60

a) The company has utilized the proceeds from Banks towards the specific purpose for which they were raised.

b) The company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

**KALANA ISPAT LIMITED**  
(CIN: L27100GJ2012PLC072306)  
Notes forming part of the Financial Statements

**Maturity Profile of Term Loans**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Within one year - (Current maturities of long term debt)	7.43	
<b>Total</b>	<b>7.43</b>	<b>-</b>

**6 Deferred tax liabilities Net**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Deferred tax liabilities Net	35.57	37.14
<b>Total</b>	<b>35.57</b>	<b>37.14</b>

**Significant components of Deferred Tax**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
<b>Deferred Tax Liability</b>		
Difference between book depreciation and tax depreciation	37.14	37.76
<b>Gross Deferred Tax Liability (A)</b>	<b>37.14</b>	<b>37.76</b>
<b>Deferred Tax Asset</b>		
Expenses provided but allowable in Income tax on Payment basis	0.67	-
Provision for doubtful debts	0.43	-
Difference between book depreciation and tax depreciation	0.47	0.62
<b>Gross Deferred Tax Asset (B)</b>	<b>1.57</b>	<b>0.62</b>
<b>Net Deferred Tax Liability (A)-(B)</b>	<b>35.57</b>	<b>37.14</b>

**Significant components of Deferred Tax charged during the year**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Difference between book depreciation and tax depreciation	(0.47)	(0.62)
Expenses provided but allowable in Income tax on Payment basis	(0.67)	
Provision for doubtful debts	(0.43)	
<b>Total</b>	<b>(1.57)</b>	<b>(0.62)</b>

**7 Long term provisions**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Provision for employee benefits	6.42	5.62
<b>Total</b>	<b>6.42</b>	<b>5.62</b>

**8 Short term borrowings**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Current maturities of long-term debt	7.43	-
Secured Loans repayable on demand from banks	214.39	454.21
Unsecured Loans and advances from related parties	0.37	7.17
<b>Total</b>	<b>222.19</b>	<b>461.38</b>

**KALANA ISPAT LIMITED**  
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**Particulars of Short term Borrowings**

Name of Lender/Type of Loan	Rate of Interest	Nature of Security
The Federal Bank Ltd	9.90%	As per Note A

Note A : Secured against Hypothecation of entire Stock and book debts not older than 90 days.

Additionally Secured by way of registered mortgage of industrial land and factory building situated at Sr no 4/1, Nr. GEB SubStation, B/h Meghmani Factory, Kalana Road, Moje.Village Kalana, Tal. Sanand, Dist: Ahmedabad owned by the company and Residential Tanament No. C/2(ad-mesuring 59 sqyd), situated at SyNo. 19 paiki, Panchyat No. 3395/C/2, Bhagyakunj Co-op Housing Society Ltd., Jannatual Naim Society, B/h. Park land Society, Juhapura-Sarkhej Road, Juhapura, Dist-Ahmedabad reigstered in the name of Zakirbhai N Qureshi, relative of Ex-director of the company.

Personal Guarantee of Mr Sadik Nannabhai Qureshi, Mr Varghese Joseph Pottakerry, Mr Zakir Nannabhai Qureshi, Mr Gurubaxsing Bagga, Mr Aftab . S. Khandwawala.

**9 Trade payables**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Due to Micro and Small Enterprises	11.25	130.64
Due to others	87.97	32.45
<b>Total</b>	<b>99.22</b>	<b>163.09</b>

**9.1 Trade Payable ageing schedule as at 31 March 2025**

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	11.25	-	-	-	11.25
Others	87.97	-	-	-	87.97
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
<b>Sub total</b>					<b>99.22</b>
MSME - Undue					
Others - Undue					
<b>Total</b>					<b>99.22</b>

**9.2 Trade Payable ageing schedule as at 31 March 2024**

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	130.64	-	-	-	130.64
Others	32.45	-	-	-	32.45
Disputed dues- MSME					-
Disputed dues- Others					-
<b>Sub total</b>					<b>163.08</b>
MSME - Undue					
Others - Undue					
<b>Total</b>					<b>163.08</b>

**KALANA ISPAT LIMITED**  
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**9.3 Micro and Small Enterprise**

(₹ in lakhs)

Particulars	31 March 2025		31 March 2024	
	Principal	Interest	Principal	Interest
Amount Due to Supplier	11.25	-	130.64	-
Principal amount paid beyond appointed date	1.34	-	-	-
Interest due and payable for the year	-	0.11	-	0.04
Interest accrued and remaining unpaid	-	-	-	-
Interest paid other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-	-	-
Interest paid under Section 16 of MSMED Act to suppliers registered under the MSMED Act beyond the appointed day during the year.	-	-	-	-
Further interest remaining due and payable for earlier years.	-	-	-	-

The Company has not made provision for interest payable to Micro and Small Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006, considering the past trend and overall materiality level. Had the interest been provided, profit for the year would have been lower by ₹ 0.11 Lakhs and liabilities higher by ₹ 0.11 Lakhs.

**10 Other current liabilities**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Interest accrued but not due on borrowings	0.12	-
Statutory dues	12.59	40.92
Advances from customers	0.36	1.66
Expense Payable	7.85	7.84
<b>Total</b>	<b>20.92</b>	<b>50.42</b>

**11 Short term provisions**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Provision for employee benefits	8.15	6.63
Provision for income tax	34.79	55.74
Provision for Expenses	25.14	25.78
<b>Total</b>	<b>68.08</b>	<b>88.15</b>

Short term Provision amounting Rs. 1.08 Lakhs for the year ended March 31,2024 has been regrouped to Other Current Liabilities relating to unpaid expenses like Salary and other expenses payable to make them comparable with current years' figures.

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**Notes forming part of the Financial Statements**

**12 Property, Plant and Equipment**

(₹ in lakhs)

Name of Assets	Gross Block				Depreciation and Amortization				Net Block	Net Block
	As on 01-Apr-24	Addition	Deduction	As on 31-Mar-25	As on 01-Apr-24	for the year	Deduction	As on 31-Mar-25	As on 31-Mar-25	As on 31-Mar-24
<b>(i) Property, Plant and Equipment</b>										
Land	14.70	51.90	-	66.60	-	-	-	-	66.60	14.70
Building	130.45	-	-	130.45	34.17	4.13	-	38.30	92.15	96.28
Plant and Equipment	501.69	26.88	-	528.57	246.40	32.10	-	278.50	250.07	255.29
Furniture and Fixtures	0.30	-	-	0.30	0.17	0.03	-	0.21	0.09	0.13
Vehicles	21.05	50.42	-	71.47	19.47	0.14	-	19.61	51.87	1.58
Office equipment	-	0.18	-	0.18	-	0.02	-	0.02	0.16	-
<b>Total</b>	<b>668.18</b>	<b>129.39</b>	<b>-</b>	<b>797.57</b>	<b>300.21</b>	<b>36.43</b>	<b>-</b>	<b>336.64</b>	<b>460.94</b>	<b>367.98</b>
<b>Previous Year</b>	<b>666.49</b>	<b>1.70</b>		<b>668.18</b>	<b>262.11</b>	<b>38.10</b>		<b>300.21</b>	<b>367.98</b>	<b>404.38</b>

<b>(ii) Capital Work-in-progress</b>	<b>518.14</b>	<b>-</b>
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A. Land consists of two land namely

1. Factory Land located at Survey No.4/1/A Village:Kalana, Tal: Sanand, Dist: Ahmedabad,Gujarat and
2. Factory land located at Survey No.452, Khata no. 280, Khegariya, Taluka - Viramgam, District-Ahmedabad,Gujarat for proposed Rolling Mill.

B. The company has not revalued its Property, Plant and Equipment during the year.

**(ii) Capital Work-in-progress**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Opening Balance	-	-
Add: Addition during the year	518.14	-
Less: Capitalised during the year	-	-
<b>Closing Balance</b>	<b>518.14</b>	<b>-</b>

**Capital Work-in-Progress Ageing Schedule**

(₹ in lakhs)

Capital Work-in-Progress	Amount in CWIP for a period of				31-Mar-25	Amount in CWIP for a period of				31-Mar-24
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	Total	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	518.14	-	-	-	518.14	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-

**KALANA ISPAT LIMITED**  
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**13 Long term loans and advances**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Capital Advances	714.15	-
<b>Total</b>	<b>714.15</b>	<b>-</b>

**14 Inventories**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Raw materials	284.69	494.08
Finished goods	24.51	46.83
<b>Total</b>	<b>309.20</b>	<b>540.90</b>

**15 Trade receivables**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Unsecured considered good	219.90	618.60
<b>Total</b>	<b>219.90</b>	<b>618.60</b>

**15.1 Trade Receivables ageing schedule as at 31 March 2025**

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	219.89					219.89
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total						<b>219.89</b>
Undue - considered good						
<b>Total</b>						<b>219.89</b>

**15.2 Trade Receivables ageing schedule as at 31 March 2024**

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	618.60					618.60
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total						<b>618.60</b>
Undue - considered good						
<b>Total</b>						<b>618.60</b>

**KALANA ISPAT LIMITED**  
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**16 Cash and cash equivalents**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Cash on hand	0.68	2.12
Balances with banks in current accounts	4.83	0.23
Bank Deposit having maturity of less than 3 months -Fixed Deposit	1,938.55	107.27
<b>Total</b>	<b>1,944.06</b>	<b>109.62</b>

\*Cash and cash equivalent also includes fixed deposit out of proceeds of IPO amounting Rs.1789.70 Lakhs (Accrued Interest thereon Rs.61.80 Lakhs).

**17 Short term loans and advances**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Loans and advances to related parties	266.50	-
<b>Total</b>	<b>266.50</b>	<b>-</b>

**18 Other current assets**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Advance to Suppliers	307.66	245.29
Balance with Revenue Authorities	45.13	-
Prepaid Expense	1.49	0.92
Security Deposits	3.82	0.90
VAT Deposit	1.50	1.50
<b>Total</b>	<b>359.60</b>	<b>248.61</b>

**19 Revenue from operations**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Sale of products	5,457.13	7,214.29
Sale of services	61.95	158.35
<b>Total</b>	<b>5,519.08</b>	<b>7,372.64</b>

**19.1 Revenue from major Products**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Sale of Manufactured Products	5,248.79	5,122.67
<b>Total</b>	<b>5,248.79</b>	<b>5,122.67</b>

**KALANA ISPAT LIMITED**  
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**20 Other Income**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Interest Income	90.79	3.80
Credit Balance Written off	-	7.03
Delayed Delivery Charges	-	5.29
Foreign Exchange Gain/loss	-	5.32
Kasar Vatav Expense	-	0.39
<b>Total</b>	<b>90.79</b>	<b>21.83</b>

**21 Cost of Material Consumed**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
<b>Raw Material Consumed</b>		
Opening stock	494.08	802.33
Purchases	4,100.09	3,754.20
Adjustment	14.67	28.83
Less: Closing stock	284.69	494.08
<b>Total</b>	<b>4,324.15</b>	<b>4,091.28</b>
<b>Total</b>	<b>4,324.15</b>	<b>4,091.28</b>

**22 Purchases of stock in trade**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Purchases of goods	204.74	2,058.52
<b>Total</b>	<b>204.74</b>	<b>2,058.52</b>

**23 Change in Inventories of work in progress and finished goods**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
<b>Opening Inventories</b>		
Finished Goods	46.83	61.99
<b>Less: Closing Inventories</b>		
Finished Goods	24.51	46.83
<b>Total</b>	<b>22.31</b>	<b>15.17</b>

**24 Employee benefit expenses**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Salaries and wages	50.85	37.39
Contribution to provident and other funds	1.27	1.24
Bonus Expenses	8.96	3.42
Director Remuneration	4.80	1.00
Gratuity Expense	1.71	1.59
Professional Fees to Director	1.14	-
<b>Total</b>	<b>68.73</b>	<b>44.64</b>

**KALANA ISPAT LIMITED**

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**Notes forming part of the Financial Statements****Defined Contribution Plan**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Employers Contribution to Provident Fund	0.69	0.70
Employers Contribution to ESIC	0.57	0.54

**Defined Benefit Plan****Changes in the present value of the defined benefit obligation**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Defined Benefit Obligation at beginning of the year	9.15	7.56
Current Service Cost	1.87	1.43
Interest Cost	0.57	0.49
Actuarial (Gain) / Loss	(0.73)	(0.33)
<b>Defined Benefit Obligation at year end</b>	<b>10.86</b>	<b>9.15</b>

<b>Fair value of plan assets as at the end of the year</b>	<b>-</b>	<b>-</b>
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**Reconciliation of present value of defined benefit obligation and fair value of assets**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Present value obligation as at the end of the year	10.86	9.15
<b>Amount classified as:</b>		
Short term provision	4.45	3.53
Long term provision	6.42	5.62

**Expenses recognized in Profit and Loss Account**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Current service cost	1.87	1.43
Interest cost	0.57	0.49
Net actuarial loss/(gain) recognized during the year	(0.73)	(0.33)
<b>Total expense recognised in Profit and Loss</b>	<b>1.71</b>	<b>1.59</b>

**Actuarial assumptions**

Particulars	31 March 2025	31 March 2024
Discount Rate	6.65%	7.20%
Expected Rate of increase in Compensation Level	7.00%	7.00%
Withdrawal Rate	10.00%	10.00%

**25 Finance costs**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Interest expense	19.00	23.25
Other borrowing costs	10.57	3.85
Net Gain on foreign currency transactions	-	4.21
Net loss on foreign currency transactions	2.56	-
<b>Total</b>	<b>32.13</b>	<b>31.31</b>

**26 Depreciation and amortization expenses**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Depreciation	36.43	38.10
<b>Total</b>	<b>36.43</b>	<b>38.10</b>

**KALANA ISPAT LIMITED**

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**Notes forming part of the Financial Statements****27 Other expenses**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Administrative Expenses		
-Bad Debts Wrriten Off	-	3.27
-Insurance Expenses	1.26	1.83
-Interest on GST (Audit)	7.79	-
-Legal & Professional Expenses	12.81	19.41
-Rates & Taxes	-	0.20
-Rent Expense	2.40	0.60
-Others	9.45	8.47
Manufacturing Expenses		
-Freight Charges	15.72	23.89
-Labour Charges	92.20	81.71
-Power Charges	561.88	632.46
-Repairing & Maintance Exp.(Machinery)	1.87	1.29
-Others	4.43	-
Selling & Distribution Expenses		
-Commission	10.72	-
-Freight Charges (Outward)	2.99	6.40
-Petrol & Diesel Expense	15.32	10.21
-Travelling Exp.	3.61	-
Miscellaneous expenses	5.91	-
<b>Total</b>	<b>748.36</b>	<b>789.74</b>

**28 Tax Expenses**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Current Tax	51.40	91.79
Deferred Tax	(1.57)	(0.62)
Excess/Short Provision Written back/off	2.05	(0.72)
<b>Total</b>	<b>51.88</b>	<b>90.45</b>

**KALANA ISPAT LIMITED**  
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**Notes forming part of the Financial Statements**

**29 Earning per share**

Particulars	31 March 2025	31 March 2024
Profit attributable to equity shareholders (` in lakhs)	121.14	235.26
Weighted average number of Equity Shares	1,06,17,536	77,99,287
Earnings per share basic (Rs)	1.14	3.02
Earnings per share diluted (Rs)	1.14	3.02
Face value per equity share (Rs)	10	10

**30 Auditors' Remuneration**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
<b>Payments to auditor as</b>		
- Auditor	3.05	1.80
- for taxation matters	0.75	0.35
- for company law matters	4.50	-
<b>Total</b>	<b>8.30</b>	<b>2.15</b>

**31 Contingent Liabilities and Commitments**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Claims against the Company not acknowledged as debt		
i) Value Added Tax (Gujarat) Related Litigation*	42.52	42.52
Commitments		
ii) Estimated amount of contracts remaining to be executed on capital account and not provided for	2,827.80	-
iii) The company has availed Bank Guarantee from Federal Bank Ltd for in favour of UGVCL	73.27	73.27
<b>Total</b>	<b>2,943.59</b>	<b>115.79</b>

\* (i) Contingent liability State tax – Gujarat (VAT) Liability amounting Rs 42,52,195/- for FY 2015-16 for which state officer has passed the order for the said demand dated 06.11.2020 against which the company has preferred first appeal, the said appeal is dismissed due to non deposit of Rs 7,25,000/-. Against this order company preferred Second Appeal, The said Appeal Authority have directed to remand back to First Appeal Authority on the payment of Rs 1,50,000/- and accordingly company has deposited the said amount. The disposal of the same matter at first Appeal is pending.

**32 Value of Import on CIF basis**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Raw Materials	171.91	578.37
<b>Total</b>	<b>171.91</b>	<b>578.37</b>

**33 Value of imported and indigenous raw materials, spare parts and components consumed**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
Raw Materials		
- Imported	61.86	804.58
- Indigenous	2,699.42	3,256.91
<b>Total</b>	<b>2,761.28</b>	<b>4,061.49</b>

**KALANA ISPAT LIMITED**  
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**Notes forming part of the Financial Statements**

**34 Related Party Disclosure**

**(i) List of Related Parties**

**Relationship**

Varghese Joseph Potterterly	Managing Director
Aftabhusen S Khandwawala	Director & Chief Financial Officer
Gurubaxsing Jamiatsing Bagga	Director & Chief Financial Officer
Nishant Bali	Independent Director
Sahistabanu Sajitmiya Thakor	Independent Director
Rachna Sandeep Luthra	Independent Director
Manishi Jain	Company Secretary & Compliance Officer
Manoj Gopinathan Pillai	Chief Financial Officer
Mit Iron and Steel Pvt Ltd	Shareholder & Enterprise under influence by KMP
Metal India Trade Link (Prop. Varghese Joseph Potterterly)	Enterprise under influence by KMP
Mit Impex (Prop. Aftabhusen S Khandwawala)	Enterprise under influence by KMP
Eagle steels (Prop. Sadik Nannabhai Qureshi )	Enterprise under influence by KMP
Mika Steel & Alloys LLP	Shareholder & Enterprise under influence by KMP
Mit Developers	Enterprise under influence by KMP
Seebaat Developers	Enterprise under influence by KMP
Zakirbhai Qureshi (Prop. Zaara Steel Traders)	Relatives of KMP
Pashmin A Khandwawala	Shareholder & Relative of KMP
Riya Verghese Pottakerry	Shareholder & Relative of KMP
Asif Nannabhai Qureshi (Prop. Shifa Steel Traders)	Relatives of KMP
Sadik Nannabhai Qureshi	Shareholder & Relatives of KMP

**(ii) Related Party Transactions**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
<b>Transactions with Managing Director</b>		
Director's Remuneration		
- Varghese Joseph Potterterly	4.80	1.00
Issue Proceeds of Equity shares		
- Varghese Joseph Potterterly	-	60.00
Excess Share Application Money Returned		
- Varghese Joseph Potterterly	-	0.00
Conversion of Unsecured loan into Equity share capital		
- Varghese Joseph Potterterly	-	9.87
Loan Repaid		
- Varghese Joseph Potterterly	-	1.00
<b>Transactions with Director &amp; Chief Financial Officer</b>		
Issue Proceeds of Equity shares		
- Aftabhusen S Khandwawala	-	60.00
Excess Share Application Money Returned		
- Aftabhusen S Khandwawala	-	0.00
Conversion of Unsecured loan into Equity share capital		
- Aftabhusen S Khandwawala	-	2.64
- Gurubaxsing Jamiatsing Bagga	-	17.40
Loan Repaid		
- Aftabhusen S Khandwawala	-	0.18
- Gurubaxsing Jamiatsing Bagga	-	0.00
Gurbaxsingh Bagga- Professional Fees		
- Gurubaxsing Jamiatsing Bagga	1.14	-
<b>Continued to next page</b>		

**KALANA ISPAT LIMITED**  
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**Notes forming part of the Financial Statements**

**Related Party Transactions**

(<sup>^</sup> in lakhs)

<b>Particulars</b>	<b>31 March 2025</b>	<b>31 March 2024</b>
<b>Continued from previous page</b>		
<b>Transactions with Shareholder &amp; Relatives of KMP</b>		
Conversion of Unsecured loan into Equity share capital		
- Sadik Nannabhai Qureshi	-	45.27
Loan Repaid		
- Sadik Nannabhai Qureshi	-	0.00
<b>Transactions with Shareholder &amp; Relative of KMP</b>		
Issue Proceeds of Equity shares		
- Pashmin A Khandwawala	-	30.00
Excess Share Application Money Returned		
- Pashmin A Khandwawala	-	0.00
- Riya Verghese Pottakerry	-	0.00
Issue of Equity shares		
- Riya Verghese Pottakerry	-	30.00
<b>Transactions with Company Secretary &amp; Compliance Officer</b>		
Salary Expenses		
- Manishi Jain	2.40	0.40
<b>Transactions with Shareholder &amp; Enterprise under influence by KMP</b>		
Issue Proceeds of Equity shares		
- Mit Iron and Steel Pvt Ltd	-	150.00
Excess Share Application Money Returned		
- Mit Iron and Steel Pvt Ltd	-	0.00
Loan Repaid		
- Mit Iron and Steel Pvt Ltd	-	112.08
- Mika Steel & Alloys LLP	-	428.14
Loan Accepted		
- Mit Iron and Steel Pvt Ltd	-	104.92
- Mika Steel & Alloys LLP	-	125.00
Interest Expense		
- Mit Iron and Steel Pvt Ltd	0.18	4.39
- Mika Steel & Alloys LLP	-	3.58
Rent Expense		
- Mit Iron and Steel Pvt Ltd	2.40	0.60
Purchase of Goods		
- Mika Steel & Alloys LLP	28.14	708.21
Sales of Goods		
- Mika Steel & Alloys LLP	108.63	742.31
Job work (Service Income)		
- Mika Steel & Alloys LLP	61.95	158.35
Loan Granted		
- Mika Steel & Alloys LLP	257.00	-
Interest Income		
- Mika Steel & Alloys LLP	12.72	-
<b>Transactions with Enterprise under influence by KMP</b>		
Purchase of Goods		
- Eagle steels (Prop. Sadik Nannabhai Qureshi )	0.47	0.96
<b>Continued to next page</b>		

**KALANA ISPAT LIMITED**

(CIN: L27100GJ2012PLC072306)

**Notes forming part of the Financial Statements****Related Party Transactions**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
<b>Continued from previous page</b>		
Sales of Goods		
- Eagle steels (Prop. Sadik Nannabhai Qureshi )	19.54	-
Advance against Purchase of Goods		
- Metal India Trade Link (Prop. Varghese Joseph Potterterly)	-	3.50
Amount received back		
- Metal India Trade Link (Prop. Varghese Joseph Potterterly)	-	3.50
Loan Granted		
- Mit Developers	-	2.00
Loan Recovered		
- Mit Developers	-	2.00
Interest Income		
- Mit Developers	-	0.05
Purchase of Capital Goods		
- Eagle steels (Prop. Sadik Nannabhai Qureshi )	0.26	-
<b>Transactions with Relatives of KMP</b>		
Purchase of Goods		
- Asif Nannabhai Qureshi (Prop. Shifa Steel Traders)	239.84	156.99
- Zakirbhai Qureshi (Prop. Zaara Steel Traders)	470.99	467.29
Sales of Goods		
- Asif Nannabhai Qureshi (Prop. Shifa Steel Traders)	33.58	68.51
- Zakirbhai Qureshi (Prop. Zaara Steel Traders)	38.25	4.17
Advance against Purchase of Goods		
- Asif Nannabhai Qureshi (Prop. Shifa Steel Traders)	-	93.32
- Zakirbhai Qureshi (Prop. Zaara Steel Traders)	-	107.57
Delayed delivery Charges		
- Asif Nannabhai Qureshi (Prop. Shifa Steel Traders)	-	2.64
Penal Interest Income		
- Zakirbhai Qureshi (Prop. Zaara Steel Traders)	-	2.64

**(iii) Related Party Balances**

(₹ in lakhs)

Particulars	31 March 2025	31 March 2024
<b>Balances with Relatives of KMP</b>		
Advance to Suppliers		
- Zakirbhai Qureshi (Prop. Zaara Steel Traders)	144.14	107.57
- Asif Nannabhai Qureshi (Prop. Shifa Steel Traders)	129.67	93.32
<b>Continued to next page</b>		

**KALANA ISPAT LIMITED**  
(CIN: L27100GJ2012PLC072306)  
Notes forming part of the Financial Statements

**Related Party Balances**

(` in lakhs)

Particulars	31 March 2025	31 March 2024
<b>Continued from previous page</b>		
<b>Balances with Company Secretary &amp; Compliance Officer</b>		
Salary Payable		
- Manishi Jain	2.40	0.40
<b>Balances with Enterprise under influence by KMP</b>		
Trade Payable		
- Eagle steels (Prop. Sadik Nannabhai Qureshi )	0.55	-
<b>Balances with Managing Director</b>		
Unsecured Loan From Directors		
- Varghese Joseph Potterterly	-	0.32
<b>Balances with Shareholder &amp; Enterprise under influence by KMP</b>		
Unsecured Loan From Related parties		
- Mit Iron and Steel Pvt Ltd	-	3.95
Trade Receivables		
- Mika Steel & Alloys LLP	117.00	306.30
Trade Payable		
- Mit Iron and Steel Pvt Ltd	0.37	0.65
Loans and Advances to Related Parties		
- Mika Steel & Alloys LLP	266.50	-
Unsecured Loan From Related parties		
- Mika Steel & Alloys LLP	-	3.22

1.Manishi Jain has been appointed as Company Secretary w.e.f 20 January,2024.

2.Rachna Sandeep Luthra has appointed as Independent Director w.e.f 17 June, 2024

3.Aftabhusen S Khandwawala has resigned from the position of CFO w.e.f 17 June, 2024.

4.Manoj Gopinathan Pillai has been appointed as CFO w.e.f 17 June,2024.

5.The excess Remuneration paid to Varghese Joseph Potterterly and Aftabhusen S Khandwawala has been refunded by directors to the company amounting Rs 7,42,746 and Rs 16,01,601 respectively.

**35 Disclosure required under section 186(4) of the Companies Act, 2013**

(` in lakhs)

Name of the Party	Details of Loan	31 March 2025	31 March 2024
Mika Steel and Alloys LLP ,Unsecured	Rate of Interest: 8%, Due on demand Purpose of Loan: For business purpose	266.50	-

**36 Other Explanatory Notes**

(` in lakhs)

Particulars	31 March 2025	31 March 2024
During the FY 2023-24, the debit note issued to following Raw Material suppliers for inferior quality supply, the effects for the same given in books of accounts of the company. However, the suppliers had not accounted the said debit note in their respective books of accounts on verification of balance confirmation. The said matter is under negotiation, no legal action taken by the company till date.	-	-
(a) A One Scrap Traders	5.99	11.48
(b) Roshni Scrap Traders	9.28	14.16
(c) F. K. Impex	5.54	5.54
(d) U K Steel	7.16	7.16
<b>Total</b>	<b>27.97</b>	<b>38.34</b>

**KALANA ISPAT LIMITED**  
**(CIN: L27100GJ2012PLC072306)**  
**Notes forming part of the Financial Statements**

**37 Statement of deviation or variation in utilization of funds raised**

(₹ in lakhs)

Particulars	31 March 2025		31 March 2024	
	Amount	% of Total	Amount	% of Total
a) Capital Expenditure for Installation of 4 MW DC & 3.5 MW AC Ground Mounted Solar Power Plant - TPSAT Structure	2,298.75	70.00%	1,103.65	34.24%
b) Capital expenditure for setting up of rolling mill at Survey No. 4/1 Taluka Sanand, Mouje Kalana village, Ahmedabad by construction of the industrial Shed, purchase of equipment/machineries, other assets etc.	100.00	3.07%	100.00	3.07%
c) Issue related expenses	60.88	1.87%	60.88	1.87%
d) General corporate purpose	100.00	3.07%	100.00	3.07%
<b>Total</b>	<b>3,259.08</b>	<b>100.00%</b>	<b>3,259.08</b>	<b>100.00%</b>

The Modification in the allocation of funds was approved by the shareholders through a special resolution passed via postal ballot through e- voting concluded on March 19, 2025. Variation in the amount of object for which fund originally allocated as stated in the prospectus of the Company dated September 12, 2024. However, there is no deviation or variation in the utilization of the funds raised as of March 31, 2025.

Explanation for the Variation : The company at the time of initial public offer had proposed to install the 4 MW DC and 3.5 MW AC Ground Mounted Solar Power Plant. However, due to change in provision of electricity (Promoting renewable energy through Green Energy open Access) Rules, 2022- regarding Ref:- (1) MoP notification No- 23.09.2021 R&R dtd. 21.08.2024 via letter no. GUVNL/0079/08/2024 under clause8(2) of rules 2022 issued by Gujarat Urja Vikas Nigam Limited regarding the consumption capacity from "The permitted quantum of banked energy by the green energy open access consumers shall be at least 30.00% of total consumption of electricity from the distribution licensee by the consumers during the billing period" to "Permitted quantum of banked energy by the green energy open access consumers shall be maximum upto 30.00% of total consumption of electricity from the distribution licensee by the consumers. However, Due to the above said changes, the maximum consumption of the electricity is upto 30.00% only. therefore, the company has now proposed to install 1.4 MW Ground Mounted Solar Power Plant for existing manufacturing plant and 1MW Ground Mounted Solar Power Plant for the proposed rolling mill as mentioned in object no.02. Further, the board has also received the revised quotation from Solar Energy Private Limited for installation of solar Plant of Rs. 1103.65 (In lakhs) which costs company less than the earlier quoted for installation of Solar Plant. In Continuation, the Board intends to use Rs. 1195.10 (i.e. deviated amount) of above-mentioned object no.01 in object no.02 (i.e. Capital expenditure for setting up of rolling mill at Survey No.452, Khata no. 280, Khegariya, Taluka - Viramgam, District-Ahmedabad by construction of the industrial Shed, purchase of equipment/machineries, other assets etc.)

**38 Loans and Advances given to Related Parties**

(₹ in lakhs)

Type of Borrower	31 March 2025		31 March 2024	
	Amount outstanding	% of Total	Amount outstanding	% of Total
Related Parties	266.50	100.00%	-	0.00%
<b>Total</b>	<b>266.50</b>	<b>100.00%</b>	<b>-</b>	<b>0.00%</b>

The company has granted loan in the nature of loans without specifying any terms or period of repayment.

**KALANA ISPAT LIMITED**  
**(CIN: L27100GJ2012PLC072306)**  
**Notes forming part of the Financial Statements**

**39 Security of Current Assets Against Borrowings**

During the year, the company has renewed its credit facilities the sanctioned amount of Rs 300.00 Lakhs on the basis of security of current assets from the bank.

In respect of quarterly returns filed by the company are in agreement with books of account of the company other than set out below:

**Reconciliation between Inventories as per Quarterly statement filed with Bank and Current Asset as per Books of / (₹ in lakhs)**

Particulars	Jun, 2024	Sept, 2024	Dec, 2024	Mar, 2025
Inventories as per Quarterly Return filed with Bank	225.24	281.07	287.93	278.44
<b>Add:</b>				
Valuation Difference	3.45	13.06	37.43	30.76
<b>Inventories as per Books of Account</b>	<b>228.69</b>	<b>294.13</b>	<b>325.35</b>	<b>309.20</b>

**Reconciliation between Trade Receivable as per Quarterly statement filed with Bank and Current Asset as per Boo (₹ in lakhs)**

Particulars	Jun, 2024	Sept, 2024	Dec, 2024	Mar, 2025
Trade Receivable as per Quarterly Return filed with Bank				
	310.21	302.17	343.81	376.37
<b>Add:</b>				
Valuation Difference	-	93.21	-	-
<b>Less:</b>				
Valuation Difference	163.69	-	-	0.01
<b>Trade Receivable as per Books of Account</b>	<b>146.52</b>	<b>395.38</b>	<b>343.81</b>	<b>376.36</b>

**Reconciliation between Trade Payable as per Quarterly statement filed with Bank and Current Asset as per Books (₹ in lakhs)**

Particulars	Jun, 2024	Sept, 2024	Dec, 2024	Mar, 2025
Trade Payables as per Quarterly Return filed with Bank	31.04	80.15	40.52	94.23
<b>Add:</b>				
Valuation Difference	3.48	4.10	-	8.05
<b>Less:</b>				
Valuation Difference	-	-	2.08	-
<b>Trade Payable as per Books of Account</b>	<b>34.52</b>	<b>84.24</b>	<b>38.44</b>	<b>102.28</b>

**40 Details of Benami Property held**

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

**41 Relationship with Struck off Companies**

The company has not entered any transactions with struck off companies under section 248 of the companies Act, 2013 or section 560 of companies Act, 1956.

**42 Registration of Charge**

The company had complied with requirement of registration of charges with Registrar of Companies in respect of borrowings from the bank for company's assets

**43 Compliance with number of layers of companies**

The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

**KALANA ISPAT LIMITED**  
**(CIN: L27100GJ2012PLC072306)**  
**Notes forming part of the Financial Statements**

**44 Ratio Analysis**

Particulars	Numerator/Denominator	31 March 2025	31 March 2024	Change in %
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	7.55	1.99	279.66%
(b) Debt-Equity Ratio	$\frac{\text{Total Debts}}{\text{Shareholder's Equity}}$	0.06	0.43	-85.89%
(c) Debt Service Coverage Ratio	$\frac{\text{Earning available for Debt Service}}{\text{Debt Service}}$	1,793.10	-	
(d) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	4.50%	30.85%	-85.41%
(e) Inventory turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Inventories}}$	12.98	10.49	23.74%
(f) Trade receivables turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Trade Receivable}}$	13.16	19.74	-33.30%
(g) Trade payables turnover ratio	$\frac{\text{Total Purchases}}{\text{Average Trade Payable}}$	32.93	29.82	10.46%
(h) Net capital turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Working Capital}}$	3.21	17.66	-81.85%
(i) Net profit ratio	$\frac{\text{Net Profit}}{\text{Total Turnover}}$	2.19%	3.19%	-31.22%
(j) Return on Capital employed	$\frac{\text{Earning before interest and taxes}}{\text{Capital Employed}}$	4.46%	22.62%	-80.27%
(k) Return on investment	$\frac{\text{Return on Investment}}{\text{Total Investment}}$	0.00%	0.00%	

**Reasons for Variances**

a) The ratio increased as Current Assets includes cash and cash equivalent which also having IPO funds balance in current year

b) The ratio improved due to increase in Equity funds by way of IPO during the current year and reduction in Debt as compared to previous year.

d) The ratio decreased due to increase in average share holders equity by way of IPO during the current year and also decrease in profit during the current year as compared to previous year

f) The ratio decreased due to lower average receivables compared to sales in current year

h) The ratio decreased as the average working capital is higher during current year as compared to previous year as it includes unutilised IPO funds as Cash and cash equivalent Balance

i) The ratio decreased due to lower turnover and profit during the year as compared to previous year

j) The ratio decreased due to lower profit during the current year as compared to previous year and also higher capital employed with IPO fund pending for utilisation during the current year

**45 Disclosure where company has given loan or invested to other person or entity to lend or invest in another person or entity**

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 persons or entities identified in any manner whatsoever (Ultimate beneficiaries) by or on behalf of the company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**46 Disclosure where company has received fund from other person or entity to lend or invest in other person or entity**

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 Parties or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

**47 Undisclosed Income**

There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

**48 Details of Crypto Currency**

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**49 Other Statutory Disclosures as per the Companies Act, 2013**

There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237 of companies Act, 2013.

**50 Subsequent Events**

There is no adjusting event occurred between reporting date and date of signing the financial statements.

**51 Regrouping**

Previous year's figures have been regrouped and re-arranged whenever necessary to suit the current year's figures.

As per our report of even date  
**For DINESH R THAKKAR & CO**  
Chartered Accountants  
Firm's Registration No. 102612W

**For and on behalf of the Board of  
KALANA ISPAT LIMITED**

**KEYUR M THAKKAR**  
Partner  
Membership No. 190243

**VARGHESE JOSEPH POTTAKERRY**  
Chairman &  
DIN:02771578

**AFTABHUSEN S KHANDWAWALA**  
Director  
DIN:02771726

**MANOJ GOPINATHAN PILLAI**  
Chief Financial Officer

**MANISHI JAIN**  
Company Secretary  
M.No A55193

Place: AHMEDABAD  
Date: 27 May 2025

Place: AHMEDABAD  
Date: 27 May 2025