

# **MOHAN STEELS LIMITED**

## **ANNUAL REPORT -2025**

**CIN: U27107UP1971PLC003442**  
**Reg off: PLOT NO. 1, GAZAULI INDUSTRIAL AREA,**  
**UNNAO-209801**

## NOTICE

NOTICE is hereby given that the **53<sup>rd</sup> (Fifty Third)** Annual General Meeting of the members of **MOHAN STEELS LIMITED ("the Company")** will be held on **Monday, the 29<sup>th</sup> day of September, 2025 at 01:30 P.M. IST** through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

### ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.**

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

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

- 2. To appoint a director in place of Mr. Pradeep Gautam (DIN: 01172119), Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment.**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Pradeep Gautam (DIN: 01172119), Whole-time Director, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS

- 3. REVISION IN REMUNERATION OF MR. PRADEEP GAUTAM, WHOLE-TIME DIRECTOR OF THE COMPANY FOR REMAINING PERIOD OF HIS TENURE.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V and the applicable rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), and based on 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 revision in the remuneration of Mr. Pradeep Gautam (DIN: 01172119), Whole-time Director of the Company, from the existing remuneration of ₹75,000/- (Rupees Seventy-Five Thousand only) per month to ₹1,00,000/- (Rupees One Lakh only) per month, with effect from July 1, 2025, for the remaining duration of his current tenure, i.e., up to September 13, 2027.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the terms and conditions of his remuneration, provided such alterations remain within the overall limits prescribed under Schedule V of the Act or any statutory modifications or re-enactments thereof.”

**“RESOLVED FURTHER THAT** all other terms and conditions of the appointment of Mr. Pradeep Gautam, including perquisites, allowances, bonuses and other benefits, shall remain unchanged as previously approved by the members.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

**4. TO APPOINT MR. BHASKAR RAY AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, Mr. Bhaskar Ray (DIN: 07274180), whose second term as an Independent Director concludes on 29th September 2025, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, with effect from 30th September 2025, who shall be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board notes the recommendation of the Nomination and Remuneration Committee, which, after evaluating Mr. Ray’s skills, qualifications, extensive experience, and his contributions during his tenure as Independent Director, has found him fit and suitable for appointment as a Non-Executive, Non-Independent Director;

**RESOLVED FURTHER THAT** Mr. Bhaskar Ray has submitted his consent to act as a Director in Form DIR-2 and has confirmed that he is not disqualified from being appointed as a Director under the provisions of the Companies Act, 2013;

**RESOLVED FURTHER THAT** Mr. Pradeep Gautam (DIN: 01172119), Whole-time Director of the Company, be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution, including filing of necessary

forms with the Registrar of Companies, issuance of appointment letter, and any other related actions.”

*By Order of the Board of Directors*  
**For MOHAN STEELS LIMITED**

Date: 02.09.2025  
Place: Unnao

Sd/-  
**Gautami Gupta**  
**Company Secretary**  
**Membership no. A 57547**

**NOTES:**

1. In order to facilitate the maximum participation of the Members of the Company from different locations, the 53<sup>rd</sup> Annual General Meeting (“AGM”) of the Company is being held through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) in terms of various circulars issued by the Ministry of Corporate Affairs (“MCA”).
2. Pursuant to various circulars including the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, as extended from time to time and last extended vide General Circular No. 9/2024 dated 19 September 2024, issued by the MCA (collectively “MCA Circulars”), Companies are allowed to hold AGM through VC/ OAVM, without the physical presence of Members at a common venue. Hence, in compliance with the said Circulars, the 53<sup>rd</sup> AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM for the purpose of recording the minutes of the proceedings of the AGM.
3. In terms of the MCA Circular No. 14/2020 dated April 08, 2020, since the AGM is being held through VC/ OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of the proxies by Members under Section 105 of the Act is not available and hence the proxy form, attendance slip and route map for AGM are not annexed to this Notice. However, the Body Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes at AGM.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 (“Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), the number of members is below 1000, hence the Company is not required to provide the e-voting facility to its members.



5. Pursuant to MCA Circulars, only Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. An explanatory statement pursuant to Section 102 of the Act read with relevant rules made thereunder setting out material facts relating to the business set out under Item Nos. 3 and 4 forms part of the Notice of AGM ("Notice"). The relevant details with respect to Item Nos. 3 and 4 pursuant to SS-2, in respect of the Directors seeking appointment and/ or fixation of their remuneration at this AGM also forms part of this Notice.
7. Pursuant to Section 91 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014. The Register of Members and Share Transfer Books of the Company will remain closed from **September 22, 2025 to September 28, 2025 (both days inclusive)**.
8. Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) at any of at e-mail address [admin@skylinerta.com](mailto:admin@skylinerta.com).
9. In compliance with the Circulars, Notice along with the Annual Report for FY 2024-25 ("Annual Report") is being sent only through electronic mode to Members whose E-mail IDs are registered with the Depository Participant(s) and/or Skyline Financial Services Private Limited, Registrars and Transfer Agents ("RTA") of the Company. Any member, who has not registered their Email id, may register his /her Email ID with RTA for getting registered and may also request for a copy of Annual Report electronically.
10. All the documents referred to in the accompanying Notice will be available for inspection at the Registered Office of the Company during business hours (10:00 A.M. to 6:00 P.M.) on all working days up to the date of declaration of the result of 53<sup>rd</sup> Annual General Meeting of the Company. It will be available electronically for inspection by the members during the AGM.
11. Members holding shares in physical form are requested to register /update their e-mail address with our Registrar and Transfer Agent ("RTA"), M/s Skyline Financial Services Private Limited.
12. The Company has appointed Skyline Financial Services Private Limited, Registrars and Transfer Agents of the Company to provide Video Conferencing facility for the 53<sup>rd</sup> AGM and the attendant enablers for conducting of the AGM.
13. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
  - (i) Members of the Company will be able to attend the AGM through VC / OAVM through link sent through email.
  - (ii) Members are encouraged to join the Meeting through Laptops for better experience.

- (iii) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - (iv) 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.
  - (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [cs@mohansteels.com](mailto:cs@mohansteels.com) or [info@mohansteels.com](mailto:info@mohansteels.com).
  - (vi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Email id: [cs@mohansteels.com](mailto:cs@mohansteels.com) or [info@mohansteels.com](mailto:info@mohansteels.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Email id: [cs@mohansteels.com](mailto:cs@mohansteels.com) or [info@mohansteels.com](mailto:info@mohansteels.com). These queries will be replied to by the company suitably by email.
  - (vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time, for smooth conduct of the AGM.
14. In order to ascertain the list of shareholders, who are eligible to receive notice of the Annual General Meeting, company had determined **August 29, 2025** as cut-off date, A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the notice. A person, who is not a member as on the cut-off date, should treat this Notice for information purpose only.
15. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date, i.e. **September 22, 2025**.

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**ITEM NO. 3:**

Mr. Pradeep Gautam was re-appointed as Whole Time Director of the Company for a period of 3 years effective from September 14, 2024 by the Shareholders of the Company in their Annual General Meeting held on September 14, 2024.

It is to bring your kind notice that in the year earlier the remuneration of Mr. Pradeep Gautam was approved by the shareholders as Rs. 1,00,000/- (Rupees One-Lakh Only) per month. However, during his subsequent re-appointments as Whole-time Director, the remuneration was revised downward to ₹75,000/- (Rupees Seventy-Five Thousand only) per month. Mr. Gautam has since conveyed that the current remuneration is proving insufficient to meet his living expenses and financial obligations.

Thus, on recommendation of the Nomination & Remuneration Committee in its meeting, the Board has decided the revision in remuneration of Mr. Gautam from the existing Rs. 75,000/- (Rupees Seventy-five thousand) to Rs. 1,00,000/- (Rupees One Lakh) by way of monthly increment of Rs, 25,000/- (Rupee Twenty-Five thousand only) with effect from July 1, 2025 for the remaining period of his tenure i.e. from July 1, 2025 to September 13, 2027 subject to approval of Members at the ensuing Annual General Meeting.

**A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:**

#### **I. General Information**

1.	Nature of Industry	Iron & Steel Industry
2.	Date of commencement of commercial production	Since 1971. However, company is not carrying any operations at present.
3.	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	N.A.
4.	Financial Performance based on given indicators	Company is not carrying on any business.
5.	Foreign investments or collaborations, if any	NA

#### **II. Information about the appointee**

1.	Background details	Mr. Pradeep Gautam has been associated with the Company since 1991 as Director. He heads our manufacturing and operations. He has vast experience spanning around 45 years in the steel industry.
2.	Past Remuneration	INR 75,000/- per month
3.	Recognition or awards	None
4.	Job Profile and his suitability	He heads our manufacturing and operations. He has vast experience spanning around 45 years in the steel industry.

5.	Remuneration proposed	INR 1,00,000/- per month
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration of INR 1,00,000/- per month is modest and in line with industry standards for a person of Mr. Pradeep Gautam's seniority, experience, and responsibilities. Considering his association with the Company for over three decades and his extensive expertise of more than 45 years in the steel industry, the remuneration is reasonable and justified when compared with remuneration packages for similar positions in companies of comparable size and nature.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	None
8.	Reasons for Losses / Inadequate profits	Company has ceased to carrying on any business.
9.	Steps taken or proposed to be taken for improvement	Company is evaluating new business opportunities such as warehousing, fly ash bricks and to utilize the resources of the Company
10.	Expected increase in productivity and profits in measurable terms	Under Evaluation.

**Additional Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment and/or fixation of remuneration of Director is as under:**

1.	Age	72 years
2.	Qualifications	B.A.
3.	Experience	46 years
4.	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Please refer above.
5.	The remuneration last drawn by such person	INR 75,000/- per month
6.	Date of first appointment on the Board	09.08.2004
7.	Shareholding in the company	Nil
8.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None

9.	The number of Meetings of the Board attended during the year	04
10.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	None

As required by the Companies Act, 2013, approval of the members is being sought, for the revision in remuneration of Mr. Pradeep Gautam, Whole Time Director.

None of the other Directors and/or Key Managerial Personnel (KMP) or relatives of other directors and KMP are concerned or interested either financially or otherwise in the Resolution at Item No. 3 of the accompanying Notice.

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

#### **ITEM NO. 4.**

Mr. Bhaskar Ray (DIN: 07274180) was appointed as an Independent Director of the Company and has served two consecutive terms. His second and final term as an Independent Director will conclude on 29th September 2025. In accordance with the provisions of Sections 149(10) and 149(11) of the Companies Act, 2013, Mr. Ray is not eligible for reappointment as an Independent Director beyond his second term.

However, considering his significant contributions and valuable experience over the years, along with his deep understanding of the business, the Board believes it is beneficial to retain Mr. Ray's expertise in a different capacity. Accordingly, the Nomination and Remuneration Committee, after evaluating Mr. Ray's performance, skills, and ongoing contributions to the Company, has recommended his appointment as a Non-Executive, Non-Independent Director, effective from 30th September 2025. This appointment is subject to the approval of the Board and the shareholders at the ensuing Annual General Meeting.

Mr. Ray has submitted his consent to act as a Director in Form DIR-2, and he has confirmed that he is not disqualified from being appointed as a Director under the provisions of the Companies Act, 2013. His appointment will be in line with the provisions of the Companies Act, 2013, and he will be liable to retire by rotation, as per the requirements of the Act.

The Board, based on the recommendation of the Nomination and Remuneration Committee, has found Mr. Ray to be suitable for appointment as a Non-Executive, Non-Independent Director, and accordingly, recommends the approval of this resolution by the members.

**Additional Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment and/or fixation of remuneration of Director is as under:**

1.	Age	48 years
2.	Qualifications	BSC
3.	Experience	Has an industry wide experience in iron and steel industry of over 2 decades.
4.	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	No remuneration is being paid.
5.	The remuneration last drawn by such person	Nil.
6.	Date of first appointment on the Board	01.09.2015
7.	Shareholding in the company	None
8.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
9.	The number of Meetings of the Board attended during the year	04
10.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	None

None of the other Directors and/or Key Managerial Personnel (KMP) or relatives of other directors and KMP are concerned or interested either financially or otherwise in the Resolution at Item No. 4 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

**For and on behalf of  
MOHAN STEELS LIMITED**

Date: 02.09.2025  
Place: Unnao

Sd/-  
**Gautami Gupta**  
**Company Secretary**  
**Membership No. A57547**

## DIRECTOR'S REPORT

To,  
The Members of  
**MOHAN STEELS LIMITED**

Your Directors have pleasure in presenting herewith the 53<sup>rd</sup> Annual Report along with Audited Financial Statements of the company for the Financial Year ended 31<sup>st</sup> March, 2025.

### FINANCIAL RESULTS

The summarized financial position of the Company for the financial year ended on 31<sup>st</sup> March, 2025 as compared to Previous Year is as under:

(Amount in '000)

PARTICULARS	FY ended on 31 <sup>st</sup> March, 2025	FY ended on 31 <sup>st</sup> March, 2024
Revenue From Operations	NIL	NIL
Total Revenue from Operations	NIL	NIL
Other Revenue	28,466.56	6,046.08
Total Revenue	28,466.56	6,046.08
Total Expenditure	16,187.19	15,745.86
Profit/(loss) Before Tax (PBT)	12,279.37	(9699.77)
- Deferred Tax	5,530.00	2,260.00
Earlier year tax	0.00	0.00
- Current Tax	0.00	0.00
Profit/(loss) After Tax (PAT)	17,809.37	(7,439.77)

### PERFORMANCE AND OUTLOOK FOR FUTURE

Our company used to manufacture TMT BARS for conversion contract with SAIL. The domestic production plant operations were closed on 10/02/2015 and there is no production of TMT BARS during the financial year ended on 31<sup>st</sup> March, 2025. But company is evaluating new business opportunities such as warehousing, fly ash bricks and to utilize the resources of the Company.

### STATE OF COMPANY'S AFFAIRS:

The Company has made a profit of Rs. 17,809.37 (in thousands) during the year in comparison to last year's loss of Rs. 7439.77 (in thousands). A large amount of money remains outstanding with two customers overseas against the mercantile trade. Mr. Uday Desai and Mr Sunil

Verma, (of FROST GROUP) ex Directors of the company, had exclusively carried out all the mercantile trades in the company, which is now doubtful for recovery. The alleged dues of both Frost Group companies are now disputed in NCLT as the same are directly linked to the pending mercantile trade receivables by MSL. Company has also issued legal notices to both the overseas mercantile parties and has filed case in Mumbai HC against M/s Surya Global FZC, and is taking additional advice of solicitors as regard second customer.

#### **CHANGE IN NATURE OF BUSINESS:**

Your directors would like to state that during the year under review; there was neither any change in the nature of business nor in the class of business.

#### **DEPOSITS:**

The Company has not accepted any deposit from public/shareholders as stipulated in section 73 of the Companies Act, 2013 (hereinafter referred to as 'Act') read with The Companies (Acceptance of Deposits) Rules, 2014 and, as such no amount on account of principal or interest on public deposits was outstanding on the date of the Balance Sheet.

#### **DIVIDEND:**

Due to loss in the previous years and in order to conserve the resources of the company, the Board of Directors has decided not to declare any dividend during the financial year under review.

#### **TRANSFER TO RESERVES:**

During the year under review, the Board of Directors did not propose to transfer any amount to the reserves.

#### **CHANGES IN SHARE CAPITAL:**

During the period Share Capital of the Company does not change. As on the financial year ended on 31<sup>st</sup> March, 2025 the Authorized Share Capital of the Company is Rs. 20,00,00,000.00 (Rupees Twenty Crore Only) and Paid-up Share Capital of the Company is Rs. 17,53,95,540/- (Rupees Seventeen Crore Fifty-three Lakh Ninety-five thousand Five hundred Forty only).

#### **DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

##### **Retirement by Rotation:**

In accordance with the provisions of Section 152 of The Companies Act, 2013 read with the Articles of Association of the Company, Mr. Pradeep Gautam (DIN: 01172119), the Whole-time Director of the company liable to retire by rotation at the ensuing Annual General Meeting and being eligible has consented for re-appointment as Director. His re-appointment is recommended to the members.

#### **DETAILS OF DIRECTORS AND KMP'S APPOINTED AND RESIGNED DURING THE YEAR**

##### **a) APPOINTMENTS AND RESIGNATION OF DIRECTORS**



During the financial year 2024-25, there was no change in directorship of company.

**b) APPOINTMENTS OF KEY MANAGERIAL PERSONNEL**

During the financial year 2024-25:

- (i) Ms. Chetna Dwivedi has resigned from the office of Company Secretary with effect from November 16, 2024 and Ms. Gautami Gupta has been appointed as the Company Secretary of the company with effect from March 19, 2025;
- (ii) Mr. Shailendra Kumar Maheshwari has been appointed as the Chief Financial Officer of the Company with effect from December 01, 2024.

**COMPANY'S POLICY RELATING TO DIRECTOR'S APPOINTMENT AND REMUNERATION**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are applicable to the Company and hence, the Company has devised a policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) and 134(3) (e) of the Companies Act, 2013.

**RECEIPT OF ANY COMMISSION BY MD/WTD FROM A COMPANY OR FOR RECEIPT OF COMMISSION / REMUNERATION FROM ITS HOLDING OR SUBSIDIARY**

There is no receipt of any commission by MD/WTD from the Company or from any of its Holding or Subsidiary Company.

**ANNUAL EVALUATION OF BOARD OF ITS OWN PERFORMANCE, OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

The Companies Act, 2013 stipulates the performance evaluation of the Individual Directors including Chairman, Board and its Committees. Considering the said provisions, the Company has devised the process and the criteria for the performance evaluation.

The Nomination & Remuneration Committee evaluates the performance of the Independent Directors, Non- Independent Directors and the Chairman of the Company. Structured questionnaires to evaluate and assess the quality, quantity and timeliness of the flow of information between the Company management and the Board to see the

- (i) Board Effectiveness,
- (ii) Evaluation of Non-independent Directors,
- (iii) Evaluation of Independent Directors,
- (iv) Evaluation of Committees (Audit, NRC, Stakeholder Relationship Committee & Corporate Social Responsibility and
- (v) Evaluation of Chairperson

The Board would use the results of evaluation process constructively to improve its effectiveness, maximize strengths of individual directors and deliver performance & overall growth for the company.

#### **DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS**

All Independent Directors have submitted their declaration of independence, pursuant to the provisions of Section 149(7) of the, stating that they meet the criteria of independence as provided in Section 149(6) of the Act and. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience(including the proficiency), expertise and hold highest standards of integrity.

#### **COMMITTEES TO THE BOARD**

The Company has 3 (Three) Committees which have been established in Compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee

#### **PERFORMANCE & FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES AND CONSOLIDATED FINANCIALS:**

The Company does not have any joint venture, associate and subsidiaries companies. The provision of the consolidated financial statements is not applicable on the Company.

#### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION:**

The company would like to inform that material changes and commitments affecting the financial position of the company have occurred in the financial year ending 31<sup>st</sup> March 2025 namely mercantile trade which was wound up earlier due to being non remunerative & credit risk & credit outstanding increasing in the business, the recovery of the balance out standings from the two overseas parties, namely Gulf Distribution Ltd., Hong Kong and Surya Global FZC, Sharjah seems doubtful. Pending proceeding in NCLT may affect company. Further, other such factors has been disclosed in accompanied financial statements under notes 2.19 to 2.34.

#### **RELATED PARTY CONTRACT AND ARRANGEMENT OF THE COMPANY:**

During the year under review, there were no transactions with the related parties of the Company under section 188 (1) of the Companies Act, 2013.

#### **INTERNAL FINANCIAL CONTROLS**

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 weakness in the process or operation was observed.. The Company is following all the applicable Accounting standards for properly maintaining the books of accounts and reporting financial statements.

#### **PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS UNDER SECTION 186 OF THE ACT:**

During the financial year 2024-25, no loans given, investments made, guarantees given or securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient.

#### **RISK MANAGEMENT POLICY AND IDENTIFICATION OF KEY RISKS:**

The Company would like to inform that the risks which threaten the existence of the Company have been identified and accordingly a risk management framework has been created and adopted by the company. Further the internal auditors of the Company have been cast with the responsibility of monitoring this framework and report to the management the key risks affecting the business from time to time. The mercantile trade business has been wound up earlier due to increased credit & forex risk and non remunerative margins in the same and also due to Mr. Uday Desai & Sunil Verma's resignation who were exclusively looking after the mercantile trade.

#### **CSR ACTIVITIES:**

The CSR Provisions are not applicable on the Company and the company has already dissolved the committee

#### **NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

During the Financial Year 2024-25, Four Board Meetings were held on the following date(s)

<b>No.</b>	<b>Date</b>
1	29.06.2024
2	03.08.2024
3	23.11.2024*
4	19.03.2025

\*The board meeting was originally scheduled to be held on November 16, 2024, however the same was re-scheduled to be held on November 23, 2024 due to want of quorum.

#### **ESTABLISHMENT OF VIGIL / WHISTLE BLOWER MECHANISM**

The Company promotes ethical behavior in all its business activities and in line with the best practices for corporate governance. It has established a system through which directors & employees may report breach of code of conduct, unethical business practices, illegality, fraud, and corruption etc. at work place without fear of reprisal. The functioning of the Vigil

mechanism is reviewed by the Audit Committee from time to time. None of the Whistle Blowers have been denied access to the Audit Committee of the Board.

During the Financial Year 2024-25, there was no complaint reported by any Director or employee of the company under this mechanism.

#### **EXTRACT OF ANNUAL RETURN (WEB-LINK OF ANNUAL RETURN)**

Since the Company does not have any website, therefore, the weblink for providing the annual return under Section 92(3) of the Companies Act, 2013 is not required to be provided.

#### **STATUTORY AUDITORS AND AUDIT REPORT**

Pursuant to the provisions of section 139 of the Act and rules made there under **M/s. B C JAIN & Co, Chartered Accountants Kanpur (Firm Registration No. 01099C)** are appointed as the statutory Auditors of the Company for a term of five years, to hold the office from the conclusion of the 50<sup>th</sup> AGM till the conclusion of the 55<sup>th</sup> AGM to be held in the year 2027 and have given their consent for their re-appointment as Statutory Auditors of the Company and have issued a certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of section 139 read with section 141 of the Companies Act, 2013 ('the Act') and the rules made thereunder.

#### **Directors Reply to Auditors remark**

The Auditor in their report has made an observation regarding sale of plant and machinery by the company, in this regard, the Board would like to inform that the old, obsolete, discarded machinery has been sold during the year from time to time with an objective to fetch maximum realization. Therefore, in view of notes to the Accounts, the Auditor's remarks in their audit report are self-explanatory and need no further comments.

#### **SECRETARIAL AUDIT & SECRETARIAL AUDIT REPORT**

Pursuant to the Provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Adesh Tandon & Associates, Practicing Company Secretaries, Kanpur to conduct Secretarial Audit for the financial year 2024-2025.

The Secretarial Audit Report in Form MR-3 for the financial year ended on March 31<sup>st</sup>, 2025 has been annexed as **ANNEXURE I** to the Directors' Report.

The remarks given by the board on the observations of Secretarial Auditor as given in Secretarial Audit report and comment of the board is mentioned hereunder:

<b>S. No.</b>	<b>Observations Of Secretarial Auditor</b>	<b>Remarks/Comments Given by the Board</b>
<b>1.</b>	The constitution of board is not proper in terms of executive and non - executive directors.	The Company is not involved in any operations hence, the Board is seeking a suitable candidate to be appointed as director to meet requirements of the Law.
<b>2.</b>	One e-form MGT-14 is yet to be filed.	Due to some technical glitches the said form could not be filed however, the

		Board is in the process to file the same with the Registrar of Companies.
--	--	---

## REPORTING OF FRAUDS BY AUDITORS

The Statutory Auditors and secretarial auditor has not observed any incident of fraud to be reported to the Audit Committee in the year under review against the Company by its officers or employees as specified under Section 143(12) of the Act.

## INTERNAL AUDITOR

The Directors have appointed M/s Rajiv Girdhar & Co., Practicing Chartered Accountants, as Internal Auditor for the financial year 2024-25 in pursuance of provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of The Companies (Accounts) Rules, 2013, who has provided the internal audit report for the financial year ended on March 31, 2025.

## STATUTORY INFORMATION

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

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

**a) Conservation of Energy:**

The Company does not engage in any operations so the question of energy conservation does not arise.

**b) Technology Absorption:**

The company is not engaged in any agreement for technology absorption with any foreign party or any other party.

**c) Foreign Exchange Earnings/ Outgo:**

There were no Foreign Exchange Earning and Outgo during the year:

Foreign Exchange Earnings: **NIL**

Foreign Exchange Outgo: **NIL**

## DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has in place a Policy for prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention,

Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed of during the year:

- (a) number of complaints of sexual harassment received in the year: Nil
- (b) number of complaints disposed off during the year: Nil
- (c) number of cases pending for more than ninety days: Nil

## **COST AUDIT AND COST RECORD MAINTENANCE**

During the F.Y. 2024-25, there was no production and neither was threshold turnover met for applicability of maintenance Cost Records and Cost Audit.

## **GENDER-WISE COMPOSITION OF EMPLOYEES**

In alignment with the principles of diversity, equity, and inclusion (DEI), the Company discloses below the gender composition of its workforce as on the March 31, 2025:

Male Employees: 16 (Sixteen)

Female Employees: 01 (One)

Transgender Employees: Nil

This disclosure reinforces the Company's efforts to promote an inclusive workplace culture and equal opportunity for all individuals, regardless of gender

## **COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961**

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees

## **DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the requirements of Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:-

- a) in the preparation of the annual accounts, 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;

- 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.

#### **OTHER DISCLOSURES**

- i. No Shares (including Sweat Equity Shares) to the employees of the Company under any scheme was issued.
- ii. No Equity Shares with Differential Rights were issued.
- iii. No orders were passed by any regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

#### **DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL**

- (a) The company has foreign debtors of Rs. 458.91 crores (Previous Year Rs.458.91 crores), Rs. 167.76 crores from Surya Global FZC and Rs. 291.15 crores from Gulf Distribution Ltd. Company also has advances from customer of Rs 11.56 crores (Previous Year 11.56 crores). As per past practice, said advance has been adjusted against foreign debtors and the company has shown balances of debtor's net of advances i.e. Rs 447.35 crores (Previous Year 447.35 crores) in the balance sheet. Said amount has been considered by the company as doubtful as per Board Meeting dt. 5th Feb,2019. However, no provision has been made against said amount, for the under mentioned reasons.

As per petition filed by Serious Fraud Investigation Office (SFIO), Company petition no.61 of 2021 before Hon'ble National Company Law Tribunal. It is stated that all the companies mentioned above are controlled by Frost Group and Rs. 220 crore (Approx.) were already been received by Frost Group of Companies. Although Company has also filed suit against Surya Global FZC before Hon'ble Mumbai High Court on 18.11.2019 for recovery of debts. As both parties are agreed that court of Mumbai shall be jurisdiction to settle any dispute arising from contract. Proceeding are still pending before the Hon'ble Mumbai High Court. Matter is subjudice.

- (b) Company had secured loans of Rs. 5.65 crores (previous year 5.65 crore) and unsecured loan of Rs. 11.59 crores (previous year 11.59 crore) of Rotomac Exports Pvt.Ltd. Rotomac Exports Pvt.Ltd. was co-owned by Kothari and Desai Group (Co-promoters). Liquidator of Rotomac Exports Pvt.Ltd. has filed petition under Section 7 of IBC, 2016 before Hon'ble NCLT against Mohan Steels Ltd. which was dismiss by NCLT vide Order dated 07.12.2023. Rotomac Exports Pvt.Ltd. approach to NCLAT (Comp.App.(AT) (Ins) No.637 of 2024 & I.A.No.2280 of 2024) against the Order of NCLT, where NCLAT has admitted the Case on 19.04.2024. Proceedings are pending. The matter is sub-judice.

#### **APPLICATION MADE OR ANY PROCEEDINGS PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016 ("IBC") DURING THE YEAR ALONGWITH THEIR STATUS AT THE END OF YEAR**

There is insolvency proceedings filed against the company in Hon'ble National Company Law Tribunal, Allahabad under section 7 OF IBC 2016 as under: -

- (a) Case No. C.P.(IB)/40(ALD)2021 Case No. IA(I.B.C.)/341 and 342(ALD)2021 Rotomac Exports Private Ltd. Vs Mohan Steels Limited which was dismiss by NCLT vide Order dated 07.12.2023. Rotomac Exports Pvt. Ltd. approach to NCLAT against the Order of NCLT vide Comp. App. (AT) (Ins) No. 637 of 2024 & I.A. No. 2280 of 2024, where NCLAT has admitted the Case on 19.04.2024. Proceedings are pending. The matter is sub-judice.
- (b) UNION OF INDIA, THROUGH SFIO V/S ROTOMAC GLOBAL PRIVATE LTD & ORS - IA No.9/2022 in CP No.61/ALD/2021. The proceeding are pending.
- (c) Case No IA No.253/2025 IN CP (IB) No.71/ALD/2017 - BANK OF BARODA Vs. ROTOMAC EXPORTS PVT.LTD in IA (I.B.C)/253/ALD/2025- Anil Goel Liquidator of Rotomac Exports Private Limited Vs Mohan Steels Limited. The proceeding are pending.
- (d) Case No. C.P.(IB)/380(ALD)2018 Case No. IA(I.B.C.) - 334/335 Frost International Ltd. & Anr. Vs M/S Mohan Steels Ltd. The proceedings are pending.

## **INDUSTRIAL RELATIONS**

Relations with the Employees continued to be cordial. The Directors wish to place on record their appreciation of the co-operation and contribution made by the Employees at all levels.

## **DETAILS OF DIFFERENCE BETWEEN VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT ETC**

The Company has not done any one-time settlement from any bank or financial institutions. Hence the requirement to disclose 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 are not applicable.

## **UNSECURED LOAN FROM DIRECTORS**

During the year under review, the Company has not borrowed an unsecured loan from any of the Directors or relatives of the Directors of the Company

## **COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company has complied with Secretarial Standards i.e. SS-1 on the Meeting of Board of Directors and SS-2 on the General Meeting issued by the Institute of Company Secretaries of India.

## **ACKNOWLEDGEMENTS**

Your directors take this opportunity to place on record their appreciation for the continued cooperation and support extended by the Employees and specially the Shareholders of the



Company and bankers of the company for reposing trust and confidence in Company's management.

**For and on Behalf of the Board of Directors of  
MOHAN STEELS LIMITED**

Place: Unnao  
Date: 02.09.2025

Sd/-  
**Prem Shanker Mishra**  
Director  
(DIN: 02354691)

Sd/-  
**Pradeep Gautam**  
Whole Time Director  
(DIN: 01172119)

**FORM MR-3**

**SECRETARIAL AUDIT REPORT**

For the Financial Year ended March 31, 2025

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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mohan Steels Limited** (hereinafter called as “**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 March 31, 2025 (“Audit Period”), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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

- (i) The Companies Act, 2013 (“the Act”) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**).

However, the company was listed under Uttar Pradesh Stock Exchange (UPSE), which was de-recognized and Exit order was passed vide order dated 9<sup>th</sup> June, 2015 and consequently the company was sent to the Dissemination Board of National Stock

Exchange by UPSE with effect from 17<sup>th</sup> April, 2015. Therefore, the Company has not made any compliance under the provisions of the Securities and Exchange Board of India Act, 1992 and Regulations and Guidelines made there under.

We further report that two applications by the parties claiming to be financial creditors as earlier reported were pending for initiation of proceeding u/s 7 of IBC Code 2016 before the Hon'ble Allahabad bench of NCLT. However out of the above, petition filed by Rotomac Exports Pvt. Ltd. under Section 7 of IBC, 2016 before Hon'ble NCLT, Allahabad Bench against Mohan Steels Ltd. was dismissed by Hon'ble NCLT vide Order dated 07.12.2023. Further, Rotomac Exports Pvt. Ltd. approached to Hon'ble NCLAT against the Order of NCLT, where NCLAT has admitted the Case on 19.04.2024. Besides this an application u/s 212(14A) of Companies Act 2013 was filed by Union of India (SFIO) against 51 respondents including the company. The matter is pending for adjudication before the Hon'ble Allahabad Bench.

We further report that, having regard to the compliance system prevailing in the Company and as certified by management and on examination of the relevant documents and records in pursuance thereof, on text check basis there are no specific laws applicable to the company.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India (as amended from time to time).

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

1. The constitution of board is not proper in terms of executive and non - executive directors including independent director and therefore, the Nomination and Remuneration committee could not be constituted properly as per the provisions of the Companies Act, 2013
2. One e-form MGT-14 under the provisions of Section 117(g) of Companies Act, 2013 read with Rule 8 of Companies (Meetings of Board and Its Powers) Rules, 2014 is yet to be filed.

**We further report that:-**

The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors including independent director and there were no changes in the composition of the Board of Directors that took place during the period under review.

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

All decision at the Board Meeting and Committee Meeting are carried out with the majority as recorded in the minutes of the meetings of the board or Committee of the Board as the case may be.

**We further report that:-** The Company has sold obsolete, discarded machinery during the year under review from time to time.

**We further report that:-**

There exist systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However, the same is needed to be further strengthened.

We further report that, during the audit period there were no instances of:

- (i) issue of public / right / Preferential Issue of shares / sweat equity, debentures etc;
- (ii) Redemption / Buyback of securities;
- (iii) Major decisions were taken by the members in pursuance to section 180 of the Act;
- (iv) Merger / amalgamation / re-construction, etc; and
- (v) Foreign technical collaborations.

**For ADESH TANDON & ASSOCIATES**  
**Company Secretaries**

Sd/-  
**(ADESH TANDON)**  
Proprietor  
FCS No. 2253  
C.P. No. 1121

**UDIN: F002253G001143723**

Place: Kanpur

Date: 02.09.2025

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

## **Annexure A**

To,  
The Members  
Mohan Steels Limited

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

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

**For ADESH TANDON & ASSOCIATES**  
**Company Secretaries**

Place: Kanpur  
Date: 02.09.2025

Sd/-  
**(ADESH TANDON)**  
Proprietor  
FCS No. 2253  
C. P. No. 1121

**B.C JAIN & CO.**  
CHARTERED ACCOUNTANTS

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To

The Members of

**Report on the audit of the financial statements**

**1. Qualified Opinion**

We have audited the accompanying financial statements of Mohan Steels Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss and statement of Cash Flows for the year then ended, and notes to the financial statements, 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, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its Profit and Cash Flows for the year ended on that date.

**2. Basis for Qualified Opinion**

We draw attention to Note 2.23 to 2.26, 2.31 to the financial statements. The Company's trade receivables as at 31st March 2025 include foreign debtors aggregating Rs.458.91 crores (Previous Year 458.91 crores). As informed by the management and taken on records in the Board minutes dated 05.02.2019, the company has doubt in recoverability of these foreign debtors, as there is no recovery/movement from foreign debtors since last 9 years. It was further informed that company has filed suit in Hon'ble Mumbai High Court against one of its foreign debtors for recovery. Company also has advance from customer Rs 11.56 corers (Previous Year 11.56 crores) which was adjusted against said debtors as per past practice of company. In view of the facts that recoverability of these debtors is doubtful and the recoverable amount thereof cannot be defined with reasonable accuracy. The company has not reported the foreign currency debtors and advance from customers using the closing rate at the balance sheet date, pursuant to Para 11(a) of Accounting Standard 11 on "The Effects of Changes in Foreign Exchange Rates". Also, the Company has not made provisions for the sum of Rs. 447.35 Crores as the recovery from the foreign debtors is doubtful. Due to non-provisioning of foreign debtors in the books of the company, the profit is overstated by Rs. 447.35 crores and current assets is overstated by same amount.

Considering above overstatement of profit and disputes mentioned in referred notes net worth of company becoming Negative to Rs 5.54 crores (Previous Year 7.32 crores)

Our audit opinion on the financial statements for the year ended 31st March 2025 is qualified in respect of this matter.

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of





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Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act 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 qualified opinion.

#### **Emphasis of matter**

We draw attention in note no. 2.30 where it is stated company has sold and made agreement to sale major part of its old Rolling Mill plant & machinery by passing resolution in board meetings on different dates where directors have exercised their power under section 180 (1) (a) explanation (II) of companies act 2013. Also, company has taken Techno-Economic Evaluation Report which recommended to discard existing Rolling Mill plant & machinery due to obsolete technology.

**Our opinion is not modified in respect of this matter.**

#### **3. 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.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

#### **4. Management's responsibility for the financial statements**

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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





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The board of directors are also responsible for overseeing the Company's financial reporting process.

#### **5. Auditor's responsibilities for the audit of the financial statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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





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

#### **6. Other Matters**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon, as same is not provided to us by the management.

#### **7. Report on other legal and regulatory requirements**

- I. 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, 2020, we give in Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- II. 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;
  - (d) In our opinion, the aforesaid 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 March 31, 2025 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
  - (g) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility.





**B.C JAIN & CO.**  
CHARTERED ACCOUNTANTS

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(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;

- a. The Company does not have any pending litigations which would impact its financial position except as mentioned in our opinion para;
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**B.C Jain & CO.**  
Chartered Accountants  
FRN. 001099C



Place: Unnao  
Date: 02/09/2025

Partner

M.NO: 416155

UDIN: 25416155 BML MRL 3511



**Annexure "A" to the Independent Auditor's Report\***

(Referred to in paragraph 7 under 'Report on other legal and regulatory requirements' section of our report to the members of Mohan Steels Limited of even date)

- (i) In respect of its fixed assets,
  - (a) (A) The Company has maintained proper records showing full particulars including its fixed assets;
  - (B) The Company is not having any intangible assets, so this clause is not applicable;
  - (b) As explained to us, fixed assets have been physically verified by the management in a phased manner periodical which in our opinion is reasonable. As informed to us no discrepancy was noticed on such physical verification;
  - (c) According to the information and explanation given to us and on the basis of examination of the records of the Company, Land is taken on lease of 90 years from UPSIDC which is in name of Mohan Steels Ltd;
  - (d) The Company has not revalued its tangible assets during the year, so this clause is not applicable;
  - (e) During the year no proceedings are initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- (ii) In respect of its inventories,
  - (a) As explained to us the inventories have been physically verified by the management at regular interval during the year and the frequency of physical verification is reasonable., the procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. The company has maintained proper records of inventories. As explained to us, the discrepancies between the physical stocks and the book stocks were not material and properly dealt with in the books of accounts;
  - (b) During the any point of time of the year, no working capital limit has been sanctioned, so this clause is not applicable,
- (iii) The company has not made any investment, nor provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, so this clause is not applicable;
- (iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, with respect loans, investments, guarantee and securities made;
- (v) In our opinion and according to the information and explanation given to us, the company has not accepted any deposit within the meaning of section 73 to 76 of the Act, and the rules framed thereunder, so this clause is not applicable;
- (vi) As operations of company is closed, so company is not maintaining cost records as per section 148(1) of companies act 2013;
- (vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales tax, Service Tax, Custom Duty, Excise Duty, Cess and other Statutory dues with the appropriate authorities;





- (b) In our opinion and according to the information and explanations given to us, there is no undisputed dues payable in respect of above which were outstanding as at 31.03.2025 for a period of more than six months from the date they became payable;
- (viii) As informed to us there is no transactions which were not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), so this clause is not applicable;
- (ix) (a) Based on our audit procedures and according to the information and explanation given by the management, the Company has not defaulted in repayment of loans or interest to bank, financial institution or government, so this clause (b),(c),(d),(e),(f) are not applicable;
- (x) (i) In our opinion and according to the information and the explanation given to us, the company has not raised money by way of Initial Public Offer (IPO) or further public offer (including debt instruments) during the year;
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year, so this clause is not applicable;
- (xi) (a) According to the information and explanations given by the management and to the best of our knowledge and belief, no fraud by the company or on the company by its officer or employees has been noticed or reported during the year under audit;
- (b) As, no fraud is reported during the year so no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) As informed to us, there is no whistle-blower complaints during the year so this clause is not applicable;
- (xii) The Company is not a Nidhi / Mutual Benefit Fund / Society, so clause (a),(b),(c) is not applicable;
- (xiii) According to the information and explanation give to us and based on our examination of the records of the Company, transaction with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transaction have been disclosed in the financial statements as required by the applicable accounting standards;
- (xiv) The company is having internal audit system communicate to nature and size of company. We have considered report of internal auditor in framing our opinion;
- (xv) According to the information and explanation give to us and based on our examination of the records of the Company, the company has not entered into non-cash transaction with directors or persons connected with him. so this clause is not applicable;
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, so clause (a),(b),(c),(d) are not applicable;





- (xvii) The company has not incurred cash losses in current year, company had incurred cash losses in previous year amounting to Rs 49.01 Lakhs;
- (xviii) There is no resignation by statutory auditor, so this clause is not applicable;
- (xix) on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, We are of the opinion that no material uncertainty exists as on the date of the audit report that company is 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;
- (xx) a) As informed to us there is no ongoing projects, so clause (a) and (b) are not applicable;
- (xxi) The company is not having any subsidiary company, so this clause is not applicable.

**B.C Jain & CO.**

**Chartered Accountants**  
FRN. 001099C



Place: Unnao  
Date : 02/09/2025

Partner

M.No. 416155

UDIN:

25416155BMLMLL9511



**B.C JAIN & CO.**  
CHARTERED ACCOUNTANTS

Phone : 0512-2311380  
E-mail : [mail@bcjc.in](mailto:mail@bcjc.in)  
[rishabh@bcjc.in](mailto:rishabh@bcjc.in)  
[www.bcjc.in](http://www.bcjc.in)  
16/77 A CIVIL LINES  
KANPUR – 208 001

### **Annexure "B" to the Independent Auditor's Report**

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of Mohan Steels Limited of even date)

#### **Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Mohan Steels Limited ("the Company") as at March 31, 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's responsibility for internal financial controls**

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

#### **Auditors' responsibility**

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

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





**B.C JAIN & CO.**  
CHARTERED ACCOUNTANTS

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E-mail : [mail@bcjc.in](mailto:mail@bcjc.in)  
[rishabh@bcjc.in](mailto:rishabh@bcjc.in)  
[www.bcjc.in](http://www.bcjc.in)  
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KANPUR – 208 001

### **Meaning of internal financial controls over financial reporting**

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

### **Limitations of internal financial controls over financial reporting**

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

### **Opinion**

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

For  
**B.C Jain & CO.**  
Chartered Accountants  
FRN.00109C



Partner.

M.NO. 416155

UDIN: 25416155BMLMLL3511

Place: Unnao  
Date: 02/09/2025



**MOHAN STEELS LIMITED**  
BALANCE SHEET AS AT 31st MARCH 2025

(Amount in '000)


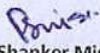
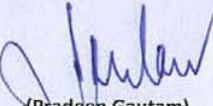
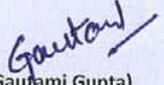
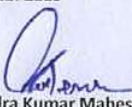
Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2.01	1,75,395.54	1,75,395.54
Reserves and surplus	2.02	6,30,797.58	6,12,988.21
<b>Non-current liabilities</b>			
Long-term borrowings	2.03	37,84,265.24	37,84,265.24
Long-term provisions	2.04	35,969.91	35,969.91
<b>Current liabilities</b>			
Trade payables	2.05	312.71	1,055.36
Other current liabilities	2.06	15,907.47	38,079.20
<b>TOTAL</b>		<b>46,42,648.45</b>	<b>46,47,753.46</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
-Tangible assets	2.07	23,653.26	36,115.46
-Capital work-in-progress	2.07	92,139.32	92,139.32
Non-current investments	2.08	36.85	36.85
Deferred tax Assets (Net)	2.09	28,310.00	22,780.00
Long-term loans and advances	2.10	7,622.98	7,622.98
Other non-current assets	2.11	44,73,500.75	44,73,500.75
<b>Current assets</b>			
Inventories	2.12	3,324.14	3,324.14
Cash and cash equivalents	2.13	2,098.24	258.70
Short-term loans and advances	2.14	11,962.91	11,947.24
Other current assets	2.15	0.00	28.02
<b>Material accounting policies</b>	1		
<b>Notes to accounts</b>	2		
<b>TOTAL</b>		<b>46,42,648.45</b>	<b>46,47,753.46</b>
<b>Auditor's Report :</b>			
As per our report of even date attached			
For B.C. Jain & Co.			
Chartered Accountants			
(Regd. No. 001099C)			
(Shyam Ji Gupta)			
Partner			
(Membership No. 416155)			
UDIN: 25416155BMLMLL3511			
Place : Unnao			
Dated : 02nd September 2025			
	(Prem Shanker Mishra)	(Pradeep Gautam)	
	Director	Director	
	DIN-02354691	DIN-01172119	
	(Gautami Gupta)	(Shailendra Kumar Maheshwari)	
	Company Secretary	Chief financial Officer	



# MOHAN STEELS LIMITED

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2025

(Amount in '000)

Particulars	Note No.	For the Year ended 31.03.2025	For the Year ended 31.03.2024
<b>Income :</b>			
Other income	2.16	28,466.56	6,046.08
<b>Total Revenue</b>		<b>28,466.56</b>	<b>6,046.08</b>
<b>Expenses:</b>			
Employee benefits expense	2.17	3,185.64	2,483.34
Depreciation & Amortisation	2.07	2,995.91	4,798.58
Other expenses	2.18	10,005.64	8,463.93
<b>Total expenses</b>		<b>16,187.19</b>	<b>15,745.86</b>
<b>Profit before tax</b>		<b>12,279.37</b>	<b>(9699.77)</b>
<b>Tax expense</b>			
-Current tax		0.00	0.00
-Earlier year tax		0.00	0.00
-Deferred tax		5,530.00	2,260.00
<b>Profit after tax</b>		<b>17809.37</b>	<b>(7439.77)</b>
<b>Earnings per equity share</b>			
Basic & diluted - Par value Rs.10 per share	2.35	1.02	(0.42)
<b>Auditor's Report :</b>			
As per our report of even date attached			
For B.C. Jain & Co.			
Chartered Accountants			
(Regd. No. 001099C)			
			
( Shyam Ji Gupta )			
Partner			
(Membership No. 416155)			
Place : Unnao			
Dated : 02nd September 2025			
 (Prem Shanker Mishra) Director DIN-02354691			
 (Pradeep Gautam) Director DIN-01172119			
 (Gautami Gupta) Company Secretary			
 (Shailendra Kumar Maheshwari) Chief financial Officer			



# MOHAN STEELS LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2025

PARTICULARS	FOR THE YEAR ENDED 31.03.2025 (Rs. In '000)		FOR THE YEAR ENDED 31.03.2024 (Rs. In '000)
<b>A CASH FLOW FROM OPERATING ACTIVITIES :</b>			
Net Profit/(Loss) Loss before Tax	12279.38		(9699.77)
<b>Adjustments:</b>			
Depreciation	2995.91		4798.58
Loss/(Profit) on sale of Fixed assets	828.59		(6014.48)
Loss on sale of CWIP	0		666.38
Provision written back	(28378.83)		0.00
<b>Operating Loss before working capital changes</b>	<b>(12274.95)</b>		<b>(10249.29)</b>
Trade & other receivables	0.00		0.00
Inventories	0.00		0.00
Loans & Advances	12.36		576.06
Trade Payables & Other liabilities	5464.42		1359.63
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(6798.16)</b>		<b>(8313.60)</b>
<b>B. NET CASH FROM INVESTING ACTIVITIES :</b>			
Purchase of Fixed Assets	(899.01)		(26.00)
Sale of Fixed Assets	9536.71		7322.66
Sale of CWIP	0.00		52.10
<b>NET CASH FROM INVESTING ACTIVITIES:</b>	<b>8637.70</b>		<b>7348.76</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>			
Increase of short term loan	0.00		0.00
Repayment of short term loan	0.00		0.00
<b>NET CASH USED IN FINANCIAL ACTIVITIES</b>	<b>0.00</b>		<b>0.00</b>
<b>NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS (A+B+C)</b>	<b>1839.54</b>		<b>(964.84)</b>
Opening Cash & Bank Balance	258.70		1223.54
Closing Cash & Bank Balance	2098.24		258.70

### Auditor's Report :

As per our report of even date attached

For B.C. Jain & Co.

Chartered Accountants

(Regd. No. 001099C)

( Shyam Ji Gupta )

Partner

(Membership No. 416155 )

Place : Unnao

Dated : 02nd September 2025

(Prem Shanker Mishra)

Director

DIN-02354691

(Gautami Gupta)

Company Secretary

(Pradeep Gautam)

Director

DIN-01172119

(Shailendra Kumar Maheshwari)

Chief financial Officer



## **MOHAN STEELS LIMITED**

### **1. MATERIAL ACCOUNTING POLICIES**

#### **1.1 Basis of Preparation of Financial statements**

The financial statements are prepared under historical cost convention on accrual basis, in accordance with Generally Accepted Accounting principles in India and Accounting Standards notified u/s 133 and other relevant provisions of the Companies Act 2013.

#### **1.2 Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements 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.

#### **1.3 Own Fixed Assets**

Fixed Assets are stated at cost, less accumulated depreciation and impairment losses. Cost comprises the purchase price and any attributable cost of bringing the assets to working condition for its intended use.

#### **1.4 Leased Assets**

**Finance Leases** – Present value of the minimum lease rental is capitalized as fixed assets with corresponding amount shown the lease liability. The principal component of repayment of lease rental is adjusted against the lease liability and the interest component is charged to Profit & Loss Account.

#### **1.5 Depreciation**

Depreciation on owned & leased Assets is provided for 'on straight line method' based on useful life of Fixed Assets as per Schedule II of the Companies Act 2013.

#### **1.6 Impairment of assets**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impaired loss is charged in the Profit & Loss Account in the year in which an asset is identified as impaired. The impaired loss recognized in the prior accounting period is reversed if there has been change in the estimate of recoverable amount.



*Praveen*  
*Gupta*

*Mohan* *Chandra*



## **1.7 Foreign Currency Transactions**

- 1.7.1 Transactions denominated in Foreign Currencies are recorded at the exchange rates prevailing on the date of transaction.
- 1.7.2 Monetary items denominated in foreign currencies at the yearend are restated at year end rates. In case of items covered by forward exchange contracts, the difference between yearend rates and the rate on the date of contract is recognized as exchange difference.
- 1.7.3 Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit & Loss Account.

## **1.8 Investments**

Long term Investments are stated at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary.

## **1.9 Inventories**

Items of inventories are valued at lower of cost and net realizable value. Cost of inventories comprises of cost of purchases (net of GST credit), cost of conversion and other costs incurred in bringing them to present condition. Cost is determined on weighted average basis. By-products are valued at realizable value.

## **1.10 Revenue recognition**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Domestic sales is net of returns, rebate and discounts. Sales are recognized on dispatch to customers. Interest income is recognized on time proportion basis. Dividend income is recognized on receipt.

## **1.11 Goods & Services tax.**

GST is accounted for on the basis of payments made in respect of goods cleared from the Company.

## **1.12 Employee Benefit**

- 1.12.1 Short term employee benefits are recognized as an expense in the Profit & Loss Account of the year in which the related service is rendered.
- 1.12.2 Post retirement benefits i.e. Earned Leave and gratuity are accounted for on payment basis.



*Gautam*

*Prise*

*[Signature]*

*[Signature]*



### **1.13 Financial Derivatives**

In respect of derivative contracts, gains / losses on settlement are recognized in Profit & Loss Account.

### **1.14 Provision for Current tax and Deferred Tax**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the income tax Act, 1961. Deferred tax resulting from 'timing difference' between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the date of balance sheet. The deferred tax asset is recognized and carried forward only to the extent that there is virtual certainty that the asset will be realized in future.

### **1.15 Provisions, Contingent Liabilities and Contingent assets**

Provision involving substantial degree of estimation in measurement is recognized when there is present obligation as result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in notes. Contingent assets are neither recognized nor disclosed in the financial statements.



*Rishi*

*Goenka*

*Vishal*  
*Chandra*



# MOHAN STEELS LIMITED

## 2. NOTES TO ACCOUNTS

(Amount in '000)

		AS AT		AS AT
Particulars		31.03.2025		31.03.2024
<b>2.01 : SHARE CAPITAL</b>				
<b>AUTHORISED :</b>				
2,00,00,000 Equity shares of Rs.10/- each.		2,00,000.00		2,00,000.00
<b>ISSUED</b>				
1,75,39,554 Equity Shares of Rs. 10/- fully paid		1,75,395.54		1,75,395.54
<b>SUBSCRIBED, CALLED &amp; PAID-UP</b>				
1,75,39,554 Equity Shares of Rs. 10/- fully paid		1,75,395.54		1,75,395.54
<b>TOTAL</b>		<b>1,75,395.54</b>		<b>1,75,395.54</b>
<b>2.01.1 : The reconciliation of the number of equity shares outstanding is set out below:</b>				
Particulars	AS AT 31st MARCH 2025		AS AT 31st MARCH 2024	
	Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)
Shares outstanding at the beginning of the year	1,75,39,554	17,53,95,540	1,75,39,554	17,53,95,540
Shares Issued during the year	0	0	0	0
Shares bought back during the year	0	0	0	0
Shares outstanding at the end of the year	<b>1,75,39,554</b>	<b>17,53,95,540</b>	<b>1,75,39,554</b>	<b>17,53,95,540</b>
<b>2.01.2 : The details of shareholder holding more then 5% equity shares is set out below:</b>				
Particulars	AS AT 31st MARCH 2025		AS AT 31st MARCH 2024	
	Number of shares held	% of Holding	Number of shares held	% of Holding
*Rotomac Exports Pvt. Ltd.	77,07,537	43.94	77,07,537	43.94
Mohan Krishna Kejriwal	21,84,482	12.46	21,84,482	12.46
Gopal Krishna Kejriwal	21,42,564	12.22	21,42,564	12.22
Sri Krishna Kejriwal	21,41,765	12.21	21,41,765	12.21
Madhav Krishna Kejriwal	18,80,267	10.72	18,80,267	10.72
<b>Total</b>	<b>1,60,56,615</b>	<b>91.55</b>	<b>1,60,56,615</b>	<b>91.55</b>
*Rotomac Exports Pvt. Ltd. Is under NCLT liquidation.				
Particulars		AS AT	AS AT	
		31.03.2025	31.03.2024	
<b>2.02 - RESERVES &amp; SURPLUS</b>				
General Reserve		7,10,000.00	7,10,000.00	
<b>Surplus</b>				
Opening Balance		(97,011.79)	(89572.02)	
Add : Profit/(Loss) for the year		17,809.37	(7439.77)	
Closing Balance		<b>(79202.42)</b>	<b>(97011.79)</b>	
<b>Total</b>		<b>6,30,797.58</b>	<b>6,12,988.21</b>	



*Gautam*

*Prisat*

*Prishat*

*Prishat*



# MOHAN STEELS LIMITED

## 2. NOTES TO ACCOUNTS (CONTINUED)

(Amount in '000)

(Amount in '000)

Particulars	AS AT 31.03.2025	AS AT 31.03.2024																									
<b>2.03 - LONG TERM BORROWING</b>																											
<b>Secured</b>																											
*From Co-Promoter	56,500.00	56,500.00																									
(Secured against charge on fixed assets in the form of capital work in progress of Melting Unit to the extent of sale proceeds not exceeding Rs. 5.65 Cores.)																											
<b>Unsecured</b>																											
<b>Loans &amp; Advances from related parties</b>																											
*Co-Promoter's group	1,15,872.42	1,15,872.42																									
*Other Loans & Advances	36,11,892.82	36,11,892.82																									
	<u>37,84,265.24</u>	<u>37,84,265.24</u>																									
* These secured & unsecured loans & advances are disputed and relate to Rotomac Exports Pvt. Ltd. (under liquidation), Frost International Ltd and Frost Infrastructure & Energy Ltd..																											
<b>2.04 - Long-term provisions</b>																											
Interest payable	35,969.91	35,969.91																									
	<u>35,969.91</u>	<u>35,969.91</u>																									
<b>2.05 - Trade Payables</b>																											
	<table border="1"> <thead> <tr> <th>More than 1 year</th><th>Less than 1 year</th><th>TOTAL</th><th>Less than 1 year</th><th>TOTAL</th></tr> </thead> <tbody> <tr> <td>MSME</td><td>0</td><td>10.09</td><td>693.35</td><td>693.35</td></tr> <tr> <td>Others</td><td>0</td><td>302.62</td><td>329.07</td><td>362.01</td></tr> <tr> <td>Dispute dues-MSME</td><td>0</td><td>0.00</td><td>0.00</td><td>0.00</td></tr> <tr> <td></td><td>0</td><td><u>312.71</u></td><td><u>1,022.42</u></td><td><u>1,055.36</u></td></tr> </tbody> </table>	More than 1 year	Less than 1 year	TOTAL	Less than 1 year	TOTAL	MSME	0	10.09	693.35	693.35	Others	0	302.62	329.07	362.01	Dispute dues-MSME	0	0.00	0.00	0.00		0	<u>312.71</u>	<u>1,022.42</u>	<u>1,055.36</u>	
More than 1 year	Less than 1 year	TOTAL	Less than 1 year	TOTAL																							
MSME	0	10.09	693.35	693.35																							
Others	0	302.62	329.07	362.01																							
Dispute dues-MSME	0	0.00	0.00	0.00																							
	0	<u>312.71</u>	<u>1,022.42</u>	<u>1,055.36</u>																							
<b>2.06 - Other current liabilities</b>																											
Advances from customers	7,100.00	861.00																									
Statutory liabilities	99.38	101.60																									
Payable to employees	261.74	244.50																									
Liabilities for expenses	8,446.35	36,822.10																									
Other liabilities	0.00	50.00																									
	<u>15,907.47</u>	<u>38,079.20</u>																									



Ronin.

Gautam

Signature

Signature



# MOHAN STEELS LIMITED

## 2. NOTES TO ACCOUNTS (CONTINUED)

### 2.7 - FIXED ASSETS

(Amount in '000)

PARTICULARS	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK		
	As at 01.04.2024	Additions During the year	Sale/Adj.	As at 31.03.2025	Upto 01.04.2024	For the year	Adjustment	Total Upto 31.03.2025	As at 31.03.2025	As at 31.03.2024
1.Tangible assets										
Lease hold land (25.41 acres)	462.36	0	0	462.36	0	0	0	0	462.35	462.36
Factory Building	22939.35	0	0	22939.35	18609.67	438.18	0.00	19047.85	3891.53	4329.68
Plant & Machinery	188347.87	0	54193.66	134154.21	157959.46	2447.00	43941.80	116464.67	17669.55	30388.41
Furniture & Fixtures	1447.45	0	0	1447.45	1369.32	1.54	0.00	1370.86	76.53	78.13
Office Equipments	4985.71	149.60	1097.12	4038.20	4647.96	58.23	1042.25	3653.93	374.27	337.76
Vehicles	10382.54	749.40	1171.51	9960.43	9863.42	50.96	1112.94	8801.44	1158.93	519.12
Total	228565.28	899.01	56462.29	173002.00	192449.82	2995.91	46096.99	149348.74	23653.25	36115.46
2. Capital work in progress										
Melting shop -factory shed	16910.23	0	0	16910.23	0	0	0	0	16910.23	16910.23
Melting shop -Plant	52392.09	0	0	52392.09	0	0	0	0	52392.09	52392.09
Rolling mill-Plant	22837.01	0	0	22837.01	0	0	0	0	22837.01	22837.01
Total	92139.32	0	0	92139.32	0	0	0	0	92139.32	92139.32
Total (1+2)	320704.60	899.01	56462.29	265141.32	192449.82	2995.91	46096.99	149348.74	115792.58	128254.78
Previous year	343868.25	26.00	23189.65	320704.60	208614.22	4798.58	21162.98	192449.82	128254.73	135054.03

### Note :

1. Depreciation on fixed assets are charged as per schedule II of the Companies Act 2013 on useful life basis.
2. Company owns 25.41 acres leasehold land in UPSIDC Industrial area, Gazauli, Unnao



*Chartered Accountants*

*26/03/25*



# MOHAN STEELS LIMITED

## 2. NOTES TO ACCOUNTS (CONTINUED)

(Amount in '000)

Particulars	AS AT 31.03.2025		AS AT 31.03.2024	
<b>2.08 - Non current investment</b>				
Investment in equity instruments				
Trade investment (Quoted)				
Investment in Indian companies (At cost)	36.85		36.85	
<b>Name of Company</b>	<b>Face Value</b>	<b>No. of Shares</b>	<b>Cost</b>	<b>Cost</b>
Usha Martin Ltd.	1	165	3,052	3,052
Tata Steels Ltd.	1	300	8,779	8,779
Tata Steels Ltd.	1	60	1,800	1,800
Mukand Ltd.	10	80	15,224	15,224
Mukand Ltd. (Pref. Shares)	8	20	3,766	3,766
Ganesh Benzoplast Ltd.	10	100	4,226	4,226
<b>Total</b>			<b>36,847</b>	<b>36,847</b>
(Quoted value in aggregate as on 31.03.2025 was Rs. 1,29,008/- Previous year Rs. 1,39,007/-)				
	<b>36.85</b>		<b>36.85</b>	
<b>2.09 - Deferred tax assets (Net)</b>				
Deferred tax Assets	33,700.00		31,240.00	
Less : Deferred tax liabilities	5,390.00		8,460.00	
	<b>28,310.00</b>		<b>22,780.00</b>	
<b>2.10 - Long term loans and advances</b>				
Security deposit	7,622.98		7,622.98	
	<b>7,622.98</b>		<b>7,622.98</b>	
<b>2.11 - Other non-current assets</b>				
(Unsecured, Considered doubtful)				
Trade exports receivable (net)	44,73,500.75		44,73,500.75	
(Refer to note 2.23)	<b>44,73,500.75</b>		<b>44,73,500.75</b>	
<b>2.12 -Inventories</b>				
Stores & spares (At cost)	3,324.14		3,324.14	
( Net of provision for obsolete stores)	<b>3,324.14</b>		<b>3,324.14</b>	
<b>2.13 - Cash and cash equivalents</b>				
Balance with bank				
- Current account	2,046.76		124.86	
- Cash on hand	51.48		133.84	
	<b>2,098.24</b>		<b>258.70</b>	
<b>2.14 - Short-term loans and advances</b>				
Advances recoverable in cash or in kind or for value to be received (Unsecured, Considered good)	11,568.45		11,708.69	
Advances with government, public bodies and others	377.54		232.25	
GST receivable	16.92		6.30	
	<b>11,962.91</b>		<b>11,947.24</b>	
<b>2.15 - Other current assets</b>				
Prepaid Expenses	0		28.02	
	<b>0</b>		<b>28.02</b>	



*Prerna*  
*Gautam*

*Mukund*  
*Surinder*



# MOHAN STEELS LIMITED

## 2. NOTES TO ACCOUNTS (CONTINUED)

(Amount in '000)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>2.16 - Other income</b>		
Dividend received	0	1.04
Interest received	26.73	0.00
Profit on sale of Fixed Assets	0	6,014.48
Miscellaneous receipt	61.00	30.57
Provision written back	28,378.83	0.00
	<b>28,466.56</b>	<b>6,046.08</b>
<b>2.17 - Employee benefits expenses</b>		
Salary ,Wages & Bonus	2,814.59	2,217.10
Contribution to Provident Fund & ESIC	330.48	232.43
Staff Welfare Expenses	40.57	33.81
	<b>3,185.64</b>	<b>2,483.34</b>
<b>2.18 - Other expenses</b>		
Insurance Charges	21.28	50.40
Lease Rent	6.75	6.75
Printing & Stationery	33.00	15.91
Repairs & Maintenance	0.00	0
- Building	1,165.52	17.95
- Machinery	718.35	490.43
- Others	90.31	34.09
Legal & professional charges	1,982.50	2,005.50
Director's Remuneration	767.74	817.26
Director's sitting fee	40.00	70.00
Filing & Other Fees	18.21	11.04
Books & Periodicals	2.09	1.93
Loss on sale of Fixed Assets	828.59	0.00
Loss on sale of CWIP	0.00	666.38
Security service charges	3,268.63	2,948.02
Bank Charges	0.76	3.87
Interest paid	5.14	1.03
Telephone & internet charges	7.66	7.76
Travelling expenses	253.75	225.85
Vehicle running & maintenance	202.27	397.09
Auditors Remuneration	120.00	120.00
Miscellaneous Expenses	473.09	572.67
	<b>10,005.64</b>	<b>8,463.93</b>



*Praveen*  
*Gastar*

*[Signature]*  
*[Signature]*



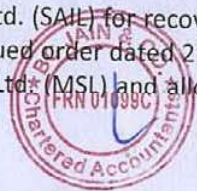
**2.19:** There is a dispute between the company and Madhyanchal VidyutVitaran Nigam Ltd (MVVNL) for reduction of electricity load from 3000 KVA to 100 KVA. Hon'ble High Court Lucknow bench appointed Hon'ble Justice B.K. Srivastava-II (Retd.) as Sole Arbitrator in this matter. Ld. Arbitrator vide their award dated 22.07.2017 ordered MVNL to reduce electricity load from 3000 KVA to 100 KVA w.e.f. 01.12.2015. Subsequently MVVNL approached to Hon'ble District Court Unnao (U.P.) against the award of the Arbitrator and eventually the case was transferred by the Hon'ble District Court Unnao (U.P.) to Hon'ble Commercial Court Lucknow as Arbitration Case No.29/2022. Hon'ble Commercial Court has issued order dated 12.03.2024 where Hon'ble Commercial Court has restated order of sole Arbitrator dated 22.07.2017. Company had filed Execution Case no.131/2018 in District Court, Lucknow for execution of arbitration award. MVVNL has filed affidavit in Case No.131/2018 that it is in the process of implementation of said order. As order of Hon'ble Commercial Court is in favour of Company. Company has received demand notice of minimum demand charges and late payment surcharge from 01.12.2015 to 31.07.2024 for 100 KVA, however Company has raised issue with MVVNL that Electricity connection was disconnected on 06.11.2015 which is not restored till date. Company will not pay minimum demand charges & LPS for the same period, in view of the above demand notice. Company has reversed excess liability for power charges taking into consideration up to 31.07.2024 extended upto 31.03.2026. Presently, on release of electricity load of 100 KVA it will be sufficient for general maintenance purposes and the same can be increased to 3000 KVA as and when the company decides to restart operations. As the security deposit for electricity load of 3000 KVA is already deposited with MVVNL.

**2.20:** U.P.Power Corporation Ltd. (UPPCL) had raised a bill of Rs.2,83,54,970/- towards the difference in consumption of KVAH of the main original meter and the new non identical check meter that had been installed by UPPCL in the premises of Mohan Steels Ltd. Company had filed the application for interim relief before the Consumer Grievance Redressal Forum (CGRF), Raebareli dt.30.10.2006 praying for waiving / staying, the difference bill of check meter and main meter. CGRF, Raebareli has passed order dated 17.03.2007 against the company. Company had deposited a statutory pre deposit of Rs. 50 Lac with the UPPCL on dt.11.04.2007 and filed appeal against the order dt.17.03.2007 before Electricity Ombudsman, Lucknow. Hon'ble Electricity Ombudsman, Lucknow passed order dt.24.09.2007 in favour of company, that the company is not liable to pay the difference in KVAH of main meter and check meter. The order of Hon'ble Electricity Ombudsman, Lucknow dt.24.09.2007 had been challenged by UPPCL in Writ Petition No.8 of 2007 before the Hon'ble High Court at Lucknow. UPPCL has filed Special Appeal (SPLA) No.547 of 2010 before Hon'ble High Court, Lucknow for reviewing the order against the defective review petition the UPPCL approached to Hon'ble Supreme Court who ordered the Hon'ble High Court to hear them. The proceedings are pending.

**2.21:** As company is in NSE Dissemination board and is not listed in any stock exchange presently therefore provisions of Security of Exchange Board of India Act.1992 are not applicable.

**2.22:** Company had filed civil suit before Hon'ble Delhi High Court against Steel Authority of India Ltd. (SAIL) for recovery of outstanding amount of Rs.7874189/- Hon'ble Delhi High Court has decided the case in Company's favour vide order dated 04.03.2020. SAIL had filed an appeal against the said judgement and the same was heard and dismissed by Division Bench of the Hon'ble Delhi High Court vide judgement dated 12.04.2021 and had held that Mohan Steels Ltd. is entitled for refund of said amount along with simple interest @ 9% per annum till the amount is repaid by them. SAIL has approached Hon'ble Supreme Court of India against order of Hon'ble High Court of Delhi, where Hon'ble High Court, Delhi had issued order dated 26.07.2021 for restoring the order of Hon'ble High Court of Delhi (Single Judge Judgement) and instructing SAIL to reimburse the amount within six weeks from the date of order. Steel Authority of India has filed SLP against order of Hon'ble High Court of Delhi (3 Judge Bench). Mohan Steels Ltd. has filed counter affidavit on dt.03.03.2022. Matter is pending before Hon'ble Supreme Court and is expected to be listed for hearing in September 2025.

Company had filed another Civil Suit before Hon'ble Saket District Court, New Delhi against Steel Authority of India Ltd. (SAIL) for recovery of outstanding amount of Rs. 3684501/-. Hon'ble Saket District Court, New Delhi has issued order dated 21.10.2021, where court has set aside order of Ld. Arbitrator which was against Mohan Steels Ltd. (MSL) and allow MSL to claim outstanding amount as per law. Steel Authority of India has filed in



*Geetanjali*

*Prakash*

*Arundhan*

*Vishal*



Hon'ble Delhi High Court an appeal against order passed by Hon'ble Saket District court, New Delhi dt.21.10.2021. Proceedings are pending.

**2.23:** The company has foreign debtors of Rs. 458.91 crores (Previous Year Rs.458.91 crores ), Rs. 167.76 crores from Surya Global FZC and Rs. 291.15 crores from Gulf Distribution Ltd. Company also has advances from customer of Rs 11.56 crores (Previous Year 11.56 crores). As per past practice, said advance has been adjusted against foreign debtors and the company has shown balances of debtor's net of advances i.e. Rs 447.35 crores (Previous Year 447.35 crores) in the balance sheet. Said amount has been considered by the company as doubtful as per Board Meeting dt. 5<sup>th</sup> Feb,2019. However, no provision has been made against said amount, for the under mentioned reasons.

- As per petition filed by Serious Fraud Investigation Office (SFIO), Company petition no.61 of 2021 before Hon'ble National Company Law Tribunal. It is stated that all the companies mentioned above are controlled by Frost Group and Rs. 220 crore (Approx.) were already been received by Frost Group of Companies. Although Company has also filed suit against Surya Global FZC before Hon'ble Mumbai High Court on 18.11.2019 for recovery of debts. As both parties are agreed that court of Mumbai shall be jurisdiction to settle any dispute arising from contract. Proceeding are still pending before the Hon'ble Mumbai High Court. Matter is subjudice.

**2.24:** Company has loans from Frost International Limited, amounting to Rs.250.48 crores and from Frost Infrastructure and Energy Pvt Ltd amounting to Rs.110.71 crores total Rs. 361.19 crores (Previous Year Rs. 361.19crores). Frost group has filed case before Hon'ble National Company Law Tribunal under Section 7 of IBC 2016 for recovery of said loans. In response, the Company has filed Affidavit before the Hon'ble National Company Law Tribunal( Case No.380/ALD/2018) stating that foreign debtors of Rs. 458.91 crores are linked with Frost group ,therefore loan amount of Rs.361.19crores should be adjusted against the amount receivable from Foreign debtors. Case is still pending before the Hon'ble NCLT, Allahabad. The matter is subjudice.

**2.25:** Company had secured loans of Rs. 5.65 crores (previous year 5.65 crore) and unsecured loan of Rs. 11.59 crores (previous year 11.59 crore) of Rotomac Exports Pvt.Ltd. Rotomac Exports Pvt.Ltd. was co-owned by Kothari and Desai Group (Co-promoters). Liquidator of Rotomac Exports Pvt.Ltd. has filed petition under Section 7 of IBC, 2016 before Hon'ble NCLT against Mohan Steels Ltd. which was dismiss by NCLT vide Order dated 07.12.2023. Rotomac Exports Pvt.Ltd. approach to NCLAT (Comp.App.(AT) (Ins) No.637 of 2024 & I.A.No.2280 of 2024) against the Order of NCLT, where NCLAT has admitted the Case on 19.04.2024. Proceedings are pending. The matter is sub-judice.

**2.26:** Serious Fraud Investigation Office (SFIO) has filed a Criminal complaint (ST.No. 577/2020 on dt.15.05.2020) before 9<sup>th</sup> court of Ld. Additional District and Session Judge, Kanpur Nagar, Special Judge (Companies Act) against the Rotomac Group and its directors, Frost Group and its directors, Mohan Steels Ltd., and others. SFIO has also filed a petition under section 212(14A) of the Companies Act. 2013 before National Company Law Tribunal. The proceedings are pending before the court as on date. Matter is subjudice.

**2.27:** Company has filed a Case No.33029/17 before Hon'ble District Court, Kanpur, against its debtor M/s. K.D.Wire & Wire Products, Kanpur for recovery of amount Rs. 811599/-. Hon'ble High Court, Allahabad has granted stay order U/S 482. Proceeding are pending.

**2.28:** Company has file a Case No.20075/15 before Hon'ble District Court, Kanpur against its debtor Mr. Sudarshan Saraff proprietor of M/s General Industrial Corporation, Kanpur for recovery of amount Rs. 100Q00/-. Hon'ble High Court, Allahabad has granted stay order U/s 482. Proceedings are pending.

**2.29:** Company has filed a Civil Suit No.Ex/10/2012 before Hon'ble A.C.J., (S.D.-1), Kanpur Nagar against M/s. Nebula Incorporation, Faridabad (Haryana) for recovery of Rs. 207158/- and CST Form 'F'. Whereas the District Judge, Kanpur Nagar has issued decree order on dt.20.08.2011 and send it to Hon'ble Civil Judge (Senior Div.), Faridabad (Haryana) for execution on dt.18.10.2012. Proceedings are pending.



*Gastel*

*Prakash Kumar*

*[Signature]*



**2.30:** During the year company has sold some of the assets for the company which was no longer in use since 2015-16 whose Gross book value is Rs.564.62 lakhs and WDV is Rs.103.65 lakhs for which board has passed resolution in board meetings at different dates, where board has exercised their power under Companies Act 2013. Company also received an offer with advance of Rs.51 lakhs on 6th of March 2025 against sale of major part of plant and machinery (Rolling Mill Unit) as obsolete whose Gross book value is Rs.1192.01 lakhs and WDV is Rs.157.08 lakhs for which board has passed resolution in board meeting dated 19th March 2025 where board has exercised their power under Companies Act 2013 and for which company has done agreement for sale of same on 4th April 2025. These assets are not in use of company since 2015-16. Company had also got conducted a Techno-Economic Evaluation Report of TMT Rolling Mill dated 20th November 2023 where conclusion was "It is recommended to discard existing Rolling Mill (Obsolete technology, not in good condition and very old)"

**2.31:** The Company reviewed the present financial and operational status of the company .The Board noted that due to strong growth in defense sector, railways and electrical vehicles there is good demand for small engineering castings. As such it may be viable converting existing melting units into a steels castings engineering unit with some addition of new plant and machinery while utilizing existing infrastructure.

The company is also considering other lines of business such as warehousing and fly Ash Brick manufacturing etc. due to strong local demand in area. However the same is under evaluation.

**2.32:** Company had received order under Clause(d) of section 148(A) of Income Tax Act 1961, Where Income Tax Department has reason to believe that Income chargeable to tax amounting to Rs.919.13 crore is escaped income for A.Y.2015-16 & Rs. 0.21 crores as escaped income for A.Y.2018-19 dated 13.04.2022 & 27.03.2022. Where it is stated that company need to file revise Income Tax Return U/s 148 of Income Tax Act. Company has filed the revised return for both Assessment year (However there is no change in original as well as revised return). Company has filed a Civil Misc. Writ Petition (Tax) No.1022 of 2022 before Hon'ble Allahabad High Court, Allahabad for A.Y.2015-16. Hon'ble Allahabad High Court has given stay in the matter till the next date is fixed. For A.Y.2018-19 company has received demand of Rs.0.18 crores dt.16.02.2023 against initial escaped income of Rs. 0.21 crores. Against which company has filed appeal before CIT(Appeals) dt.27.02.2023. Due to above assessment of A.Y.2015-16 & A.Y.2018-19 are opened. Proceedings are pending.

During the course of Income tax Assessment proceedings in AY 2010-11 a disallowance of Rs. 44.35 lakh was made out of power and fuel expenses. Against it company filed an appeal before CIT (A) and relief was allowed to the company. Against the order of CIT (A), IT Department filed an appeal before ITAT, Lucknow. Hon'ble ITAT vide their order dtd.31-12-2015 set aside the order of CIT(A), Kanpur with a direction to adjudicate the issue afresh after obtaining proper report from any technical expert. Matter is pending before CIT(A) for disposal till date. However there is no tax liability due to said addition/ disallowance because the total assessed income of the company during the year was negative.

**2.33:** The Current Assets, loans and advances are taken at a value that they shall realize in ordinary course of business.

**2.34:** Company has not made provision for interest on unsecured loans/ secured loan due to dispute pending before NCLT & NCLAT.

#### **2.35 : Earning per Share (EPS)**

Particulars	<u>2024-25</u>	<u>2023-24</u>
Net Profit/(Loss) as per statement of Profit & Loss attributable to Equity Share holders.	Rs.17809378	Rs.(7439770)
Weighted Average number of Equity Shares	17539554	17539554
Basic & Diluted Earnings per share for the year	Rs.1.02	Rs.(0.42)
Face Value of Shares	Rs.10	Rs.10



*Gautam*

*Prakash*

*Vishal*



**2.36 : Deferred tax Assets**

Deferred tax assets comprise the following :(Rs.in Lacs)

Deferred Tax Assets	2024-25	2023-24
Carried forward Business Loss & Unabsorbed Depreciation	337.00	312.40
	337.00	312.40
Deferred Tax Liabilities		
Related to Fixed Assets	53.90	84.26
Net Deferred Tax Assets	283.10	227.80

**2.37 : Employees Benefits**

(Amount in Rs.)

a. Defined Contribution Plan	2024-25	2023-24
Employer's Contribution to PF	260132	179535
Employer's Contribution to ESI	70349	52898
b. Bonus**	-	-
c. Gratuity **	38769	-
d. Earned Leave**	20769	-

\*\*Earned leave encashment, Bonus &amp; Gratuity is accounted for on payment basis.

**2.38 : Related Party transaction in terms of accounting standard 18 is given below :****A. Key Management Personnel**

- |                                |  |
|--------------------------------|--|
| 1. Pradeep Gautam              | Whole Time Director                                  |
| 2. Prem Shanker Mishra         | Non-Executive Independent Director                   |
| 3. Bhaskar Ray                 | Non-Executive Independent Director                   |
| 4. Chetna Dwivedi              | Company Secretary, Resigned w.e.f. 16.11.2024        |
| 5. Gautami Gupta               | Company Secretary, Appointed w.e.f. 19.03.2025       |
| 6. Shailendra Kumar Maheshwari | Chief Financial Officer, Appointed w.e.f. 01.12.2024 |

**B. Transaction with related party**

(Amount in Rs.)

Particulars	Nature of Transaction	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
Pradeep Gautam	Remuneration	767741	817257
Chetna Dwivedi	Remuneration	301333	480000
Gautami Gupta	Remuneration	10485	-
Shailendra Kumar Maheshwari	Remuneration	160000	-
Prem Shanker Mishra	Director Sitting Fees	20000	35000
Bhaskar Ray	Director Sitting Fees	20000	35000
Prem Shanker Mishra	Gratuity	38769	-

**2.39 : Auditors Remunerations (excluding GST) (Amount in Rs.)**

Audit fee  
Other Services



F.Y.	F.Y.
2024-25	2023-24
110000	110000
10000	10000
120000	120000

*Gautami*

*Prem Shanker Mishra*

*Shailendra Kumar Maheshwari*



## 2.40: Contingent Liability:

Legal formalities of leasehold land 6.502 acres sold in FY 2004-05 as per BIFR Order are pending. Since UPSIDC levy sub-division charges before grant of approval, and as sub-division of land is as per the BIFR order so company had requested to UPSIDC for waiving/charging sub-division charges at concessional rate, which has not been accepted. The company has shown a sum of Rs.0.69 crore (approx.) as contingent liability as per present UPSIDC rates and policy.

Land sub-division charges to UPSIDC - Rs.0.83 Crore (Approx.) (Prev.Year- Rs.0.83 Crore Approx.)  
Income Tax demand for A.Y.2018-19 - Rs.0.18 crores (Prev.Year 0.18)

2.41: Previous year figures have been regrouped/reclassified wherever necessary.

## 2.42 - Title deeds of immovable Property not held in name of the Company

Relevant line items in the Balance sheets	Descriptions of Item of property	Gross carrying Value	Title deeds of immovable Property not held in name of the Company	Whether title deed holder is a promoter, director or relative of Promoter' director or employee of promoters/ director	Property held since which date	Reason for not being held in the name of company
NIL	NIL	NIL	NIL	NIL	NIL	NIL

2.43: Company has not revalued its fixed assets

2.44: Where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

(a) repayable on demand or

(b) without specifying any terms or period of repayment

Type of Borrower	Amount of loan and Advance in the nature of Loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoter	NIL	NIL
Directors	NIL	NIL
KMPs	NIL	NIL
Related Parties	NIL	NIL

## 2.45: Capital Work in Progress (CWIP)

(a) For Capital-work-in progress, following ageing schedule shall be given

CWIP	Amount in CWIP for a period of				Total (Rs.in '000)
	Less than 1 year	1-2 years	2-3 Years	More than 3 Years	
Projects in progress	NIL	NIL	NIL	NIL	NIL
Projects temporarily suspended	NIL	NIL	NIL	92139.32	92139.32



Gastel

Chandra

Prakash

Shukla



(b) For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, following

CWIP	To be Completed in				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 Years	
Project 1	NIL	NIL	NIL	NIL	NIL
Projects 2	NIL	NIL	NIL	NIL	NIL

#### 2.46: Intangible assets under development

##### (a) For Intangible assets under development

Intangible Assets under Development	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 Years	
Project 1	NIL	NIL	NIL	NIL	NIL
Projects 2	NIL	NIL	NIL	NIL	NIL

##### (b) Intangible assets under development completion schedule

Intangible Assets under Development	To be Completed in				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 Years	
Project 1	NIL	NIL	NIL	NIL	NIL
Projects 2	NIL	NIL	NIL	NIL	NIL

#### 2.47: Details of Benami Property held :

Company is not having Benami Property.

#### 2.48: Where the Company has borrowings from banks or financial institutions on the basis of current assets

a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

(b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed

Company has not borrowings from banks or financial institutions on the basis of current assets

#### 2.49: Wilful Defaulter

a. Date of declaration as wilful defaulter,

NO

b. Details of defaults (amount and nature of defaults),

Not Applicable

Not Applicable

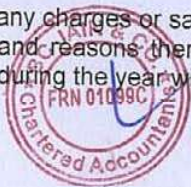
#### 2.50: Relationship with Struck off Companies

Where the company has any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, the Company shall disclose the following details:-

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding	Relationship with the Struck off company, if any, to be disclosed	
NIL	Investments in securities	NIL	NIL	NIL
NIL	Receivables	NIL	NIL	NIL
NIL	Payables	NIL	NIL	NIL
NIL	Shares held by struck-off Company	NIL	NIL	NIL
NIL	Other outstanding balances (to be specified)	NIL	NIL	NIL

#### 2.51: Registration of charges or satisfaction with Registrar of Companies

Where any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period, details and reasons thereof shall be disclosed. : Company has not registered any charge / satisfaction of charge during the year with Registrar of Company.



*Geetanjali*  
*Prakash*

*[Signature]*



**2.52: Compliance with number of layers of companies**

Where the company has not 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, the name and CIN of the companies beyond the specified layers and the relationship/extent of holding of the company in such downstream companies shall be disclosed. : Not applicable

**2.53: Analytical Ratios disclosed to the companies covered under division I and II of schedule III**

<u>Ratios</u>	<u>2024-25</u>	<u>2023-24</u>
a. Current Ratio	1.07	0.40
b. Debt-Equity Ratio	21.87	21.78
c. Debt-Service Coverage Ratio	NIL	NIL
d. Return on Equity Ratio	0.10	NIL
e. Inventory turnover ratio	NIL	NIL
f. Trade Receivables turnover ratio	NIL	NIL
g. Trade payables turnover ratio	NIL	NIL
h. Net capital turnover ratio	NIL	NIL
i. Net profit ratio	NIL	NIL
j. Return on Capital employed	0.003	NIL
k. Return on investment	NIL	NIL

**2.54: Compliance with approved Scheme(s) of Arrangements**

Where any Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, the Company shall disclose that the effect of such Scheme of Arrangements have been accounted for in the books of account of the Company 'in accordance with the Scheme' and 'in accordance with accounting standards' and deviation in this regard shall be explained : Not applicable

**2.55: Utilisation of Borrowed funds and share premium : Not applicable**

**2.56: Notes to Accounts form part of Balance Sheet and statement of Profit & Loss Account.**

For B.C.JAIN & COMPANY

Chartered Accountants

(Registration No.001099C)

(Shyam Ji Gupta)  
Partner

(M.No.416155)

Place : Unnao

Dated : 02<sup>nd</sup> September, 2025

(Prem Shanker Mishra)  
Director

DIN-02354691

(Gautami Gupta)  
Company Secretary

(Pradeep Gautam)  
Director

DIN-01172119

(Shailendra Kumar Maheshwari)  
Chief Financial Officer