



Sambhv Steel Tubes Limited
Annual Report 2024-25

FORGING THE FUTURE: UNBREAKABLE STRENGTH IN STRUCTURAL TUBES & STAINLESS STEEL

Sambhv Steel Tubes is investing in a steel sector niche that is expected to outperform in the long-term



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Forward-looking statement
In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically, 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects' believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



Online Annual report
www.sambhv.com

FORGING THE FUTURE: UNBREAKABLE STRENGTH WITH SAMBHV'S STRUCTURAL TUBES & STAINLESS STEEL

Structural steel pipes, tubes (also referred to as hollow sections) and stainless steel.

They hold up the bridges we drive across.

They shape the skylines we admire.

They form the backbone of warehouses, stadiums, and factories, quietly and, reliably.

At first glance, structural steel pipes and tubes may seem like industrial components. But look closer, and you will see them everywhere, in the infrastructure we depend on, the mobility we take for granted, and the spaces we live, work, and grow in.

At Sambhv, we do not just manufacture steel tubes. We enable progress, by creating structural solutions that are strong, versatile, and built to last.

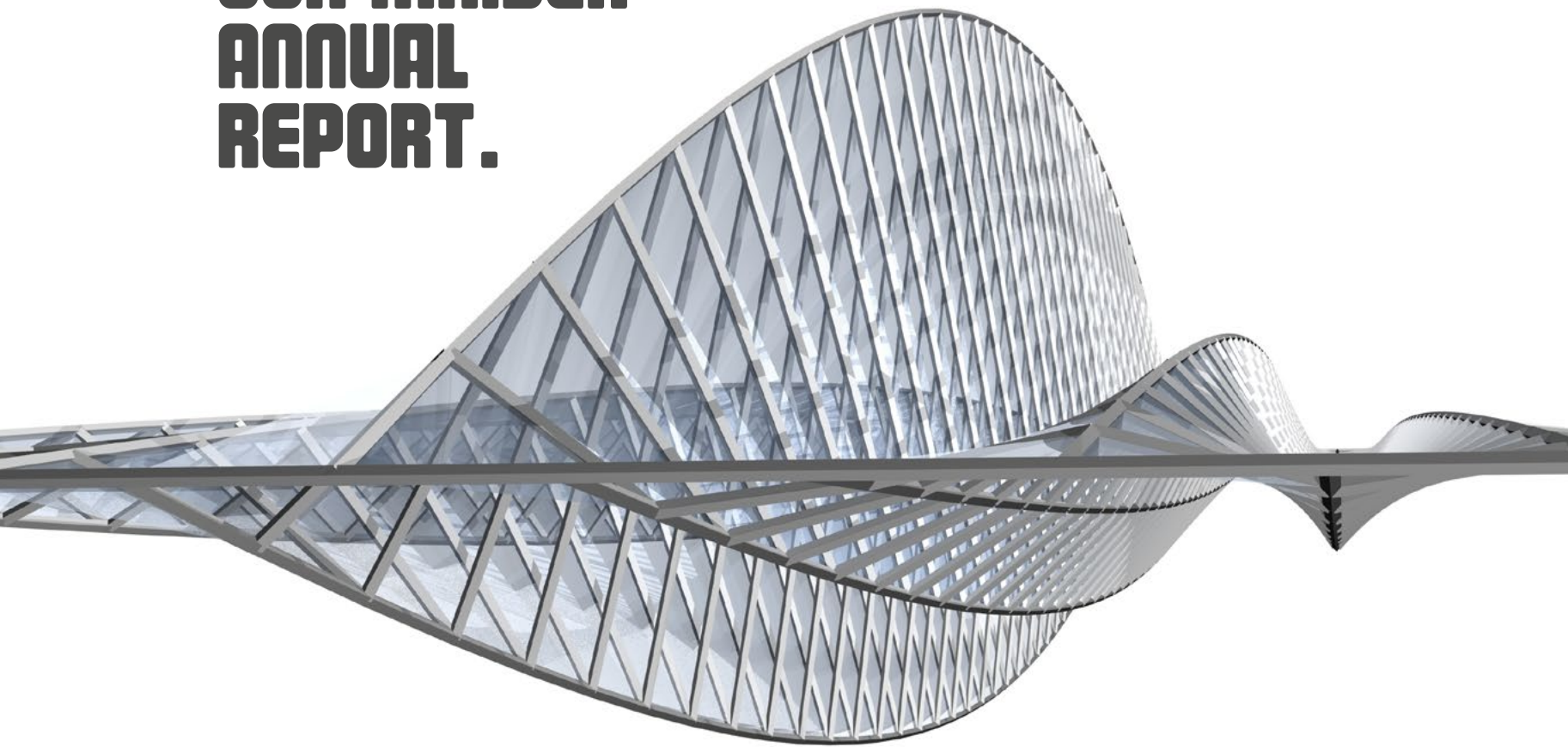
As construction becomes smarter, infrastructure more ambitious, and architecture design more efficient, our structural steel pipes and tubes (hollow sections) will become increasingly relevant and essential.

Welcome to our maiden Annual Report that reviews our performance and provides an insight into the steel that will shape our and Indias tomorrow.

PART ONE

WHO WE ARE AND WHAT WE DO

WELCOME TO OUR MAIDEN ANNUAL REPORT.



In this report, we will focus on communicating two points.

One, the future of structural steel pipes and tubes and stainless steel in a growing economy like India.

Two, the long-term competitive advantages of Sambhv that is expected to make our growth responsible, profitable and sustainable.

SAMBHV STEEL TUBES LIMITED IS ONE OF THE MOST ATTRACTIVE PROXIES OF INDIA'S ADVANCED STRUCTURAL PIPES AND TUBES SECTOR ALSO REFERRED TO AS 'HOLLOW SECTIONS'.

The Company is a leading domestic manufacturer of ERW pipes and tube sections.

The Company is the only Indian company with a backward-integrated, single-location facility covering the entire value chain (iron ore to pipes).

The Company's consistent growth, operational efficiency, and sectoral tailwinds make it a compelling proxy of India's evolving steel tubes and hollows sector.

The Company is positioned to contribute to the growth of India's infrastructure, construction, automotive, and energy sectors where precision, strength, and corrosion resistance are essential.



Our vision

To continually set the benchmark for excellence in the steel industry, pushing the boundaries of innovation and quality.

We are on a relentless pursuit to not just meet, but exceed, the evolving needs of the markets we serve, driving progress with every product we craft.



Our mission

Our mission is to lead the evolution of the steel industry through superior craftsmanship, cutting-edge technology, and a deep commitment to sustainability. We aim to empower every sector we touch, building a future where our steel is at the heart of every major innovation and infrastructure.



Value pillars

Quality

We are committed to excellence in every product, ensuring reliability and performance that exceeds expectations.

Innovation

We continuously seek out new technologies and methods to enhance the functionality and sustainability of our steel

Integrity

We operate with transparency and honesty, building trust with clients, stakeholders, and communities.

Sustainability

We prioritise environmentally friendly practices, ensuring our operations contribute positively to the planet.

Community

We believe in the power of community and strive to strengthen the bonds within our workforce and the wider society.



Our brand purpose

At Sambhv, we believe in the transformative power of dreams (*Sab sambhv hai*). We are committed to inspiring every Indian to embrace the potential of their aspirations, proving that with belief, passion, and the right resources, dreams do manifest into reality. Our purpose is not just to manufacture steel, but to forge the foundation upon which dreams are built and futures are shaped.



Our background

Sambhv Steel Tubes Limited began its journey on April 24, 2017, in Chhattisgarh as Sambhv Sponge Power Private Limited, focusing on the steel and power sectors. To align with an evolving business environment, the Company was renamed Sambhv Steel Tubes Private Limited on February 22, 2024. Reflecting its growth ambition, the Company transitioned into a public limited company on July 9, 2024, becoming Sambhv Steel Tubes Limited.



Our promoters

Sambhv is guided by promoters Brijlal Goyal, Suresh Kumar Goyal, and Vikas Kumar Goyal, who collectively bring more than five decades of experience in steel manufacturing. Their vision and industry expertise have been instrumental in driving the Company's growth. The Company's leadership team is strengthened by Bhavesh Khetan, Executive Director and Chief Operating Officer, who brings insights and experience to the business.



Our manufacturing facilities

Sambhv operates a fully integrated 334,540 square metres manufacturing facility in Sarora (Tilda), Chhattisgarh, The plant produces intermediates like sponge iron, blooms/slabs, narrow-width HR coils and cold rolled coils in-house as well as finished products like ERW black pipes, tubes and steel door frames. A 25 MW captive power plant supports sustainable operations through WHRB and AFBC systems.

A new 73,980 square metres facility in Kuthrel began the production of pre-galvanized (GP) coils, GP pipes, and stainless-steel finished products like HRAP coils and CR coils. The Company required, 350,653 square metres in Kesda for a greenfield project. These new locations are within a radius of 20 kms from the Company's principal manufacturing unit.

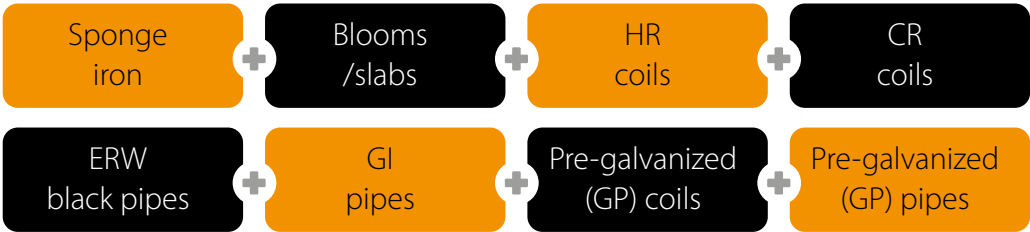


Our product portfolio

Sambhv's integrated operations in Sarora (Raipur) covers the complete value chain - intermediate products like sponge iron, mild steel and stainless-steel blooms/slabs, HR coils mild steel and HR Coils stainless steel, CR coils and finished products like ERW black pipes, hollow sections, GI pipes, and steel door frames. The new facility in Kuthrel (Raipur) has been commissioned in this fiscal, which introduced finished products like pre-galvanized (GP) coils, pre-galvanized (GP) pipes, and stainless steel HRAP and CR coils.



Mild Steel



Stainless steel



Our workforce

As of March 31, 2025, Sambhv Steel Tubes Limited employed 1,774 permanent staff and 1,214 contract workers. The workforce is non-unionized, and the Company has seen no major disruptions on account of labour disputes in three years. The average age of employees was 33 years at the close of the year under review.



Our presence

Sambhv comprises a distributor network across 15 States and one Union Territory, with more than 43 distributors, who, in turn, address more than 700 dealers, and a large number of retailers and fabricators nationwide. The Company's products enjoy a strong presence in Chhattisgarh, Maharashtra, Gujarat, Haryana, Rajasthan, Uttar Pradesh, Madhya Pradesh, and Telangana.



Our credit rating

Sambhv Steel Tubes Limited has been consistently rated attractively, reflecting its sound financial cum operational health. In FY 2024-25, Care Ratings Ltd. and Acuité Ratings and Research reaffirmed the Company's long-term credit rating at CARE A (Stable) and ACUITE A (Stable), respectively, and short-term ratings at CARE A1 and ACUITE A1.



Our awards, accreditations and recognitions

2022

Our Chairman and Executive Director Suresh Kumar Goyal was recognised as one of the [Times Most Powerful Leaders 2022](#).

2023

Our Company's management system has been accredited with Quality Management System Standard ISO 9001:2015, Environmental Management System Standard ISO 14001:2015, Occupational Health and Safety Management System Standard ISO 45001:2018 and Energy Management System Standard ISO 50001:2018.

2024

Our Managing Director and Chief Executive Officer Vikas Kumar Goyal was awarded the 'Young Leader Award under 40' 2024 by the Brand Story at the Asian Brand and Leadership Conclave 2024, New Delhi. Our Company was awarded the Ispat Udyog Ratan Award for 'Excellence in Market Presence' by AIIFA, Sustainable Steel Manufacturers Association.

2025

Our Company was certified as a Great Workplace by Great Place to Work, India.

Overview

Sambhv operates a fully backward-integrated steel and pipes manufacturing facility, designed to deliver operational excellence, consistent product quality, and cost competitiveness. Our in-house capabilities, from raw material handling to finished product delivery, ensure seamless production with a minimal dependence on external suppliers. This integration allows us to respond faster to market demands, control input costs, and maintain high levels of product customisation.

Raw materials

Our operations are underpinned by secure access to essential raw materials: iron ore, majorly sourced from NMDC (a Navratna public sector undertaking known for producing India's highest grade of iron ore from mines in Chhattisgarh. This enables us to access directly reduced calibrated lump ore (DRCLO) grade iron ore as raw material for our products.

Iron ore pellets, sourced from local manufacturers which is also easily

available due to strategic geographical location

Coal, majorly sourced from SECL (highest coal producing subsidiary of Coal India Limited) whose mines are Asia's largest coal mines and merely 250 km from our manufacturing facilities.

By maintaining long-term procurement tie-ups wherever possible, we ensure continuity and quality in our upstream material flow.

Manufacturing process

Our production journey begins with the processing of iron-bearing materials into sponge iron and extends across several in-house stages:

- Reduction of iron ore and iron ore pellets using coal and dolomite to manufacture sponge iron
- Processing sponge iron and scrap to produce crude steel through induction furnaces (bloom/slab - mild steel and stainless steel)
- Power generation using waste heat and by-products through WHRB and AFBC processes
- Hot rolling to produce hr coils (mild steel and stainless steel)
- Cold rolling and galvanizing to produce CR coils and GP coils
- Slitting and downstream pipe rolling to produce ERW black as well as GP pipes and tubes
- Annealing and pickling to produce HRAP coils (SS)
- Cold rolling and bright annealing to produce CR coils (SS)

Every stage is digitally monitored for process efficiency, ensuring that we meet internal benchmarks and customer-specific tolerances.

Product portfolio

We offer a diverse range of steel and pipe products, customised to infrastructure, industrial, automotive, agriculture, and residential applications:

ERW black pipes and structural tubes, including Cold Rolled Full Hard (CRFH) pipes, used in scaffolding, frames, construction, infrastructure, agriculture, automobile and general engineering purposes

Pre-galvanized (GP) coils, manufactured with advanced non-ox technology are widely used in pre-fabricated buildings, electric panels, purlins, air duct systems, cable trays etc.

Pre-galvanized (GP) hollow section tubes, known for aesthetic appeal and corrosion resistance properties so widely used in coastal regions in place of ERW black pipes and structural tubes. Also used for specific applications like telecommunication infrastructure, construction, solar module mounting structures, fire fighting systems, and irrigation systems etc.

GI pipes, widely used in water supply, irrigation systems, plumbing systems etc.

Steel door frames and fabricated sections, meeting emerging needs in modular housing and prefabricated structures

Stainless steel CR coils, majorly used in manufacturing of stainless steel pipes and tubes and utensils manufacturing

We maintain a strict adherence to quality and compliance norms, including IS standards, and regularly test batches for mechanical, dimensional, and surface properties.

End-user focus

Our manufacturing strength is matched by our ability to deliver to a wide customer base across India and select global markets. By working closely with EPC contractors, OEMs, infrastructure developers, and fabricators, mainly through our distributors, we ensure that our products contribute to nation-building and industrial growth. In FY 2024-25, we extended our products footprint into value-added segments such as pre-galvanized structural solutions and stainless steel, strengthening our position as a reliable long-term partner.



Cold rolled (CR) coils

- Produced by rolling HR coils below recrystallisation temperature (at room temperature)
- Used in CRFH pipe manufacturing, GP coils, and various industrial applications

Installed capacity: 1,00,000 MTPA



ERW black pipes and tubes (including CRFH pipes and tubes)

- Manufactured by rolling and the longitudinal welding of HR coils
- We possess a robust capability to manufacture Electric Resistance Welded (ERW) pipes and tubes, with thickness ranging from 1.20 mm to 6.00 mm with the following configurations (i) square section from 15 x 15 mm to 150 x 150 mm; (ii) rectangular section from 40 x 20 mm to 200 x 100 mm and (iii) round pipes from 15 to 150 NB
- Widely used in Construction, scaffolding, infrastructure, agriculture, automobiles and general engineering purposes

Installed Capacity: 3,50,000 MTPA



Galvanized Iron (GI) pipes

- Formed by coating ERW black pipes with zinc via hot dip process
- Offers corrosion resistance, enhancing durability in water supply, plumbing, and irrigation systems

Mild steel segment

Sambhv operates an end-to-end integrated manufacturing facility, resulting in quality consistency, throughput efficiency, and cost-effective production across the steel and pipe value chain. The extensive product mix caters to diverse industrial, infrastructure, and residential applications.

This integrated structure, supported by advanced process controls, allows Sambhv to deliver high-performance steel pipes that meet standardised specifications and customer requirements across India and the international markets.



Sponge iron

- This is a refined form of iron ore produced through the direct reduction process.
- It serves as a key raw material in crude steel manufacturing.

Installed capacity: 2,80,000 MTPA



Blooms/slabs (mild steel)

- Produced from melting of sponge iron and scrap and refining through a ladle refining furnace (LRF)
- Used for manufacturing narrow-width HR coils

Installed capacity: 3,00,000 MTPA



Narrow-width HR coils (mild steel)

- Manufactured by hot rolling of blooms/slabs
- Equipped with Hydraulic Automatic Gauge Control (HAGC) for high-precision thickness and surface control
- Utilised for ERW pipes, CR coils, and structural products

Installed capacity: 3,90,000 MTPA



Pre-galvanized (GP) coils

- Zinc-coated CR coils produced using advanced Non-Ox technology
- Used in manufacturing GP pipes and sold to industries such as pre-fabricated buildings, solar mounting systems, purlins, and cable trays



Pre-galvanized (GP) pipes and tubes

- Formed by rolling and welding GP coils
- Ideal for telecommunication infrastructure, solar structures, construction frameworks, and coastal applications due to their enhanced corrosion resistance

Installed capacity: 1,00,000 MTPA

Stainless steel segment

Sambhv has built an integrated stainless steel production line that enables precision-driven manufacturing, superior surface finish, and consistent quality across the value chain. From semi-finished blooms to high-grade cold rolled coils, our stainless steel portfolio supports a range of industrial and consumer applications.



Blooms/Slabs

Our stainless steel journey begins with the production of semi-finished blooms and slabs through melting and continuous casting. The process includes an additional refining stage known as Argon Oxygen Decarburization (AOD), which ensures optimal control over carbon levels, critical to stainless steel quality.

Application: Used as input for producing narrow-width HR coils

Installed capacity: 60,000 MTPA



Narrow-width HR coils

These are produced by hot rolling of stainless steel blooms or slabs under tightly monitored conditions. The process is equipped with Hydraulic Automatic Gauge Control (HAGC) to maintain uniform thickness and superior surface quality.

Application: Used for manufacturing stainless steel HRAP coils

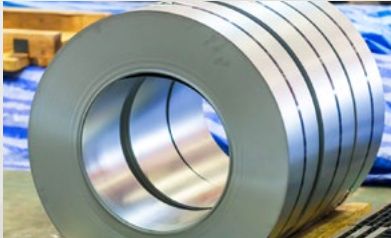
Installed capacity: 60,000 MTPA



HRAP coils

Hot Rolled Annealed and Pickled (HRAP) coils are developed through continuous annealing and pickling lines, resulting in a cleaner surface and improved mechanical properties.

Application: Used as feedstock for cold rolling into stainless steel CR coils



Cold Rolled (CR) coils

Produced through cold rolling and bright annealing of HRAP coils, our stainless steel CR coils are known for their smooth finish, dimensional accuracy, and uniform mechanical properties.

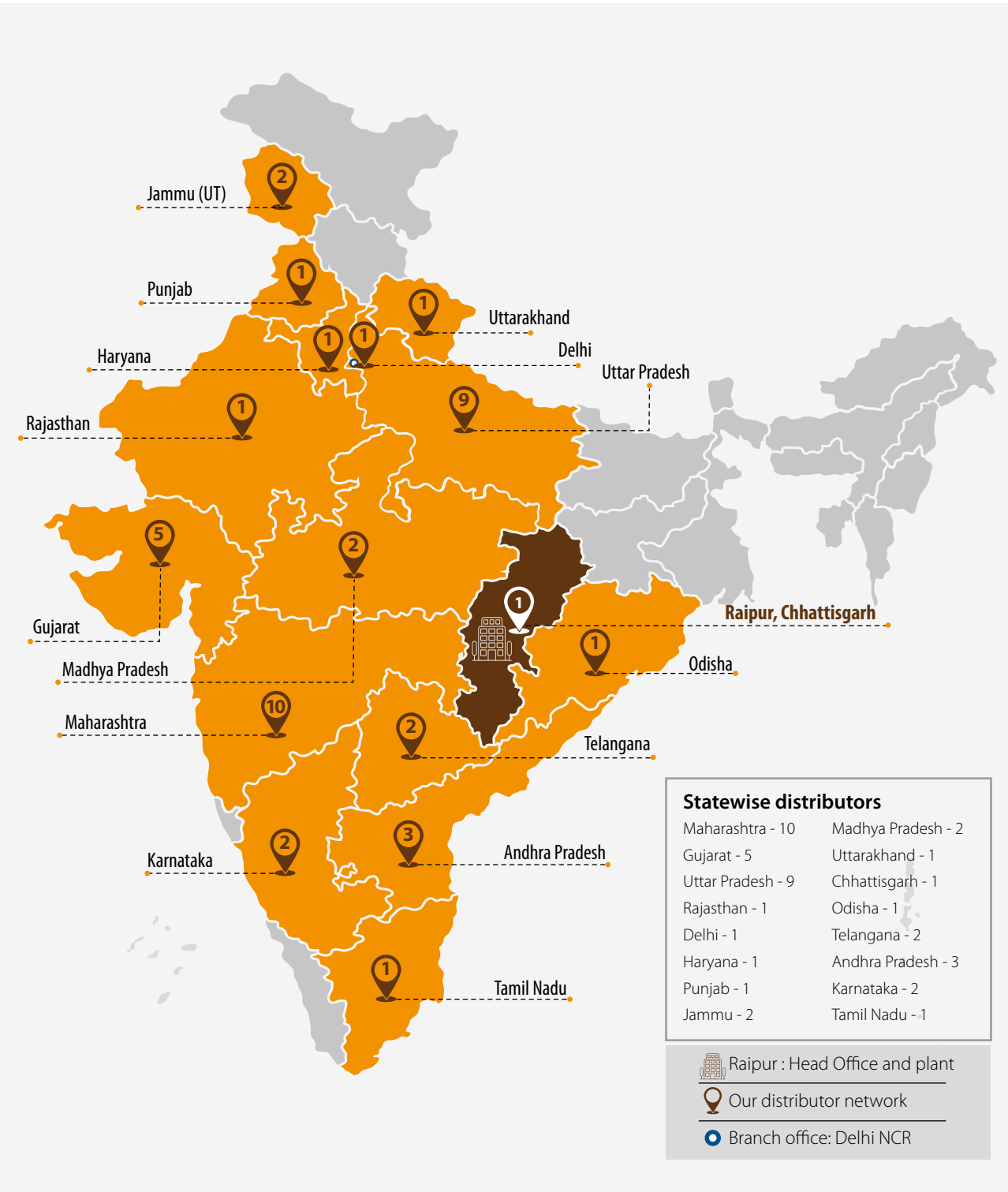
Application: Widely used by stainless steel pipe manufacturers, utensil makers, precision component producers and other industrial uses

Installed capacity: 58,000 MTPA

HR annealed and pickled (HRAP) coils, Cold rolled (CR) coils

Footprint

WHERE WE MANUFACTURE AND WHERE OUR PRODUCTS ARE SOLD



Milestones

HOW WE HAVE TRANSFORMED ACROSS THE YEARS



2018

Commenced operations with the manufacturing of sponge iron with an installed capacity of 60,000 MTPA.

2019

Expanded the production capacity of sponge iron to 90,000 MTPA, strengthening our backward integration.

2020

Commissioned a 15 MW captive power plant (6 MW WHRB and 9 MW AFBC) and commenced the manufacture of blooms/slabs with an installed capacity of 120,000 MTPA.

2022

Expanded the capacity of blooms/slabs to 150,000 MTPA and commenced the manufacture of hot rolled (HR) coils with an installed capacity of 150,000 MTPA.

2023

Increased the installed capacity of sponge iron to 105,000 MTPA, blooms/slabs to 231,000 MTPA, and HR coils to 350,000 MTPA. Commenced the manufacture of electric resistance welded (ERW) pipes with an initial capacity of 150,000 MTPA, which was subsequently increased to 250,000 MTPA.

2024

Increased the installed capacity of blooms/slabs to 317,000 MTPA and commenced the manufacture of galvanized iron (GI) pipes. Commissioned a 132 kVA power line to support operational efficiency.

2025

Expanded the capacity of sponge iron to 280,000 MTPA, HR coils to 390,000 MTPA, and ERW & GI pipes to 350,000 MTPA. Enhanced the capacity of the power plant to 25 MW (16 MW WHRB and 9 MW AFBC). Achieved the capability to manufacture stainless steel blooms/slabs and stainless steel HR coils with installed capacities of 60,000 MTPA each. Commenced manufacturing pre-galvanized (GP) pipes with a capacity of 100,000 MTPA and stainless steel cold rolled (CR) coils with a capacity of 58,000 MTPA.

2026

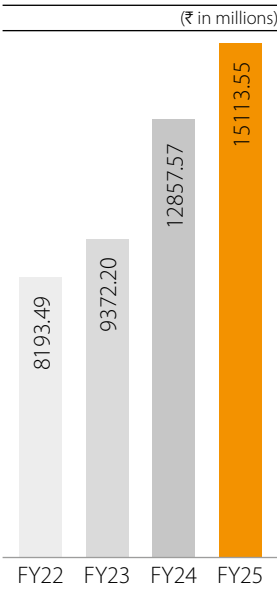
Successfully raised ₹440 crore and listed on the Indian stock exchanges, a milestone in the Company's growth journey.

Glossary

WHRB: Waste Heat Recovery Boiler, AFBC: Atmospheric Fluidized Bed Combustion

Financial analysis

OUR STANDALONE FINANCIAL PERFORMANCE ACROSS THE LAST FEW YEARS



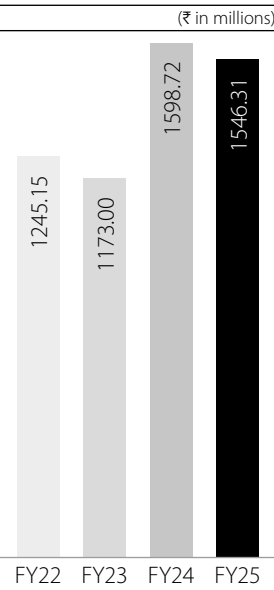
Revenues

Definition
Revenue net of taxes

Why this is measured
It is an index that showcases the Company's ability to generate revenues, which provides a basis against which the Company's success can be compared with sectoral peers

What this means
Helps enhance incomes that, in turn, makes it possible to amortise or pay for expenses.

Value impact
Aggregate revenues increased 17.55% to ₹15,113.55 millions in FY 2024-25, due to an enhancement in production capacity and the introduction of new valued-added products like Pre-galvanized (GP) coils and pipes and Stainless Steel coils.



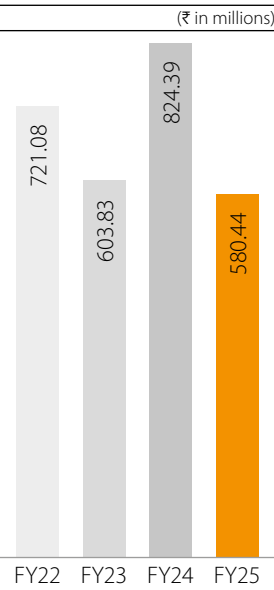
EBITDA

Definition
Earnings before the deduction of interest, depreciation, extraordinary items and tax

Why this is measured
It is an index that showcases the Company's ability to generate a surplus after optimising operating costs, providing a base for comparison with sectoral peers.

What this means
Helps create a robust growth surplus-generating engine that enhances reinvestment and debt servicing capability

Value impact
EBITDA declined mainly due to weaker price realisations in steel pipes and tubes largely on account of increased HR coil imports, which moderate margins despite higher sales volumes.



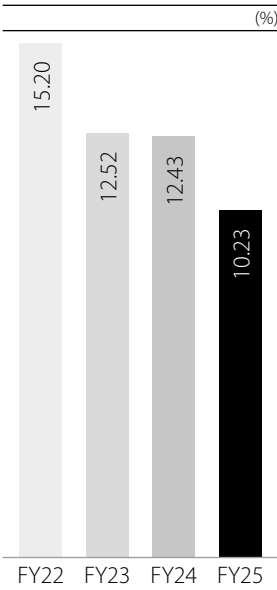
Net profit

Definition
Profit earned during the year after deducting all expenses and provisions

Why this is measured
It highlights the strength of the business model in enhancing value for shareholders

What this means
This ensures that adequate cash is available for reinvestment, leading to business sustainability

Value impact
The PAT decreased due to weaker price realisations and also because we were in a capex mode, resulting in a higher interest cost, depreciation and deferred tax liability.



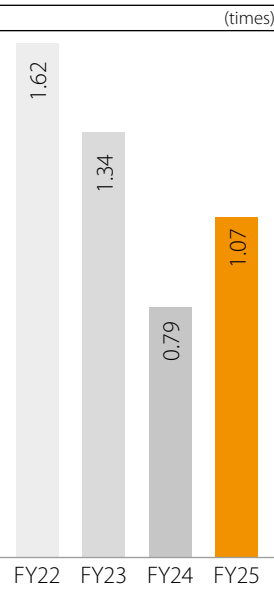
EBITDA margin

Definition
EBITDA margin is a profitability measure to ascertain a Company's operating efficiency

Why this is measured
The EBITDA margin provides an idea of how much a Company earns (before accounting for interest, depreciation, amortisation and taxes) on each rupee of sales

What this means
This measure demonstrates the buffer in the business, which, when multiplied by scale, can potentially enhance the surplus

Value impact
The Company reported a 2.2% decrease in EBITDA margin to 10.23% in FY 2024-25, mainly due to a weaker price realisation in steel pipes and tubes, largely driven by increased HR coil imports that squeezed margins despite higher sales volumes.



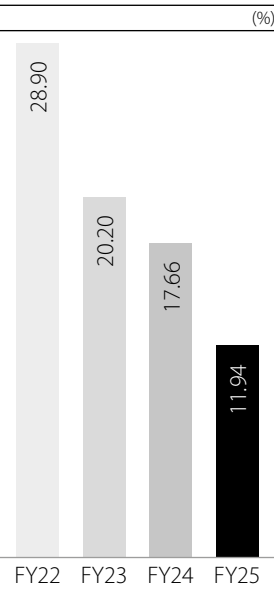
Gearing

Definition
This is the ratio of debt (Long Term Borrowings and Short Term Borrowings) to net worth (less revaluation reserves)

Why this is measured
This is one of the defining measures of a Company's financial health. This indicates the ability of the Company to balance debt and equity

What this means
This indicates whether the Company enhances shareholder value by enhancing net worth and moderating debt

Value impact
The Company's net gearing stood at 1.07, increased over the previous year due to higher borrowings undertaken to fund capital expenditure projects.



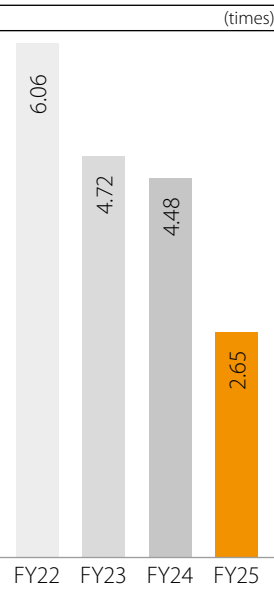
RoCE

Definition
This is a financial ratio that measures efficiency with which capital is employed in the Company's business

Why this is measured
RoCE is an insightful metric to compare profitability across companies based on their respective capital efficiencies

What this means
Enhanced RoCE can potentially drive valuations and market perception

Value impact
The Company reported a 5.72% decrease in RoCE in FY 2024-25 on account of an increase in capital expenditure during the year, which was accounted for in the capital employed, while the full year returns (revenues/profits) from the newly added assets are expected to materialise only in subsequent years.



Interest cover

Definition
This is derived through the division of EBIT by finance cost

Why this is measured
Interest cover indicates the profit buffer available within the Company to service interest – the higher the better.

What it means
A Company's ability to meet its interest obligations, an aspect of its solvency, is arguably one of the most important measures in assuring shareholder returns.

Value impact
The Company's interest cover decreased 4.48x from FY 2023-24 to 2.65x in FY 2024-25, primarily due to higher borrowings undertaken to fund capital expenditure projects, the full returns of which are expected to accrue in subsequent years

PART TWO

OUR MANAGEMENT'S PERSPECTIVES



Suresh Kumar Goyal
Chairman and Executive Director

Eagle vision

**"THE COMPLEMENT
OF THE VARIOUS
PLATFORMS WE
HAVE CREATED WILL
EMPOWER THE
COMPANY TO GENERATE
AROUND 25% CAGR
IN REVENUES ACROSS
THE NEXT FIVE YEARS,
MORE THAN THREE
TIMES THE PROJECTED
GROWTH OF THE
NATIONAL ECONOMY"**

Chairman's message

Dear shareholders

I present our maiden Annual Report following the successful listing of our company in July 2025. The initial public offer of shares was subscribed 28.46 times; the Company reported a 34.15% appreciation from its offer price on listing, indicating the trust and confidence in our management, business model and prospects.

Your company delivered a creditable performance within the circumstances during the year under review. It reported a 30.15% growth in sales volumes. This translated into a growth in revenues from ₹12,857.57 million in FY 2023-24 to ₹15,113.55 million in FY 2024-25. Standalone EBITDA (including Other Income) declined 1.45% from ₹1,634.90 million in FY 2023-24 to ₹1,611.19 million in FY 2024-25. Net profit dropped 29.59% from ₹824.39 million in FY 2023-24 to ₹580.44 million in FY 2024-25. The decline was mainly due to weaker price realisations of pipes resulting from modest HR coil prices and also because we undertook a large capex during the year under review, resulting in a higher interest cost, depreciation and deferred tax liability. I am pleased to communicate that there was an attractive rebound in our operating conditions during the first quarter of the current financial year (post-Balance Sheet date development) and we expect this improvement to sustain.

In FY 2024-25, the Company reinforced its momentum through a comprehensive strategy encompassing manufacturing expansion, distribution enhancement, product innovation, cost leadership, and brand elevation.

A key milestone was the commissioning of the Kuthrel facility, enabling the production of GP coils, GP pipes, SS HRAP coils, and SS CR coils, designed with scalability in mind, with additional land earmarked for capacity augmentation. Complementing this, the Kesda greenfield project, launched under Sambhv Tubes Pvt. Ltd., is set to add 1.2 MMTPA of finished product capacity in a phased manner, with Phase I scheduled for commissioning by end of FY 2026-27. The Company deepened its domestic footprint across high-opportunity States including



In FY 2024-25, the Company reinforced its growth momentum through a comprehensive strategy encompassing manufacturing expansion, distribution enhancement, product innovation, cost leadership, and brand elevation.

Kerala, Tamil Nadu, Andhra Pradesh, Goa, and Maharashtra, while commencing GP pipe distribution along coastal regions to meet growing construction and infrastructure demand. Product diversification included SS HRAP coils, SS CR coils, CRFH pipes, GP pipes and GP coils, supporting applications in telecom, construction, signage, irrigation, plumbing, water infrastructure and the solar infrastructure sectors. Operational efficiency was enhanced by adopting advanced non-ox technology in GP production resulting in zinc usage optimisation, expansion of the captive power plant from 15 MW to 25 MW, automation in machining, and process control improvements. Brand visibility was strengthened through integrated marketing campaigns, stakeholder programmes like 'Chai-Pe-Charcha' with fabricators, distributor meets, dealer meets, and participation in major trade exhibitions.

Values and value chain

At Sambhvh, we run a business that is marked by a commitment to 'no surprises'. This means that what we deliver to customers must be of the highest quality; that we deliver on-time and in-full; we deliver products customised around evolving and emerging needs.

To do so with consistency and commitment, the Company integrated its business backwards. This backward integration a, strategic move by a company like Sambhvh to manufacture key raw materials within, is the longest within our sector, extending from the manufacture of sponge iron to the delivery of steel tubes, pipes and stainless steel.

This value chain has generated a range of benefits for the business. In our business, where raw materials like sponge iron, blooms/ slabs, and hot rolled coils are critical inputs, backward integration has helped enhance control, cost efficiency, and product reliability. In turn, this integration has reduced our dependence on external suppliers, shielded the Company from market price volatility, and moderated input costs. This has enhanced profitability and made our cost structure relatively stable across time. With enhanced control over raw material availability, the Company maintained consistent production

schedules, responded effectively to demand surges, delivered superior quality steel tubes, reduced lead times in product delivery, offered predictable pricing to customers, customised products better and enhanced customer satisfaction.

In view of this, the prudent integration of our value chain is fundamental to our business sustainability and value creation.

Our focus on maximising our capital efficiency, is directed to keep us in business across market cycles, and generate adequate year-on-year surpluses.

The outcome of this long-term commitment is reflected in the numbers: in a relatively commoditised segment of the country's steel sector, the Company delivered an EBITDA margin of 10.23% that was higher than the prevailing industry average; the Company delivered a capital efficiency (Return on Capital Employed) of 11.94% despite significant capital expenditure during the year, the full year return of which is expected to materialise in subsequent years.

We believe that this complement – superior capital efficiency and value-addition – represent the principal pillars around which we intend to enhance value for all our stakeholders in a sustainable manner into the long-term.

Our growth platforms

At Sambhvh, we believe we are at the right place at the right time in the right sector. We believe that India is in a golden phase of its existence. The country continues to average GDP growth in excess of 6% year-on-year, the fastest growth for any major economy, a trend likely to sustain. The country is the fourth largest economy and well on its way to emerge as the third largest in three years. This distinctive national landscape puts a premium on the way we seek to grow our business across the foreseeable future.

Future-facing: At Sambhvh, we will invest in products with a growing relevance across the long-term. We believe we are strategically aligned with the needs of a growing India through the manufacture of a range of structural steel tubes and pipes (hollow



In our business, where raw materials like sponge iron, blooms/ slabs, and hot rolled coils are critical inputs, backward integration has helped enhance control, cost efficiency, and product reliability.

sections) and stainless steel coils; we were the first company to manufacture hot rolled coils through the secondary route of steel manufacture, especially narrow width HR coils that lead to the customised manufacture of steel tubes and pipes.

Scale: At Sambhvh, we have drawn out a five-year blueprint to grow our aggregate manufacturing capacity of end products from 0.51 million TPA to 1.70 million TPA. This expansion – Phase 1 of which is likely to be commissioned in the last quarter of FY 2026-27 – will generate successive years of revenue growth, generate superior economies of scale and graduate the Company into a more visible market-facing player servicing the varied needs of customers.

Product mix: At Sambhvh, we will graduate from the manufacture of steel tubes and pipes to value-added equivalents. The Company will manufacture pre-galvanized pipes and tubes as well as stainless steel coils. Besides, the market for stainless steel is growing at 15% per annum, while the annual percentage growth in steel pipes and tubes is around 9%. By seeding enhanced value-addition into our product mix, we are building a market-relevant organisation for the future.

Capital efficiency: At Sambhvh, we believe that the heart of our capital efficiency is derived from a relatively low cost of getting into business. If the Company is to be insulated against tariff changes and imports, there will be a premium in being able to commission new capacities at a cost lower than the prevailing capital cost per tonne. This competitiveness makes it possible for the Company to work with a low break-even point, remain profitable even during periods of low-capacity utilisation and generate handsome profits when the sector turns around. The result is that over the years, we have created manufacturing capacities aligned with specific market segments, moderating our capital costs. The result is that we are among the most competitive steel hollow section pipes and stainless steel coil manufacturers in the country.



At Sambhv, we believe that the heart of our capital efficiency is derived from a relatively low cost of getting into business. If the Company is to be insulated against tariff changes and imports, there will be a premium in being able to commission new capacities at a cost lower than the prevailing capital cost per tonne.

Location: At Sambhv, we will continue to manufacture in locations where we enjoy a long-term competitive advantage due to proximity with our key raw material suppliers like NMDC and Coal India Limited. I am pleased to communicate that Coal India Limited has announced an attractive increase in coal output across the foreseeable future, securing our additional needs. Besides, National Mineral Development Corporation expects to double its mined output during the same period, which secures our growing needs; the increased sintering of iron ore fines into pellets will create an iron ore pellet abundance. We expect to source these principal resources from within 250 kms of our principal manufacturing plant, controlling our logistical expenditure.

Sustainable: At Sambhv, we put a premium on financial sustainability. Even as we are engaged in the most aggressive capacity expansion phase in our existence, we must assure stakeholders that we will remain under-borrowed during and after the capacities have been fully commissioned. The Company aims to maintain its total gearing (debt-equity ratio after factoring short-term debt) within 0.5. We believe that this modest gearing should keep us viable and liquid even during industry downtrends and empower us to strengthen our revenues and capital efficiency when the sector turns around.

Conclusion

At Sambhv, we believe that the complement of these platforms will graduate the Company into a front-ranking steel tubes, pipes and stainless steel manufacturer.

The complement will empower the Company to generate around 25% CAGR in revenues across the next five years, more than three times the projected growth of the national economy.

We believe that this aggressive growth will generate attractive economies across the organisation, enhancing value in a sustainable way for all our stakeholders.

Suresh Kumar Goyal
Chairman and Executive Director

Chief Financial Officer's performance overview

WE REPORTED A CREDITABLE FINANCIAL YEAR IN A CHALLENGING FY 2024-25

We maintained business momentum in FY 2024-25 and created a new growth foundation



Anu Garg
Chief Financial Officer

Big picture

The big picture message is that the Company balanced the need to sustain business momentum and create a new foundation for the next phase of growth during the last financial year. This scenario presented cash flow and capital allocation priorities, any under-delivery in which could have had project commissioning and profitability implications. The fact that the Company could report a revenue growth of 17.55% and a gross profit growth of 22.24% and fully fund its expansion programme indicate a competence in addressing stakeholders needs for the moment and the future. The Company encountered a decline in EBITDA and PAT during the year under review on account of high depreciation, interest costs and a temporarily sluggish sectorial realisations. The Company concluded an IPO during the current financial year (post-Balance sheet development) that is expected to strengthen the Company's financial foundation.

While delivering last years performance, Sambhvh laid the groundwork for long-term, capital-efficient growth through strategic capacity expansion, diversification of product offerings, deeper distribution penetration, operational digitisation, and energy-efficiency initiatives. The Kesda expansion, a greenfield project developed under Sambhvh Tubes Pvt. Ltd., will add 1.20 MTPA capacity over three phases, with Phase I targeted for FY 2026-27; the Kuthrel facility, operational since FY 2024-25 is designed for modular expansion.

Capital expansion

The principal challenge comprised the need for a timely financial closure of the proposed greenfield expansion, the largest in the Company's existence. The challenge was underlined by the fact that the previous largest expansion undertaken by the Company was ₹4,126.47 million; besides, this expansion is likely to more than double the Company's gross block in one stroke when completed in late FY 2026-27.

The related challenges of this unprecedented expansion warranted a prudent gearing structure (balance of debt and net worth), right cost of blended capital, debt repayment tenure, protected credit rating and safeguarded liquidity. Besides, the Company was required to address the challenges of the day, comprising resource inflation, interest rates, multi-country currency challenges, protecting the product price-value proposition and safeguarding liquidity.

Capital expenditure

Year	FY23	FY24	FY25
Capital expenditure (₹ million)	557.82	2464.58	2770.78

Rating

The highlight of the Company's performance was how it was perceived by demanding credit rating agencies. Your company protected its credit rating of CARE A, Stable for long-term borrowings as appraised by CARE. This rating represents a validation of the Company's performance, promoter and prospects. This creditable rating is likely to generate positive

spin-offs: empowering the Company to mobilise low-cost debt across longer tenures and strengthening its respect as a front-line talent recruiter.

Credit rating

Year	FY23	FY24	FY25
Credit rating	Long term rating – ACUITE A - Positive Reaffirmed	Long term rating – ACUITE A Stable	Long term rating – CARE A Stable
	Short term rating – ACUITE A2+ Reaffirmed	Short term rating – ACUITE A1	Short term rating – CARE A1
			Long term rating – ACUITE A Stable
			Short term rating – ACUITE A1

Revenues and profits

The Company generated ₹15,113.55 million in revenues during FY 2024-25, a 17.55% increase over the previous financial year. A majority of the Company's revenues were derived from value-added products. During the year under review, the Company reported a decline in PAT on account of high depreciation, interest cost and weak price realisation of pipes resulting from modest HR coil prices.

Revenues and profits

Year	FY23	FY24	FY25
Net revenues from operations (₹ crore)	937.22	1285.76	1511.36
% of revenues derived from value added products*	38.82%	76.77%	82.90%
EBITDA (₹ crore)	117.30	159.87	154.63
PAT (₹ crore)	60.38	82.44	58.04

*Value added products includes Structural Pipes and Tubes, Stainless Steel and Pre-galvanized coils and pipes

What we produced

Year	FY23	FY24	FY25
Intermediate products (tonnes)	401,124	572,130	670,794
Structural pipes and tubes (tonnes)	70,509	190,805	215,099
Stainless steel (tonnes)	-	-	38,221
Pre-galvanized coils and pipes (tonnes)	-	-	30,190
Total volume (tonnes)	471,633	762,936	954,303

What we sold

Year	FY23	FY24	FY25
Intermediate products (tonnes)	92,366	38,199	55,565
Structural pipes and tubes (tonnes)	65,687	185,063	212,623
Stainless steel (tonnes)	-	-	9,745
Pre-galvanized coils and pipes (tonnes)	-	-	12,648
Total volume (tonnes)	158,053	223,262	290,581

Revenues by percentage

Year	FY23	FY24	FY25
Intermediate products (%)	52	13	14
Structural pipes and tubes (%)	39	77	70
Stainless steel coils (%)	-	0	8
Pre-galvanized coils and pipes (%)	-	0	5
Others (%)	9	10	3

Capital efficiency

The Company reported creditable profitability during the year under review. EBITDA margin weakened 220 bps to 10.23%, on account of a decline in realisations. Return on Capital Employed weakened 600 bps to 12%; RoE weakened from 25% to 12% despite capital inflows related to the expansion that will translate into full earnings only across the foreseeable future.

The Company protected the overall integrity of its Balance Sheet while reporting record financials. The average cost of gross debt was around 9% while the Company generated an average 12% Return on Equity.

The overall improvement and sustainability in the health of the business was the result of long-term priorities: enhanced economies of scale through progressive investments in the manufacturing capacity of steel tubes and pipes and stainless steel as well as backward integration coupled with a continuing working capital management discipline.

Across the foreseeable future, we expect to generate a return superior to what our risk partners (shareholders) would be able to generate if they invested in alternative asset classes. Following the expansion, we are optimistic of enhancing capital efficiency through a balance of debt cum equity-funded growth, timely projects commissioning, investment in cutting-edge technologies and value-addition. Our investment has been in locations proximate to resource access (iron ore and coal), strengthening our overall profitability.

Capital efficiency

As on March 31	FY23	FY24	FY25
RoCE%	20.20	17.66	11.94
RoE%	33.57	25.42	12.42

Margins

During the last financial year, our EBITDA and PAT margin weakened due to a weaker price realisation of pipes resulting from modest HR coil prices and also because we were undertaking large capex during the year, resulting in higher interest cost, depreciation and deferred tax liability.

As on March 31	FY23	FY24	FY25
EBITDA margin %	12.52	12.43	10.23
PAT margin %	6.44	6.41	3.84

Liquidity

As a policy, we maximised the use of accruals in business growth, moderating the use of borrowed funds.

The Company's working capital tenure reduced from 41 days of turnover equivalent in FY 2023-24 to 18 days in FY 2024-25.

The Company will continue to prioritise the efficient use of working capital following the expansion by enhancing the working capital hygiene: shrinking our receivables cycle through better terms of trade and stretching our payables cycle through the efficient use of banking facilities. Going forward, the Company will work with an under-borrowed Balance Sheet, marked by adequate cash in hand, rising interest cover, strong gearing and a lower Net debt/EBITDA. The Company will strengthen terms of trade and leverage cash in hand to generate raw material discounts.

Working capital intensity

Year	FY23	FY24	FY25
Working capital cycle (days)	57	41	18
Cash flow from operations (₹ crore)	65.55	142.43	127.38
Cash flow from operations-to-EBITDA ratio	0.56	0.89	0.82

Debt management

The Company's total debt increased from ₹3,505.40 millions to ₹5,355.75 millions due to major capital expenditure incurred during the year; net worth strengthened from ₹4,382.82 millions to ₹4,960.46 millions; gearing increased from 0.63 in 2023-24 to 1.07 in 2024-25 as the Company grew net worth on the one hand and used long-term debt for capital expenditure and short-term debt to address working capital requirements. The cost of debt on the Company's books was around 9% during the year under review, which we consider to be reasonable. By the virtue of investing in products with traction that generates

an attractive return within a compressed time, the Company is repaying short-term debt with speed. This preference for net worth has been value-accretive, maximising cash flows and creating a war chest for prospective investments. In a post-Balance Sheet date development, the Company mobilised ₹440 crore through an IPO. A large part of the proceeds of this IPO is expected to reduce debt.

Debt status

Year	FY23	FY24	FY25
Total debt (₹ million)	2850.53	3505.40	5355.75

Interest outflow

Year	FY23	FY24	FY25
Interest outflow (₹million)	218.16	318.15	477.78

Gearing

Year	FY23	FY24	FY25
Debt-equity ratio	1.35	0.80	1.08
Debt / EBITDA	2.43	2.19	3.46
Interest cover	4.72	4.48	2.65

Capital discipline is central to the Company’s sustainability. The Company generated ₹924.27 millions in cash profit during the year under review. The Company invested entire accruals in its business.

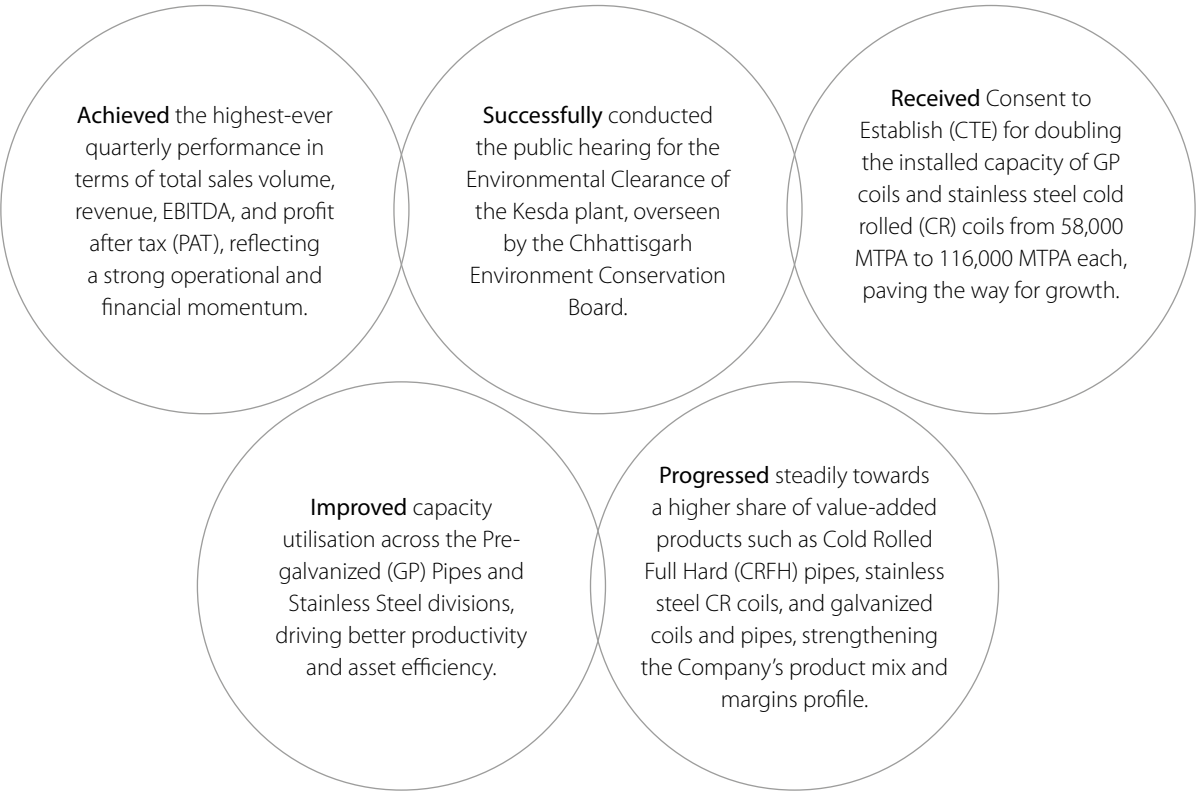
Way forward

The company enjoyed a strong financial position at the end of the fiscal year under review. The Company’s net worth stood at ₹4,960.46 millions as on March 31, 2025, with ₹3,612.25 millions in long-term debt and ₹1,743.50 millions in short-term debt. The Company’s large net worth was the outcome of a long-term build-up of surpluses. In an unpredictable world, this significant net worth bias implies relative de-risking; it provides the Company patient and resilient capital accross challenging periods.

We are pleased to communicate that there has been attractive rebound in our operating conditions during the first quarter of the current financial year (post-Balance Sheet date development). The Company reported a 69% increase in revenues over the first quarter of FY 2024-25 to ₹5,586.3 millions; EBITDA rebounded from ₹459.5 millions to ₹727.1 millions when compared with the corresponding period of the previous year; EBITDA per tonne strengthened to ₹7,843; EBITDA margin strengthened 329 bps over the fourth quarter of the previous year to 13.02%; RoCE rebounded to 22.61% (excluding the share application proceeds received from anchor investors as on 30 June 2025).

Anu Garg
Chief Financial Officer

Our achievements of Q1FY 2025-26



PART THREE

OUR PRODUCTS AND PORTFOLIO OPTIMISM



Insight

WHY HOLLOW SECTIONS AND TUBES ARE A FITTING PROXY OF THE GROWTH OF THE INDIAN ECONOMY

Overview

Hollow sections and tubes, particularly steel hollow structural sections, pipes, and tubular components, are a fair proxy of a growing economy.

These intermediary materials quietly underpin a range of industrial, infrastructure, and real estate activity. Their consumption spikes in sync with capital formation and fixed asset creation.

Ubiquitous across infrastructure

- Bridges, airports, metros, flyovers, industrial sheds, and power plants, use hollow steel sections for structural support.
- Their strength-to-weight ratio makes them ideal for load-bearing and long-span applications.
- A rise in infrastructure investment almost always leads to increased HSS consumption.

Foundation of real estate and urbanisation

- Commercial buildings, malls, logistics parks, and gated communities use tubular steel for frameworks, roofing, railings, façades and balconies.
- The growth of Tier 2 and 3 Indian cities and Smart City projects fuels their use.

- Even solar panel mounting structures use hollow tubes.

Growth of manufacturing and engineering industries

- Tubes are used in machinery frames, automotive components, material handling systems, and industrial furniture.
- An uptick in manufacturing activity means more machinery and equipment, more tubes.
- This is true for countries aiming for self-reliance (e.g. India's Make in India).
- The e-commerce boom translates into a greater need for warehouses, steel sheds, tubes and hollow sections.

- Pre-engineered buildings (PEBs), which dominate modern warehousing, rely extensively on tubular steel.

Cost sensitivity and efficiency

- Hollow sections use less steel for the same load-bearing capacity, making them a cost-effective choice.
- As projects seek faster execution and a lower cost per square foot, tubes become more attractive.

Exports and trade integration

- Growing economies often export fabricated structures, scaffolding, towers, all based on hollow sections.
- A rise in tube exports suggests growing demand for infrastructure from that country.

Bottomline

The consumption of hollow sections and tubes mirrors physical infrastructure creation.

More tubes equal more development, more cities rising, more machines built, and more trade flowing. It is steel's quiet signal that an economy is laying its foundation for tomorrow.

WHY INDIA IS CONSUMING STAINLESS STEEL FASTER THAN EVER



Overview

Stainless steel consumption is widely regarded as a leading marker of economic growth, particularly in developing markets such as India.

Its increased use is tightly linked to infrastructure, industrial output, urbanisation, construction, railways, automotive production, and large-scale development projects.

It comprises broad industrial and infrastructure applications. It is essential in construction (structural frameworks, cladding, roofing), transport (railways, airports, metros), heavy machinery, process industries like dairy, food, pharmaceutical etc. and consumer goods.

Due to its durability and recyclability, it is favored for long-term investment in public and private infrastructure projects.

The result is a correlation of stainless steel consumption with capital expenditure: As government and private capital spending increases, stainless steel consumption rises.

Domestic stainless steel consumption

India has entered a sweet spot of stainless steel consumption growth. Consumption nearly doubled (84% growth) over five years - from 2.61 Mt in FY 2020-21 to 4.80 Mt in FY 2024-25.

Even as India's per capita stainless steel consumption grew from 2.5 kg in FY 2020-21 to 3.4 kg in FY 2024-25 (+36%), it is still below the global average (~6.5 kg), indicating a potential for sustained consumption growth.

Stainless steel demand drivers

Infrastructure: India's sustained investment in rail, metro, highways, airports, smart cities, renewable energy (e.g., green hydrogen), and industrial corridors continues to fuel stainless steel demand.

Manufacturing and urbanisation: Manufacturing, including autos, appliances, machinery, and urban housing expansion reinforce material demand. Stainless steel plays a vital role in durability and sustainability.

Development of process industries

Projections

3.4

India's per capita consumption of stainless steel (kg), FY 2024-25

4.5-5.5

India's projected per capita consumption of stainless steel (kg), FY 2029-30

4.8

Million tonnes, India's estimated stainless steel consumption, FY 2024-25

6.8

Million tonnes, India's projected stainless steel consumption, FY 2029-30

(Source: ISSDA and CRISIL)

Analysis

WHY SAMBHV'S CAPACITY TO MANUFACTURE ERW STEEL PIPES AT A SINGLE LOCATION IS AT THE CORE OF ITS COMPETITIVE ADVANTAGE

Analysis

HOW SAMBHV IS STRENGTHENING ITS RESPONSIBILITY BY UTILISING MORE CLEAN ENERGY

Overview

The Company manufactures a range of products at a single location in Sarora (Raipur).

This makes it possible for the Company to utilise shared infrastructure and utilities that would otherwise have been required to be expended independently for each product.

The Company's single location comprises the manufacture of intermediate products (sponge iron, mild steel blooms or slabs, HR coils and CR coils) coupled with the downstream manufacture of ERW pipes and tubes, GI/ GP pipes and steel door frames.

This integrated convenience represents a competitive advantage, strengthening margins.

Competitive advantages

Nimble: The integrated facility reduces delivery timelines, making it possible to service customers within short delivery timelines, shrinking the Company's working capital outlay

Recycling: The integrated facility utilises all the scrap generated across its manufacturing activities to produce blooms or slabs, reducing wastage and enhancing product recycling

Shared resources: The integrated facility generates waste heat that is

used to generate green electricity, helping moderate the carbon footprint of the entire unit

Quality: The integrated facility makes it possible to control quality at every production stage, increasingly critical in a world where quality standards are perpetually rising

Carbon footprint: The integrated facility has helped moderate inter-product movement, reducing fuel consumption and carbon footprint

Capital cost: The integrated facility has helped obviate additional investments in a number of facilities, reducing the overall capital cost of manufacture leading to enhanced competitiveness

Overview

The Company is turning to an increased utilisation of renewable energy generated from within its manufacturing unit.

This energy is being driven by waste heat energy that would otherwise have been released into the environment.

The Company invested in a waste heat recovery boiler to enhance

the production of renewable energy and atmospheric fluidised bed combustion to enhance the production of captive energy by using by-products.

Waste heat recovery: The Company utilised the residual heat from the sponge iron kiln as well as steam from the boilers used in power generation to recuperate external energy drawal and reduce greenhouse gas emissions.

AFBC: The Company utilised by-products from sponge iron (dolochar) for power generation through this route, resulting in waste reduction and cost-effectiveness.

The result is that the drawal of power from the state electricity grid has declined. Besides, the cost at which power is generated within the Company is considerably lower than power generated from fossil fuels.

Our clean energy capacity

25

MW, our aggregate captive power generation capacity

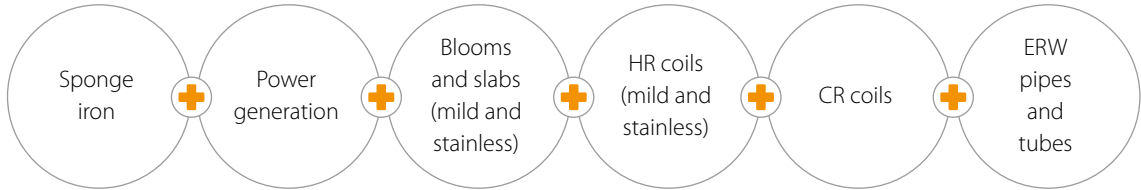
16

MW, our waste heat power generation capacity

9

MW, our AFBC-based power generation capacity

The products we manufacture in our integrated Sarora facility



Our increasing utilisation of captive power*

43.7

% of power consumption generated from within, FY 2023-24

49.6

% of power consumption generated from within, FY 2024-25

*This is for Sarora (Tilda) unit. Kuthrel unit does not have any captive power generation capacity

Competitive advantage

LOGISTICS IS CRITICAL FOR SUCCESS IN THE HOLLOW SECTIONS BUSINESS. SAMBHV IS ATTRACTIVELY PLACED IN THIS REGARD

Logistics as a competitive lever in hollow sections

In the business of steel manufacturing, logistics plays a critical role, considering that for each ton of the end product manufactured, around 3 tonnes of raw material needs to be transported.

In the hollow sections business – where the products is hollow and cannot be stacked as densely, superior logistics helps reduce costs, improve delivery timelines, and facilitate efficient nationwide distribution.

Sambhv's integrated manufacturing footprint, proximate raw materials access, and strong connectivity empowers it to serve diverse markets with speed.

Location-driven supply chain strength

Anchored in India's mineral heartland: Sambhv's manufacturing facilities are located in Chhattisgarh, strategically situated within India's mineral belt. The

plant benefits from a proximity to DRCLO-grade iron ore and thermal coal, essential for sponge iron production.

Long-term raw material security: The Company secured long-term supply agreements with Coal India Limited and NMDC for coal and iron ore supplies. With our manufacturing facilities just 250 km from these coal and iron ore producers, raw material availability remains consistent cost-efficiently.

Seamless connectivity and distribution

Chhattisgarh's central location and well-established road and rail network supports Sambhv's manufacturing operations. The efficient movement of heavy vehicles and finished goods across India reduces lead times, lowers transportation costs, and enables timely customer service a key requirement in the pipes and tubes industry.

Big numbers

250

Km, distance from our manufacturing facilities to coal, iron ore and iron ore pellet supplies

80

% of our raw material supplies accessed from within 250 kms

*DRCLO Directly reduced calibrated lump ore

Competitive advantage

PROCESS INNOVATION THAT HAS HELPED SAMBHV PRODUCE VALUE-ADDED PRODUCTS

Overview

Sambhv implemented a series of process innovations aimed at improving product quality, optimising costs, and reducing a reliance on scarce or expensive raw materials. These innovations empowered the Company to produce diversified value-added products, while promoting resource conservation and sustainable manufacture.

Manufacturing HR coils through the secondary manufacturing route

Sambhv manufactures hot rolled (HR) coils using a secondary steelmaking route, wherein sponge iron is used as a primary input for induction furnaces. This approach reduces the need for quality steel scrap, which is costly and increasingly scarce. By leveraging sponge iron produced in-house the Company has built a cost-effective approach for manufacturing HR coils.

Manufacturing stainless steel using the AOD process

The Company adopted the Argon Oxygen Decarburization (AOD) process for stainless steel production. In this method, scrap and/or virgin raw materials are melted, decarburised, degassed, and refined in an AOD vessel. This ensures the production of high-purity, uniform stainless steel blooms

and slabs. Sambhv is among select players in India equipped to produce stainless steel through the AOD route, empowering it with a technology edge.

Ladle refining for alloy steel products

Sambhv uses a ladle refining furnace to produce high-grade alloy steel. This advanced metallurgical technology enables a precise control over the steel's chemical composition and temperature. The process includes de-oxidation, desulphurization, dephosphorization (inclusion modification) and controlled alloy additions. The result: superior product consistency and mechanical properties.

Energy from waste heat and by-products

Sambhv's power generation is aligned with its sustainability goals and production efficiency targets. A Waste Heat Recovery Boiler-based power plant captures and utilises flue gases from DRI kilns to generate electricity, conserving energy and reducing emissions. An Atmospheric Fluidized Bed Combustion (AFBC) boiler-based power plant uses low-quality fuel generated as a by-product of sponge iron manufacturing. This integrated energy solution reduces waste while ensuring energy self-reliance.

Big numbers

25

MW (16 MW through WHRB and 9 MW through AFBC boiler), utilising sponge iron manufacture by-products as fuel.

60,000

MTPA, stainless steel blooms and slabs manufactured using the AOD process

*AOD: Argon oxygen decarburization

390,000

MTPA, mild steel HR coil manufacturing capacity through the secondary route

Analysis

OUR VALUE CREATION APPROACH AT SAMBHV



Overview

In a rapidly evolving industrial ecosystem, Sambhv Steel recognises that value creation transcends mere financial performance. Our integrated approach ensures that we generate long-term value for all our stakeholders, employees, customers, communities, investors, suppliers, and regulators. This report

presents a comprehensive perspective of how Sambhv Steel has leveraged its operational footprint, sustainability practices, governance systems, and financial resilience to drive inclusive and sustainable value creation. By combining tangible outcomes and strategic foresight, we continue to reinforce our role as a trusted player in India's steel sector.

Principles

1. Measured growth over rampant aggression always prevails

At Sambhv Steel Tubes Limited, we believe in measured, sustainable growth rooted in strategy, discipline, and sound execution. By avoiding unsustainable leaps, we retain a control over our business fundamentals, enabling us to remain resilient in volatile markets and maintain the confidence of stakeholders across economic cycles.

2. Focusing on being the best, over being the biggest, always wins

At Sambhv, our goal is not just to expand our footprint, but to ensure that we deliver industry-leading quality, reliability, and service at every step. By focusing on being the best, in processes, people, and products, we differentiate ourselves in a crowded market. Our emphasis remains on excellence in execution, which naturally drives sustainable growth and market relevance over time.

3. Success is the ability to outperform even in the worst of times.

Sambhv's robust supply chain, conservative capital structure, and value-driven leadership allow us to maintain stability, fulfill commitments, and retain customer trust even in adverse conditions. Our ability to remain profitable and agile when external

conditions deteriorate is a testament to our long-term strategy.

4. After one gets the model right, one needs to scale

Sambhv is positioned to accelerate growth. With our model proven across product lines and markets, we are scaling responsibly and strategically, ensuring that we preserve our core values while enhancing our capacity and reach.

5. Success lies in granular everyday improvements

At Sambhv, we recognise that excellence is not driven by occasional breakthroughs but by constant incremental progress. These granular improvements compound into significant gains. We embed a culture of continuous improvement.

6. Focus on becoming the best over becoming the biggest

Sambhv invests in quality systems, employee training, and technology upgrades to ensure that products and services consistently exceed industry standards. We aim to be recognised for capability, where our standards set benchmarks.

7. Long-term capital efficiency prevails over fleeting margins spike

Sambhv prioritises long-term capital efficiency over short-term arbitrage or opportunistic gains. Our consistent capital

discipline reflects our commitment to creating a business that is financially robust, strategically agile, and built to endure.

8. Excellence is a habit and not an independent goal

Excellence at Sambhv is not a milestone but a mindset, ingrained in our culture and operations. Excellence is about habits, quality checks, process audits, timely deliveries, and ethical decisions, carried out without compromise.

9. Grow fastest but securely without corresponding liabilities

At Sambhv, our growth strategy is centered on speed with safety. Our Balance Sheet and cash flow focus allow us to grow aggressively, yet responsibly. In doing so, we ensure that our growth is not just fast, but also safe, secure, and sustainable.

10. Control as many variables as possible, and then success is a constant

At Sambhv, we strive to manage as many variables as possible: from raw material sourcing to production quality, logistics, and delivery timelines. By reducing a dependence on external uncertainties, we make our business outcomes more consistent and dependable.

Our success drivers

One

Measured growth over rampant aggression always prevails.

Two

Focus on being the best, over being the biggest, always wins.

Three

Success is the ability to outperform even in the worst of times.

Four

After one gets the model right, one needs to scale.

Five

Success lies in granular everyday improvements.

Six

Long-term capital efficiency prevails over fleeting arbitrage.

Seven

Excellence is a habit and not an independent goal.

Eight

Control as many variables as possible and then success is a constant.

Value-creation

THE COMPETITIVE STRENGTHS THAT HAVE EMERGED FROM THE VALUES WITH WHICH WE HAVE GROWN OUR BUSINESS



Experience Promoters and the management team possess a rich experience of the steel sector	Aggregated Single location facility for the manufacture of a range of products	Integrated Operations integrated backwards into the manufacture of raw materials
Location Strategic location of the manufacturing plants, enhancing operational efficiencies	Value-addition Strong process innovation and execution leading to the manufacture of value-added products	Distribution Extensive distribution network across India

Stakeholders we create value for

Employees

Our workforce, including full-time, contract, and casual workers, contributes across manufacturing, logistics, sales, and administrative functions. We invest in skill-building, health, safety, and employee well-being to drive performance and retention.

Customers

Our products serve critical sectors such as construction, infrastructure, agriculture, and industrial applications. With a distributor network spanning 43 partners across 15 States and one Union Territory, we deliver value through reliable supply, customised specifications, and strong after-sales service.

Vendors and suppliers

With our large vendor network, we ensure a streamlined and reliable supply chain. Long-term partnerships and structured procurement contracts enhance quality, cost efficiency, and just-in-time delivery capabilities.

Shareholders and investors

We focus on disciplined capital deployment, backward integration, and efficient asset utilisation to generate healthy returns. The under-leveraged Balance Sheet provides a headroom for sustainable growth and margin expansion.

Communities

We support inclusive development through health camps, local hiring, training initiatives, and CSR programmes. In FY 2024-25, over 8000 lives were touched through our health outreach across Sarora, Kuthrel, Kesda and other surrounding villages.

Governments and regulators

We comply with applicable laws and regulations while contributing to regional economic development. Our investments in infrastructure, employment, and environmental standards align with national priorities.

Introducing our capitals

Natural capital

We optimise the use of raw materials, water, and energy while working to reduce emissions and waste. Our manufacturing units integrate energy-efficient practices and water recycling systems.

Social and Relationship capital

We foster lasting relationships with our customers, suppliers, and communities. Our CSR investments, vendor partnerships, and distributor networks ensure shared value and inclusive impact.

Intellectual capital

In-house coil manufacturing, commissioning of stainless steel and GP coils and pipes, continuous improvement, and digital plant maintenance have enhanced our process excellence and flexibility, supported by technical collaborations in structural profiles and prefabricated components.

Human capital

With 1774 employees, we prioritise skill development, safety, and well-being. Structured training in welding, safety, and equipment handling helps drive productivity and retention, especially among local hires.

Financial capital

With prudent financial management, backward integration, and capacity expansion across product categories, we improve our Return on Capital Employed (RoCE) and maintain sustainable debt levels.

Manufactured capital

Our integrated plant at Sarora, covering iron ore to finished pipes, provides scale and cost efficiency. At Kuthrel, we invested in stainless steel cold rolling and galvanizing capacity to expand our product offerings.

Our value drivers in FY 2024-25

Integrated manufacturing excellence

We maintained cost leadership and quality control by integrating sponge iron, blooms/slabs, hot-rolled coil, cold rolled coil and finished pipe production. In-house HR coils and CR coils fed directly into ERW and galvanizing lines respectively, boosting productivity.

Product versatility and customisation

Our ability to deliver a range of pipe diameters, wall thicknesses, and finishes enabled us to serve varied use cases,

scaffolding, irrigation, prefabricated structures, roofing, and industrial piping.

Distribution strength

A robust network of over 43 distributors, more than 700 dealers and just-in-time logistics enabled us to penetrate 15 States and one Union Territory. Digital tracking systems enhanced dispatch visibility and efficiency.

Capacity expansion and investment

Capacity expansion of all our intermediate and finished products, included the expansion of power plant capacity from

15 MW to 25 MW. The Company achieved the capability to produce stainless steel through backward integration. It commissioned the Kuthrel facility, which has the facility to manufacture stainless steel HRAP and CR coil and galvanizing lines to produce pre-galvanized (GP) coils and GP pipes.

Safety and infrastructure upgrades

We upgraded restrooms, installed new safety signage, and implemented heat mitigation measures across high-risk zones.



Our value report card | FY 2024-25

Financial capital	Manufactured capital	Human capital	Intellectual capital	Social and relationship capital	Natural capital
EBITDA: Sambhv Steel delivered a strong financial performance with an EBITDA of ₹1,546.31 millions, reflecting operational efficiency and disciplined cost control across integrated facilities. Return on Capital Employed (RoCE): The Company achieved our RoCE of 11.94%, showcasing effective capital utilisation. Return on equity (RoE): RoE stood at 12.42%, underlining the Company's ability to generate healthy returns for shareholders.	ERW pipe capacity: The Company achieved a robust ERW pipe manufacturing capacity of 350,000 TPA, serving sectors like construction, irrigation, and industrial piping. Stainless steel CR coil capacity: Sambhv's stainless steel cold rolling mills achieved an installed capacity of 58,000 TPA. Pre-galvanized (GP) coils and pipes capacity: The Company achieved a manufacturing capacity of 100,000 TPA	Workforce strength: Sambhv employed over 2988 personnel, including skilled full-time, contractual, and plant-level staff, across manufacturing and operational roles. Training hours: Employees received 5,395 cumulative person training hours across the safety, process efficiency, and machine handling functions.	R&D Initiatives: R&D initiatives focused on new product development and customisation, Process improvements: Multiple proprietary process enhancements were initiated across all divisions, especially in the galvanizing and forming lines, improving quality consistency and reducing cycle time.	Dealer network: Sambhv expanded its marketing footprint to include 43 active distributors and more than 700 dealers across 15 States and one Union Territory. Vendor base: A strong vendor network enabled the reliable and quality-focused procurement of key raw materials. Community engagement: Over 8000 lives were positively impacted through health camps, sanitation drives, skill development and rural water conservation projects in plant-adjacent communities.	Recycled water use: A large % of water consumed in our operations was treated and reused, minimising freshwater dependence. Energy efficiency: The Company generated 14,30,47,630 KWh of energy through waste heat and by-product utilisation.

Big numbers

14,30,47,630

KWh of energy generated within, FY 2024-25

8,000+

Number of lives positively impacted through various initiatives, FY 2024-25

Enhancing stakeholder value

Employee value	FY22	FY23	FY24	FY25
Employee benefits expense (₹ million)	234.65	414.61	571.33	884.21
The Company invested a progressively larger amount in employee remuneration, underlining its role as a responsible employer				
Community value	FY22	FY23	FY24	FY25
CSR investment (₹ million)	4.54	10.59	14.91	20.82
The Company enriched communities in the geographies of its presence through a complement of CSR programmes				

PART FOUR

OUR BUSINESS DRIVERS

Business driver

MANUFACTURING AND OPERATIONS

Overview

Sambhv’s integrated manufacturing ecosystem comprises a product backward linkage from iron ore to sponge iron to blooms/slabs to hot rolled coils, and forward integration into ERW pipes, tubes, and structural profiles, pre- galvanized (GP) coils and pipes and stainless steel cold rolled coils. The Company operates out of two major industrial hubs in Chhattisgarh, Sarora and Kuthrel, which form the backbone of its scalable and efficient production infrastructure. This integrated set-up allows for a seamless conversion of raw materials into finished goods, internal utilisation of steel coils, and flexibility to cater to B2B and retail demand across India. In FY 2024-25, the Company sustained a high production efficiency, enhanced its capacity utilisation across facilities, and laid the groundwork for downstream value-added expansion.

Strengths

- Integrated operations from iron ore to finished pipes and profiles in the mild steel segment and from blooms/slabs to cold rolled coils in the stainless steel segment helped the Company control input costs and reduce dependence on external vendors for key raw materials like billets and hot rolled coils.

- Proximity to industrial regions and steel corridors in Chhattisgarh and Central India enabled efficient logistics and supply-chain optimisation, reducing turnaround time.
- In-house production of HR coils allowed captive supply to ERW and GP pipe manufacturing lines, streamlining the process and maintaining consistent product quality.

- The Company maintained flexibility in manufacturing across a wide range of sizes and specifications, meeting demand from sectors like construction, agriculture, industrial usage, and infrastructure projects.
- Ongoing investments in backward and forward integration, especially in stainless steel and galvanizing facilities, positioned the Company for long-term margins enhancement and value-addition.

Highlights, FY 2024-25

- Increased production capacity utilisation across the Sarora and Kuthrel units, driven by strong offtake in ERW black pipes, GP pipes, and stainless steel CR coils.
 - Continued backward integration with capacity enhancement of sponge iron and blooms/slabs production feeding in-house HR coil rolling, improving control over cost and quality.
 - Capacity enhancement of the power plant to increase use of captive power
- Commissioning of stainless steel cold rolling and galvanizing lines at the Kuthrel facility, targeting the production of value-added products like stainless steel CR coils, GP coils and GP pipes in FY 2025-26.
 - Maintained product quality certifications and strengthened safety protocols through regular audits and training.

Outlook

Sambhv aims to capitalise on its integrated steel manufacturing model with the commissioning of an additional

capacity for stainless steel cold rolled coils and galvanized coils at its Kuthrel plant. The Company will focus on digital transformation in operations, adoption of sustainable practices in energy usage, and the expansion of automation in material handling to improve productivity. With a growing demand from construction, agriculture, and infrastructure sectors, Sambhv is positioned to scale efficiently and deliver superior quality steel solutions to a broader customer base.

Big numbers					
ERW black pipes and tubes		Stainless steel CR Coils		Pre-galvanize (GP) pipes	
3,50,000	70.55	58,000	47.97	1,00,000	36.99
MTPA, production capacity, FY 2024-25	% of capacity utilisation, FY 2024-25	MTPA, production capacity, FY 2024-25	% of capacity utilisation, FY 2024-25	MTPA, production capacity, FY 2024-25	% of capacity utilisation, FY 2024-25

Business driver

SUPPLY CHAIN AND PROCUREMENT

Overview

At Sambhv, supply chain is not just a functional backbone; it is a strategic pillar aligned with our growth ambition. The successful commissioning of Kiln-4 in September 2024, which expanded our DRI capacity from 105,000 MTPA to 280,000 MTPA, scaled our raw material requirements and reinforced the need for an agile, end-to-end supply chain.

Our integrated supply chain spans upstream procurement, in-plant logistics, and downstream distribution. With two strategically located manufacturing units at Sarora and Kuthrel in Chhattisgarh, proximity to raw material sources and key markets enabled us to manage costs, reduce lead times, and respond swiftly to demand shifts. Supported by digital systems and a wide distributor cum dealer footprint, our supply chain ensures continuity, flexibility, and customer satisfaction.

Strengths

- Strategic location:** Integrated facilities at Sarora and Kuthrel offer logistics advantages for inbound and outbound movement, reducing transportation cost and transit time.
- Robust raw material sourcing:** Long-term tie-ups with NMDC and SECL, along with a growing base of private and diversified suppliers, ensure input security and sourcing agility.

- Operational integration:** In-house production and handling of sponge iron, blooms/slabs, HR coils, CR coils and GP coils enables seamless production planning and inventory alignment.
- Pan-India distribution network:** 43 distributors and 700+ dealers across 15 States and 1 Union Territory ensure last-mile reach and a faster order fulfilment.

- Bulk dispatch capability:** Well-developed warehousing and yard infrastructure support large-volume deliveries and temporary stockholding for infrastructure clients.
- Digital enablement:** ERP-integrated inventory management and real-time shipment tracking improve resource planning and customer visibility.

Highlights of FY 2024-25

- Smooth ramp-up of raw material volumes post commissioning of Kiln-4 and expansion of blooms/slabs capacity without disrupting operations.
 - Introduction of bundled pre-packaging for coils to reduce handling time and damage during transit.
 - Transition to a diversified coal procurement model, improving fuel quality and kiln efficiency.
 - Strengthened partnerships with logistics providers for dedicated fleet allocation during peak dispatch periods.
- Enhanced coordination between procurement, operations, and logistics to maintain service continuity and inventory buffers.

Outlook

As we scale operations and diversify our product portfolio, supply chain will remain a key enabler of operational excellence and cost leadership. On the procurement front, we will focus on:

- Long-term tie-ups for iron ore pellets to enhance process stability
- Selective global sourcing for cost-effective and quality inputs

- Improved material performance tracking and landed cost monitoring
 - Reducing working capital by optimising inventory buffers and cycles
- On the distribution side, the emphasis will be on:
- Expanding regional stock points and distributorship presence in high-growth states such as Gujarat, Rajasthan, and Andhra Pradesh
 - Automating dispatch planning and investing in vehicle tracking tools
 - Strengthening digital CRM platforms to align dealer servicing with market demand

Big numbers, FY 2024-25				
43	700+	2	1	1
Distributors across 15 States and 1 Union Territory	Dealers across 15 States and 1 Union Territory	Integrated manufacturing units located at Sarora and Kuthrel	ERP-enabled inventory control system implemented across operations.	Bundled pre-packaging system introduced for coils

Business driver

SALES AND DISTRIBUTION

Overview

At Sambhv, our sales and distribution strategy focuses on penetrating India's rapidly growing steel-consuming markets with a strong, trust-driven distributor and dealer network and a robust product range. Our approach is rooted in local accessibility, product diversity, and reliable distribution, ensuring that Sambhv's pipes, tubes, and stainless steel coils are available where the demand is most intense, across infrastructure, real estate, industrial, and agricultural applications. With a strong presence in over 15 States and 1 Union Territory, and a strategically nurtured network of 43 distributors and 700+ dealers, we remain agile and customer-centric in a competitive marketplace.

Strengths

- Extensive dealer and distributor network:** Sambhv has built a distribution network comprising 43 distributors and over 700 dealers across 15 States and 1 Union Territory, giving it a deep market penetration in Tier I to Tier III cities. This enables high responsiveness and efficient delivery to construction, agriculture, and industrial end-users.
- Diverse product portfolio:** From ERW Black Pipes to Galvanized Iron (GI) Pipes, CRFH Sections, Steel Door Frames, GP coils, GP pipes and Stainless Steel CR Coils, Sambhv offers differentiated steel solutions across industries. This diversity fuels cross-selling opportunities and shields revenue from sector-specific downturns.
- Brand visibility:** Sambhv has steadily increased its brand recall through distributor and dealer meets, exhibitions, rural marketing, and product demonstrations, particularly in high-growth states like Chhattisgarh, Madhya Pradesh, Gujarat, Maharashtra, Uttar Pradesh, Rajasthan and Haryana .
- Sales approach:** The Company offers custom length and diameter options, timely dispatch, and technical sales support, enhancing customer retention and satisfaction.

Highlights, FY 2024-25

- Expansion in new territories:** Strengthened presence in North India and parts of South India, improving geographic reach.
- 700+ dealer milestone:** Crossed the 700-dealer mark, significantly improving last-mile availability and order velocity.
- Product line push:** Increased uptake of pipes and tubes as well as stainless steel cold rolled coils and GP coils via targeted B2C and B2B outreach.
- Customised offerings:** Launched pre-cut and customised bundles for project sites to reduce wastage and handling cost for customers.
- Outlook**
Sambhv aims to enhance its market presence further through strategic distributor onboarding, digital marketing, and B2B institutional sales. With planned capacity additions at Kesda and Kuthrel and deeper inroads into high-growth regions, the Company is targeting double-digit percentage volume growth. Future initiatives will include rural-focused marketing programs, technical training for distributor and dealer sales teams,. Sambhv is poised to evolve from a regional player into a national steel solutions brand, powered by product trust, distribution strength, and customer-first execution.

Big numbers

15,113.55

₹ in millions , revenue from operations FY 2024-25

12,857.57

₹ in millions , revenue from operations FY 2023-24

290,581

MTPA, total sales volume FY 2024-25

223,262

MTPA, total sales volume FY 2023-24

Business driver

PRODUCT DEVELOPMENT AND INNOVATION

Overview

Sambhv has consistently aligned its product development strategy with evolving customer needs and sector-specific trends. The Company's core strength lies in its ability to customise, adapt, and innovate across its steel product portfolio, ranging from ERW black pipes to pre-galvanized coils and pipes, structural profiles, and stainless-steel solutions. With manufacturing flexibility, backward integration, and a strong distributor cum dealer network, Sambhv has developed a responsive ecosystem that fosters innovation across utility, form, and application. FY 2024-25 marked another year of proactive product diversification, quality enhancements, and value-added offerings that reinforced the Company's positioning in the mid-sized domestic steel segment.

Strengths

- Customisation capabilities across pipe diameter, wall thickness, and lengths enabled the Company to serve a broad range of applications in construction, water distribution, irrigation, scaffolding, and industrial piping.
 - The in-house production of hot-rolled and cold-rolled coils ensured tight control over product grades and
- input quality, allowing flexibility in product design for downstream units.

 - Integrated cold rolling and galvanizing lines enhanced the ability to offer rust-resistant, precision-finished products suited for exterior infrastructure, roofing, and fencing applications.
 - Strong distributor and dealer feedback and field testing drove
- iterative improvements in product formats, packaging, and logistics handling, especially for ERW and GP segments.

 - Collaboration with technical consultants and end users supported development of specific product lines, such as square and rectangular hollow sections for pre-fabricated structures and lightweight steel frames.

Highlights, FY 2024-25

- Strengthened the production of cold-rolled coils, galvanized coils and pre-galvanized (GP) pipes, with improved finish and corrosion resistance, boosting sales in roofing and industrial cladding segments.
 - Achieved the capability to produce stainless steel
 - Enhanced the dimensional precision in ERW pipe production for industrial use cases, supported by investments in forming and sizing technology.
 - Introduced bundling and pre-cutting services for select customers in
- project-based industries to reduce their fabrication costs and on-site handling.

 - Expanded the structural product range with a focus on CRFH sections for modular fabrication and pre-engineered buildings (PEBs), meeting the rising demand in warehousing and infrastructure applications.
 - Received positive distributor and dealer feedback on product packaging and durability upgrades, helping improve shelf presence and customer satisfaction.
- Outlook**
Sambhv aims to scale its product innovation initiatives with a focus on sustainability, customisation, and application efficiency. A planned expansion of stainless steel cold rolling and galvanizing capacity will facilitate the increased volumes of value-added products,. The Company is evaluating R&D alliances to explore green steel processing, zinc-aluminium coatings, and alloy steel pipes and tubes as a part of its roadmap to future-ready, high-performance steel products. Through sustained innovation, Sambhv will continue to deliver versatile steel solutions that align with India's industrial and infrastructural aspirations.

Business driver

OUR MARKETING CAPABILITIES

Overview

FY 2024-25 was a pivotal year for Sambhv, a year that marked not just business growth, but a strategic shift in how the brand positioned itself within India’s steel and infrastructure landscape. As the Company prepared for its Initial Public Offering (IPO), marketing took centre stage as a driver of visibility and a vehicle of trust.

The challenge at the beginning of the financial year was clear: how do we evolve from a strong regional presence into a brand with national recognition, credibility, and emotional resonance, not just with trade partners, but also with institutional investors, analysts, and aspiring shareholders?

Instead of approaching marketing as a visibility play alone, Sambhv embraced a more foundational ambition: to build emotional equity and thought leadership in the pre-IPO phase. The goal was to project Sambhv not only as a steel manufacturer but as a values-led, future-ready institution aligned with India’s growth story.

Strengths and forward priorities

Brand equity: A resonant and differentiated brand voice built on integrity, grit, and ambition.

Content engine: A scalable content creation model that powers consistent, multi-platform engagement.

Trade trust: A dealer and distributor ecosystem that believes in the brand and co-creates success.

Looking ahead to FY 2025-26, the function’s top priorities include:

Amplifying Sambhv’s IPO Positioning: Cementing trust in the brand’s new identity as a listed company.

Content 2.0: Expanding short-form content and video case studies for newer audiences and deeper connect.

Trade channel innovation: Launching advanced CRM tools, co-branded initiatives, and loyalty platforms.

Digital transformation: Building performance dashboards that link marketing ROI to topline, engagement, and investor traction.

Dual focus

Sambhv adopted a segmented marketing strategy, balancing long-term brand-building with tactical engagement across its trade ecosystem.

On the one hand, the Company focused on brand marketing, crafting a corporate narrative rooted in Sambhv’s journey, values, and leadership vision. On the other, it strengthened product and trade marketing, deepening an engagement with dealers, distributors, and fabricators through focused campaigns, communication toolkits, and loyalty programs.

This dual approach allowed Sambhv to widen its audience, engage across multiple channels, and foster brand

consistency at scale-from the boardroom to the shop floor.

Strategic marketing pillars and execution

Content-first brand building: Sambhv placed storytelling at the core of its marketing playbook. The belief was simple: a brand that is transparent, consistent, and relatable earns trust, especially in a capital market environment.

To this end, the Company developed a content engine that powered short-form and long-form storytelling across platforms. Reels, interviews, event highlights, behind-the-scenes clips, and thought leadership videos created a multi-format content library that

served investors, partners, and internal stakeholders alike.

One standout initiative was ‘Profit Pe Charcha’, a unique on-ground event that merged finance education with brand storytelling. Hosted by Sambhv’s Chairman, Mr. Suresh Kumar Goyal, and financial expert Sanjay Kathuria, the event was covered by News18 Gujarati and later repurposed into a series of high-performing digital assets. These included three long-format films on YouTube, and over eight reels and short-form videos across Meta and WhatsApp. The event reinforced Sambhv’s philosophy of financial prudence and positioned its brand as credible and value-driven.

Another critical pillar was the Chairman’s Thought Leadership Series, where his

interviews on ET NOW and ET NOW Swadesh helped project Sambhv as more than a steel business: a visionary force committed to ethical growth and national progress. These interviews were strategically cut into multiple content formats, creating consistent engagement across LinkedIn and YouTube.

A collaboration with renowned influencer Kamyra Jani added an aspirational dimension to Sambhv’s communication. Through a candid conversation with the Chairman, the brand reached out to a younger, aspirational investor base. The campaign focused on ambition, ethics, and national contribution, themes that aligned seamlessly with Sambhv’s IPO narrative.

Amplifying the brand

To ensure top-of-mind recall in the pre-IPO phase, Sambhv rolled out aggressive above-the-line campaigns. The brand’s core message, Sab Sambhv Hai, was not just a slogan but a belief system rooted in hard work, resilience, and ethical growth.

Advertising campaigns ran across leading business dailies such as The Economic Times, Business Standard, Business World, and Moneycontrol. Simultaneously, the brand invested in high-impact out-of-home (OOH) advertising across key cities, including Mumbai, Pune, Surat, Ahmedabad, Baroda, Rajkot, and Raipur.

Strategic airport branding at Ahmedabad and Raipur reinforced visibility among business travellers and prospective investors, enhancing recall.

Sambhv made a mark in trade magazines and expos, consolidating its positioning among India’s steel and construction ecosystem.

Strengthening trade engagement

Sambhv’s marketing success is attributed to its close connect with channel partners. Through a series of distributors, dealers, retailers’ and fabricators meets, incentive-based loyalty programs, and customised communication kits, the Company ensured its dealer-distributor network remained motivated, aligned, and brand-committed.

The rollout of visual merchandising and co-branded in-store collaterals helped increase brand salience. Sambhv did not just build relationships, it created an environment of mutual growth and loyalty among trade stakeholders.

Digital marketing and performance campaigns

FY 2024-25 saw a major evolution in Sambhv’s digital marketing. The Company implemented a platform-specific digital strategy that aligned tightly with investor expectations and the IPO timeline.

- On LinkedIn, Sambhv shared thought leadership, industry commentary, and corporate milestones, targeting institutional stakeholders and professionals.
- On Meta (Facebook and Instagram) and YouTube, the Company published reels, corporate films, influencer videos, and event highlights to create mass-market trust and relatability.
- A strong performance marketing campaign ran across Disney+ Hotstar, Google Display Network, Meta Ads, YouTube, and Inshorts, using data-backed targeting and retargeting to reach millions of retail investors and next-gen entrepreneurs.

Conclusion: From visibility to value

In FY 2024-25, Sambhv redefined its marketing playbook. From product promotion to purpose-driven storytelling, the brand built an emotional bridge with stakeholders and established itself as a resilient, values-led player in the steel ecosystem. In doing so, it laid not just the foundation for a successful IPO, but for long-term brand value distructiveness that is expected to continue growing.

Performance metrics: Marketing in numbers

Sambhv’s strategic content and digital campaigns delivered impressive results during the IPO build-up:

ERW black pipes and tubes	YouTube and Google displays	Social media growth	Campaign reach
7.5 Million+ ThruPlays	6.47 Million total impressions	22,000+ Followers on Facebook	OVER 12 MILLION INVESTORS REACHED
7.4 Million+ full video completions	4.47 Million views	28,000+ Followers on Instagram	BUILT ROBUST TRUST AND DIGITAL ENGAGEMENT ACROSS CHANNELS
73.9 %, CTR on high-intent retargeting layers	68.99 % view rate	4,200+ Followers on LinkedIn	

Active engagement through posts, stories, and reels across platforms

These outcomes validated Sambhv’s positioning as a credible, purpose-led brand with a strong digital equity.

Business driver

TALENT MANAGEMENT AT SAMBHV

Overview

At Sambhv, our human resources function is a strategic enabler of long-term value creation. The overarching objective is to maximise talent effectiveness by ensuring that the right people are in the right roles, equipped with the right skills and aligned with business goals. Our comprehensive Talent Management Framework integrates strategic alignment, dynamic allocation of human capital, employee engagement, inclusive culture-building and continuous capability enhancement.

Human Resources has played a pivotal role in shaping Sambhv’s culture of accountability, productivity and inclusiveness. Our people practices are geared toward fostering individual growth, institutional effectiveness and long-term retention.

HR philosophy and policy

- We believe that our people are our most vital assets. Our HR philosophy reflects a blend of modernity and tradition, embracing innovation and technology while nurturing the values of integrity, participation and mutual respect.

- Our Human resource policy manual serves as an internal guidebook for consistent implementation of our policies. It ensures that employees across all units are aligned to the Company’s expectations, values and operational standards.

- The core HR goal is to promote a high-performing, satisfied and future-ready workforce that contributes meaningfully to Sambhv’s vision of sustained growth and operational excellence.

Key HR practices and systems

Sambhv has built an integrated ecosystem of HR practices designed to attract, engage and retain top talent. Some of the key practices include:

- Structured recruitment and selection processes
- Robust induction and orientation programs
- Effective payroll and leave policies
- Safety footwear and protective gear distribution
- Customised mobile, transport and dress code policies
- Grievance redressal and anti-harassment mechanisms
- Reward and recognition frameworks

- Guest house accommodation and canteen policies
- Leadership mentoring and performance appraisal mechanisms
- Clear Code of Conduct and misconduct management protocols

HR initiatives in FY 2024-25

During the year under review, Sambhv introduced new initiatives to improve operational efficiency and employee experience:

Workplace efficiency: Provision of lunch for Tube Mill employees within the unit to reduce travel time and increase uptime.

Compliance and security: Background verification of new hires through a third-party agency.

Digital transformation: Implementation of MyGate Visitor Management System

for enhanced site security and visitor tracking.

Learning and development

Sambhv is committed to evolve into a learning organisation. We continue to invest in the upskilling and reskilling of our workforce through:

- Structured training programs based on regular needs analysis
- On-the-job training, toolbox talks and mock drills
- Recruitment of trainees, Graduate Engineer Trainees and Diploma Engineer Trainees
- Cross-functional knowledge sharing
- Performance assessments and targeted development interventions

Leadership development and succession

To nurture future leaders, Sambhv integrated leadership development into its broader performance architecture. The Company runs structured leadership development programs, empowers individuals with accountability, and ensures regular mentoring and feedback sessions. Promotions and recognitions are linked to performance, enabling a pipeline of capable leaders ready to assume higher responsibilities.

Employee engagement and well-being

Sambhv follows a people-first approach that encourages a balanced and fulfilling work environment. The organisation promotes leave utilisation and work-life balance, supports employee well-being through wellness initiatives and recreational programs, and celebrates personal and professional milestones such as birthdays and Foundation Day. Family-inclusive events, like Holi Milan, reinforce a sense of community and belonging.

Talent protection and retention

Sambhv remains committed to protecting and retaining its talent through fair and transparent annual performance appraisals and timely increments. The Company recognises employee

efforts through regular promotions and appreciation. It also supports its workforce during emergencies with salary advances, and improves workplace amenities, such as quality canteen services and upgraded accommodation facilities.

Workforce profile and recruitment standards

Sambhv maintains a young, motivated and technically skilled workforce. Recruitment standards emphasise transparency, meritocracy and cultural alignment. Background checks, technical evaluations and cultural fit assessments are integral to hiring.

Efforts are ongoing to address growing accommodation and transportation needs as more employees join from other States. During FY 2024-25, additional hostels and buses were deployed to support this expansion.

HR response to organisational challenges

At the start of FY 2024-25, the Company faced challenges such as accommodation constraints, rising attrition and readiness for the upcoming IPO. These were addressed through:

- Expansion of bachelor and staff accommodation
- Enhanced transportation facilities from Raipur and hostels

- Engagement initiatives like People First and Jagriti Abhiyan
- Reward and recognition programs
- Training and development sessions for plant renovation readiness

Workplace conduct and integrity standards

Sambhv instituted a defined Code of Conduct to maintain discipline, ethical behaviour and workplace integrity. Employees are expected to uphold:

- Absolute integrity and commitment to duty
- Compliance with company policies, safety norms and lawful orders
- Prohibition on misconduct including fraud, insubordination, harassment, or substance abuse

Our zero-tolerance stance towards unethical behaviour was reinforced through consistent policy communication and accountability mechanisms.

Outlook

Sambhv’s HR practices continue to evolve in sync with our business needs and people aspirations. We are building a culture of excellence marked by mutual respect, innovation, empowerment and well-being. As we look ahead, we remain committed to creating a future-ready workforce capable of driving Sambhv’s growth ambitions in the years to come.

Big numbers

Employees

Year	FY23	FY 24	FY25
Employees	784	1111	1774

Average age

Year	FY23	FY 24	FY25
Average age	33	33	33

*Total age of all employees / total number of employees

Employees by gender

Year	FY23	FY 24	FY25
Male	98.75%	97.57%	98.80%
Female	1.25%	2.43%	1.2%

Employees by age group

Year	FY23	FY 24	FY25
Age group 22-35	64.34%	60.85%	63.96%
Age group 36-45	22.82%	24.03%	23.28%
Age group 46-60	8.98%	9.90%	8.02%
Below 22	3.87%	5.22%	4.74%

Profile of employees as per education

Year	FY23	FY 24	FY25
Graduates	25%	27.36%	26.28%
Masters	4%	4.5%	4.25%
Engineers	6%	6.21%	5.67%
MBAs	2%	1.62%	1.36%
Chartered accountants			0.16%
Under-graduate	63%	60.31%	62.27%

Person-hours spent towards training

Year	FY23	FY 24	FY25
Training in person hours	3178	3837	5395

*Considering: Induction - 3 hours, Shop Floor - 0.5 hours, Classroom - 3 hours, Mockdrill - 2 hours

Retention rate (%)

Year	FY23	FY 24	FY25
People retention rate in %	58%	66%	54%

*(Number of employees at the end of the year - new hires during the period) (Number of employees at the start of the year)

Employees by tenure

Year	FY23	FY 24	FY25
More than 5 years (as % of total)	78	117	187

Health and safety - incidents

Year	FY23	FY 24	FY25
Incidents	2	2	5

Average remuneration

Year	FY23	FY 24	FY25
Average remuneration (₹)	3,02,433	3,35,710	3,73,257

*Yearly salary paid / average employee (beginning and last month of FY)

Training courses expenditure

Year	FY23	FY 24	FY25
Training courses expenditure (₹)	424800	519200	566400

*ANM consultant year charges

Person-years of organisational experience

Year	FY23	FY 24	FY25
Person-years of experience	9287	12879	20360
Average	11.58	11.59	11.10

Nationality mix of employees

Year	FY23	FY 24	FY25
Indian %	100%	100%	100%
Non-Indian %	-	-	-

Environmental, Health and Safety (EHS)

ENSURING RESPONSIBLE OPERATIONS FOR A RESILIENT FUTURE

Overview

Sambhv professes a commitment to responsible industrial operations, balancing high-volume manufacturing with proactive environmental stewardship, occupational health, and stringent safety practices. The Company's EHS policy emphasises a compliance with environmental norms, continuous monitoring of workplace hazards, and improvement in living and working conditions across its integrated facilities. During FY 2024-25, significant investments were made in strengthening EHS infrastructure, community health, and risk mitigation protocols.



Importance of environmental management

Environmental management plays a critical role in the steel industry due to its high consumption of energy, raw materials, and water, as well as its potential for generating emissions, effluents, and solid waste. At Sambhv, our environmental strategies extend beyond compliance. They are designed to reduce operating costs, enhance our social licence to operate, and secure the long-term resilience of our business. Our primary environmental focus areas include air emissions, wastewater, solid waste, and noise pollution, each of which is monitored closely through systemic interventions.

Sustainability philosophy and vision

Our environmental philosophy is guided by the principle of sustainable development. We seek to integrate environmental considerations at every stage of the value chain, from raw material sourcing to end-of-life product management. We strive to minimise our footprint through efficient resource utilisation, proactive pollution prevention, and strict compliance with all applicable laws. Our vision is to be a globally admired steelmaker that delivers quality products while maintaining the highest standards of environmental care and safety.

Operational pollutants and environmental risks

The steelmaking process generates pollutants across multiple dimensions:

- Air:** Particulate matter (PM), fugitive dust, sulphur oxides (SOx), nitrogen oxides (NOx), and greenhouse gases (CO₂, CH₄, CO)
- Water:** Effluents containing sludge, used oil, sulphides, and organic compounds
- Solid waste:** Slag, mill scale, and hazardous materials like used oil and e-waste
- Noise:** High decibel levels from operational machinery impacting shop floor workers

Pollution control

Across five years, Sambhvh has invested significantly in pollution control infrastructure and process improvements. In air quality management. It installed electrostatic precipitators, bag filters, and dry fogging systems. Scrubbers are deployed to treat gaseous emissions, and Waste Heat Recovery Boiler (WHRB) based power plants reduce greenhouse gas emissions. Road dust is managed through sweeping and watering protocols, while green belts serve as natural filters.

Water pollution is addressed through a Zero Liquid Discharge approach, enabled by effluent treatment plants and closed-loop water systems. We also harvest rainwater and monitor effluent quality continuously through online systems.

Solid waste management includes slag reuse in construction, steel scrap recycling in induction furnaces, responsible disposal of hazardous waste, and certified handling of e-waste. Noise is reduced by ensuring regular equipment maintenance, including lubrication and timely part replacement.

Tracking progress

We have observed a consistent decline in emissions and waste intensity, driven by our investment in pollution control systems and process efficiency. Though detailed quantitative disclosures are under review, trends indicate:

- Reduced greenhouse gas emissions through WHRB based power plants
- Declining particulate and NOx emissions
- Sustained zero-discharge status for wastewater
- Efficient utilisation of solid waste and scrap

Benchmark norms

- PM10: $\leq 100 \mu\text{g}/\text{m}^3$ | PM2.5: $\leq 60 \mu\text{g}/\text{m}^3$
- SO₂: $\leq 80 \mu\text{g}/\text{m}^3$ | NO₂: $\leq 80 \mu\text{g}/\text{m}^3$
- Solid waste and effluent disposal standards as per CECB approvals

Efficient resource use

Key resources used in our operations include iron ore, coal, and steel scrap for steelmaking, along with dolomite and

alloying elements for product quality. Induction furnaces require significant electricity, while water is essential for cooling, dust control, and power generation.

We implemented a multi-pronged approach to improve efficiency. Steel scrap is recovered and reused in a closed loop. Enhanced casting and rolling accuracy helps reduce reprocessing. Slag and dolochar are used for construction and energy. WHRB and AFBC-based power plants reduce external energy dependence, while rainwater harvesting and closed water cycles limit freshwater consumption.

Commitment to green cover

Sambhvh is committed to expanding and preserving green spaces across its units. Annual plantation drives target the planting of over 1,000 trees with high survival rates. Green belts around plant boundaries and within internal spaces enhance biodiversity and reduce dust. Water-efficient landscaping is supported by reuse of treated wastewater, and rainwater harvesting helps recharge groundwater.

Awareness and capacity building

Sambhvh promotes a strong safety culture through regular training, toolbox talks, signage, and clear SOPs. Grievance redressal and feedback channels are maintained to encourage open communication. Mock drills based on On-Site Emergency Plans (OSEPs) assess and strengthen preparedness.

Infrastructure and investments

Substantial investments have been made in fire detection systems, toxic gas detectors, emergency escape infrastructure, and PPE distribution. Real-time air quality and temperature monitoring tools, reinforced walkways,

and safety simulation infrastructure have been introduced. CCTV surveillance ensures additional oversight in high-risk zones.

Promoting a Culture of safety

Employee engagement activities such as Safety Week and Fire Service Week help build a safety-first mindset. Recognition is given to individuals and teams who demonstrate safety leadership. Contractors receive the same safety training and monitoring as regular staff, ensuring uniform standards.

Monitoring and compliance

We track safety performance through metrics such as accident frequency, severity rates, near-miss reporting, and

accident-free man-hours. Over the last five years, reportable incidents have declined while accident-free hours have steadily risen.

Compliance is ensured through internal audits, regulatory inspections, and ISO certifications. Sambhvh is certified for ISO 45001:2018 (OHS), ISO 14001:2015 (Environment), ISO 9001:2015 (Quality), and ISO 50001:2018 (Energy). Violations, when they occur, are addressed through structured root-cause analysis and corrective actions, including retraining and process upgrades.

Safety management

At Sambhvh, safety is foundational to our operational ethos. Operating in a high-risk industry involving molten metals, high temperatures, complex machinery, and hazardous materials, we are committed to providing a safe, secure, and health-conscious environment for all stakeholders.

Safety is a priority across all operational zones, especially in areas with heightened risk, including:

Steel melting shops: High-temperature molten metal, crane operations, and material handling pose serious risks.

Rolling mills and tube mills: Mechanical hazards such as splinters, rotating parts, and hydraulic pressure demand rigorous safety systems.

Sponge iron and power plants: These facilities involve combustible gases, high heat, pressurised systems, and flammable materials.

Electrical rooms and control systems: Potential for electrocution, equipment failure, and process disruption.

Material handling and storage areas: Injuries may arise from improper lifting, falling objects, or hazardous chemical exposure.

Confined spaces: Oxygen-deficient environments or gas build-up can endanger lives.

Emergency scenarios: Fire, explosion, structural failure, and toxic releases require robust preparedness systems.

Safety policy and guiding principles

Our Occupational Health & Safety (OHS) policy complies with ISO 45001:2018 and statutory requirements under the Factories Act. Key tenets of the policy include a Zero Harm vision, leadership

commitment, regulatory adherence, and behaviour-based safety. We actively engage stakeholders, enforce contractor safety protocols, and maintain readiness for emergencies such as fires, chemical leaks, and structural failures.

Embedding safety into business strategy

Safety performance is a strategic priority, monitored regularly by the Board. Dedicated safety teams operate across units to oversee implementation, compliance, and audits. Safety is embedded into project planning, training, and performance reviews, ensuring organisation-wide alignment.

Health and well-being

Sambhvh views employee health as a strategic and moral priority. The nature of steelmaking exposes employees to risks such as toxic fumes, high noise, extreme heat, and repetitive physical tasks. Accordingly, we have developed a robust occupational health management system.

Potential health risks in steel manufacturing

In an industrial environment like ours, several operational activities may compromise health if not effectively controlled. These include:

Exposure to fumes and particulate matter: Welding, cutting, rolling, and pickling operations release metallic fumes and airborne particles, which can cause respiratory problems if proper ventilation and PPE are not employed.

Noise and vibration: Continuous exposure to high-decibel machinery can lead to hearing loss or fatigue, especially without adequate auditory protection.

Heat and humidity: Working near furnaces or during peak summer months can lead to dehydration, heat exhaustion, or heatstroke without adequate cooling measures.

Chemical handling: Contact with acids, lubricants, and other chemicals used in surface treatment and pickling poses inhalation, skin, and eye hazards.

Manual and repetitive motion: Repetitive lifting, bending, and handling heavy loads without ergonomic support may result in musculoskeletal disorders.

Preventive health measures

To safeguard workers, Sambhvh has deployed fume extractors and mandates the use of PPE. Hearing protection and rotational job scheduling are employed in noisy areas. Hydration stations and cooling breaks help manage heat stress. Ergonomic aids such as cranes and lifters reduce manual strain, while training ensures safe work practices.

Employee health initiatives

We offer periodic medical checks aligned with statutory norms, including bi-annual eye tests for crane operators and annual health screenings for all eligible employees. First-aid training is conducted monthly. A 24x7 Occupational Health Centre provides on-site medical care, while awareness drives promote hygiene and wellness.

Healthcare coverage

All eligible employees are covered under ESIC. For others, Sambhvh facilitates access to personal insurance through tie-ups with reputed providers and organises enrollment camps to simplify access.

Extended and differentiated interventions

Annual health checks are encouraged for all employees. Medical camps are also conducted for family members to extend preventive care beyond the workplace. Monthly monitoring of OHC data helps identify health trends and proactively address concerns.

Measuring health outcomes

We track key indicators such as medical check-up participation, OHC footfall, and training attendance. Over the last five years, employee participation in health programmes has tripled, reflecting a growing culture of trust, awareness, and institutional readiness to support worker wellness.

Together, our environment, safety, and health initiatives form a cohesive, enterprise-wide EHS strategy, enabling sustainable growth, operational integrity, and the protection of all who contribute to our journey.

Social responsibility

SAMBHV: DRIVING INCLUSIVE PROGRESS THROUGH PURPOSE, PEOPLE, AND PLANET



Big numbers, FY 2024-25

20.82
₹ million CSR expenditure

14.91
₹ million CSR expenditure, FY 2023-24

6
Health Camps and 3,100+ beneficiaries

5000+
Youths trained

Overview

At Sambhv, Corporate Social Responsibility (CSR) is aligned with our Environmental, Social and Governance (ESG) priorities. We believe sustainable growth is possible only when we create measurable value for all stakeholders, communities, the environment, and the economy. Anchored by our philosophy of ‘Sab Sambhv Hai’ (Everything is possible), our integrated CSR-ESG framework focuses on inclusive rural development, climate-conscious manufacturing, transparent governance, and the well-being of our employees and surrounding communities.

Governance and CSR Oversight

- A dedicated CSR Committee of the Board, chaired by an Independent Director, oversees the formulation and execution of CSR policies.
- On-ground implementation is managed by Ms. Sheetal Goyal, CSR Head, supported by a cross-functional team including HR, Finance, Safety, and Communications.
- The Company partners grassroots NGOs, gram panchayats, educational institutions, and healthcare providers to ensure impactful delivery and accountability.

Key programmes, FY 2024-25

Education and youth development

- Sponsored four full-time schoolteachers and distributed classroom furniture and sports kits in rural schools.
- Organised the Sambhv Sports Fest, involving 14 schools and 450+ student-athletes, and introduced the annual ‘Sambhv Chakra’ trophy.

Healthcare and nutrition

- Conducted six multi-specialty health camps across Chhattisgarh, providing free ECGs, dental, eye, and general check-ups to over 3,100 villagers.
- Facilitated 31 cataract surgeries in partnership with Shri Ganesh Vinayak Eye Hospital.
- Organised prenatal nutrition camps for 80+ pregnant women, supplying iron/calcium kits and dietary counselling.

Sanitation and drinking water

- Installed a 24,000-litre/day RO water plant at Raipur Central Jail for inmate and staff use.

- Distributed sanitary pad vending machines and ran menstrual hygiene awareness drives.

Women empowerment and livelihood

- Supplied sewing machines to local self-help groups and conducted tailoring and skill training programs.
- Vocational training in welding and safety provided to 5,000+ youth via Sambhv Foundation partnership.

Village development and infrastructure

- Supported road patching, drain repairs, pond cleaning, and streetlight installation in villages like Sarora, Parsada, and Biladi.
- Commissioned public infrastructure such as Mangal Bhavan (community hall) and continued support to Sambhv Seva Hospital.

Environment and biodiversity

- Tree plantation drives, water desilting, and environment awareness campaigns

were conducted in association with Gram Panchayats.

- Complied with guidelines from the Chhattisgarh Environment Conservation Board and SL-EIAA for environmental responsibility in operations.

Cultural and heritage promotion

- Sponsored regional dance, drama, and visual art competitions to preserve Chhattisgarh’s folk traditions and indigenous identity.

ESG alignment and safety

- Upgraded the Occupational Health Centre at Sarora with new equipment (₹14 lakh investment).
- Improved PPE usage, emergency preparedness, and safety protocols across manufacturing lines.
- Third-party and internal audits showed 95%+ EHS compliance.

Focus area	Highlights
Health and sanitation	6 camps, 3,100+ beneficiaries, 31 cataract surgeries
Education	14 schools impacted, 4 teachers funded, sports infrastructure upgraded
Skill development	5,000+ youth trained in welding and safety
Village development	Drainage, lighting, water, and hospital infrastructure support
Environment	Tree plantation, desilting, waste management initiatives
Women empowerment	SHG support, nutrition camps, vocational training
Safety and occupational health	Plant health centre upgraded, zero reportable incidents

Partnerships and governance

Sambhv collaborated with:



The transparent execution and audit frameworks allowed each program to be mapped to specific impact KPIs and aligned with relevant UN Sustainable Development Goals (SDGs).

Outlook

Sambhv will expand its CSR-ESG initiatives with a sharper focus on measurable impact, digital tracking, and rural inclusion. Priorities include

scaling renewable energy adoption in operations, enhancing skill linkages with employment, and embedding ESG criteria into supplier assessment and manufacturing decisions. By

strengthening the interlink between purpose and performance, Sambhv aims to remain a catalyst for shared value and sustainable transformation.

SAMBHV STEEL TUBES LIMITED

(FORMERLY KNOWN AS SAMBHV STEEL TUBES PRIVATE LIMITED AND
SAMBHV SPONGE POWER PRIVATE LIMITED)

CIN: U27320CT2017PLC007918

Registered Office: No. 501 to 511 Harshit Corporate, Amanaka, Raipur, Chattisgarh, India, 492001

Website: www.sambhv.com Email: cs@sambhv.com Tel. No.- 0771-2222360

Notice is hereby given that the Eighth Annual General Meeting ("AGM") of Sambhv Steel Tubes Limited ("the Company" or "Sambhv") will be held on Monday, September 29, 2025, at 11:30 a.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS

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

2. ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

3. RE-APPOINTMENT OF A DIRECTOR

To appoint a Director in place of Mr. Bhavesh Khetan (DIN: 10249740), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. APPOINTMENT OF SECRETARIAL AUDITORS

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with applicable provisions of the Companies Act, 2013, each as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ('Board'), M/s Agrawal & Agrawal, Practicing Company Secretaries having Firm Registration No. P2005CG001100, be and is hereby appointed as the Secretarial Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 13th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 through

the Financial Year 2029-30, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board and/or any person authorised by the Board, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/ or otherwise considered by them to be in the best interest of the Company."

5. RATIFICATION OF REMUNERATION OF COST AUDITORS:

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹35000/- applicable taxes and reimbursement of out-of-pocket expenses payable to M/s AS Rao & Co., Cost Accountants (Firm Registration No. 000326), who, based on the recommendation(s) of the Audit Committee, have been appointed by the Board of Directors of the Company ('Board'), as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2026.

RESOLVED FURTHER THAT the Board and/or any person authorised by the Board, be and is hereby authorised severally to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution."

6. APPOINTMENT OF MR. SARBESH KUMAR DAS (DIN: 03613327) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT in compliance with Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, each as amended (the "Companies Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), and other applicable law and pursuant to the provisions of the articles of association of the Company, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sarbesh Kumar Das (DIN: 03613327), who possesses relevant expertise and experience and has signified his consent to act as an independent director of the Company, and submitted a declaration that he meet(s) the criteria for appointment of an independent director under the Companies Act and the SEBI Listing Regulations and is otherwise eligible for appointment, and who was appointed as an Additional Director of the Company with effect from August 30, 2025 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto four consecutive years commencing from August 30, 2025, and ending on August 30, 2029, in which he shall not be liable to retire by rotation and he shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof, in terms of the appointment letter or as may be determined by the Board from time to time."

7. APPOINTMENT OF MR. SAURABH PATIL (DIN: 11265825) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT Mr. Saurabh Patil (DIN: 11265825) who was appointed as an Additional Director and also as an Executive Director of the Company by the Board of Directors with effect from August 30, 2025 and who holds the office up to the date of the Annual General Meeting in terms of Section 161(1) and other applicable provisions of the Companies Act, 2013 ('the Act') read with rules framed thereunder [including any modification(s) or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

8. APPROVAL FOR INCREASE IN MANAGERIAL REMUNERATION OF MR. BHAVESH KHETAN, EXECUTIVE DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company at this Annual General Meeting be and is hereby accorded to increase the managerial remuneration payable to Mr. Bhavesh Khetan, Executive Director (DIN: 10249740), with effect from August 1, 2025, on the revised terms and conditions of appointment and material terms of which are set out in the Explanatory Statement to this Notice of the 8th Annual General Meeting and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay Mr. Bhavesh Khetan remuneration, including salary, allowances, perquisites, and other benefits, as specified in the Explanatory Statement, as minimum remuneration, subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted Committee thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including filing necessary forms with the Registrar of Companies and obtaining any requisite approvals."

SAMBHV STEEL TUBES LIMITED
CIN: U27320CT2017PLC007918
Office No. 501 to 511 Harshit Corporate,
Amanaka, Raipur, Chattisgarh, India, 492001
Tel: 0771-2222360
cs@sambhv.com
www.sambhv.com

**By order of the Board of Directors
For, Sambhv Steel Tubes Limited**

Sd/-
Niraj Shrivastava
Company Secretary & Compliance Officer
Membership No.- FCS- F 8459
Date : August 30, 2025

NOTES :

1. The Ministry of Corporate Affairs ("MCA") has, vide Circular Nos. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and other applicable circulars including General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (MCA) (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), AGM be convened through video conferencing ("VC") or other audio visual means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the applicable provisions of the Act and the SEBI Listing Regulations read with aforesaid Circulars (MCA Circulars and SEBI Circulars), the 8th Annual General Meeting of the Company will be held through VC/OAVM on Monday, September 29, 2025, at 11:30 AM (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Office No. 501 to 511 Harshit Corporate, Amanaka, Raipur, Chattisgarh, India, 492001.

2. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide VC/OAVM (Video Conferencing) and e-Voting facility for the e-AGM.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules made thereunder, Secretarial Standard on General Meetings (SS-2) and SEBI Listing Regulations wherever applicable, in respect of the items of Special Business set out in the notice, is annexed hereto and forms part of the Notice.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/ OAVM pursuant to the aforesaid Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map of the venue of AGM are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their votes through e-Voting.
5. In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and aforesaid

Circulars, Notice of the 8th AGM along with Annual Report 2024-25 are being sent only through electronic mode to those Members whose e-mail addresses are registered with Company/ Depository Participant(s). The Company shall send physical copy of the Annual Report 2024-25 to the Members who specifically request for the same by sending an email at cs@sambhv.com . Members may note that the Annual Report 2024-25 containing Notice, Financial Statements and Other Documents will also be available on the website of the Company (www.sambhv.com), website of CDSL (www.evotingindia.com) and on the websites of the Stock Exchanges, i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India (www.nseindia.com).

6. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's RTA, Kfin Technologies Limited, having its registered office at Selenium Tower B, Plot Nos. 31 & 32 Financial District Nanakramguda Serilingampally Mandal, Hyderabad - 500032, India, e-mail: einward.ris@kfinetech.com
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 8th Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL.
8. The Members can join the AGM through the VC / OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a scanned copy (PDF/JPEG format) of

the certified copy of Board Resolution authorising their representative(s) to attend the 8th AGM through VC / OAVM on their behalf and to cast their vote through e-Voting. Such documents can be sent to the Company at cs@sambhv.com.

11. All the documents which are relevant and referred in the Notice and Explanatory Statement of the 8th AGM shall be available at the Registered Office of the Company for Inspection without any fee during the normal working hours on all working days, up to the date of AGM of the Company.
12. The relevant details of director seeking reappointment under Item No. 3,6,7 as required under Regulations 36(3) of SEBI Listing Regulations read with applicable provisions of the Companies Act, 2013 and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, are given separately as an Annexure to this Notice.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Agreements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the Annual General Meeting
14. Any person, who acquires shares of the Company and become Member of the Company after the dispatch of the Notice of 8th AGM by email and holds shares as on Monday, September 22, 2025 ("cut-off date") may obtain the User login ID and password by sending a request to the Company's RTA at inward.ris@kfintech.com by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with CDSL for remote e-Voting then you can use your existing User ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evotingindia.com.
15. The Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the depositories as on Monday, September 22, 2025 (cut-off date) only shall be entitled to avail the facility of remote e-Voting or e-Voting during the AGM
16. Mr. Rohtash Kumar Agrawal, (Membership No. F5537, COP No.- 4015), Proprietor of M/s. Rohtash Agrawal & Co., Unique Code- S2001CG034400, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the entire e-Voting process (remote e-Voting and e-Voting at the AGM) in a fair and transparent manner.
17. The Scrutinizer shall immediately after the conclusion of e-Voting at the 8th AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against,

invalid votes, if any, to the Chairman. The voting results declared along with Scrutinizer's Report will be announced within two working days of the conclusion of AGM. The said results shall be placed on the Company's website at www.sambhv.com and simultaneously intimated to the CDSL and National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). The Scrutinizer's decision on the validity of votes cast will be final.

18. General instructions for accessing and participating in the 8th AGM through VC / OAVM facility and voting through electronic means including remote e-Voting:

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Thursday, September 26, 2025 at 9:00AM and ends on Sunday, September 28, 2025 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 22, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast

their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Type of shareholders	Login Method
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Sambhv Steel Tubes Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ❖ The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- ❖ It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- ❖ Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@sambhv.com / cs@sambhv.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. 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 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@sambhv.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@sambhv.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT

Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act')

The following Statement sets out all material facts relating to Item Nos. 4, 5, 6, 7 and 8 mentioned in the accompanying Notice.

Item No. 4

Appointment Of Secretarial Auditors

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on August 30, 2025 have recommended and approved subject to approval of Members, appointment of M/s. Agrawal & Agrawal, Practicing Company Secretaries, (Firm registration number P2005CG001100) as Secretarial Auditors for a term of 5(Five) consecutive years from April 1, 2025 till March 31, 2030.

Brief Profile of the Secretarial Auditor

M/s Agrawal & Agrawal, Company Secretaries, Raipur, is a partnership firm, registered as a Practicing Company Secretaries firm in India with the Institute of Company Secretaries of India (ICSI), having experience of over 20 years in handling complex legal issues touching on almost all aspects of Indian Corporate law, is an integrated service law firm focused on corporate laws, we have immense knowledge and experience in dealing with matters related with Company Law, Legal Due Diligence, Joint Ventures, Mergers, Takeover and Acquisitions etc. The firm engaged in compliances, approvals from various government departments including approvals from the Registrar of Companies, Ministry of Corporate Affairs, Regional Director (RD), National Company Law Tribunal (NCLT), Reserve Bank of India (RBI) etc. we have been in the forefront of the corporate sphere, having advised and represented corporate clients from across India, through a combination of hand holding and guidance.

The firm is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

M/s Agrawal & Agrawal, has been the Secretarial Auditors of the Company since FY 2021-2022 and as part of their Secretarial audit they have demonstrated their expertise and proficiency in handling Secretarial audits of the Company till date.

M/s Agrawal & Agrawal, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980

and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Terms and conditions of appointment & remuneration:

- a) **Term of appointment:** 5(Five) consecutive years commencing from April 1, 2025 up to March 31, 2030.
- b) **Remuneration:** ₹0.050 million (Rupees fifty thousand only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Years ending March 31, 2026 and March 31, 2027. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

Fee for subsequent year(s): As determined by the Audit Committee and/or the Board of Directors.

c) Basis of recommendations:

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Partners in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

Basis the rationale and justification provided above, the Board recommends Ordinary resolution under Item No. 4 of the accompanying Notice for approval of Members.

Item No.5

Ratification of remuneration to Cost Auditors for financial year ending 31st March, 2026

The Board of Directors of the Company, on the recommendation of the Audit Committee, at their meeting held on 24th April, 2025, approved the appointment of M/s AS Rao & Co., Cost Accountants (Firm Registration No. 000326) as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026 at a remuneration of ₹0.035 million (Rupees Thirty Five Thousand) plus payment of applicable taxes and reimbursement of out-of-pocket expenses incurred by the Cost Auditors in connection with the aforesaid audit.

In terms of the provisions of Section 148(3) of the Act read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to ratify the remuneration proposed to be paid to the Cost Auditors.

None of the Directors or Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

Item No.6

Appointment of Mr. Sarbesh Kumar Das as an independent director of the company:

The Board of Directors of the Company had appointed of Mr. Sarbesh Kumar Das as an Additional Director (Non- Executive Independent Director) of the Company with effect from August 30, 2025. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sarbesh Kumar Das shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto four years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Sarbesh Kumar Das signifying his candidature as an Independent Director of the Company.

Mr. Sarbesh Kumar Das holds a bachelor's degree in science - Physics from Ravenshaw College (Utkal University) in Cuttack, holds a masters in science – Physics from Ravenshaw College Utkal University) in Cuttack, master's in public administration from Utkal University, Bhubaneswar and post graduate diploma in Sales & Marketing from Bhavan's College of Communication & Management from Kolkata.

Also attended Special Management Training Program for PSU Senior Executives from IIM Kolkata, South Korea and Vietnam . He has rich experience over 35 years in Mining / Steel Industries and managing Medium/Large Business Units/Organisations and formulation and implementation of Business, Marketing/ Sales, Procurement and Pricing strategies. He was previously associated as Whole Time Director in NMDC Limited. He is currently associated as Independent Director on the Board of Tirupati Medicare Limited and The Odisha State Police Housing and Welfare Corporation Limited.

The Company has received a declaration of independence from Mr. Sarbesh Kumar Das. In the opinion of the Board, Mr. Sarbesh Kumar Das fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.sambhv.com

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Sarbesh Kumar Das, are concerned or

interested (financially or otherwise) in this Resolution. The Board commends the Special Resolution set out at Item no. 6 for approval of the Members.

Item No. 7

Appointment of Mr. Saurabh Patil as an Executive Director of the company:

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company, identified Mr. Saurabh Patil's (DIN: 11265825), having over two decades experience in project management, operations, and leadership, primarily in the steel and manufacturing sectors, meets the skills and capabilities required for the role of Director of the Company. Based on the recommendation of the NRC, the Board of Directors at its Meeting held on August 30, 2025, appointed Mr. Saurabh Patil (DIN: 11265825) as an Additional Director (- Executive, Non-Independent) of the Company with effect from August 30, 2025.

In terms of Section 161(1) of the Act and Articles of Association of the Company, Mr. Saurabh Patil holds office up to the date of this Annual General Meeting ('AGM') and is eligible for appointment as a Director. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

Mr. Saurabh Patil holds a bachelor's degree in computer applications from Pt. Makhanlal Univeristy and a master's degree in Business Administration from Pt. Ravishankar Shukla University, Raipur. He has over two decades experience in project management, operations, and leadership, primarily in the steel and manufacturing sectors. He was previously associated with as General Manager of Ganpati Ispat Private Limited since 2010 to 2025, Deputy Manager at HDFC Bank in the year 2007 and as a Unit Manager at ICICI Prudential in the 2005 to 2007. He is associated with our Company as Assistant Vice President in the SMS Division since April 2025.

Mr. Saurabh Patil has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to appointment by the Members. Further, he has also confirmed that he is not debarred from holding the office of a director pursuant to any SEBI Order or any such Authority. The Board is of the opinion that Mr. Saurabh Patil possesses the identified core skills, expertise and competencies fundamental for effective functioning in his role as a Director of the Company and considers that the association of Mr. Saurabh Patil would be of immense benefit to the Company. In compliance with the provisions of the Act and Regulation 17 of the SEBI Listing Regulations, the appointment of Mr. Saurabh Patil as a Director is now being placed before the Members for their approval. The Board commends the Ordinary Resolution set out in Item No. 7 of the accompanying Notice for approval of the Members. None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Saurabh Patil and his relatives, are concerned or interested, financially or otherwise, in the resolution

set out at Item No. 7 of the accompanying Notice. Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the ICSI are annexed to this Notice.

Item No. 8

Approval for Increase In Managerial Remuneration Of Mr. Bhavesh Khetan, Executive Director

The Board of Directors, at its meeting held on August, based on the recommendation of the Nomination and Remuneration Committee, has approved the proposal to increase the remuneration of Mr. Bhavesh Khetan, Executive Director (DIN: 10249740), with effect from August 1, 2025, for the period of 5 years, subject to the approval of the shareholders at this Annual General Meeting.

Current and Proposed Remuneration:

- ❖ **Current Remuneration:** Remuneration paid was ₹0.75 million per month.
- ❖ **Proposed Remuneration:** The proposed remuneration is ₹1.00 Million per month.
- ❖ **Rationale for Increase:** The proposed increase in remuneration is justified considering Mr. Bhavesh Khetan's significant contributions to the Company's growth, strategic leadership, and industry expertise, which have enhanced the Company's performance and market position.
- ❖ **Terms & Conditions:**
 - I. The executive Director is entitled to reimbursement of all actual expenses as per the Rules of the Company including on entertainment and travelling incurred in the course of Company's business.
 - II. The Executive Director is entitled to avail fully paid leaves as per the Rules of the Company as applicable to the senior executives.

- III. The Executive Director is entitled all the benefits under the schemes, privileges and amenities as are granted to the managerial personnel as per Companies Act, 2013 and its rules, regulations in force from time to time.
- IV. The Executive Director is not entitled to payment of any sitting fees for attending the Board Meetings or Committee meetings thereof.
- V. The appointment shall be terminated by the Company by giving him six months' notice or on payment of six months' basic salary in lieu thereof and by him by giving six months' notice.
- VI. For other terms and conditions not specifically spelt out above, the provisions of Companies Act and rules shall be applicable.

Compliance with Companies Act, 2013:

The proposed remuneration exceeds the limits prescribed under Section 197 of the Companies Act, 2013 (i.e., the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed,—(A) one per cent. of the net profits of the company, if there is a managing or whole-time director or manager or 11% for all managerial personnel, as applicable). In case of inadequacy of profits, the remuneration will comply with the limits specified in Schedule V of the Companies Act, 2013, or as approved by the shareholders.

Interest of Directors:

Except Mr. Bhavesh Khetan, who is interested in this resolution to the extent of the remuneration payable to him, no other Director, Key Managerial Personnel, or their relatives have any direct or indirect interest in this resolution.

The Board recommends the Special Resolution for your approval.

ANNEXURES (As per Note No. 12 of the Notice)

Details of Directors seeking appointment/re-appointment at the 8th Annual General Meeting to be held on September 29, 2025

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2)]

Agenda Item no.	3
Name of Director	Mr. Bhavesh Khetan
Category	Executive Director
Director Identification Number (DIN)	10249740
Date of Birth and Age	January 8, 1989
Nationality	Indian
Residential Address (along with Phone, Fax and Email)	E-18, Behind Krishana Adlab Cinema, Samta Colony, in front of Sankalp Vatika Garden, Raipur, Chhattisgarh 492 001, India
Educational/ Professional Qualifications	He holds a bachelor's degree in commerce from Pt. Ravishankar Shukla University, Raipur
Expertise in specific functional area	he was associated as a proprietor with Vinayak Traders which is involved in trading of iron, scrap and coal

First appointment on the Board of the Company	July 22,2023
Date of appointment in current designation	July 22,2023
Terms and Conditions of Appointment	Liable to retire by rotation
Remuneration details	0.75 million per month
Number of shares held in the Company (including shareholding as a beneficial owner) as on 31 March 2025	4,666,660
Relationship with other Directors/Manager/ Key Managerial Personnel	NIL
Number of Board Meetings attended during the Financial Year 2024-2025	16/16
Directorships held in other Companies in India	NIL
Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	NIL
Chairmanships/Memberships of the Committees of other Listed and public limited companies as on 31 March 2025:	
Audit Committee	NIL
Stakeholders' Relationship Committee	NIL
Nomination and Remuneration Committee	NIL
CSR Committee	NIL
Other Committee(s)	NIL
Brief Resume of Director	He holds a bachelor's degree in commerce from Pt. Ravi Shankar Shukla University, Raipur. Prior to joining our Company, he was associated as a proprietor with Vinayak Traders which is involved in trading of iron, scrap and coal. He has over 10 years of experience in trading of iron, scrap and coal.
Listed entities from which the person has resigned in the past three years	NIL

Agenda Item no.	6
Name of Director	Mr. Sarbesh Kumar Das
Category	Independent Director
Director Identification Number (DIN)	03613327
Date of Birth and Age	August 29,1954
Nationality	Indian
Residential Address (along with Phone, Fax and Email)	Jyothi manor, 41 - Srinagar colony, Flat no -401, Hyderabad - 500073, Telangana, India
Educational/ Professional Qualifications	He holds a bachelor's degree in science - Physics from Ravenshaw College (Utkal University) in Cuttack, holds a masters in science – Physics from Ravenshaw College (Utkal University) in Cuttack, master's in public administration from Utkal University, Bhubaneshwar and post graduate diploma in Sales & Marketing from Bhavan's College of Communication & Management from Kolkata. Also attended Special Management Training Program for PSU Senior Executives from IIM Kolkata, South Korea and Vietnam .

Expertise in specific functional area	Have rich experience over 35 years in Mining / Steel Industries and managing Medium/Large Business Units/Organisations and formulation and implementation of Business, Marketing/Sales, Procurement and Pricing strategies.
First appointment on the Board of the Company	August 30, 2025
Date of appointment in current designation	August 30, 2025
Terms and Conditions of Appointment	Not Liable to retire by rotation
Remuneration details	-
Number of shares held in the Company (including shareholding as a beneficial owner) as on 31 March 2025:	NIL
Relationship with other Directors/Manager/ Key Managerial Personnel	NIL
Number of Board Meetings attended during the Financial Year 2024-2025	NIL
Directorships held in other Companies in India	NIL
Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	NIL
Chairmanships/Memberships of the Committees of other Listed and public limited companies as on 31 March 2025:	
Audit Committee	Tirupati Medicare Limited
Stakeholders' Relationship Committee	NIL
Nomination and Remuneration Committee	Tirupati Medicare Limited
CSR Committee	The Odisha State Police Housing and Welfare Corporation Limited
Other Committee(s)	NIL
Brief Resume of Director	Mr. Sarbesh Kumar Das holds a bachelor's degree in science - Physics from Ravenshaw College (Utkal University) in Cuttack, holds a masters in science – Physics from Ravenshaw College (Utkal University) in Cuttack, master's in public administration from Utkal University, Bhubaneswar and post graduate diploma in Sales & Marketing from Bhavan's College of Communication & Management from Kolkata. Also attended Special Management Training Program for PSU Senior Executives from IIM Kolkata, South Korea and Vietnam. He has rich experience over 35 years in Mining / Steel Industries and managing Medium/Large Business Units/Organisations and formulation and implementation of Business, Marketing/Sales, Procurement and Pricing strategies. He was previously associated as Whole Time Director in NMDC Limited. He is currently associated as Independent Director on the Board of Tirupati Medicare Limited and The Odisha State Police Housing and Welfare Corporation Limited.
Listed entities from which the person has resigned in the past three years	NIL

Agenda Item no.	7
Name of Director	Mr. Saurabh Patil
Category	Executive Director
Director Identification Number (DIN)	11265825
Date of Birth and Age	July 12, 1982
Nationality	Indian
Residential Address (along with Phone, Fax and Email)	House No. MIG -8, Mahavir Nagar, Shreeya Kunj, Telibandha, Raipur (C.G.)-492001
Educational/ Professional Qualifications	He holds a bachelor's degree in computer applications from Pt. Makhnalal University and a master's degree in Business Administration from Pt. Ravishankar Shukla University, Raipur.
Expertise in specific functional area	He was previously associated with as General Manager of Ganpati Ispat Private Limited since 2010 to 2025, Deputy Manager at HDFC Bank in the year 2007 and as a Unit Manager at ICICI Prudential in the 2005 to 2007.
First appointment on the Board of the Company	August 30, 2025
Date of appointment in current designation	August 30, 2025
Terms and Conditions of Appointment	Liable to retire by rotation
Remuneration details	3 million per annum
Number of shares held in the Company (including shareholding as a beneficial owner) as on 31 March 2025:	NIL
Relationship with other Directors/Manager/ Key Managerial Personnel	NIL
Number of Board Meetings attended during the Financial Year 2024-2025	NIL
Directorships held in other Companies in India	NIL
Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	NIL
Chairmanships/Memberships of the Committees of other Listed and public limited companies as on 31 March 2025:	
Audit Committee	NIL
Stakeholders' Relationship Committee	NIL
Nomination and Remuneration Committee	NIL
CSR Committee	NIL
Other Committee(s)	NIL
Brief Resume of Director	Mr. Saurabh Patil holds a bachelor's degree in computer applications from Pt. Makhnalal University and a master's degree in Business Administration from Pt. Ravishankar Shukla University, Raipur. He has over two decades experience in project management, operations, and leadership, primarily in the steel and manufacturing sectors. He was previously associated with as General Manager of Ganpati Ispat Private Limited since 2010 to 2025, Deputy Manager at HDFC Bank in the year 2007 and as a Unit Manager at ICICI Prudential in the 2005 to 2007. He is associated with our Company as Assistant Vice President in the SMS Division since April 2025.
Listed entities from which the person has resigned in the past three years	NIL

DIRECTORS' REPORT

To
The Members,
Sambhv Steel Tubes Limited

Your Directors have pleasure in presenting their 8th Annual Report of Sambhv Steel Tubes Limited on business and operation of your company along with the audited Consolidated and Standalone Financial Statements for the Financial Year ended March 31, 2025.

1. FINANCIAL PERFORMANCE :

The Audited Financial Statements of your Company as on March 31, 2025, are prepared in accordance with the relevant applicable Indian Accounting Standards ("IND AS") and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

The key highlights of Standalone and Consolidated financial performance for the year ended March 31, 2025, as compared with the previous year is summarized below:

(Amt. in Million)

Financial Results	Standalone		Consolidated	
	2024 – 25	2023 – 24	2024 – 25	2023 – 24*
Revenue from Operations	15,113.55	12,857.57	15,113.55	-
Other Income	64.88	36.18	53.46	-
Total Revenue	15,178.43	12,893.75	15,167.01	-
Profit before Depreciation, Finance Costs and Tax Expense	1,611.19	1,634.90	1,598.28	-
Less : Finance Cost	477.78	318.15	472.94	-
Depreciation & Amortization	343.83	209.10	343.54	-
Exceptional Items	-	-	-	-
Share of profit / (loss) of equity accounted investees (net of tax)	-	-	(0.01)	-
Profit Before Tax (PBT)	789.58	1,107.65	781.79	-
Less: Tax Expenses	209.14	283.26	209.14	-
Profit After Tax (PAT)	580.44	824.39	572.65	-
Paid Up Share Capital	2,410.02	2,410.02	2,410.02	-
Reserves & Surplus	2,550.44	1,972.80	2,543.39	-
Earnings Per Share (EPS) (Face Value Per Share ₹10/- Each)	2.41	3.79	2.38	-

Note: All Figures are in millions except Earnings Per Share.

*There were no subsidiary and associate companies for the Financial Year 2023-24

2. DIVIDEND:

i. Dividend Distribution Policy

In terms of Regulation 43A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the board of directors of the company has formulated and adopted the dividend distribution policy (the "Policy"). The copy of Policy is available on website of company at <https://sambhv.com/corporate-governance/>

ii. Dividend

In the view of the requirements of own funds for expansion of business of the company, the directors of the company does not recommended dividend for the Financial Year Ended on March 31, 2025.

3. TRANSFER TO RESERVE :

No amount is proposed to be transferred to the reserves during the year under review.

4. OPERATIONS & PERFORMANCE OVERVIEW :

India's manufacturing economy has experienced significant growth, with the steel industry serving as a cornerstone due to its critical role in infrastructure, automotive, and construction sectors. As one of the world's top steel producers, India benefits from abundant raw materials like iron ore and a robust domestic demand driven by rapid urbanization and government initiatives like "Make in India."

India's steel sector stands at a pivotal juncture backed by strong domestic demand, rising production, strategic

investments, and a drive towards sustainability. As the nation continues to invest in infrastructure and push forward with industrialisation, steel will remain a cornerstone of India's economic transformation.

India, one of the fastest-growing markets, reached a steel pipe consumption of 13.56 million tons in 2024. According to IMARC Group, this is expected to grow to 27.76 million tons by 2033, at a CAGR of 7.65% during 2025–2033. Growth is being driven by rapid infrastructure development, expanding oil and gas projects, rising exports, government initiatives, and increasing demand for both seamless and welded pipes.

Sambhv Steel Tubes Limited is a leading domestic manufacturer of electric resistance welded ("ERW") steel pipes and structural tubes (hollow sections) and stainless steel coils, operating two strategically located, backward-integrated facilities in Raipur, Chhattisgarh.

As a backward integrated player, Sambhv created a new segment in the Industry and continued its high growth by expanding the production capacities of existing products and also diversifying the product portfolio in the last financial year.

In Fiscal 2025, the company expanded its portfolio by commencing production of galvanized (GP) coils, pre-galvanized (GP) pipes, and stainless steel HRAP and CR coils using captively produced stainless-steel blooms/slabs.

The revenue from operations saw a 17.5% increase compared to the previous financial year reflecting healthy volume growth. EBITDA for FY 25 stood at ₹1546.31 million, marginally lower than ₹1598.72 million in the last fiscal year and net profit was ₹580.44 million, against ₹824.39 million the previous year. Operating cash flow for FY 25 stood at ₹1273.79 million, against ₹1424.28 million in the previous year.

On a per-tonne basis, EBITDA dropped to ₹5,321 from ₹7,161, mainly due to weaker price realization in steel pipes and tubes during Q2 and Q3. This pressure was largely driven by increased HR coil imports, which squeezed margins despite higher sales volumes.

Fueled by robust domestic demand, increasing production, strategic investments, and a commitment to sustainability, your Company is proactively fostering long-term customer partnerships while expanding its network with new collaborations. The Board of Directors is confident in the Company's promising outlook, anticipating enhanced performance and revenue growth in the upcoming year. They are optimistic that these initiatives will drive sustained success and long-term growth for the Company.

5. CHANGE IN THE NATURE OF THE BUSINESS, IF ANY:

During the year under review, there was no change in the nature of the business of the Company.

6. DEMATERIALISATION OF SHARES:

The breakup of the Equity Shares held in dematerialized and physical form as on March 31, 2025 is as follows:

MODE	SHARES	% to Capital
Shares in Demat mode with NSDL	213,702,899	88.67
Shares in Demat mode with CDSL	24,825,101	10.30
Shares in Physical mode	2,474,000	1.03
Total	241,002,000	100

The Company ISIN No. is INE12NJ01018, and Registrar and Share Transfer Agent is KFin Technologies Limited.

7. DEPOSITS FROM PUBLIC:

During the year under review, the Company has neither accepted nor renewed any deposits pursuant to the provisions of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 including any modification, amendment and re-enactment thereto for the time being in force from the public.

8. MATERIAL CHANGES AND COMMITMENT:

There have been material changes and commitments, which affect the financial position of the Company during the year under review

Further following are the material changes happened during the year under review:

- ❖ During the Year, the Company has converted from Private Limited Company to Public Company at EOGM held on April 24, 2024, in addition the Company has made Alteration in the Memorandum of Association and in Article of Association by changing the name of the company from Sambhv Steel Tubes Private Limited to Sambhv Steel Tubes Limited.
- ❖ During the Year, the Company has increased its Authorised share capital from 2500 million to 10,000 million EOGM held on August 28, 2024. In addition the Company has made Alteration in Clause 5 of Memorandum of Association.
- ❖ During the Year, the Company has made Certain Alteration in Article of Association to align it with the SEBI Regulation at EOGM held on August 28, 2024.
- ❖ The Members of the Company in Pursuance to Section 23, 62(1)(C) and applicable Provision of Companies Act, 2013 has passed Special Resolution in the EOGM held on September 12, 2024 to approve Initial Public Offer of the Equity Shares of the Company.
- ❖ During the year, the Company increased the installed capacity of sponge iron to 280,000 MTPA, increased the installed capacity of HR coil to 390,000 MTPA, allocated the installed capacity of blooms/slabs for mild steel to

300,000 MTPA, increased the installed capacity of ERW and GI pipes to 350,000 MTPA and increased installed capacity of captive power plant to 25 MW.

- ❖ The Company further Commissioned production of GP coils, GP pipes, SS HRAP coils, SS CR coils and stainless steel blooms/slabs with installed capacity of 60,000 MTPA and stainless steel HR coil with installed capacity of 60,000 MTPA
- ❖ The Company acquired 100% of the equity share capital of Sambhv Tubes Private Limited, our Subsidiary pursuant to share purchase agreement dated September 13, 2024.
- ❖ The Company acquired 26% of the equity share capital of Clean Max Opia Private Limited, our Associate pursuant to energy supply and share purchase agreement dated September 20, 2024.

9. INITIAL PUBLIC OFFER (IPO) OF EQUITY SHARES AND LISTING ON STOCK EXCHANGES:

The Company successfully launched its Initial Public Offering (IPO), raising an aggregate amount of ₹5400 Million, comprising a fresh issue of equity shares aggregating up to ₹4400 Million and an offer for sale of equity shares aggregating up to ₹1000 Million. The equity shares of the Company have been listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on July 2, 2025, and are currently traded on the said Exchanges under the following codes:

- ❖ **BSE Scrip Code:** 544430
- ❖ **NSE Scrip Symbol:** SAMBHV

The proceeds from the IPO were utilised to meet various objectives, including the pre-payment or scheduled repayment of certain outstanding borrowings availed by the Company and for general corporate purposes.

In pursuant to the SEBI Regulations, the company has appointed CARE Ratings Limited as Monitoring Agency.

10. CHANGE IN SHARE CAPITAL:

Authorised Capital:

As on March 31, 2025 the authorised capital of the Company stood at ₹10000 Million divided into 1,000,000,000 equity shares of Face Value of ₹10/- each.

During the financial year, the company has increased its authorised share capital from ₹2500 Million divided into 250,000,000 Equity Shares of Face Value of ₹10/- Each to ₹10000 Million divided into 1,000,000,000 Equity Shares of Face Value of ₹10/- each.

Paid-up Capital:

As on March 31, 2025, the paid up capital of the Company is ₹2410.02 Million divided into 241,002,000 equity shares of Face Value of ₹10/- each.

Further, the Company has raised funds aggregating to ₹5400 Million through an Initial Public Offering (IPO) of its equity shares by allotting 65,864,549 equity shares, comprising an offer for sale of 12,195,120 equity shares and a fresh issue of 53,669,429 equity shares out of which 53,446,115 were issued at an offer price of ₹82/- per equity share to all the allottees and 223,314 equity shares were issued at an offer price of ₹78/- per equity share, after a discount of ₹4/- per equity share to eligible employees.

Consequently, as on date the paid-up share capital of the Company increased from ₹2,410.02 Million, divided into 241,002,000 equity shares of ₹10/- each, to ₹2,946.71 Million, divided into 294,671,429 equity shares of ₹10/- each.

11. CONVERSION INTO PUBLIC LIMITED COMPANY:

The Company has been converted into a "Public Company" pursuant to the approval of the Members at the Extra Ordinary General Meeting held on April 24, 2024, with effect from the same date. Subsequently, the Company received a fresh Certificate of Incorporation consequent upon conversion from a Private Company to a Public Company, issued by the Registrar of Companies on July 9, 2024.

12. WEB LINK OF ANNUAL RETURN:

The Company is having website i.e. www.sambhv.com and annual return of Company has been published on such website.

13. SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATES

As on March 31, 2025, the Company has one wholly owned Subsidiary namely Sambhv Tubes Private Limited and an Associate Company namely Clean Max Opia Private Limited.

A report on the performance and financial position of the Subsidiary as well as the Associate Company in form **AOC-1** is annexed hereto as **Annexure 'A'** and forms part of this report.

In accordance with the provisions of Section 136 of the Companies Act, 2013, the audited financial statements and related information of the subsidiaries, where applicable, will be available for inspection during regular business hours at the company's corporate office at Office No. 501 to 511, Harshit Corporate, Amanaka, Raipur 492001, Chhattisgarh and the same are also available at our website i.e. www.sambhv.com

14. CORPORATE GOVERNANCE:

The company listed its security on stock exchanges in India and accordingly, it has to follow the corporate governance norms as prescribed by SEBI Listing Regulations in addition to those prescribed under Companies Act, 2013. The corporate governance report is annexed to this Report as **Annexure 'B'**.

15. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report (MD&A) for the year under review, in compliance with Regulation 34 (3) read with Para B of Schedule V of SEBI Listing Regulations has been annexed to this Report as **Annexure 'C'**.

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors of the Company comprises of Six (6) Directors with an optimum combination of Executive and Non-Executive Independent Directors, including one Independent Women Director and two other Independent Directors. The details of Board and Committee composition, tenure of directors, number of meetings and other details are provided in the Corporate Governance Report which forms a part of this Annual Report.

i. Executive Directors:

During the year under review, there is change in Board of Directors of the company.

- ❖ Mr. Vikas Kumar Goyal (DIN: 00318182), has been appointed as a Managing Director of the company for a period of Five years commencing from June 1, 2024 and ending on May 31, 2029, in the Extra-Ordinary General Meeting held on May 30, 2024. Further, Mr. Vikas Kumar Goyal (DIN: 00318182), has also been appointed as a Chief Executive Officer (CEO) of the company with effect from June 1, 2024.
- ❖ Mr. Bhavesh Khetan (DIN: 10249740), Director of the Company, has also been designated as the Chief Operating Officer (COO) of the Company with effect from June 1, 2024.
- ❖ Mr. Suresh Kumar Goyal (DIN: 00318141) has been appointed as a Chairman of Company with effect from June 1, 2024.

Further, all the directors have confirmed that they are not disqualified from being appointed as Directors, in terms of section 164 of the Companies Act, 2013.

ii. Non-Executive Independent Directors:

In terms of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the company shall comprise minimum six (6) members of which half of them must be an Independent Directors. Accordingly:

- ❖ Mr. Kishore Kumar Singh (DIN: 00097156), has been appointed as a Non-Executive Independent Director of the Company in an Extra Ordinary General Meeting held on September 12, 2024 for a period of five years.
- ❖ Mr. Manoj Khetan (DIN: 06395265), has been appointed as a Non-Executive Independent Director of the Company in an Extra Ordinary General Meeting held on September 12, 2024 for a period of five years.

- ❖ Mrs. Nidhi Thakkar (DIN: 07587986), has been appointed as a Non-Executive Independent Director of the Company in an Extra Ordinary General Meeting held on September 12, 2024 for a period of five years.

All Independent Directors of the company have provided requisite declaration in terms of Section 149(7) of the Companies Act, 2013, that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act 2013, Regulation 16(1) (b) of SEBI (LODR) Regulations and rules made thereunder. In the opinion of Board of Directors, the Independent Directors have relevant proficiency, expertise and experience.

Further all directors have confirmed that they are not disqualified from being appointed as Directors in terms of section 164 of the Companies Act, 2013.

iii. Key Managerial Personnel:

- ❖ Mr. Vikas Kumar Goyal (DIN: 00318182), has been appointed MD as Managing Director & Chief Executive Officer (CEO) of the company with effect from June 1, 2024.
- ❖ Mr. Niraj Shrivastava (FCS – F 8459) has been appointed as a Whole Time Company Secretary of the Company with effect from July 1, 2024 and appointed as the Compliance Officer of the Company with effect from September 5, 2024.
- ❖ Ms. Anu Garg has been appointed as a Chief Financial Officer (CFO) of the Company with effect from July 1, 2024.

iv. Directors Retiring by Rotation:

Pursuant to section 152 of the Companies Act 2013, Mr. Bhavesh Khetan (DIN: 10249740) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

On recommendation of Nomination & Remuneration Committee, the board of directors of the company at its meeting held on August 30, 2025 approved reappointment of Mr. Bhavesh Khetan (DIN: 10249740), as Director subject to the approval of shareholders of the company.

17. MEETING OF BOARD AND COMMITTEES OF THE BOARD:

a) Board Meetings:

The Board met 16 (Sixteen) times during the financial year 2024-25. The details of Board Meetings and attendance of Directors are given in the Corporate Governance Report which forms a part of this Annual Report.

b) Committee Meetings:

During the year under review, the Board has 7 (Seven) Committees viz: 1) Audit Committee 2) Nomination & Remuneration Committee, 3) Stakeholder Relationship

Committee, 4) Corporate Social Responsibility Committee 5) Risk Management Committee 6) Finance Committee and 7) IPO Committee. Details about the Committees, Committee Meetings and attendance of its Members are given in the Corporate Governance Report, which forms a part of this Annual Report.

During the year under review, all recommendations of Audit Committee were accepted by the Board of Directors.

18. POLICY ON DIRECTORS' APPOINTMENT, REMUNERATION AND OTHER DETAILS:

The Policy on Directors' Appointment, Remuneration and Other details, approved by Board of Directors of the Company in terms of Provisions of Section 178(3) of the companies act, 2013 is available on company's website at <https://sambhv.com/corporate-governance/>.

19. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

The Securities and Exchange Board of India (SEBI) vide its Master Circular dated July 11, 2023 provided guidance note on Board Evaluation by specifying the criteria for evaluation of performance of (i) Board as a Whole; (ii) Individual Directors (Including Independent Directors & Chairperson) and (iii) Committees of the Board.

Pursuant to the provisions of Companies Act, 2013 and SEBI Listing Regulations, the Nomination and Remuneration Committee specified the criteria for evaluation and accordingly, undertook the performance evaluation of the Board, its Committees and Individual Directors were carried out. The criteria selected for evaluation and mechanism for evaluation were in line with the policy of company for performance evaluation of Board and its Committees as well as Directors.

The above said Policy is available on the Company's website, which can be accessed at <https://sambhv.com/corporate-governance/>

Further, in separate meeting of Nomination and Remuneration Committee held on March 31, 2025, the performance of Non- Independent Directors, Board as a whole and Chairman of the company were evaluated taking into consideration views received from all directors as well as other factors contributing to their performance.

The result of the evaluation was communicated to the Chairman of the Board of Directors.

20. PARTICULARS OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES REMUNERATION:

Disclosure of ratio of the remuneration of the Executive Directors to the median remuneration of the employees of the Company and other requisite details pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014 as amended, is annexed to this report as **Annexure 'D'**.

Further, particulars of employees pursuant to Rule 5(2) & 5(3) of the above Rules form part of this report.

However, in terms of provisions of section 136 of the said Act, the report and accounts are being sent to all the members of the Company and others entitled thereto, excluding the said particulars of employees. Any member interested in obtaining such particulars may write to the Company Secretary.

The said information is available for inspection at the registered office of the Company during working days of the Company up to the date of the ensuing annual general meeting.

21. AUDITORS:

❖ Statutory Auditor and Statutory Auditor's Report:

Pursuant to Section 139 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 M/s. S.S. Kothari Mehta & Co. LLP, Chartered Accountants, (Firm Registration No.: 000756N/N500441), New Delhi, had been appointed as Statutory Auditors of the Company in the 7th Annual General Meeting held on September 18, 2024 to hold office from the conclusion of the said Annual General meeting until the conclusion of the 12th Annual General Meeting of the Company to be held for the financial year ending on March 31, 2029.

The Auditors report on the Standalone and Consolidated financial statements for the FY 2024-25 do not contain any qualification, reservation or adverse remark requiring any explanation on the part of the Board. The observations given therein read with the relevant notes are self-explanatory. There are no frauds reported by the Auditors under section 143(12) of the Act. The Statutory Auditor's Report is enclosed with the Financial Statements and forms a part of this Annual Report.

❖ Internal Auditor:

Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Account) Rule 2014, M/s Agrawal Jain & Co, Chartered Accountants, Raipur (Firm Registration No: 012935C), were appointed as an Internal Auditor of the Company for the financial year 2024-2025 in the Board Meeting held on August 2, 2024. Further, the Board of Directors has re-appointed M/s Agrawal Jain & Co., Chartered Accountants (Firm Registration No. 012935C), as an Internal Auditors of the Company for the financial year 2025-26. M/s Agrawal Jain & Co., have confirmed their willingness to be re-appointed as an Internal Auditors of the Company and are submitting their reports on quarterly basis.

❖ Cost Auditor:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit)

Amendment Rules, 2014, M/s AS Rao & Co., Cost Accountants, Hyderabad (Firm Registration No. 000326), was appointed as the Cost Auditors of the Company for the Financial Year 2024-2025, by the Board of Directors on August 2, 2024, to conduct the audit of the cost record of the company.

Further, The Board of Directors based on the recommendation of Audit Committee has re-appointed M/s AS Rao & Co., Cost Accountants, Hyderabad (Firm Registration No. 000326) as the Cost Auditors of the Company for conducting the cost audit for the FY 2025-26. The necessary consent letter and certificate of eligibility was received from the cost auditors confirming their eligibility to be reappointed as the Cost Auditors of the Company.

Further, a resolution seeking Members' approval for ratifying the remuneration payable to the Cost Auditors for the FY 2025-26 has been included in the notice convening 8th Annual General Meeting for their ratification.

The Cost Audit Report for the FY 2024-25 shall be filed with the Central Government within the stipulated timeline.

The Cost accounts and records as required to be maintained under section 148(1) of the Act are duly made and maintained by your Company.

❖ **Secretarial Auditor:**

Pursuant to the provisions 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 Agrawal & Agrawal, a firm of Company Secretaries in Practice, Raipur (Firm Registration No. P2005CG001100) to undertake the Secretarial Audit of the Company for the FY 2024-2025 in the Board Meeting held on August 2, 2024.

Pursuant to the amended provisions of Regulation 24A of SEBI Listing and Obligations and Disclosure Requirements (LODR) Regulations, 2015 and Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and Board of Directors have approved and recommended the appointment of M/s Agrawal & Agrawal, a firm of Company Secretaries in Practice, Raipur (Firm Registration No. P2005CG001100), as Secretarial Auditors of the Company to conduct secretarial audit for a period of 5 (Five) years commencing from FY 2025-26 to FY 2029-30, for approval of the Members at ensuing Annual General Meeting of the Company. Brief resume and other details of M/s Agrawal & Agrawal are separately disclosed in the Notice of ensuing AGM.

M/s Agrawal & Agrawal, a firm of Company Secretaries, have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and

SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI (LODR) Regulations.

In terms of Section 204 of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a Secretarial Audit Report given by the Secretarial Auditors in Form No. MR-3 is annexed as **Annexure 'E'** to this Annual Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

22. REPORTING OF FRAUD:

During the year under review, the Statutory Auditor, Cost Auditor and Secretarial Auditor, have not reported any instances of fraud committed in company by its officers, employees to the Audit Committee under section 143(12) of Companies Act, 2013 read with Rule 13(3) of Companies (Audit and Auditors) Rules, 2014, details of which need to be mentioned in this report.

23. CORPORATE SOCIAL RESPONSIBILITY (CSR):

In compliance with the provisions of Section 135 and Schedule VII of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, the Company has constituted Corporate Social Responsibility (CSR) Committee. The details of Committee composition, number of meetings and other details are provided in the Corporate Governance Report which forms a part of this Annual Report.

During the year under review, the Company has spent a total sum of ₹20.82 million on the CSR activities as approved by the CSR Committee.

Brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as **Annexure 'F'** and forms a part of this Annual Report.

The above said Policy is available on the Company's website, which can be accessed at <https://sambhv.com/corporate-governance/>

24. VIGIL MECHANISM AND WHISTLE BLOWER POLICY:

In compliance with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a comprehensive Whistle Blower Policy to deal with instance of fraud and mismanagement, if any.

The Whistle Blower Policy aims to encourage directors, employees and other stakeholders to report any instances of unethical or improper activity, actual or suspected fraud or violation of the Code of Conduct without fear of retaliation. The policy also provides access to the Chairperson of the Audit Committee under certain circumstances.

The policy may be accessed on the Company's website at: <https://sambhv.com/corporate-governance/>

During the year under review, your Company has not received any complaints under the vigil mechanism.

25. RISK MANAGEMENT POLICY:

The Company has in place a Risk Management Policy in line with Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to identify and evaluate business risks and opportunities. The Company has a system in place for identification of elements of risk which are associated with the accomplishment of the objectives, operations, development, revenue, regulations and appropriate measures are taken, wherever required, to mitigate such risks beforehand.

The above said Policy is available on the Company's website, which can be accessed at <https://sambhv.com/corporate-governance/>

The development and implementation of Risk Management Policy has been covered in Management Discussion & Analysis Report, which forms part of Annual Report.

26. CODE OF CONDUCT:

In compliance with Regulation 17(5) of Listing Regulations, the Company has a comprehensive Code of Conduct ('the Code') in place applicable to all the Senior Management Personnel and Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code provides guidance on ethical conduct of business and compliance of law.

The Code is available on the Company's website, which can be accessed at <https://sambhv.com/corporate-governance/>

27. PREVENTION OF INSIDER TRADING AND CODE OF FAIR DISCLOSURE:

In compliance with the provisions of SEBI (PIT) Regulations, 2015, the Board has formulated a Code of Internal Procedures and Conduct to regulate, monitor, and report trading by Insiders. This code outlines the guidelines and procedures to be followed, and the disclosures required by insiders when dealing with Company shares, while also warning them of the consequences of non-compliance.

The Code is available on the Company's website, which can be accessed at <https://sambhv.com/corporate-governance/>

28. INTERNAL CONTROL SYSTEM:

The Company has established robust internal control systems to ensure operational efficiency, reliability of financial reporting, and compliance with applicable laws and regulations. These systems include well-defined policies and procedures that facilitate the timely availability of accurate information, thereby enabling proactive risk management. Regular internal audits and reviews are conducted to assess the effectiveness of these controls, ensuring that any deviations are promptly addressed.

The Audit Committee and Board of Directors of the Company oversees the internal control framework, ensuring its adequacy and alignment with the organisation's strategic objectives, thereby fostering a disciplined and constructive control environment across all levels of the organisation.

29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT 2013:

The Particulars of Loans, Guarantees and Investments have been disclosed in the Note No.38 in Financial Statement.

30. UNSECURED LOAN FROM DIRECTORS:

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

31. RELATED PARTY TRANSACTIONS:

In compliance with the provisions of Companies Act, 2013 and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors has formulated a policy on Related Party Transactions and the same is available on company's website at www.sambhv.com

In compliance with the requirements of the Listing Regulations, the Policy on Materiality of Related Party Transactions and on dealing with Related Party Transaction as approved by the Board may be accessed on the Company's website <https://sambhv.com/corporate-governance/>.

During the FY 2024-25, all related party transactions entered into by company were at arm's length transactions and approved by the Audit Committee. Omnibus approval have been obtained from the Audit Committee in respect of transactions which were repetitive in nature and in ordinary course of business.

The company did not enter into any contract or arrangement, during the FY 2024-25, with related parties in terms of provisions of section 188(1) of the companies act, 2013. Information on transactions with Related Parties pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, are given in Form **AOC-2** and is attached as **Annexure 'G'** to this Annual Report.

In terms of IND AS – 24, details of related party transactions entered into by the company have been disclosed in the notes to the Standalone and Consolidated financial statements forming part of this report.

32. DETAILS OF EMPLOYEE STOCK OPTIONS:

The Company does not have any Employee Stock Option Scheme/ Plan.

33. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The company has zero tolerance towards sexual harassment of woman at its workplace. The Company has adopted a policy for prevention of sexual harassment at the workplace,

in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). An Internal Complaints Committee ("ICC") has been duly constituted as per the provisions of the POSH Act to redress complaints regarding sexual harassment at the workplace.

During the financial year under review, the Company has complied with all the provisions of the POSH Act and the rules framed thereunder. Further details are as follow:

1.	Number of complaints of Sexual Harassment received in the Year	-
2.	Number of Complaints disposed off during the year	-
3.	Number of cases pending for more than ninety days	-

34. 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. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefit Act, 1961, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave.

The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation.

35. HUMAN RESOURCE:

The Company considers its Human Resources as the key to achieve its objectives. Keeping this in view, the Company takes utmost care to attract and retain quality employees. The employees are sufficiently empowered and such work environment propels them to achieve higher levels of performance. The unflinching commitment of employees is the driving force behind the Company's vision. Our Company appreciates the spirit of its dedicated employees.

36. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS:

During the period under review, the Company has duly complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India.

37. SIGNIFICANT & MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

There are no significant and material order passed by the Regulator, Court or Tribunal impacting the going concern status and company's operation in future. However, members' attention is drawn to the contingent liabilities, commitments given in the notes forming part of the financial statement annexed to this report.

38. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO:

In terms of provisions of section 134(3)(m) of the Companies Act, 2013, details on energy conservation, technology absorption and foreign exchange earnings & outgo are annexed to this report **Annexure 'H'**.

39. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(3)(c) of The Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirm that:

- A. In the preparation of the Annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures if any;
- 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 ended March 31, 2025 and of the Profit of the Company for that period;
- C. The directors taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- D. The directors had prepared the annual accounts on a going concern basis.
- E. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- F. The directors had devised proper internal systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

40. PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, no application have been made under the Insolvency and Bankruptcy Code, 2016, therefore there are no details of application or proceedings pending to disclose under the Insolvency and Bankruptcy Code, 2016.

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

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable

42. APPRECIATION:

The Board expresses its sincere gratitude for the continued support and cooperation extended by all stakeholders, including our valued shareholders and the regulatory authorities of the Central and State Governments, whose efforts have contributed to fostering a conducive environment for industrial and commercial growth.

The Company's improved performance is a result of ongoing enhancements across all functions and the efficient utilization of resources, which have together driven sustainable and profitable growth. The Directors wish to place on record their deep appreciation for the unwavering support received from employees and all stakeholders-including financial institutions, banks, government bodies, shareholders, clients, vendors, customers, and business associates.

**For and on behalf of the Board of Directors of
Sambhv Steel Tubes Limited**

Place: Raipur
Date: August 30, 2025

Sd/-
Suresh Kumar Goyal
(Chairman & Executive Director)
DIN: 00318141

Sd/-
Vikas Kumar Goyal
(Managing Director & CEO)
DIN: 00318182

ANNEXURE 'A'

FORM AOC-I

Part-A: Statement Containing Salient Features of Financial Statement of Subsidiaries

Pursuant to first proviso of sub-section (3) of section 129 of the Act and Rule 5 of the Companies (Accounts) Rules, 2014)

Details of Subsidiaries

1. Number of Subsidiaries: 1

Sl. No.	Particulars	Sambhv Tubes Private Limited CIN: U27209CT2020PTC010822 (Millions)
1	Share Capital	24.50
2	Other Equity	608.32
3	Total Assets	633.22
4	Total Liabilities	633.22
5	Investments	13.35
6	Turnover	0.00
7	Profit before taxation	-12.12
8	Provision for taxation	0.00
9	Profit after taxation	-12.12
10	Proposed Dividend	0.00
11	% of Shareholding	100.00

2. Number of subsidiaries which are yet to commence operations: 1

Sl. No.	CIN /any other registration number	Names of subsidiaries which are yet to commence
1	U27209CT2020PTC010822	Sambhv Tubes Private Limited

3. Names of subsidiaries which have been liquidated or sold during the year: None

Part-B: Statement Containing Salient Features Associates or Joint Venture

Pursuant to first proviso of sub-section (3) of section 129 of the Act and Rule 5 of the Companies (Accounts) Rules, 2014)

1. Details of Associates or Joint Venture

Number of Associate / Joint Venture: 1

Sl. No.	Particulars	Clean Max Opia Private Limited CIN: U35105MH2023PTC415117 (Millions)
1	Latest audited Balance Sheet Date	March 31, 2025
2	Date on which the Associate or Joint Venture was associated or acquired	November 13, 2024
3	Shares of Associate/Joint Ventures held by the company on the year end	2600
4	Amount of Investment in Associates/Joint Venture	0.03
5	Extend of Holding %	26%
6	Description of how there is significant influence	DUE TO SHAREHOLDING
7	Reason why the associate/joint venture is not consolidated	NA
8	Net worth attributable to shareholding as per latest audited Balance Sheet	-0.02
9	Profit/Loss for the year:	
	i. Considered in Consolidation	-0.01
	ii. Not Considered in Consolidation	-0.01

2. Number of subsidiaries which are yet to commence operations: 1

Sl. No.	CIN /any other registration number	Names of Associates and Joint Ventures which are yet to commence operations
1	U35105MH2023PTC415117	Clean Max Opia Private Limited

3. Number of associates or joint ventures which have been liquidated or have ceased to be associate or joint venture during the year: None

**For and on behalf of the Board of Directors of
Sambhv Steel Tubes Limited**

Sd/-
Suresh Kumar Goyal
(Chairman & Executive Director)
DIN: 00318141

Sd/-
Vikas Kumar Goyal
(Managing Director & CEO)
DIN: 00318182

Sd/-
Anu Garg
(Chief Financial Officer)

Sd/-
Niraj Shrivastava
(Company Secretary & Compliance Officer)
Membership No. : F 8459

Place: Raipur
Date: August 30,2025

ANNEXURE 'B': CORPORATE GOVERNANCE REPORT

The Corporate Governance Report of Sambhv Steel Tubes Limited ("the Company"/"Sambhv") for the Financial Year ("FY") 2024-25, which forms part of Boards' Report, has been prepared in compliance of corporate governance requirements specified in regulation 17 to 27 read with Schedule V and regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations"). This report provides a comprehensive overview of the corporate governance systems and processes at Sambhv.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Sambhv Steel Tubes Limited ("Sambhv") is committed to upholding the highest standards of corporate governance, rooted in transparency, accountability, fairness, and ethical leadership. Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We at Sambhv strive to foster trust among our shareholders, employees, customers, and communities by ensuring clear and timely disclosure of financial and operational performance, maintaining equitable treatment of all stakeholders, and aligning our decisions with sustainable, long-term value creation.

Our Corporate Governance framework is a reflection of our culture, our policies, our relationship with stakeholders and our commitment to values. Our board and management act as responsible stewards of stakeholder interests, guided by integrity and a commitment to ethical practices, ensuring that Sambhv Steel Tubes Limited remains a trusted and resilient partner in the steel industry.

We believe, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. It is an upward-moving target that we collectively strive towards achieving.

2. BOARD OF DIRECTORS

The Company has a balanced and diverse mix of Executive and Non-Executive Directors and the composition is in conformity with requirements under the Companies Act, 2013 ("the Act") and the SEBI (LODR) Regulations.

❖ Composition & Category of Directors on the Board

The Company's Board consists of 6 Directors as on March 31, 2025. Out of six (6) Directors, Three (3) Directors are Executive Directors, including one (1) Director is Managing Director & Chief Executive Officer and three (3) Directors are Non-Executive Independent Directors including one (1) Independent Woman Director.

The Chairman of the Board is Executive Director. This Board represents a blend of professionalism, knowledge and experience.

All directors have confirmed that they are not disqualified from being appointed as Directors in terms of section 164 of the Companies Act, 2013.

All Independent Directors meet with the criteria of independence, as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1) (b) of the SEBI (LODR) Regulations. No Director is related to any other Director on the Board in terms of the definition of 'relative' as defined in Section 2(77) of the Companies Act, 2013 except Mr. Suresh Kumar Goyal, Executive Director of the Company is brother of Mr. Vikas Kumar Goyal, Managing Director & CEO of the Company.

The necessary disclosures regarding committee positions in other public companies have been made by the Directors.

❖ **Changes in composition during the year:**

During the year there were changes in the composition of Board. The composition of the Board of Directors and the category of each Director during the captioned period, to which this Report belongs, are as under:

S. No.	Name of Director	Designation (at the time of appointment/ change in designation / cessation)	Date of Appointment / Change in designation / cessation	Reason	Current Designation
1.	Mr. Suresh Kumar Goyal	Executive Director	June 01, 2024	Appointment as Chairman	Chairman & Executive Director
2.	Mr. Vikas Kumar Goyal	Executive Director	June 01, 2024	Appointment as Managing Director & Chief Executive Officer	Managing Director & Chief Executive Officer
3.	Mr. Bhavesh Khetan	Executive Director	June 01, 2024	Appointment as Chief Operating Officer	Chief Operating Officer & Executive Director
4.	Mr. Manoj Khetan	Independent Director	September 12, 2024	Appointment as Independent Director	Non-Executive Independent Director
5.	Mr. Kishore Kumar Singh	Independent Director	September 12, 2024	Appointment as Independent Director	Non-Executive Independent Director
6.	Mrs. Nidhi Thakkar	Independent Director	September 12, 2024	Appointment as Independent Director	Non-Executive Independent Director

❖ **Meetings and Attendance Record of each Director:**

In compliance of the Companies Act, 2013, none of the Directors on the Board hold Directorships in more than ten public Companies and necessary disclosures regarding Committee positions in other public Companies as on March 31, 2025 have been made by the Directors. None of the Directors on the Board are Directors/Independent Directors of more than seven listed entities and none of the Whole-time Directors are Independent Directors of any listed company.

As per Regulation 26(1) of SEBI LODR Regulations, none of the Directors on the Board is a member of more than ten Board-level Committees and Chairman of more than five such Committees, across all such Companies in which he/ she is a Director as per Regulation 17(A) of SEBI LODR Regulations, none of the Directors of the Company serves as a Director and Independent Director in more than seven listed Companies.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting and also the number of other directorships, shares held by them and committee memberships held by them as required under Regulation 17 of the Listing Regulations, as at March 31, 2025 are given hereunder:

Name of Director	Category *	No. of Board Meetings during the FY 2024-2025		Attendance in the last AGM held on September 18, 2024	No. of shares held	No. of Directorships held in other Companies**	No. of Committee positions held**		Directorship in other Listed Entity and Category of Directorship
		Held	Attended#				Chairman	Member	
Mr. Suresh Kumar Goyal	ED	16	16	Yes	1,85,36,250	0	0	0	-
Mr. Vikas Kumar Goyal	MD & CEO	16	16	Yes	1,85,36,250	0	0	2	-
Mr. Bhavesh Khetan	ED	16	16	Yes	46,66,660	0	0	1	-
Mr. Manoj Khetan	ID	16	5	Yes	-	0	1	2	-
Mr. Kishore Kumar Singh	ID	16	4	Yes	-	1	0	1	-
Mrs. Nidhi Thakkar	ID	16	2	Yes	-	0	1	2	-

Notes : In the above table A) ID stands for Independent Director

B) ED stands for Executive Director

C) MD stands for Managing Director

(D) CEO stands for Chief Executive Officer

During the FY 2024-25, Sixteen Board Meetings were held and the gap between two meetings did not exceed 120 days.

Board Meetings were held on April 1, 2024, April 5, 2024, April 22, 2024, May 2, 2024, June 1, 2024, June 4, 2024, July 1, 2024, July 9, 2024, August 2, 2024, September 5, 2024, September 12, 2024 (At 1:00 p.m.), September 12, 2024 (At 3:45 p.m.), September 28, 2024, September 30, 2024, December 23, 2024 and January 25, 2025.

**** Number of Directorships held in other Companies includes only Public Companies. However, it does not include Directorships in Foreign Companies, Private Limited Companies and those Companies Registered under Section 8 of the Act.**

**** Memberships/Chairmanships of committee include Audit Committee and Stakeholders Relationship Committee of listed entities.**

Independent Directors have been appointed since September 12, 2024.

Role of Board of Directors

Your Company Board comprises qualified Directors who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The Board of Directors is responsible for overseeing a company's strategic direction, ensuring effective governance, and safeguarding stakeholders' interests. Acting as fiduciaries, they balance profitability with ethical standards, compliance, and long-term sustainability, while representing shareholders and mitigating risks. It also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholders' aspirations and social expectations.

Familiarization Programme for the Independent Directors

Pursuant to the provisions of Regulation 25(7) and Regulation 46 of the SEBI Listing Regulations the Company prepared the familiarization program for Independent Directors during the year under review. The familiarization program aims to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The details of the familiarization Programme for Directors are available on the Company's website <https://sambhv.com/corporate-governance/>

Core skills / Expertise / Competencies of the Board of Directors

Chart or a matrix setting out the skills/expertise/competence of the board of Directors

Name of Director	Area of Operation						Admini stration
	Industry Knowledge/ Experience	Machine Equipment & Technology	Accounting/ Finance	Board Services/ Corporate Governance	Project Management	Management, Marketing and business strategy	
Mr. Suresh Kumar Goyal	✓	✓	-	✓	✓	✓	✓
Mr. Vikas Kumar Goyal	✓	-	✓	✓	✓	✓	✓
Mr. Bhavesh Khetan	✓	✓	-	✓	✓	-	✓
Mr. Manoj Khetan	✓	-	✓	✓	-	-	-
Mr. Kishore Kumar Singh	✓	-	✓	✓	-	-	-
Mrs. Nidhi Thakkar	✓	✓	✓	✓	✓	✓	-

Note: Each Director may possess varied combination of skill/expertise with the described set of parameters and it's not necessary that all Director possess all skills/expertise listed therein.

❖ Detailed reasons for the resignation of an Independent Director

No Independent Director has resigned in the year under review.

III. COMMITTEES OF THE BOARD

The Board of Directors has constituted seven (7) Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee (CSR), Risk Management Committee, Finance Committee and IPO Committee. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committees are taken by the Board of Directors. Details of the role and composition of these Committees, including the number of meetings held during the Financial Year and attendance at meetings, are provided below.

Name of Member	Board and Committee Composition as on March 31, 2025							
	Board	Audit Committee	Nomination & Remuneration Committee	Stakeholder Relationship Committee	Corporate Social Responsibility Committee	Risk Management Committee	Finance Committee	IPO Committee
Mr. Suresh Kumar Goyal	✓	-	-	-	✓	✓	✓	✓
Mr. Vikas Kumar Goyal	✓	✓	-	✓	-	✓	✓	✓
Mr. Bhavesh Khetan	✓	-	-	✓	✓	-	-	✓
Mr. Manoj Khetan	✓	✓	✓	✓	-	-	-	-
Mr. Kishore Kumar Singh	✓	✓	✓	-	-	-	-	-
Mrs. Nidhi Thakkar	✓	✓	✓	✓	✓	✓	✓	-

A. Audit Committee

The Audit Committee was constituted by a resolution of our Board dated September 12, 2024. It is in compliance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The current constitution of the Audit committee is as follows:

Name of Director	Position in the Committee	Designation
Manoj Khetan	Chairperson	Independent Director
Kishore Kumar Singh	Member	Independent Director
Vikas Kumar Goyal	Member	Managing Director and Chief Executive Officer
Nidhi Thakkar	Member	Independent Director

During the financial year under review, 4 meetings were held i.e. on September 12, 2024, September 28, 2024, September 30, 2024 and January 28, 2025.

Name of Members	Designation	No. of meeting held during tenure	Number of meetings attended
Manoj Khetan	Independent Director	4	4
Vikas Kumar Goyal	Managing Director and Chief Executive Officer	4	3
Kishore Kumar Singh	Independent Director	4	2
Nidhi Thakkar	Independent Director	4	3

Terms of reference

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations. Its terms of reference are as follows:

- The Audit Committee shall have powers, which should include the following:
 - To investigate any activity within its terms of reference;
 - To seek information from any employee of the Company;
 - To obtain outside legal or other professional advice;
 - To secure attendance of outsiders with relevant expertise if it considers necessary; and
 - Such powers as may be prescribed under the Companies Act, the SEBI Listing Regulations and other applicable laws.

- (ii) The role of the Audit Committee shall include the following:
- (a) overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
 - (b) recommending to the Board, the appointment, re-appointment, removal and replacement, remuneration and the terms of appointment of the auditors of the Company, including fixing the audit fees;
 - (c) reviewing and monitoring the statutory auditors' independence and performance and the effectiveness of audit process;
 - (d) approving payments to the statutory auditors for any other services rendered by statutory auditors;
 - (e) reviewing with the management, the annual financial statements and the auditors' report thereon before submission to the Board for approval, with particular reference to:
 - (f) matters required to be stated in the Directors' responsibility statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act;
 - (g) changes, if any, in accounting policies and practices and reasons for the same;
 - (h) major accounting entries involving estimates based on the exercise of judgment by management;
 - (i) significant adjustments made in the financial statements arising out of audit findings;
 - (j) compliance with listing and other legal requirements relating to financial statements;
 - (k) disclosure of any related party transactions; and
 - (l) qualifications and modified opinions in the draft audit report.
 - (m) reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 - (n) scrutinizing inter-corporate loans and investments;
 - (o) undertaking or supervising valuation of undertakings or assets of the Company, wherever it is necessary;
 - (p) evaluation of internal financial controls and risk management systems;
 - (q) formulating a policy on related party transactions, which shall include materiality of related party transactions;
 - (r) approving transactions of the Company with related parties, or any subsequent modification thereof and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
 - (s) reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
 - (t) approve the disclosure of the key performance indicators to be disclosed in the documents in relation to the initial public offering of the equity shares of the Company;
 - (u) reviewing, along with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
 - (v) establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
 - (w) reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;
 - (x) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - (y) discussing with internal auditors any significant findings and follow up thereon;
 - (z) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - (aa) discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

- (bb) looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (cc) approving the appointment of the chief financial officer, or any other person heading the finance function or discharging that function, after assessing the qualifications, experience and background, etc. of the candidate;
- (dd) reviewing the functioning of the whistle blower mechanism;
- (ee) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;
- (ff) formulating, reviewing and making recommendations to the Board to amend the Audit Committee charter from time to time;
- (gg) reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiaries exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments; and
- (hh) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
- (ii) Investigating any activity within its terms of reference, seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise, if it considers necessary;
- (jj) reviewing compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time at least once in a financial year and verify that systems for internal control are adequate and are operating effectively;
- (kk) Reviewing:
 - i. Any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;
 - ii. Any material default in financial obligations by the Company;
 - iii. Any significant or important matters affecting the business of the Company.
 - (ll) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Companies Act or other applicable law.
- (mm) The Audit Committee shall mandatorily review the following information:
 - i. Management discussion and analysis of financial condition and results of operations;
 - ii. Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;
 - iii. Internal audit reports relating to internal control weaknesses;
 - iv. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;
 - v. Statement of deviations, including:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and
 - b. annual statement of funds utilised for purposes other than those stated in the issue document/prospectus/ notice in terms of Regulation 32(7) of the SEBI Listing Regulations; and
 - c. review the financial statements, in particular, the investments made by any unlisted subsidiary.

The Company Secretary of our Company shall serve as the secretary of the Audit Committee. The Audit Committee meetings are attended by the Chief Financial officer, and the Statutory Auditors of the Company.

The Audit Committee is required to meet at least four times in a year under Regulation 18(2)(a) of the SEBI Listing Regulations. The quorum for a meeting of the Audit Committee shall be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by a resolution of our Board dated September 12, 2024. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations. The current constitution of the Nomination and Remuneration Committee is as follows:

Name of Director	Position in the Committee	Designation
Nidhi Thakkar	Chairperson	Independent Director
Manoj Khetan	Member	Independent Director
Kishore Kumar Singh	Member	Independent Director

During the financial year under review, 1 meeting were held i.e. on March 31, 2025

Name of Members	Designation	No. of meeting held during tenure	Number of meetings attended
Nidhi Thakkar	Independent Director	1	1
Manoj Khetan	Independent Director	1	1
Kishore Kumar Singh	Independent Director	1	1

Terms of Reference for the Nomination and Remuneration Committee:

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, read with Regulation 19 of the SEBI Listing Regulations. Its terms of reference are as follows:

- a. identifying and nominating, for the approval of the Board and ultimately the shareholders, candidates to fill Board vacancies as and when they arise as well as putting in place plans for succession, in particular with respect to the Chairperson of the Board and the Chief Executive Officer;
- b. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board, a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- c. while formulating the above policy, ensuring that:
 - (i) the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short-term and long-term performance objectives appropriate to the working of the Company and its goals.
- d. formulating criteria for evaluation of independent directors and the Board;
- e. evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director, for every appointment of an independent director. Ensuring that the person recommended to the Board for appointment as an independent director has the capabilities identified in such description. Further, for the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:
 - (i) use the services of an external agencies, if required;
 - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - (iii) consider the time commitments of the candidates.
- f. devising a policy on diversity of the Board;
- g. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance and specifying the manner for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and reviewing its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- h. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

- i. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of the Company;
- j. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
- k. recommending to the Board, all remuneration, in whatever form, payable to senior management;
- l. administering the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("ESOP Scheme") including the following:
 - (i) determining the eligibility criteria and selection of employees to participate under the ESOP Scheme;
 - (ii) determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
 - (iii) date of grant;
 - (iv) determining the exercise price of the option under the ESOP Scheme;
 - (v) the conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
 - (vi) the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
 - (vii) the specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
 - (viii) the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
 - (ix) re-pricing of the options which are not exercised, whether or not they have been vested if stock option are rendered unattractive due to fall in the market price of the equity shares;
 - (x) the grant, vesting and exercise of option in case of employees who are on long leave;
 - (xi) the vesting and exercise of option in case of grantee who has been transferred or whose services have been seconded to any other entity within the group at the instance of the Company;
 - (xii) allowing exercise of unvested options on such terms and conditions as it may deem fit;
 - (xiii) the procedure for cashless exercise of options;
 - (xiv) forfeiture/ cancellation of options granted;
 - (xv) arranging to get the shares issued under the ESOP Scheme listed on the stock exchanges on which the equity shares of the Company are listed or maybe listed in future.
 - (xvi) formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
 1. the number and the price of the option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
 2. for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
 3. the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.
- m. construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;
- n. performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
- o. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- p. analyzing, monitoring and reviewing various human resource and compensation matters;

- q. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- r. performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Companies Act, or other applicable law. The Nomination and Remuneration Committee is required to meet at least once in a year under Regulation 19(3A) of the SEBI Listing Regulations.
- s. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - (ii) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended

The Nomination and Remuneration Committee is required to meet at least once in a year under Regulation 19(3A) of the SEBI Listing Regulations. The quorum for a meeting of the Nomination and Remuneration shall be two members or one third of the members of the committee, whichever is greater, including at least one independent director.

Performance evaluation criteria for Independent Directors:

Pursuant to the provisions of the Companies Act and the SEBI Listing Regulations, the Company has put in place the criteria for annual evaluation of performance of Chairperson, Individual Directors (Independent & Non – Independent), Board Level Committees and the Board as a whole.

During the year under review, the Board evaluated the effectiveness of its functioning and that of Committees and of Individual Directors (Independent and Non – Independent) by seeking their inputs on various aspect of Board/Committee Governance. Performance evaluation was made on the basis of structured questionnaire considering the indicative criteria Policy on Evaluation of Independent Directors and the Board of Directors. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the director being evaluated.

The Independent Directors of the Company are evaluated based on various criteria such as Qualifications, Experience, Knowledge and Competency, Fulfilment of functions, Ability to function as a team, Initiative, Availability and attendance, Commitment, Contribution, Integrity, Independence and Independent views and judgement.

C. Stakeholders Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated September 12, 2024. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations. The current constitution of the Stakeholders' Relationship Committee is as follows:

Name of Director	Position in the Committee	Designation
Nidhi Thakkar	Chairperson	Independent Director
Vikas Kumar Goyal	Member	Managing Director and Chief Executive Officer
Bhavesh Khetan	Member	Executive Director and Chief Operating Officer
Manoj Khetan	Member	Independent Director

During the financial year under review, 1 meeting was held i.e. on March 31, 2025:

Name of Members	Designation	No. of meeting held during tenure	Number of meetings attended
Nidhi Thakkar	Independent Director	1	1
Vikas Kumar Goyal	Managing Director and Chief Executive Officer	1	1
Bhavesh Khetan	Executive Director and Chief Operating Officer	1	1
Manoj Khetan	Independent Director	1	1

The scope and function of the Stakeholders' Relationship Committee is in accordance with Regulation 20 of the SEBI Listing Regulations. Its terms of reference are as follows:

- a. redressal of grievances of the shareholders, debenture holders and other security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;

- b. reviewing measures taken for effective exercise of voting rights by the shareholders;
- c. investigating complaints relating to allotment of shares, approving transfer or transmission of shares, debentures or any other securities; reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent and recommending measures for overall improvement in the quality of investor services;
- d. reviewing the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- e. formulating procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- f. approving, registering, refusing to register transfer or transmission of shares and other securities;
- g. giving effect to dematerialisation of shares and re-materialisation of shares, sub-dividing, consolidating and/or replacing any share or other securities certificate(s) of the Company, compliance with all the requirements related to shares, debentures and other securities from time to time;
- h. issuing duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company; and
- i. performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations and the Companies Act or other applicable law.

The Stakeholders' Relationship Committee is required to meet at least once in a year under Regulation 20(3A) of the SEBI Listing Regulations. The quorum for the Stakeholders' Relationship Committee will be three members.

Mr. Niraj Shrivastava, Company Secretary and Compliance officer of the Company acts as the secretary to the Stakeholder Relationship Committee, his address and contact details are as follows:

Address: Sambhv Steel Tubes Limited,

Office No. 501 to 511 Harshit Corporate, Amanaka, Raipur, Chattisgarh, India, 492001

Phone: +91 771 2222 360

Email: cs@sambhv.com

During FY 2024-25, no queries/complaints were received by the Company from members/investors, which have been redressed / resolved to date, satisfactorily as shown below:

Details of investor queries/complaints/request received and attended during FY 2024-25:

Nature	Received	Resolved	Pending
Number of complaints received	0	0	0
Number of complaints auto assigned to entity	0	0	0
Number of complaints pending with complainant awaiting first level review	0	0	0
Number of complaints escalated to Designated Body for first level review	0	0	0
Number of complaints pending with complainant awaiting second level review	0	0	0
Number of complaints escalated to SEBI for second level review	0	0	0

D. Corporate Social Responsibility Committee:

The Corporate Social Responsibility Committee was re-constituted by a resolution of our Board dated September 12, 2024. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of Director	Position in the Committee	Designation
Suresh Kumar Goyal	Chairperson	Chairman and Executive Director
Bhaves Khetan	Member	Executive Director and Chief Operating Officer
Nidhi Thakkar	Member	Independent Director

During the financial year under review, 2 meetings were held i.e. on April 01, 2024 & March 31, 2025.

Name of Members	Designation	No. of meeting held during tenure	Number of meetings attended
Suresh Kumar Goyal	Chairman and Executive Director	2	2
Vikas Kumar Goyal *	Managing Director & Chief Executive Officer	1	1
Bhavesh Khetan**	Executive Director and Chief Operating Officer	1	1
Nidhi Thakkar**	Independent Director	1	1

* Cessation as a Member of the CSR Committee pursuant to its reconstitution

** Members after reconstitution of CSR Committed w.e.f. September 12, 2024.

The Scope and Responsibility of the CSR Committee are:

- (1) formulate and recommend to the Board, a "Corporate Social Responsibility policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;
- (2) identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- (3) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company;
- (4) delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- (5) review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
- (6) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time;
- (7) the Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:
 - (i) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;
 - (ii) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;
 - (iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - (iv) monitoring and reporting mechanism for the projects or programmes; and
 - (v) details of need and impact assessment, if any, for the projects undertaken by the Company;
- (8) exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

E. Risk Management Committee:

The Risk Management Committee was constituted by a resolution of our Board dated September 12, 2024. The Risk Management Committee is in compliance with Regulation 21 of the SEBI Listing Regulations. The current constitution of the Risk Management Committee is as follows:

Name of Director	Position in the Committee	Designation
Suresh Kumar Goyal	Chairperson	Chairman and Executive Director
Vikas Kumar Goyal	Member	Managing Director and Chief Executive Officer
Nidhi Thakkar	Member	Independent Director

During the financial year under review, 1 meeting was held i.e. on March 24, 2025.

Name of Members	Designation	No. of meeting held during tenure	Number of meetings attended
Suresh Kumar Goyal	Chairman and Executive Director	1	1
Vikas Kumar Goyal	Managing Director and Chief Executive Officer	1	1
Nidhi Thakkar	Independent Director	1	-

The scope and function of the Risk Management Committee is in accordance with Regulation 21 of the SEBI Listing Regulations. The Risk Management Committee shall be responsible for, among other things, the following:

- a. To formulate a detailed risk management policy which shall include:
 - (i) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the risk management committee;
 - (ii) Measures for risk mitigation including systems and processes for internal control of identified risks; and
 - (iii) Business continuity plan.
- b. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- c. To monitor and oversee implementation of the risk management policy of the Company, including evaluating the adequacy of risk management systems;
- d. To periodically review the risk management policy of the Company, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- e. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- f. To set out risk assessment and minimization procedures and the procedures to inform the Board of the same;
- g. To frame, implement, review and monitor the risk management policy for the Company and such other functions, including cyber security;
- h. To review the status of the compliance, regulatory reviews and business practice reviews;
- i. To review and recommend the Company's potential risk involved in any new business plans and processes;
- j. To review the appointment, removal and terms of remuneration of the chief risk officer, if any; and
- k. To perform such other activities as may be delegated by the Board and/or prescribed under any law to be attended to by the Risk Management Committee.

The Risk Management Committee is required to meet at least twice in a year under Regulation 21(3A) of the SEBI Listing Regulations.

The quorum for a meeting of the Risk Management Committee shall be two members or one third of the members of the committee, whichever is higher, including at least one member of the Board in attendance.

F. Other Committees

a) Finance Committee

The Board of Directors of the Company being empowered under Section 179 of the Companies Act, 2013, to exercise various key managerial and strategic decision-making powers constituted a "Finance Committee", which shall be entrusted with specific responsibilities and powers as delegated by the Board. The committee shall be responsible for overseeing matters such as financial decisions, investments, borrowings, corporate guarantee, etc., and shall function in accordance with the policies and objectives of the company. The current constitution of the Finance Committee is as follows:

Name of Director	Position in the Committee	Designation
Suresh Kumar Goyal	Chairperson	Chairman and Executive Director
Vikas Kumar Goyal	Member	Managing Director and Chief Executive Officer
Nidhi Thakkar	Member	Independent Director

During the financial year under review, 2 meetings were held i.e. on January 30, 2025 & March 18, 2025.

Name of Members	Designation	No. of meeting held during tenure	Number of meetings attended
Suresh Kumar Goyal	Chairman and Executive Director	2	2
Vikas Kumar Goyal	Managing Director and Chief Executive Officer	2	2
Nidhi Thakkar	Independent Director	2	0

Scope of the Committee:

The Finance Committee shall oversee all matters pertaining to finance and banking operations and the terms of reference of the Finance Committee include the following:

- ❖ To avail credit/financial facilities of any description from Banks/Financial Institutions/ Bodies Corporate.
- ❖ To invest and deal with any monies of the Company upon such security or without security.
- ❖ To make loans to Individuals/Bodies Corporate and/or to place deposits with other Companies/Firms upon such security or without security.
- ❖ To give guarantee or provide security in respect of loans made by subsidiaries, Joint Ventures and Associates.
- ❖ To open Current Account(s), Collection Account(s), Operation Account(s), or any other Account(s) with Banks, Demat accounts with depositories such as NSDL and CDSL through intermediaries / Depository Participant (DP) and also to close all such accounts.

The Chief Financial Officer Ms. Anu Garg will act as Financial Adviser to the Finance Committee and the Company Secretary, Mr. Niraj Shrivastava, will act as Secretary to the Finance Committee and the quorum of the members of the Finance Committee will be (2) members. The Committee shall meet as and when required and shall report its decisions and recommendations to the Board at regular intervals."

b) IPO Committee

The Company for the purposes of the initial public offering (the "Offer") of equity shares of face value of ₹10 each of the Company (the "Equity Shares") comprising a fresh issue of Equity Shares by the Company and an offer for sale of Equity Shares by certain existing shareholders of the Company (collectively, the "Selling Shareholders") constituted the IPO committee of directors of the Board to undertake such activities as are authorized by the Board. The current constitution of the IPO Committee is as follows:

Name of Director	Position in the Committee	Designation
Suresh Kumar Goyal	Chairperson	Chairman and Executive Director
Vikas Kumar Goyal	Member	Managing Director and Chief Executive Officer
Bhavesh Khetan	Member	Executive Director

During the financial year under review, no meetings were held.

Scope of the Committee:

the IPO Committee is authorized to approve, implement, negotiate, carry out and decide upon, all activities in connection with the Offer, including, but not limited to:

- a. approving all actions and signing and/or modifying agreements or other documents required to dematerialize the Equity Shares, including seeking the admission of the Equity Shares into Central Depository Services (India) Limited (the "CDSL") and National Securities Depository Limited (the "NSDL") and signing and/or modifying, as the case may be, agreements and/or such other documents as may be required with NSDL, CDSL, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorize one or more officers of the Company to execute all or any of the above documents;
- b. finalizing, settling, approving and adopting the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP"), the prospectus (the "Prospectus"), the preliminary and final international wraps, and any amendments, supplements, notices or corrigenda thereto, together with any summaries thereof (collectively, the "Offer Documents");
- c. arranging for the submission, filing and/or withdrawal of the Offer Documents including incorporating such alterations, corrections or modifications as may be required by the Government of India, the Securities and Exchange Board of India (the "SEBI"), the Reserve Bank of India (the "RBI"), the Registrar of Companies, Chhattisgarh at Bilaspur (the "RoC"), the stock exchanges where the Equity Shares are to proposed be listed (the "Stock Exchanges"), or any other relevant governmental, statutory, regulatory and/or any other competent authorities (collectively, the "Regulatory Authorities") or in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by any Regulatory Authorities (collectively, "Applicable Laws"), and taking all such actions as may be necessary for submission, withdrawal and filing of the Offer Documents;
- d. taking all actions as may be necessary or authorized, in connection with the offer for sale by certain existing shareholders of the Company ("Selling Shareholders"), including taking on record the approval of the Selling Shareholders for offering their Equity Shares pursuant to the Offer, including the quantum in terms of number of Equity Shares/amount offered by the Selling Shareholders in the Offer, allowing revision of the offer for sale portion in case any Selling Shareholder decides to revise it, in accordance with the Applicable Laws;

- e. approving and issuing notices and/or advertisements in relation to the Offer as it may deem fit and proper in accordance with Applicable Laws and in consultation with the relevant intermediaries appointed for the Offer;
- f. deciding, negotiating and finalizing, in consultation with the book running lead managers appointed in relation to the Offer (the "BRLMs"), all matters regarding any pre-IPO placement, if any, including entering into discussions and execution of all relevant documents with investors;
- g. approving any steps towards compliance with corporate governance requirements, policies or codes of conduct of the Board, officers and other employees of the Company that may be considered necessary by it or as may be required under Applicable Laws or the listing agreements to be entered into by the Company with the Stock Exchanges, including, without limitation, policies on insider trading, whistle-blower mechanism, risk management and any other policies as may be required to be formulated under the Companies Act, 2013, as amended and the regulations prescribed by the SEBI including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- h. approving the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the draft red herring prospectus, the red herring prospectus and the prospectus; and to approve the list of pending litigations involving such group companies which has a material impact on the Company;
- i. settling all questions, difficulties or doubts that may arise in regard to the Offer, including issue, allotment, terms of the Offer, utilization of the Offer proceeds and matters incidental thereto as it may deem fit;
- j. appointing and instructing the book running lead managers, syndicate members, bankers to the Offer, the registrar to the Offer, underwriters, escrow agents, monitoring agency, accountants, industry expert, auditors, legal counsel, depositories, custodians, credit rating agencies, advertising agencies and all such persons, agencies or intermediaries as may be involved in or concerned with the Offer and whose appointment is required in relation to the Offer, to the extent relevant, including any successors or replacements thereof, by way of commission, brokerage, fees or the like, and negotiating, finalizing and settling the respective terms of their appointment and executing and delivering or arranging the delivery of, and if deemed fit, terminating the various agreements for such appointment, including the offer agreement, any syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, agreement with registrar in relation to the Offer, and advertising agencies and any other intermediaries or parties in connection with the Offer;
- k. opening and operating bank accounts, share/securities accounts, escrow or custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with the terms of any agreement entered into in this respect and subject to Applicable Laws;
- l. opening and operating bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- m. authorizing and approving the incurring of expenditure and the payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer, in accordance with the terms of any agreement entered into in this respect and subject to Applicable Laws;
- n. seeking the listing of the Equity Shares on the Stock Exchanges, submitting listing applications to the Stock Exchanges and taking all such actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into listing agreements with the Stock Exchanges;
- o. seeking, if required, the consents, approvals and waivers of the Company's lenders, industry data providers, customers, suppliers, strategic partners, parties with whom the Company has entered into various commercial and other agreements, all concerned Regulatory Authorities in India or outside India, and any other consents, approvals or waivers that may be required in connection with the Offer;
- p. submitting undertakings/certificates or providing clarifications to the SEBI and the Stock Exchanges;
- q. deciding in consultation with the book running lead managers the size and timing and all other terms and conditions, including any amendments thereto, of the Offer and/or the number of Equity Shares to be offered, transferred and/or allotted in the Offer, including any reservation of Equity Shares for any category or categories of persons as permitted under Applicable Laws, any rounding off in the event of any oversubscription as permitted under Applicable Laws, and to accept any amendments, modifications, variations or alterations thereto;
- r. determining in consultation with the book running lead managers and/or any other advisors, the price at which the Equity Shares will be offered, transferred and/or allotted to investors in the Offer in accordance with Applicable Laws and determining the discount, if any, proposed to be offered to eligible categories of investors;

- s. determining in consultation with the book running lead managers and/or any other advisors, the price band and minimum bid lot for the purpose of bidding, any revision to the price band and the final Offer price (including the price at which Equity Shares are offered, transferred and/or allotted to anchor investors in the Offer, if any) after bid closure;
- t. determining, in consultation with the book running lead managers and/or any other advisors, the bid opening and closing dates (including the bidding date in case of anchor investors, if any), [including extending the Bid/Offer period;
- u. determining the utilization of proceeds of the fresh issue of Equity Shares by the Company and accepting and appropriating proceeds of the fresh issue in accordance with the Applicable Laws;
- v. finalizing in consultation with the book running lead managers, the Stock Exchanges and/or any other advisors, the basis of allocation and allotment and transfer of Equity Shares to retail investors/non-institutional investors/qualified institutional buyers and any other investor permitted under Applicable Laws to purchase the Equity Shares pursuant to the Offer;
- w. approving/taking on record the transfer of the Equity Shares pursuant to the offer for sale by the Selling Shareholders in the Offer;
- x. issuing receipts/allotment letters/confirmation of allocation notes, either in physical or in electronic mode, representing the underlying Equity Shares, with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges;
- y. taking all actions as may be necessary or authorized in connection with the Offer;
- z. authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer;
- aa. doing all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary or desirable for the Offer, in consultation with the BRLMs;
- bb. taking such action, give such directions, as may be necessary or desirable as regards the Offer and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the Offer, as are in the best interests of the Company;
- cc. authorizing any officers (the "Authorized Officers"), for and on behalf of the Company, to negotiate, finalize, execute, deliver and terminate, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that any such Authorized Officer considers necessary, desirable or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements with the Stock Exchanges, the registrar's agreement, the depositories agreements, the offer agreement with the Selling Shareholders and the book running lead managers (and other entities as appropriate), the underwriting agreement, the share escrow agreement, the syndicate agreement, the cash escrow and sponsor bank agreement, confirmation of allocation notes, the advertisement agency agreement, [and any agreement or document in connection with any Pre-IPO Placement (including any placement agreement, escrow agreement and Offer documentation)], with, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the book running lead managers, syndicate members, placement agents, registrar to the Offer, bankers to the Offer, managers, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, credit rating agencies, advertising agencies, monitoring agencies, and all such persons or agencies as may be involved in or concerned with the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;
- dd. authorizing any Authorized Officer, for and on behalf of the Company, to severally take any and all action in connection with making applications, seeking clarifications, exemptions and obtaining approvals (or entering into any arrangement or agreement in respect thereof) in connection with the Offer, including, without limitation, applications to, and clarifications or approvals from the Regulatory Authorities, any lenders to the Company, any party with whom the Company has entered into commercial and other agreements or any other third parties and that any such action already taken or to be taken is hereby ratified, confirmed and/or approved as the act and deed of the Authorized Officer and the Company, as the case may be;
- ee. severally authorizing the Authorized Officers, for and on behalf of the Company, to do or cause to be done any and all acts, deeds, matters or things as any such Authorized Officer may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Offer; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer and the Company in so doing and any such document so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Authorized Officer and the Company, as the case may be; and

- ff. executing and delivering any and all documents, papers or instruments and doing or causing to be done any and all acts, deeds, matters or things as it may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Offer; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing."
2. The IPO Committee is authorized to make any alteration, addition or make any variation in relation to the Offer, in consultation with the book running lead managers or the SEBI or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Offer structure and the exact component of the Offer.

The Company Secretary, Mr. Niraj Shrivastava, will act as Secretary to the IPO Committee and the quorum of the members of the IPO Committee will be (2) members. 2 directors shall form the quorum for a meeting of the IPO Committee present and voting, and meetings may be convened and held at the discretion of the IPO Committee

SENIOR MANAGEMENT

Particulars of Senior Management including the changes therein since the close of the previous financial year:

As on March 31, 2025 the following persons forms part of Senior Management of the Company:

S. No.	Name	Designation
1.	Mr. Vikas Kumar Goyal	Managing Director & CEO
2.	Mr. Bhavesh Khetan	Chief Operating Officer
3.	Ms. Anu Garg	Chief Financial Officer
4.	Mr. Niraj Shrivastava	Company Secretary & Compliance Officer
5.	Mr. Bikash Agrawal	Chief Strategy Officer
6.	Mr. Mayank Agrawal	Assistant Vice President—Investor Relations
7.	Mr. Pushpendra Singh Baghel	Vice President - Direct Reduced Iron & Power ***
8.	Mr. Upendra Kumar	Senior General Manager (Techno Commercial)
9.	Mr. Varinder Singla*	Assistant Vice President – Stainless Steel
10.	Prashant Suresh Sharma	Vice President – Marketing and Communication
11.	Sheetal Goyal	Head - CSR
12.	Syed Ahmad Mehdi Hussaini**	Chief Marketing Officer

There are following change in the Senior Management of the Company since the close of the previous financial year:

* Mr. Varinder Singla, Assistant Vice President – Stainless Steel, of the Company has resigned from his position effective from July 14, 2025.

** Syed Ahmad Mehdi Hussaini- Chief Marketing Officer, of the Company had resigned from his position effective December 31, 2024

*** Mr. Pushpendra Singh Baghel – Re-designated as Vice President - Direct Reduced Iron & Power

III REMUNERATION TO DIRECTORS

Pecuniary Relationships of the Non-Executive Directors

There were no pecuniary relations or transactions of non-executive Director's vis-a-vis the Company other than the sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Remuneration to non-executive, Independent Directors paid as on March 31, 2025

(₹ in Millions)

Name of Independent Directors	Sitting Fees	Total
Mr. Manoj Khetan	0.55	0.55
Mrs. Nidhi Thakkar	0.40	0.40
Mr. Kishore Kumar Singh	0.35	0.35

Remuneration to executive Directors for the Financial Year ended March 31, 2025

(₹ in Millions)

Name of the Director	Salary	Bonus	Perquisites	Contribution to PF	Total
Vikas Kumar Goyal	18.00	-	-	-	18.00
Suresh Kumar Goyal	18.00	-	-	-	18.00
Bhavesh Khetan	9.00	-	-	-	9.00

The nomination and Remuneration policy of the Company has been provided in the Board's Report which forms part of the Annual Report.

Service contracts, notice period, severance fee:

The Managing Director and Executive Directors are generally appointed for a period of five/three years.

The contracts with Managing Director and Executive Directors may be terminated by either party giving the other party requisite notice or the Company paying requisite salary in lieu thereof as mutually agreed. .

IV. GENERAL BODY MEETINGS

1. ANNUAL GENERAL MEETING

Details of last three Annual General Meetings and summary of Special Resolutions passed therein as under:

Financial year ended	Date and Time	Venue	Special Resolution Passed
March 31, 2022	Tuesday, August 30, 2022 at 1.00 pm	Physical Meeting at the Registered Office of the Company	No Special Resolution was there in the Notice.
March 31, 2023	Saturday, September 30, 2023 at 01:00 pm	Physical Meeting at the Registered Office of the Company	No Special Resolution was there in the Notice.
March 31, 2024	Wednesday, September 18, 2024 at 03:00pm	Physical Meeting at the Registered Office of the Company	No Special Resolution was there in the Notice.

2. EXTRA-ORDINARY GENERAL MEETING

The following EOGM has been conducted in the year under review :

Date and Time	Venue	Special Resolution Passed
Wednesday, April 24, 2024 at 11.00 am	Physical Meeting at the Registered Office of the Company	- Conversion of Company into Public Limited Company - Alteration of Name Clause of Memorandum of Association. - Alteration of Articles of Association
Saturday, April 27, 2024 at 01.00 pm	Physical Meeting at the Registered Office of the Company	To give Loan represented by Book Debt u/s 185 of the Companies Act, 2013 to Sambhv Tubes Private Limited
Thursday, May 30, 2024 at 01.00 pm	Physical Meeting at the Registered Office of the Company	To appoint Mr. Vikas Kumar Goyal as a Managing Director of the Company
Monday, August 5, 2024 at 11.00 am	Physical Meeting at the Registered Office of the Company	- To borrow money in excess of aggregate paid up share capital and reserves. - To create charge / mortgage on assets of the company.
Wednesday, August 28, 2024 at 11.00 am	Physical Meeting at the Registered Office of the Company	- To make investment or provide loan, guarantee or security in excess of limit specified u/ 186 of the Companies Act, 2013 - To increase the Authorised Share Capital - Adoption of New Articles of Association of the Company
Thursday, September 12, 2024 at 11.00 am	Physical Meeting at the Registered Office of the Company	- To appoint Mrs. Nidhi Thakkar (DIN: 07587986) as Independent director of the Company - To appoint Mr. Manoj Khetan (DIN: 06395265) as Independent director of the Company - To appoint Mr. Kishore Kumar Singh (DIN: 00097156) as Independent director of the Company - Approval of Initial Public Offer - To approve the terms of appointment of Mr. Suresh Kumar Goyal, Chairman & Executive Director - To approve the terms of appointment of Mr. Bhavesh Khetan, Executive Director & Chief Operating Officer - To approve the revision of terms of appointment of Mr. Vikas Kumar Goyal, Managing Director & CEO

V. OTHER DISCLOSURES

(i) Disclosures regarding the Board of Directors

As per the provisions of the Companies Act, 2013, Mr. Bhavesh Khetan, Executive Director will retire at the ensuing AGM and being eligible, seeks re-appointment. The Board, based on evaluation, has recommended their re-appointment. Your Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed under the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI LODR Regulations. Detailed profile of the Directors who are seeking appointment/reappointment at the ensuing Annual General Meeting of the Company is given under the explanatory Statement to the notice which is forming part of the Annual Report of the Company.

(ii) Related Party transactions

During FY 2024-25, there were no material related party transactions entered by the Company that may have a potential conflict with the interests of the Company.

The Company has formulated a policy on materiality of Related party transactions and on dealing with Related party transactions, in accordance with relevant provisions of Companies Act, 2013 and SEBI LODR Regulations.

The policy is available on the website of the Company at: <https://sambhv.com/corporate-governance/>

Moreover, the Company has entered into the Related party transaction which were in the ordinary course of business and on arm's length price basis necessary disclosure as required under the Indian Accounting Standard have been made in the Financial Statements.

(iii) Management discussion and analysis report-

Management discussion and analysis report for the year under review, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is presented in a separate section forming part of the Annual Report.

(iv) Business responsibility and sustainability report-

Business Responsibility and Sustainability Report for the year under review, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is presented in a separate section forming part of the Annual Report.

(v) Disclosure of Pending Cases/Instances of Non-Compliance with respect to Capital Markets

Your Company has complied with all the requirements of regulatory authorities with respect to capital markets. There were no instances of non-compliance by the Company and no penalties and strictures imposed on the Company by the Stock exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

(vi) Vigil Mechanism/Whistle Blower Policy:

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company at: <https://sambhv.com/corporate-governance/>

(vii) Dividend payment history

No Dividend paid during the year under review.

(viii) Investor Education and Protection Fund (IEPF)

In terms of the provisions of Section 124 of the Companies Act, 2013 ('Act'), the dividend that are unclaimed / unpaid for a period of seven years, are to be transferred statutorily to the Investor education and protection Fund (IEPF) administered by the Central Government. Further, according to the IEPF Authority (Accounting, Audit, transfer and Refund) Rules, 2016 (the "IEPF Rules"), the shares in respect of which dividends are unclaimed/ un-paid by the members for seven consecutive years or more are also required to be transferred to the demat account created by the IEPF Authority.

(ix) Disclosure of the Extent to which the Discretionary Requirements as specified in Part E of Schedule II.

Regarding compliance with non-mandatory requirements, the following is the status:

- Shareholders' Rights - Half-yearly declaration of financial performance of the Company are not currently sent to each of the household of shareholders but are published in terms of Regulation 47(3) of LODR regulations in newspapers and also sent to the Stock exchange. Besides, all Quarterly/Half-yearly/Annual financial results are published on the Company's Website.
- Audit Qualification - the Company already has a regime of un-qualified Financial Statements. Auditors have raised no qualification on the Financial Statements.
- Separate post of Chairperson and Managing Director/Chief executive officer – Currently the post of Chairperson is held by Mr. Suresh Kumar Goyal and the post of Managing Director and Chief executive officer – is held by Mr. Vikas Kumar Goyal.

- d. Reporting of Internal Auditor: the Internal Auditor of the Company, directly reports to the audit committee on functional matters.

(x) Web link for policy for determining 'material' subsidiaries:

<https://sambhv.com/corporate-governance/>

(xi) Fees paid to Statutory Auditor

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

	(₹ In millions)
Statutory Audit Fees*	2.50
Tax Audit Fees	0.30
Certification fees	0.04
Total	2.84

*Includes Audit fees for Special Purpose Interim Financial Statements of Subsidiary of INR 0.15 million. Further, the amount paid to auditors in connection with the Initial Public Offer (IPO), amounting to ₹3.01 million which comprising professional fees of ₹2.95 million and out-of pocket expenses of ₹0.06 million has not been included above. These costs have been recorded under prepaid expenses and will be re-classified from current assets to equity, and set off against the net proceeds of the offering, upon completion of the IPO.

(xii) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a.	Number of complaints filed during the financial year 2024-25	NIL
b.	Number of complaints disposed of during the financial year 2024-25	NIL
c.	Number of complaints pending as on March 31, 2025	NIL

(xiii) Other Affirmation:

- The Company complied with all the requirement of Corporate Governance report said out in the schedule V of SEBI (LODR) Regulations, 2015.
- The disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report. – All requirements mentioned are complied.

(xiv) Subsidiary Company :

Sambhv Tubes Private Limited has become our wholly-owned Subsidiary with effect from September 16, 2024

(xv) Associate Company :

Clean Max Opia Private Limited became the associate of our Company with effect from November 13, 2024.

A statement of all significant transactions and arrangements entered into by the unlisted associate company, if any, is also placed at the Board meeting of the Company. Due to unforeseen circumstances, the project was shelved and, in line with Article 5 of the Clean Max SPA, all actions under the agreement were reversed. Clean Max Enviro repurchased the Sale Shares from our Company for approximately ₹0.03 million under a share purchase agreement dated May 27, 2025. Consequently, Clean Max ceased to be an associate of our Company effective May 30, 2025. Disclosures with respect to demat suspense account/ unclaimed suspense account

There were no shares in the demat suspense account or unclaimed suspense account during the financial year 2024-25.

(xvi) Disclosure on loans and advances:

The Company has not provided any loans and advances in the nature of loans to firms/ companies in which the directors are interested during the Financial year 2024-25.

(xvii) List of all credit ratings obtained by the Company along with any revisions thereto during the financial year ended March 31, 2025:

Year	FY23	FY24 FY24	FY25
Credit rating	Long term rating – ACUITE A - Positive Reaffirmed Short term rating – ACUITE A2+ Reaffirmed	Long term rating – ACUITE A Stable Short term rating – ACUITE A1	Long term rating – CARE A Stable Short term rating – CARE A1 Long term rating – ACUITE A Stable Short term rating – ACUITE A1

(xviii) Means of Communication :

Your Company follows various channels of communication with shareholders and other stakeholders for ensuring fair disclosure and comprehensive and transparent reporting of the Company's performance and activities to safeguard shareholders' and other stakeholders interests.

(xix) Company's Website:

The Company has a dedicated "Investors" section on its website viz., <https://sambhv.com/>, wherein relevant member information such as Board Committee, Corporate Policy, Annual Report, Financial Results, Shareholding details etc. are accessible.

(xx) Annual Report:

The Annual Report of the Company is to be circulated to the members and others entitled thereto.

(xxi) SCORES (SEBI Complaints Redressal System):

SEBI has provided a centralized web-based complaints redressal system named, SCORES, enabling investors to lodge complaint(s) against a Company for any grievance. The Company is registered on SCORES Platform.

(xxii) Green Initiative – Service of Documents in Electronic Form:

The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliance by Companies through electronic mode. In accordance with circulars issued by the Ministry, Companies can now send various notices and documents including annual report, to its members through electronic mode to the registered email addresses of members. To support this green initiative of the Government in full measure the Company has adopted the practice of sending communications, including Annual Report, through email to those members whose email addresses are available as per registered records.

(xxiii) GENERAL SHAREHOLDER INFORMATION:

Annual General meeting	Date: September 29, 2025 Time : 11.30 A.M. (IST) Venue : Through VC/OAVM The deemed venue shall be the Registered Office
Financial Year	April 1 to March 31
Listing of shares	The Equity shares of the Company are listed on the following Stock Exchanges : 1. BSE Limited (Scrip Code: 544430) 2. National Stock Exchange of India Limited (Symbol:SAMBHV) The Company, listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) as of July 2, 2025, has paid the listing fees for the financial year 2025-26. Further, none of the securities of the Company are suspended for trading. ISIN Code for the Company's Equity Shares : INE12NJ01018.
Registrar to an issue and share transfer agents:	KFIN TECHNOLOGIES LIMITED SELENIUM TOWER B, PLOT NOS. 31 & 32 FINANCIAL DISTRICT NANAKRAMGUDA SERILINGAMPALLY MANDAL, HYDERABAD - 500032,INDIA CONTACT PERSON- UMESH PANDEY PHONE NO. 040 - 6716 1595, 98497-12635
Share Transfer System	The share transfers are being dealt by the Company's Registrars and Transfer Agents (RTA), M/s. KFIN TECHNOLOGIES LIMITED, registered with SEBI as a Category 1 registrar. In terms of the amended Regulation 40(1) of Listing Regulations w.e.f. April 01, 2019, securities of the listed Companies shall be processed only in those cases where the shares are held in dematerialised form with the depository, in terms of guidelines issued by SEBI. Pursuant to SEBI/HO/ MIRSD/MIRSD_TAMB/P/CIR/2022/8 dated January 25, 2022, SEBI has mandated Listed Companies to issue securities in dematerialised form only while processing investor service request viz transmission, transposition, renewal, exchange, sub-division, consolidation and issue of duplicate certificates etc. the securities shall be issued in dematerialised form only. Accordingly, the shares held in physical form will not be transferred unless they are converted into dematerialised form.

(xxiv) Distribution of shareholding as on March 31, 2025:

Category (Amount)	Phy Cases	Phy Cases %	Phy Shares	Phy Amount	Phy Amount %	Ele Cases	Ele Cases %	Ele Shares	Ele Amount	Ele Amount %	Total Cases	Total Cases %	Total Shares	Total Amount	Total Amount %
1-5000	0	0.00	0	0	0.00	42	8.64	12772	127720	0.01	42	8.64	12772	127720	0.01
5001- 10000	0	0.00	0	0	0.00	39	8.02	36027	360270	0.01	39	8.02	36027	360270	0.01
10001- 20000	0	0.00	0	0	0.00	18	3.70	28101	281010	0.01	18	3.70	28101	281010	0.01
20001- 30000	0	0.00	0	0	0.00	24	4.94	63261	632610	0.03	24	4.94	63261	632610	0.03
30001- 40000	0	0.00	0	0	0.00	12	2.47	43980	439800	0.02	12	2.47	43980	439800	0.02
40001- 50000	0	0.00	0	0	0.00	21	4.32	103000	1030000	0.04	21	4.32	103000	1030000	0.04
50001- 100000	1	0.21	6500	65000	0.00	62	12.76	541857	5418570	0.22	63	12.96	548357	5483570	0.23
100001 & Above	17	3.50	2467500	24675000	1.02	250	51.44	237699002	2376990020	98.63	267	54.94	240166502	2401665020	99.65
Total	18	3.70	2474000	24740000	1.03	468	96.30	238528000	2385280000	98.97	486	100.00	241002000	2410020000	100.00

Shareholding Pattern of the Company as on March 31, 2025:

Srl #	Code	Description	Phy Cases	Phy Shares	Phy Cases %	NSDL Cases	NSDL Shares	NSDL Cases %	CDSL Cases	CDSL Shares	CDSL Cases %	Total Cases	Total Shares	Total Cases %
1	PRO	PROMOTERS	0	0	0.00	6	89099750	36.97	0	0	0.00	6	89099750	36.97
2	PRG	PROMOTER GROUP	0	0	0.00	13	84256370	34.96	0	0	0.00	13	84256370	34.96
3	PUB	RESIDENT INDIVIDUALS	18	2474000	1.03	121	37511598	15.56	270	21770616	9.03	409	61756214	25.62
4	LTD	BODIES CORPORATES	0	0	0.00	16	2347931	0.97	8	1856545	0.77	24	4204476	1.74
5	HUF	H U F	0	0	0.00	5	30250	0.01	24	947940	0.39	29	978190	0.41
6	NRI	NON RESIDENT INDIANS	0	0	0.00	2	32000	0.01	1	250000	0.10	3	282000	0.12
7	NRN	NON RESIDENT INDIAN NON REPATRIABLE	0	0	0.00	1	250000	0.10	0	0	0.00	1	250000	0.10
8	AIF	ALTERNATIVE INVESTMENT FUND	0	0	0.00	1	175000	0.07	0	0	0.00	1	175000	0.07
Total			18	2474000	1.03	165	213702899	88.67	303	24825101	10.30	486	241002000	100.00

Dematerialization of shares and liquidity:

23,85,28,000 Equity Shares of ₹10/- each as on March 31, 2025 were in dematerialized form. Company has connectivity with both Depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

(xxv) Outstanding ADRs/ GDRs

There were no outstanding GDRs/ ADRs, as on March 31, 2025.

(xxvi) Warrants and other convertible instruments:

There were no warrants outstanding for conversion as on March 31, 2025.

(xxvii)Commodity price risk or foreign Exchange risk and hedging activities:

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out.

Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

(xxviii)Details of utilization of funds raised through preferential allotment: Not Applicable

(xxix) The Company is in compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations as well as disclosure requirements as enumerated in to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations as well as disclosure requirements as enumerated in Schedule V of the Listing Regulations.

(xxx) As required by Clause 10 (i) of Part C under Schedule V of the Listing Regulations, the Company has received a certificate from M/s Agrawal & Agrawal, Practicing Company Secretary certifying that none of the Company's Directors has been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India or Ministry of Corporate Affairs or such other statutory authority and the same has been annexed herewith.

(xxxi)

Address for Members' Correspondence; Transfer/Dematerialization/ consolidation/split of shares, issue of Duplicate share certificates, change of address of members and beneficial owners and any other query relating to the shares of the Company	KFin Technologies Limited Address: Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financia District, Tanakramguda, Hyderabad Telangana 500 032, India Tel. no. - +91 40 6716 2222 email: sstlipo@kfintech.com einward.ris@kfintech.com Website: www.kfintech.com
Investor Correspondence/queries on Corporate Governance and other secretarial matters.	Registered Office: Sambhv Steel Tubes Limited Address: Office No. 501 to 511 Harshit Corporate, Amanaka,Raipur Chattisgarh, India, 492001 Tel. no.: +91 771 2222 360 email:- cs@sambhv.com Website: www.sambhv.com
Plant Locations :	Unit 1- Village - Sarora, Tilda, Raipur, Chhatisgarh - 493114 Unit 2 - Village - Kuthrel, Raipur, Chhatisgarh - 493116

**For and on behalf of the Board of Directors of
Sambhv Steel Tubes Limited**

Sd/-

Suresh Kumar Goyal Vikas Kumar Goyal

(Chairman & Executive Director) (Managing Director & CEO)

DIN: 00318141 DIN: 00318182

Place: Raipur

Date : August 30, 2025

CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

I hereby confirm that the Company has obtained from all the members of the Board and Management personnel, affirmation that they have complied with the Code of Conduct for the financial year 2024-25.

Sd/-

Vikas Kumar Goyal

DIN: 00318182

Managing Director & CEO

Place: Raipur

Date: August 30, 2025

CEO / CFO CERTIFICATION

To,
The Board of Directors
Sambhv Steel Tubes limited

We have reviewed Financial Statements and the Cash Flow Statements of Sambhv Steel Tubes limited for the year ended March 31, 2025, and to the best of our knowledge and belief:

- a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- c) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

We have indicated to the Auditors and the Audit Committee:

- a) That there are no significant changes in internal control over financial reporting during the year;
- b) That there are no significant changes in accounting policies during the year; and
- c) That there are no instances of significant fraud of which we have become aware.

Sd/-
Anu Garg
Chief Financial Officer
Place: Raipur
Date: August 30, 2025

Sd/-
Vikas Kumar Goyal
DIN: 00318182
Managing Director and Chief Executive Officer

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members,

Sambhv Steel Tubes Limited

Office No. 501 to 511 Harshit Corporate, Amanaka, Raipur, (C.G.)- 492001

We have examined the compliance of conditions of Corporate Governance by **SAMBHV STEEL TUBES LIMITED** for the year ended 31st March, 2025, as stipulated in the SEBI (listing obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (listing obligations and Disclosure Requirements) Regulations, 2015.

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

For **M/s Rohtash Agrawal & Co.**

(Company Secretaries)

Sd/-

Rohtash Kumar Agrawal

Partner

Membership no.: F5537

CP: 4015

Peer Review Cer. No. 2647/2022

UDIN: F005537G001122367

Place: Raipur

Date: August 29, 2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members,
Sambhv Steel Tubes Limited
Office No. 501 to 511 Harshit Corporate, Amanaka, Raipur, (C.G.)- 492001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sambhv Steel Tubes limited having CIN: U27320CT2017PLC007918 and having registered office at Office No. 501 to 511 Harshit Corporate, Amanaka, Raipur, (C.G.)- 492001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V para-C Sub clause 10(i) of the Securities exchange Board of India (listing obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT IN COMPANY
1.	SURESH KUMAR GOYAL	00318141	25/03/2024
2.	VIKAS KUMAR GOYAL	00318182	24/04/2017
3.	BHAVESH KHETAN	10249740	22/07/2023
4.	KISHORE KUMAR SINGH	00097156	12/09/2024
5.	MANOJ KHETAN	06395265	12/09/2024
6.	NIDHI THAKKAR	07587986	12/09/2024

For **M/s Rohtash Agrawal & Co.**
(Company Secretaries)

Sd/-
Rohtash Kumar Agrawal
Partner
Membership no.: F5537
CP: 4015
Peer Review Cer. No. 2647/2022
UDIN: F005537G001122301
Place: Raipur
Date: August 29, 2025

ANNEXURE 'C'

MANAGEMENT DISCUSSION AND ANALYSIS

Indian economic review

Overview

The Indian economy grew at 6.5% in FY 2024-25, compared to a revised 9.2% in FY 2023-24. This represented a four-year low due to a moderate slowdown within the Indian economy (marked by slower manufacturing growth and a decline in net investments). Despite the slowdown, India retained its position as the world's fifth-largest economy.

India's nominal GDP (at current prices) was ₹330.68 trillion in FY 2024-25 (₹301.23 trillion in FY 2023-24). The nominal GDP per capita increased from ₹2,15,936 in FY 2023-24 to ₹2,35,108 in FY 2024-25, reflecting the impact of an economic expansion.

The Indian rupee weakened 2.12% against the US dollar in FY 2024-25, closing at ₹85.47 on the last trading day of FY25. In March 2025, the rupee recorded the highest monthly appreciation since November 2018, rising 2.39% (arising out a weakening US dollar).

Inflationary pressures eased, with CPI inflation averaging 4.63% in FY 2024-25, driven by moderating food inflation and stable global commodity prices. Retail inflation at 4.6% in FY 2024-25, was the lowest since the pandemic, catalysing savings creation.

India's foreign exchange reserves stood at a high of \$676 billion as of April 4, 2025. This was the fourth consecutive year when rating upgrades outpaced downgrades on account of strong domestic growth, rural consumption, increased infrastructure investments and low corporate leverage (annualized rating upgrade rate 14.5% exceeded the decade-long average of 11%; downgrade rate was 5.3%, lower than the 10-year average of 6.5%).

Gross foreign direct investment (FDI) into India rose 13.6% to \$81 billion during the last financial year, the fastest pace of expansion since 2019-20. The increase in the year was despite a contraction during the fourth quarter of 2024-25 when inflows on a gross basis declined 6% to \$17.9 billion due to the uncertainty caused by Donald Trump's election and his assertions around getting investments back into the US.

Growth of the Indian economy

	FY22	FY23	FY24	FY25
Real GDP growth (%)	8.7	7.2	9.2	6.5

E: Estimated

(Source: MoSPI, Financial Express)

Growth of the Indian economy quarter by quarter, FY 2024-25

	Q1 FY25	Q2 FY25	Q3 FY25	Q4 FY25
Real GDP growth (%)	6.5	5.6	6.2	7.4

E: Estimated

(Source: The Hindu, National Statistics Office)

The banking sector continued its improvement, with gross non-performing assets (NPA) for scheduled commercial banks (SCBs) declining to 2.6% as of September 2024, down from 2.7% in March 2024. The capital-to-risk-weighted assets ratio for SCBs stood at 16.7% as of September 2024, reflecting a strong capital position.

India's exports of goods and services reached \$824.9 billion in FY 2024-25, up from \$778 billion in the previous fiscal year. The Red Sea crisis impacted shipping costs, affecting price-sensitive exports. Merchandise exports grew 6% YoY, reaching \$374.1 billion.

India's net GST collections increased 8.6%, totalling ₹19.56 lakh crore in FY 2024-25. Gross GST collections in FY 2024-25 stood at ₹22.08 lakh crore, a 9.4% increase YoY.

On the supply side, real gross value added (GVA) was estimated to expand 6.4% in FY 2024-25. The industrial sector grew by 6.5%, supported by growth in construction activities, electricity, gas, water supply and other utility services.

India's services sector grew at 8.9% in FY25 (9.0% in FY24), driven by public administration, defence and other services (expanded at 8.8% as in the previous year). In the infrastructure and utilities sector, electricity, gas, water supply and other utility services grew a projected 6.0% in FY25, compared to 8.6% in FY24. Meanwhile, the construction sector expanded at 9.4% in FY25, slowing from 10.4% in the previous year.

Manufacturing activity was subdued in FY25, with growth at 4.5%, which was lower than 12.3% in FY24. Moreover, due to lower public spending in the early part of the year, government final consumption expenditure (GFCE) is anticipated to have slowed to 3.8% in FY25, compared to 8.1% in FY24.

The agriculture sector grew at 4.6% in 2024-25 (1.4% in 2023-24). Trade, hotel, transport, communication and services related to broadcasting segment were estimated to grow at 6.4% in 2024-25 (6.3% in 2023-24).

From a demand perspective, the private final consumption expenditure (PFCE) exhibited robust growth, achieving 7.2% in FY 2024-25, surpassing the previous financial year's rate of 5.6%.

The Nifty 50 and SENSEX recorded their weakest annual performances in FY 25 in two years, rising 5.3% and 7.5% during the year under review respectively. Gold rose 37.7% to a peak of \$3,070 per ounce, the highest increase since FY 2007-08, indicating global uncertainties.

Total assets managed by the mutual fund (MF) industry jumped 23% or ₹12.3 lakh crore in fiscal 2025 to settle at ₹65.7 lakh crore. At close of FY25, the total number of folios had jumped to nearly 23.5 crore, an all-time peak. During last fiscal, average monthly systematic investment plan (SIP) contribution jumped 45% to ₹24,113 crore.

Foreign portfolio investments (FPIs) in India experienced high volatility throughout 2024, with total inflows into capital markets reaching approximately \$20 billion by year-end. However, there was significant selling pressure in the last quarter, influenced by new tariffs announced by the new US government on most countries (including India).

Outlook

India is expected to remain the fastest-growing major economy. Initial Reserve Bank of India estimates have forecast India's GDP growth downwards from 6.7% to 6.5% based on risks arising from US tariff levies on India and other countries. The following are some key growth catalysts for India in FY26.

Tariff-based competitiveness: India identified at least 10 sectors such as apparel and clothing accessories, chemicals, plastics and rubber where the US' high tariffs give New Delhi a competitive advantage in the American market over other suppliers. While India faced a 10% tariff after the US suspended the 26% additional duties for 90 days, the levy remained at 145% on China, the biggest exporter to the US. China's share of apparel imports into the US was 25%, compared with India's 3.8%, a large opportunity to address differential (Source: Niti Aayog).

Union Budget FY 2024-25: The Union Budget 2025-26 laid a strong foundation for India's economic trajectory, emphasizing agriculture, MSMEs, investment, and exports as the four primary growth engines. With a fiscal deficit target of 4.4% of GDP, the government reinforced fiscal prudence while allocating ₹11.21 lakh crore for capital expenditure (3.1% of GDP) to drive infrastructure development. The February 2025 Budget marked a shift in approach, with the government proposing substantial personal tax cuts. Effective April 1, 2025, individuals earning up to ₹12 lakh annually will be fully exempt from income tax. Economists estimate that the resulting ₹1 lakh crore in tax savings could boost consumption by ₹3-3.5 lakh crore, potentially increasing the nominal private final consumption Expenditure (PFCE) by 1.5-2% of its current ₹200 lakh crore.

Free trade agreement: In a post-Balance Sheet development, India and the United Kingdom announced a free trade agreement to boost strategic and economic ties. This could lead to a significant increase in the export competitiveness of Indian shipments in the UK across the textiles, toys, leather, marine products, footwear, and gems and jewellery sectors. About 99% of Indian exports to UK will enjoy zero-duty access tariff cuts; India will cut tariffs on 90% of tariff lines and 85% could become fully duty-free within 10 years.

Pay Commission impact: The 8th Pay Commission's awards could lead to a significant salary revision for nearly ten million central government employees. Historically, Pay Commissions have granted substantial pay hikes along with generous arrears. For instance, the 7th Pay Commission more than tripled its monthly salaries, raising the range from ₹7,000 to ₹90,000 to ₹18,000 to ₹12.5 lakh, triggering a widespread ripple effect.

Monsoons: The India Meteorological Department predicted an 'above normal' monsoon in 2025. This augurs well for the country's farm sector and a moderated food inflation outlook.

Easing inflation: India's consumer price index-based retail inflation in March 2025 eased to 3.34 per cent, the lowest since August

2019, raising hopes of further repo rate cuts by the Reserve Bank of India.

Deeper rate cuts: In its February 2025 meeting, the Monetary Policy Committee (MPC) reduced policy rates by 25 basis points, reducing it to 6% in its first meeting of FY 2025-26. Besides, India's CPI inflation is forecasted at 4% for the fiscal year 2025-26.

Lifting credit restrictions: In November 2023, the RBI increased risk weights on bank loans to retail borrowers and NBFCs, significantly tightening credit availability. This led to a sharp slowdown in retail credit growth from 20-30% to 9-13% between September 2023 and 2024. However, under its new leadership, the RBI has prioritized restoring credit flow. Recent policy shifts have removed restrictions on consumer credit, postponed higher liquidity requirements for banks, and are expected to rejuvenate retail lending.

(Source: CNBC, Press Information Bureau, Business Standard, Economic Times, World Gold Council, Indian Express, Ministry of External Affairs, Times of India, Business Today, Hindustan Times, Statistics Times)

Steel industry overview

Steel is the world's most vital engineering and construction material, indispensable across infrastructure, transportation, manufacturing and everyday life. From automobiles and construction materials to cargo ships and surgical tools, its wide-ranging applications make it an essential commodity. Moreover, steel is 100% recyclable without any degradation in quality, reinforcing its role in a sustainable future.

India, currently the world's second-largest producer of crude steel, is poised to outpace other major steel-consuming economies in 2025 with an estimated demand growth of 8-9%. India's steel consumption recorded a robust growth of 11.5% in FY 2024-25, the fourth consecutive year of double-digit growth. In the four years ending FY 2024-25, India's GDP at constant prices increased 37% while steel consumption grew 60%. Over this period, the elasticity of steel consumption to economic growth (computed as the ratio of growth in steel consumption to growth in real GDP) was recorded at 1.5, compared to an elasticity of 0.8 during the decade before the pandemic. This momentum is primarily driven by steel-intensive investments in housing and infrastructure, alongside increasing demand from sectors like engineering, packaging and manufacturing. The country's large, underpenetrated domestic market is a significant growth lever with per capita steel consumption at just 98 kg, far below the global average of 228 kg. This figure is projected to rise to 160 kg by 2030, indicating substantial room for expansion.

Between April and January 2025, India produced 124.92 million tonnes (MT) of crude steel, marking a 4.5% increase over the previous year. Finished steel production stood at 119.5 MT (up 4%), while consumption reached 124.8 MT, a robust 10.7% year-on-year growth. Domestic demand is estimated to grow further by 9-10% in FY25, underscoring the sector's upward trajectory.

India enjoys a structural cost advantage in the global steel ecosystem, supported by the fifth-largest iron ore reserves and the availability of low-cost manpower. These factors continue to attract domestic and foreign investments. One such example

is AM/NS India's \$4.7 billion steel plant in Odisha, approved in January 2023, which reflects the sector's shift toward modernization, scale, and sustainability. The growing focus on green steel production is also gaining prominence, aligning the industry with long-term environmental goals.

However, challenges remain. High logistics costs, particularly freight rates that are nearly 500% higher than countries like Australia that affect operational efficiency and weaken export competitiveness. Moreover, with nearly half of India's workforce still employed in agriculture, accelerating the transition to a more industrial and skilled economy remains a policy priority.

On the trade front, finished steel imports rose by 24.5%, while exports fell by 6.4%, resulting in an additional availability of 3.2

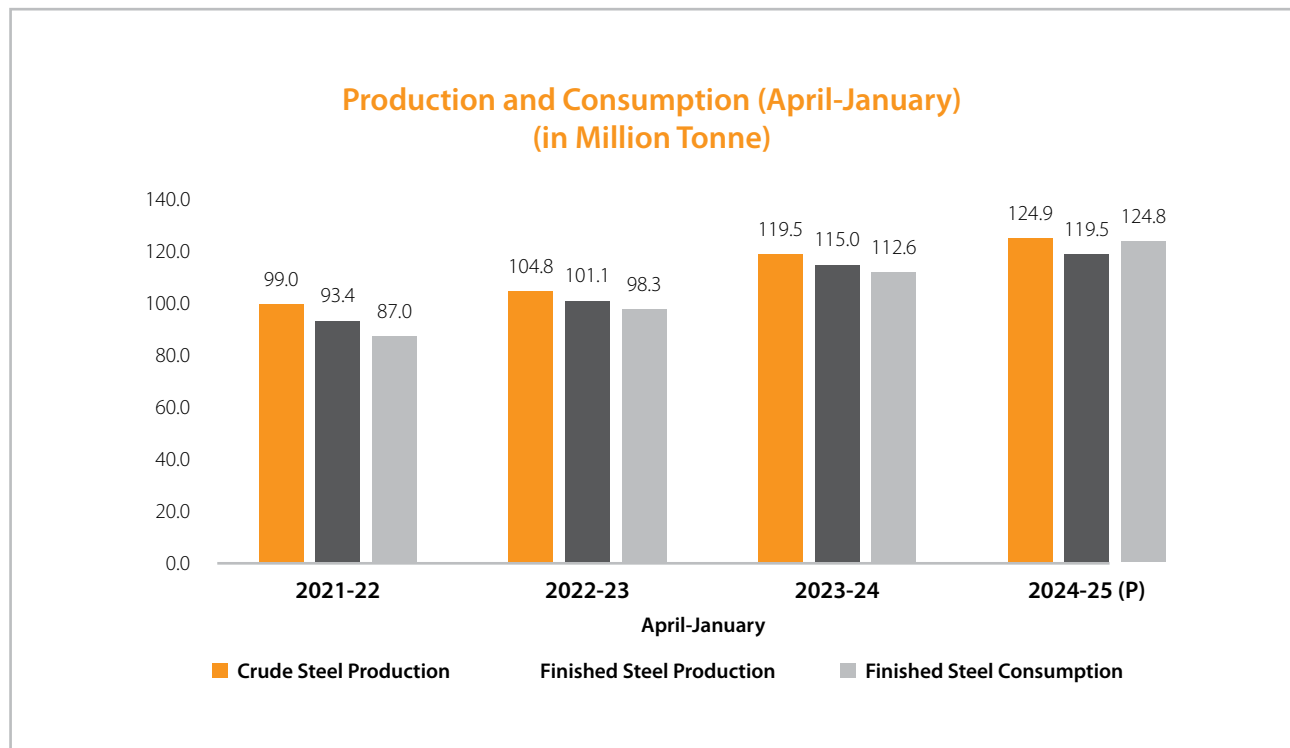
MT of finished steel in the domestic market. This accounted for 2% of total domestic consumption and contributed to softening steel prices. Imports from all major exporting countries to India increased, with China continuing to supply value-added and specialty steel, such as galvanised and coated products, alloy steel, and stainless steel. South Korea's import share declined slightly due to modest growth.

India's steel sector stands at a pivotal juncture backed by strong domestic demand, rising production, strategic investments, and a drive towards sustainability. As the nation continues to invest in infrastructure and push forward with industrialisation, steel will remain a cornerstone of India's economic transformation.

Key metrics of Indian steel

	FY 2022-23	FY 2023-24	FY 2024-25
Crude steel production	127.2	144.3	152.0
Finished steel production	123.2	139.2	146.6
Import*	7.0	9.6	10.5
Export*	8.3	8.5	6.3
Consumption	119.9	136.3	152.0
Consumption per capita (kg)	86.7	97.7	107.8

*Import and export include semis



(Source: world steel org., steel.gov.in, ICRA, IBEF, Mordor intelligence)

Steel pipes industry overview

The global steel pipe market is poised for steady expansion over the next decade, driven by increasing industrialisation, infrastructure development, and the rising demand for energy. Valued at USD 105.6 billion in 2025, the market is estimated to reach USD 154.8 billion by 2035, growing at a CAGR of 3.9%. Steel pipes are critical components across industries such as oil and gas, construction, water transportation, and manufacturing, making them indispensable to global economic growth.

Among these sectors, oil and gas remains the primary consumer of steel pipes. These pipes are essential for drilling, exploration, and transportation of hydrocarbons. Without steel pipes, the functioning of the energy sector would be severely hindered. Simultaneously, the construction industry is increasingly adopting steel pipes for structural applications, water transport, and HVAC systems.

Innovation in the sector is accelerating, with corrosion-resistant coatings and high-strength alloys enhancing the durability and performance of steel pipes. Environmental concerns are pushing manufacturers toward sustainable production processes that reduce emissions and energy consumption. Moreover, the competitive landscape is marked by mergers, acquisitions, and capacity expansions as companies aim to strengthen their market presence.

The steel pipe market is segmented by material type into carbon steel, alloy steel, stainless steel, and tool steel. Application-wise, it caters to diverse sectors including automotive, construction and mining, textile machinery, chemicals, pharmaceuticals, energy, refinery petrochemicals, oil and gas processing, and water treatment. Regionally, the market spans North America, Latin America, Western Europe, Eastern Europe, East Asia, South Asia Pacific, and the Middle East and Africa.

India, one of the fastest-growing markets, reached a steel pipe consumption of 13.56 million tons in 2024. According to IMARC Group, this is expected to grow to 27.76 million tons by 2033, at a CAGR of 7.65% during 2025–2033. Growth is being driven by rapid infrastructure development, expanding oil and gas projects, rising exports, government initiatives, and increasing demand for both seamless and welded pipes.

Seamless steel pipes, in particular, are witnessing high demand in India due to their strength, durability, and resistance to high pressure, making them ideal for oil and gas as well as infrastructure applications.

Further supporting market expansion, projects like the Pradhan Mantri Urja Ganga and India's broader push for energy production have accelerated the use of steel pipes in oil extraction, water delivery, and construction. The automotive and power sectors are also increasingly adopting seamless pipes to meet performance and reliability standards. In response to growing demand, Indian manufacturers are investing in state-of-the-art technologies to enhance seamless pipe production capacity.

Sustainability is becoming a strategic imperative for the Indian steel pipe industry. Manufacturers are adopting eco-friendly production methods, such as electric arc furnaces and hydrogen-

based steelmaking, in response to stringent national and global carbon regulations. There is rising demand for recyclable and corrosion-resistant pipes, especially galvanized and epoxy-coated variants, which extend service life in infrastructure and water supply projects. Government initiatives to promote green steel and circular economy practices are providing further impetus. In January 2025, the Ministry of Steel sought ₹150 billion (\$1.74 billion) in the 2025–26 budget to incentivize low-carbon steel production, focusing on emission reduction, R&D, raw material efficiency, and renewable energy adoption.

(Source: IMARC, Future Market Insights)

Steel tubes industry overview

The steel tubes market in India has witnessed significant growth and development over the years, driven by the country's expanding infrastructure, construction, and manufacturing sectors. This surge in demand has led to the emergence of numerous companies operating in a highly competitive landscape. These companies not only support the domestic economy but also help meet national demand by producing high-quality products that adhere to both local and international standards, making Indian steel tubes globally competitive.

The India steel tubes market which reached USD 7.50 billion in 2024, will grow to USD 8.20 billion by 2033, registering a CAGR of 0.90% between 2025 and 2033. This growth is supported by several factors including rapid infrastructure development, rising automotive production, increasing oil and gas exploration, and growing demand for water and sewage systems. Government initiatives such as Make in India and technological advancements in manufacturing processes are also contributing to market expansion.

One of the primary growth drivers is the booming construction industry, which is increasingly reliant on steel tubes for structural applications. Large-scale government programs like the Smart Cities Mission, Bharatmala, and Pradhan Mantri Awas Yojana (PMAY) have created widespread demand for steel tubes in infrastructure, bridges, and high-rise buildings. In August 2024, India approved 12 industrial smart cities across 10 states with an investment of ₹28,602 crore, attracting ₹1.52 lakh crore and generating 9.39 lakh jobs, boosting steel tube consumption in construction projects.

Moreover, rapid urbanization and growing foreign direct investment (FDI) in the real estate sector have further heightened the need for durable and cost-effective construction materials. Steel tubes, with their strength, corrosion resistance, and recyclability, are increasingly becoming the material of choice for architects and engineers. To meet these evolving requirements, manufacturers are enhancing product quality through high-frequency induction welding (HFIW) and galvanization technologies, which improve both performance and lifespan. Consequently, the demand for steel tubes continues to rise, fuelled by public infrastructure spending and expanding private sector activity.

(Source: 6wresearch, IMARC)

Growth drivers

Strong domestic demand: India's steel consumption is rising on the back of large-scale infrastructure projects under schemes like PM Gati Shakti and Smart Cities. Real estate revival and growth in automotive, white goods, and capital goods sectors are fuelling demand for long and flat steel products. Moreover, rural development initiatives are driving consumption of steel in housing and agri-infrastructure.

Government policy support: Policies like the National Steel Policy 2017 aim to raise steel capacity to 300 MT by 2030. The PLI Scheme has attracted ₹10,000 crore (US\$ 1.2 billion) in FY25, boosting specialty steel production. Budgetary support of ₹3,362 crore in FY26 and trade protection measures like import restrictions and anti-dumping duties further strengthen the domestic industry.

Capacity expansion and investments: Major players are undertaking large-scale expansions, including JSW's ₹1,00,000 crore greenfield plant in Gadchiroli. Capacity additions across flat and long products are underway to meet growing demand. Backward integration by companies like Sambhv Steel is enhancing cost efficiency and supply chain control.

Abundant raw material availability: India's fifth-largest iron ore reserves provide a stable and cost-effective raw material base. Production hubs in states like Odisha and Chhattisgarh ensure logistical advantages, reducing input costs and supporting competitiveness.

Export potential and global positioning: As the second-largest crude steel producer, India enjoys economies of scale and a strong export position. Supply chain shifts and China+1 strategies are boosting exports, while FTAs with UAE, Australia, and others are expanding market access.

Technological advancements: Automation, digitization, and advanced materials are improving efficiency and product quality. Investment in green steel and energy-efficient processes is attracting global collaborations and catering to sustainability-conscious markets.

Company overview

Sambhv Steel is a leading domestic manufacturer of steel pipes and structural tubes (hollow sections), operating two strategically located, backward-integrated facilities in Raipur, Chhattisgarh. It is the only company in India with a single-location setup that produces narrow-width HR coils in-house, using advanced technology, an industry-first in the Indian market.

Raipur's status as a logistics hub, along with proximity to high-quality coal and iron ore, provides key raw material and distribution advantages.

In Fiscal 2025, the company expanded its portfolio by commencing production of galvanized (GP) coils, pre-galvanized (GP) pipes, and stainless steel HRAP and CR coils using captively produced stainless-steel blooms/slabs. These additions cater to growing demand from industries such as ABC (architecture, building and construction), ART (automobiles, railways and transport), process industries, consumer goods, and more.

SWOT analysis

Strengths

- ❖ The only Indian company with a single-location, fully backward-integrated ERW pipe facility, enabling complete in-house production of key intermediates like sponge iron, slabs, and HR coils for cost and quality control.
- ❖ India's sole producer of narrow-width hot rolled coils using a secondary steelmaking route (DRI + induction furnace), offering a strategic product advantage in niche applications.
- ❖ Captive WHRB and AFBC power plants utilize sponge iron by-products to generate energy efficiently, reinforcing cost savings and sustainability.
- ❖ Proximity to coal and high-grade iron ore belts in Chhattisgarh ensures lower logistics costs, raw material security, and supply chain stability.
- ❖ A strong dealer-distributor network across 15 states and 1 UT supports steady market access, contributing to a ~2% share in the national ERW pipe segment and consistent double-digit operating margins.

Weaknesses

- ❖ Despite operational strengths, Sambhv Steel holds only ~2% share in the ERW pipe segment, indicating limited market penetration in a highly fragmented and competitive industry.
- ❖ All production is concentrated in Raipur, Chhattisgarh. While this enhances logistical efficiency, it exposes the company to regional risks like local disruptions, policy changes, or natural calamities.
- ❖ Compared to large integrated steel producers, Sambhv lacks brand recognition and recall among large institutional buyers and national infrastructure contractors.
- ❖ Heavy reliance on ERW pipes and narrow-width HR coils could limit growth if these product segments face reduced demand or increased commoditization.
- ❖ Due to the unavailability and high cost of high-quality steel scrap, the company relies on sponge iron for primary steelmaking, which may limit flexibility in adapting to global trends favoring scrap-based EAF routes.

Opportunities

- ❖ Steel pipe demand in India projected to grow at 8–9% CAGR (FY25–FY29) to 18–20 MTPA, driven by government investments in urban infrastructure and irrigation.
- ❖ Schemes like Jal Jeevan Mission and Har Ghar Nal Yojana to drive demand in water-related infrastructure.
- ❖ Rising demand for stainless steel tubes (7–9% CAGR) across oil and gas, auto, infra sectors.
- ❖ Focus on value-added products: corten steel pipes, GI and GP pipes with advanced threading, eco-friendly door frames.
- ❖ Diversified into SS HRAP coils, CRFH pipes, GP coils, serving end uses like plumbing, irrigation, construction, firefighting, telecom, fencing, and signage.

- ❖ GP pipes targeted for coastal markets with higher corrosion-resistance needs.
- ❖ Potential for export growth in GI, GP, and ERW pipes.

Threats

- ❖ Even with backward integration, fluctuations in iron ore and coal prices driven by global commodity cycles or domestic policy can impact input costs and margins.
- ❖ Presence of large, integrated steel majors and low-cost regional players in the ERW and HR coil segments could lead to pricing pressure and margin erosion.
- ❖ Tightening environmental norms, especially around induction furnace-based production and DRI units, could necessitate additional capex for compliance and green transition.

- ❖ While the company has adopted automation (e.g., HAGC system), rapid advancements in steelmaking, AI-driven quality control, and low-carbon production may require continual upgrades to stay competitive.

- ❖ Any geopolitical shifts, anti-dumping measures from importing countries, or currency volatility could impact export competitiveness and disrupt global supply chains.

Risk and mitigation

Financial review

Revenues: Revenue from operations reported a 17.55 % growth from ₹12,857.57 millions in FY 2023-24 to reach ₹15,113.55 millions in FY 2024-25 due to increase in sales volume of Finished Goods in the current year. While, other income of your Company reported a sharp increase of 79.33 % due to the increase in interest income from deposits and unsecured loans.

Expenses: Total expenses increased by 22.08 % from ₹11,786.10 millions in FY 2023-24 to ₹14,388.85 millions in FY 2024- 25 due to increase in cost of material consumed, changes in inventories of stock-in-trade and finished goods. Cost of goods sold, accounting for a 70.43 % share of your Company's revenues increased by 15.68 % from ₹9,201.84 millions in FY 2023-24 to ₹10,644.69 millions in FY 2024-25 owing to an increase in Changes in inventories of stock-in-trade and finished goods. Employees' expenses accounting for a 5.85 % share of your Company's revenues increased by 54.76 % from ₹571.33 millions in FY 2023-24 to ₹884.21 millions in FY 2024- 25.

Particulars	FY 2024-25 (Amount in ₹ millions)	FY 2023-24 (Amount in ₹ millions)
Net Sales/Income from Operations	15,113.55	12,857.57
Other Income from Operations	64.88	36.18
Total Income from Operations	15,178.43	12,893.75
Total Expenses excluding Finance cost and Depreciation	13,567.24	11,258.85
EBITDA*	1,546.31	1,598.72
EBITDA Margin (%)	10.23%	12.43%
Depreciation	343.83	209.10
Finance Cost	477.78	318.15
Profit Before Tax (PBT)	789.58	1,107.65
Provision for Tax	209.14	283.26
Profit/Loss after tax (PAT)	580.44	824.39
PAT Margins (%)	3.84%	6.41%

* excluding other income

Key ratios

Particulars	FY 2024-25	FY 2023-24
EBITDA/turnover (%)	10.23%	12.43%
Debt/Equity Ratio (Times)	1.08	0.80
Return on equity (%)	12.42%	25.42%
Book value per share (₹)	10	10
Earnings per share (₹)	2.41	3.79
Debtors' turnover (days)	35	27
Inventory turnover (days)	61	42
Creditors' turnover (days)	78	28
Working Capital (days)	18	41
Interest coverage ratio (x)	2.65	4.48
Current Ratio (Times)	0.96	1.06
Net profit margin (%)	3.84%	6.41%

Human Resource

At Sambhv Steel, human resource practices form the backbone of its operational strength and future-readiness. The Company continues to invest in the holistic development of its workforce through structured training programmes, on-the-job learning, and cross-functional exposure. Sambhv Steel fosters a culture of continuous improvement and engagement by offering meaningful work profiles, encouraging open communication between employees and leadership, and nurturing a collaborative work environment. With a strong focus on internal talent development, the Company is committed to building future leaders from within. As of March 31, 2025, Sambhv Steel has a total of 1,774 people across its manufacturing and corporate operations.

Internal control system and their adequacy

Your Company has implemented robust internal control procedures tailored to its size and operations. The Board of Directors oversees this system, establishing guidelines to ensure its sufficiency, effectiveness, and application. Designed to facilitate efficient management and enable the measurement and verification of outcomes, the internal control system relies on

SAP for ensuring the reliability of accounting and management information. Moreover, the system ensures compliance with all relevant laws and regulations, safeguarding the Company's assets. Its primary purpose is to identify and manage risks promptly and effectively, encompassing operational, compliance-related, economic, and financial risks.

Cautionary statement

This statement made in this section describes your Company's objectives, projections, expectation and estimations which may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events. Your Company cannot guarantee that these assumptions and expectations are accurate or will be realised by your Company. Actual result could differ materially from those expressed in the statement or implied due to the influence of external factors which are beyond the control of your Company. Your Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments.

ANNEXURE 'D'

DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016]

1. DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016)

The disclosures required under Section 197(12) of Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 could be made as under by way of an annexure attached to the Board Report.

Particulars of Employees and Related Disclosures

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

- (a) The ratio of the remuneration of each Director and Key Managerial Personnel (KMP) to the median remuneration of the employees of the Company for the financial year ended March 31, 2025.

Sr. No.	Name of the Director/ KMP Designation	Designation	Ratio of the remuneration of each Director and KMP to the median remuneration*	% increase/ (decrease) in remuneration in the financial year
1.	Vikas Kumar Goyal	Managing Director and Chief Executive Officer	81.77	-
2.	Suresh Kumar Goyal	Chairman and Executive Director	81.77	-
3.	Bhavesh Khetan	Non-Executive Director	40.89	-
4.	Manoj Khetan*	Independent & Non-Executive Director	3.33	-
5.	Nidhi Thakkar*	Independent & Non-Executive Director	2.42	-
6.	Kishore Kumar Singh*	Independent & Non-Executive Director	2.12	-
7.	Anu Garg*	Chief Finance Officer	8.18	-
8.	Niraj Shrivastava*	Company Secretary	5.45	-

* Director/KMP were hired during the year 2024-25.

Note:

- (a) Non-Executive Directors other than the Independent Directors do not receive any remuneration, sitting fees or commission from the Company. Sitting fees and commission are paid to the Independent Directors only.
- (b) The median remuneration of the employees of the Company during the financial year ended March 31, 2025 was ₹165,089/- (previous year ₹174,010/-).
- (c) The percentage decrease in the median remuneration of employees in the financial year was 5.13% .
- (d) The number of permanent employees on the rolls of the Company: 1,774 as on March 31, 2025.
- (e) Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms that the remuneration is as per the remuneration policy of the Company

2. STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISION OF SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) & 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AS AMENDED:

S. No.	Name of Employees	Age	Designation	Remuneration received (Amount in ₹ Million)	Nature of employment, whether contractual or otherwise	Qualification & Experience	Date of commencement of employment	Last employment held before joining the Company	% of equity shares held by the employee in the Company	Whether the employee is a relative of any director or manager of the Company
1	Vikas Kumar Goyal	44	Managing Director and CEO	180	Permanent	Holds bachelor's degree in commerce and have over 19 years of experience in steel manufacturing industry	April 24, 2017	Ganpati Sponge Iron Private Limited	7.69	Yes
2	Suresh Kumar Goyal	49	Executive director and Chairman	180	Permanent	Holds a bachelor's degree in commerce and have over 20 years of experience in steel manufacturing industry	March 03, 2024	Ganpati Sponge Iron Private Limited	7.69	Yes

**For and on behalf of the Board of Directors of
Sambhv Steel Tubes Limited**

Sd/-
Suresh Kumar Goyal
(Chairman & Executive Director)
DIN: 00318141

Sd/-
Vikas Kumar Goyal
(Managing Director & CEO)
DIN: 00318182

Place: Raipur
Date: August 30, 2025

ANNEXURE 'E'
SECRETARIAL AUDIT REPORT
FORM NO. MR-3

(For The Financial Year Ended 31/03/2025)

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

To,

The Members,

Sambhv Steel Tubes Limited

(Formerly Known as Sambhv Steel Tubes Private Limited)

(Formerly Known as Sambhv Sponge Power Private Limited)

Regd. Office: Office No. 501 to 511, Harshit Corporate,

Amanaka, Raipur (C.G.) 492001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sambhv Steel Tubes Limited** (Hereinafter called the company) Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Our responsibility is to express an opinion on the Compliance of applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable auditing standards issued by the Institute of Company Secretaries of India (ICSI). The auditing standards require that the auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliances with the applicable laws and maintenance of records.

Due to inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non compliances may not be detected; even though the audit is properly planned and performed in accordance with the standards.

Based on our verification of the **Sambhv Steel Tubes Limited**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder, **are not applicable to the company during the reporting period;**
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under, **to the extent applicable to the company during the reporting period;**
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, **are not applicable to the company during the reporting period;**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, **are not applicable to the company during the reporting period;**
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **are not applicable to the company during the reporting period;**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **are not applicable to the company during the reporting period;**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, **are not applicable to the company during the reporting period** ; and
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. Other laws applicable to the Company as per the representation given by the company.

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

- ❖ Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meeting.
- ❖ The Listing Agreements entered into by the Company with Stock Exchange(s) (if any): **are not applicable to the company during the reporting period.**

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

We further report that:-

- ❖ The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Director.
- ❖ The changes in the composition of the Board of Directors took place during the period under review, were carried out in compliance with the provisions of the Act.
- ❖ Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- ❖ Decision at the Board Meeting, as represented by the management and recorded in minutes, was taken unanimously.
- ❖ Adequate notice is given to all directors for resolution(s) passed by circulation, and draft resolution(s) together with necessary papers, if any, were sent within the prescribed time frame.

- ❖ For the agenda notes which were sent at a notice of less than seven days (if any), the requisite consent of the Board/ Committee/ members were duly taken.

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

We further report that during the audit period followings specific events occurred which had bearing on the company's affairs in pursuance of the above referred laws, rules, regulations and guidelines etc:-

1. Appointment/ Resignation of Directors/KMP/ Compliance Officer;
2. Appointment of Internal/Cost/Secretarial Auditors in the Company;
3. Change in Statutory Auditors;
4. Creation/Modification/Satisfaction of Charge;
5. Increased Authorised Share Capital
6. Alteration of Memorandum & Articles of Association;
7. Change of status of the company from **Private Limited to Public Limited;**
8. Approval of Members for Initial Public Offer (IPO) of shares on **12th September, 2024;**

Further, the securities of the company got listed on the stock exchanges w.e.f. July 02, 2025.

We further report that the Company has responded appropriately to notices received, if any, from various statutory/ regulatory authorities including initiating actions for corrective measures, wherever found necessary.

For, Agrawal & Agrawal
(Company Secretaries)

Sd/-

Abhishek Kumar Jain
(Partner)

M. No. F 8701

C. P. No. 8894

Place: Raipur

Date: 18/07/2025

UDIN: F008701G000810678

Note:- This Report is to be read with our letter of even date which is annexed as **Annexure '1'** and forms an integral part of this report.

ANNEXURE '1' TO THE SECRETARIAL AUDIT REPORT

To,

The Members,

Sambhv Steel Tubes Limited

(Formerly Known as Sambhv Sponge Power Private Limited)

(Formerly Known as Sambhv Steel Tubes Private Limited)

Regd. Office: Office No. 501 to 511, Harshit Corporate,
Amanaka, Raipur (C.G.) 492001

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, Agrawal & Agrawal
(Company Secretaries)

Sd/-

Abhishek Kumar Jain
(Partner)

M. No. F-8701

C. P. No. 8894

UDIN: F008701G000810678

Place: Raipur

Date: 18/07/2025

ANNEXURE 'F'**ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT FOR FINANCIAL YEAR COMMENCING ON OR AFTER 1ST DAY OF APRIL, 2024.****1. Brief outline on CSR Policy of the Company:**

The Company had framed a Corporate Social Responsibility (CSR) Policy which was in compliance with the provisions of Companies Act, 2013. The primary purpose of Company's CSR Philosophy was to make a meaningful and measurable impact on the lives of economically, physically and socially challenged communities of the country by supporting initiatives aimed at creating conditions suitable for sustainable livelihood in these communities. The company aimed to promote literacy among the disadvantaged and differently-abled people and also to create awareness amongst public at large which includes financial literacy, consumer education. The company promotes initiatives that enhance environment, ecological balance and natural resources. It undertakes measures to eradicate poverty and reduce inequalities faced by socially and economically backward groups.

The CSR Activities were pursued through various initiatives undertaken by the company or through any other trust or agencies and entities as deemed suitable.

2. Composition of CSR Committee:

The Company has re-constituted Corporate Social Responsibility Committee vide resolution in the Board of Directors Meeting dated September 12, 2024

As on March 31, 2025, the CSR committee comprises the following members and the meeting attended by them during financial year 2024-25, is mentioned below:

Sr. No.	Name of the Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Suresh Kumar Goyal	Chairman (Executive Director)	2	2
2.	Mr. Vikas Kumar Goyal	CEO (Managing Director)	1*	1*
3.	Mrs. Nidhi Thakkar	Member (Independent Director)	1*	1*
4.	Mr. Bhavesh Khetan	Member (Executive Director)	1*	1*

*Due to the reconstitution of the Corporate Social Responsibility Committee, Mr. Bhavesh Khetan and Mrs. Nidhi Thakkar have been appointed as members of the Committee, while Mr. Vikas Kumar has stepped down from his position as a member.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

The web link where composition of CSR committee, CSR policy approved by the board are disclosed on the website of the company is: <https://sambhv.com/corporate-governance/>

4. Provide the executive summary along with web-link(s) of Impact assessment of CSr Projects carried out in pursuance of sub rule (3) of rule 8, if applicable: Not Applicable**5. (a) Average net profit of the company as per section 135(5): ₹970.66 Millions.**

(b) Two percent of average net profit of the company as per section 135(5): ₹19.41 Millions.

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(d) Amount required to be set off for the financial year, if any: NIL

(e) Total CSR obligation for the financial year (b+c-d): ₹19.41 Millions.

6. (a) Amount spent on CSR project (both ongoing project and other than ongoing project): ₹20.82 Millions

(b) Amount spent in Administrative Overheads: NIL

(c) Amount spent on Impact Assessment, if applicable: NIL

(d) Total amount spent for the Financial Year (6a+6b+6c): ₹20.82 Millions

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹ Millions)	Amount Unspent (in ₹)- NIL				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
20.82	NIL	NA	NA	NIL	NA

f) Excess amount for set off, if any-

Sl. No.	Particular	Amount (in ₹ Millions)
(i)	Two percent of average net profit of the company as per section 135(5)	19.41
(ii)	Total amount spent for the Financial Year	20.82
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1.41
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	1.41

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹ Millions)	Amount spent in the reporting Financial Year (in ₹ Millions)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹ Millions)
				Name of the Fund	Amount (in ₹ Millions)	Date of transfer	
1	2023-24	NIL	NIL	NA	NIL	NA	NIL
2	2022-23	NIL	NIL	NA	NIL	NA	NIL
3	2021-22	NIL	NIL	NA	NIL	NA	NIL

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: Not Applicable

If applicable, enter the number of capital asset created/acquired: Not Applicable

S. No.	Short Particulars of the Property or Assets (Including Complete Address and Location of the Property)	Pin code of the property or Assets	Date of Creation	Amount of CSR Amount Spent	Details of Entity/ Authority/ beneficiary of the Registered Owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered Address
-	-	-	-	-	-	-	-

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

For and on behalf of the Board of Directors of
Sambhv Steel Tubes Limited

Sd/-

Suresh Kumar Goyal

(Chairman & Executive Director)

DIN: 00318141

Sd/-

Nidhi Thakkar

(Independent Director)

DIN: 07587986

Place: Raipur

Date: August 30, 2025

ANNEXURE 'G'

FORM NO. AOC -2

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

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

1. Details of Contracts or Arrangements or transactions not at Arm's length basis.

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transaction	Not Applicable
c)	Duration of the contracts/arrangements/transaction	Not Applicable
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Not Applicable
e)	Justification for entering into such contracts or arrangements or transactions'	Not Applicable
f)	Date of approval by the Board	Not Applicable
g)	Amount paid as advances, if any	Not Applicable
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Not Applicable

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

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transaction	Not Applicable
c)	Duration of the contracts/arrangements/transaction	Not Applicable
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Not Applicable
e)	Date of approval by the Board	Not Applicable
f)	Amount paid as advances, if any	Not Applicable

**For and on behalf of the Board of Directors of
Sambhv Steel Tubes Limited**

Sd/-

Suresh Kumar Goyal
(Chairman & Executive Director)
DIN: 00318141

Sd/-

Vikas Kumar Goyal
(Managing Director & CEO)
DIN: 00318182

Place: Raipur

Date: August 30,2025

ANNEXURE 'H'

DISCLOSURE PURSUANT TO SECTION 134(3)(M) OF THE COMPANIES ACT, 2013, READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014:

A. Conservation of Energy :

1. Steps Taken and Impact on Conservation of Energy

a. WHRB-Based Power Plant

The Company operates a 16 MW Waste Heat Recovery Boiler (WHRB) power plant that generates electricity using flue gases emitted from Direct Reduced Iron (DRI) kilns. This method contributes significantly to energy conservation, as it requires no additional fuel for power generation, thereby reducing overall energy consumption and environmental impact

b. AFBC-Based Power Plant

The Company has installed an 9 MW Atmospheric Fluidized Bed Combustion (AFBC) boiler, designed for efficient combustion of low-grade fuels such as dolochar, a by-product of sponge iron production. This initiative reduces industrial waste and enables a cost-effective and sustainable method of power generation

B. Technology Absorption:

Efforts Made Towards Technology Absorption

- 1. Capability to produce narrow-width HR coil through secondary manufacturing route:** Our narrow-width HR coil manufacturing capabilities, which are at par with those of primary manufacturers of HR coils, leads to reduced capital expenditure and costs during our pipe manufacturing process and reduces dependency on external HR coil suppliers.
- 2. Manufacture of Stainless Steel through Argon Oxygen Decarburization (AOD) Process:** The Company has adopted the Argon Oxygen Decarburization (AOD) process for the manufacture of stainless steel. In this process, scrap or virgin raw materials are first melted in an induction furnace and then decarburized and refined in a dedicated AOD vessel. Controlled injection of oxygen mixed with argon or nitrogen enables efficient decarburization of the molten metal while minimizing undesirable metallic oxidation.

Further metallurgical treatments—such as de-oxidation, desulfurization (and dephosphorization in the case of low-alloy steels), and recovery of valuable metals from slag—are carried out within the AOD vessel. Throughout the process, degassing, homogenization, and inclusion flotation occur continuously, resulting in a cleaner and more uniform final product.

We are among a limited number of manufacturers in India manufacturing SS blooms/slabs through the AOD process, which is a cost-effective process.

- 3. Capability to produce Alloy Steel through Ladle Refining Furnace (LRF):** A ladle refining furnace is used to raise the temperature and adjust the chemical composition of molten steel by conducting operations such as de-oxidation, desulphurization, dephosphorization, controlled additions of alloying elements and inclusion modification on molten steel. This process allows us to manufacture quality steel products (alloy steel) through induction furnace route. For instance we have been able to produce Corten Steel pipes which, is a type of steel alloy, which resists the corrosive effects of rain, snow, ice, fog, and other meteorological conditions by forming a coating of dark brown oxidation over the metal, which inhibits deeper penetration and negates the need for painting and costly rust-prevention maintenance over the years. Corten Steel is used primarily for container manufacturing which are used in marine transport. By undertaking process innovation, we believe we are able to manufacture diverse products and cater to a broader spectrum of customers.
- 4. Advanced (Non-Ox) technology for Pre-galvanized (GP) products:** For our Pre-galvanized (GP) coils and GP pipes, we have adopted advanced (non-ox) technology which uses significantly less quantity of zinc thereby further improving our cost efficiency without compromising on quality.

C. Foreign Exchange Earnings and Outgo:

(In Millions)

Particulars	FY 2024-2025
Foreign exchange earnings	-
Foreign exchange outgo	473.59

**For and on behalf of the Board of Directors of
Sambhv Steel Tubes Limited**

Sd/-

Suresh Kumar Goyal
(Chairman & Executive Director)
DIN: 00318141

Sd/-

Vikas Kumar Goyal
(Managing Director & CEO)
DIN: 00318182

Place: Raipur

Date: August 30, 2025

INDEPENDENT AUDITORS' REPORT

To

the Members of

Sambhv Steel Tubes Limited

(Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Sambhv Steel Tubes Limited (Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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

Basis for Opinion

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

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Recognition of Revenue The Company recognizes revenue at the point in time when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. In determining the transaction price for the sale, the Company considers the effects of variable consideration and consideration receivable from the customer. For the year ended March 31, 2025, the Company's Statement of Profit & Loss included Sales of ₹15,081.89 million some terms of sales arrangements are governed by Incoterms, including the timing of transfer of control. The nature of rebates, discounts and sales returns, if any, involve judgment in determining sales revenues and revenue cut-off. The risk is, therefore, that revenue may not be recognized in the correct period or that revenue and associated profit is misstated. Refer to accounting policies Note 2.2 (a) and Note No. 28 of the standalone Financial Statements.	Principal Audit Procedures - We performed process walkthrough to understand the adequacy and the design of the revenue cycle. We tested internal controls in the revenue and trade receivables over the accuracy and timing of revenue accounted in the financial statements. - Understanding the policies and procedures applied to revenue recognition, as well as compliance thereof, including an analysis of the effectiveness of controls related to revenue recognition processes employed by the Company. - We reviewed the revenue recognition policy applied by the Company to ensure its compliance with Ind AS 115 requirements. - We performed a detailed testing on transactions, ensuring revenues were recognized in the correct accounting period. We also tested journal entries recognized in revenue focusing on unusual or irregular transactions. - We validated the appropriateness and completeness of the related disclosures in Note No. 28 of the Standalone financial statements.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the Corporate Governance Report, and the information included in the Directors' Report including Annexures, Management Discussion and Analysis and other company related information (but does not include the Standalone Financial Statements and our auditors' report thereon), which are expected to be made available to us after the date of this auditors' report.

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

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

When we read other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions, if required

Responsibilities of Management and Those Charged With Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

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

and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in paragraph 2(i) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS 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 maintenance of accounts and other matters connected therewith as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g) With respect to the adequacy of the internal financial controls with reference to financial statement of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statement.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as on March 31, 2025 in its financial position in its standalone financial statements. Refer Note 40 to the standalone financial statements. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

- ii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iii. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The company has neither declared nor paid any dividend during the year. Accordingly reporting under Sub Clause (f) of the Rule 11 is not applicable to the company.
- vi. Based on our examination which included test checks, the Company, in respect of financial year commencing on April 1, 2024, has used an accounting software for maintaining its books of account which has feature of recording audit trail (edit log) and the same has operated throughout the year for all relevant transactions recorded in the software except that audit trail feature was not enabled at the database level of accounting software to log any direct data changes. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with on accounting software where this feature is enabled. (refer note 49 of the financial statements).

For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration Number: 000756N/N500441

Sd/-

Vijay Kumar

Partner

Place: New Delhi

Date: July 14, 2025

Membership Number: 092671

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Sambhv Steel Tubes Limited (Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited) of even date)

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

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The property, plant and equipment and right-of-use assets have been physically verified by the management according to the program of periodical verification in phased manner, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its Property, Plant and Equipment. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Based on our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- ii. (a) We have been explained by the management that the inventory (except stock lying with the third parties and in transit, for which confirmations have been received/ material received) has been physically verified at reasonable intervals and the procedures of physical verification of inventory followed by the management are reasonable in relation to the size of the Company and nature of its business. According to information and explanations given to us, the material discrepancies, if any, noticed on such physical verification of inventory as compared to book records were properly dealt within the books of accounts. Discrepancies of 10% or more in the aggregate for each class of inventory were not noticed.
- (b) According to the information and explanations given to us, the company has been sanctioned working capital limits against security of current assets in excess of five crore rupees, in aggregate, from banks or financial institutions. Based upon the audit procedure performed by us, the quarterly returns or statements filed by the company with such banks or financial institutions are materially in agreement with the books of account of the Company.
- (d) The Company has not revalued any of its property, plant and equipment (including right-of-use assets) and intangible assets during the year.
- (e) Based on the information and explanation provided to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- iii. (a) According to the information and explanations given to us and based on our examination of the books of account, the Company has granted loans during the year to a subsidiary company. The aggregate amount and the balance outstanding at the balance sheet date with respect to such loans are as under:

(Amount in millions)

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year				
(i) Subsidiaries	-	-	358.96	-
(ii) Joint Ventures	-	-	-	-
(iii) Associates	-	-	-	-
(iv) Others	-	-	-	-
Balance outstanding as at balance sheet date in respect of above cases				
(i) Subsidiaries	-	-	-	-
(ii) Joint Ventures	-	-	-	-
(iii) Associates	-	-	-	-
(iv) Others	-	-	-	-

- (b) In our opinion and according to the information and explanations given to us, the investments made and terms and conditions of grant of all loans are, prima facie, not prejudicial to the Company's interest. The Company has not provided any guarantees, given securities and advances in the nature of loan. Accordingly, paragraph 3(iii)(b) is not applicable to that extent.
- (c) In respect of the loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular.
- (d) There is no overdue amount for more than ninety days in respect of loans or advances in the nature of loans granted to such companies or other parties.
- (e) The Company has not granted any loan, which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans/ advances in nature of loan that existed as at the beginning of the year.
- (f) The Company has not granted any loan, which is repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or given any guarantee or provided any securities as covered under the provisions of section 185 of the Act. In respect of the investments made by the Company, the provisions of section 186 of the Act have been complied with.
- v. In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by Central Government for the maintenance of the cost records under section 148(1) of the Act in respect to the Company's products to which said rules are made applicable and are of the opinion that prima facie, the prescribed records have been made and maintained. We have however not made a detailed examination of the said records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company has been regular in depositing undisputed statutory dues including Goods and Service Tax, Provident fund, employees' state insurance, income tax, custom duty, cess and any other material statutory dues with the appropriate authorities to the extent applicable and further there were no undisputed statutory dues payable for a period of more than six months from the date they become payable as at March 31, 2025.
- (b) According to the records of the Company, statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues which have not been paid on account of any dispute, are as follows:

S. No.	Nature of Statute	Nature of Dues	Amount (₹ In Millions)	Financial Year to which the amount relates	Forum where dispute is pending
1	Income Tax Act, 1961	Demand as per Traces Portal	0.02	2017-2018,	Assistant Commissioner of Income Tax / Deputy Commissioner of Income Tax (TDS)
3	Income Tax Act, 1961	Income Tax Demand	3.20	2020-2021	Joint Commissioner (Appeals)

*Net of amount paid under protest

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) According to the information and explanation given to us and based on our examination of records, the Company has not defaulted in repayment of loans or other borrowings or in the payment of Interest thereon to any lender.
- (b) According to the information and explanations given to us and based on our examination of records, the company has not been declared wilful defaulter by any bank or financial institution or other lender government or any government authority.
- (c) According to the information and explanation given to us and based on our examination of records, the company has utilized the term loan for the purpose it was taken.

- (d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) According to the information and explanation given to us and based on our examination of records, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanation given to us and based on our examination of records, the company has not raised loans during the year on the pledge of securities held in its Subsidiaries, joint ventures or associate companies.
- x. (a) According to the information and explanation given to us and based on our examination of records, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x) (a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year.
- xi. (a) According to the information and explanation given to us and based on our examination of records, no material fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of audit report.
- (c) According to the information and explanation given to us and based on our examination of records, no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. According to the information and explanation given to us and based on our examination of records, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanation given to us and based on our examination of records, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors, therefore provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) According to the information and explanation given to us and based on our examination of records, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a) of the Order is not applicable.
- (b) According to the information and explanation given to us and based on our examination of records, the company has not conducted any Non-Banking Financial or Housing Finance activities. Hence, reporting under clause 3(xvi) (b) of the Order is not applicable.
- (c) According to the information and explanation given to us and based on our examination of records, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, reporting under clause 3(xvi) (c) of the Order is not applicable.
- (d) According to the information and explanation given to us and based on our examination of records, there is no core investment companies within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016).
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit

report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under

sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clause 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration Number: 000756N/N500441

Sd/-

Vijay Kumar

Partner

Place: New Delhi

Date: July 14, 2025

Membership Number: 092671

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Sambhv Steel Tubes Limited (Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private 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 with reference to financial statements of Sambhv Steel Tubes Limited (Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited) ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls 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 Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial

controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls with reference to financial statements

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

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial

controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration Number: 000756N/N500441

Sd/-

Vijay Kumar

Partner

Place: New Delhi

Date: July 14, 2025

Membership Number: 092671

STANDALONE BALANCE SHEET as at March 31 2025

(All amounts in ₹ millions, unless mentioned otherwise)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
A. Non-current assets			
(a) Property, plant & equipment	3	7,149.63	3,367.36
(b) Capital work-in-progress	4	857.27	2,156.08
(c) Other intangible assets	5	0.23	0.51
(d) Investment in subsidiary and associates	6	651.73	-
(e) Financial assets			
(i) Loans	7	3.45	0.90
(ii) Other financial assets	8	308.95	152.74
(f) Other non-current assets	9	134.48	570.63
Total non-current assets (A)		9,105.74	6,248.22
B. Current assets			
(a) Inventories	10	2,538.90	1,490.59
(b) Financial assets			
(i) Trade receivables	11	1,471.55	940.97
(ii) Cash & cash equivalents	12	51.39	75.84
(iii) Bank balances other than (ii) above	13	110.49	354.03
(iv) Loans	14	8.60	4.65
(v) Other financial assets	15	22.69	16.75
(c) Other current assets	16	995.77	270.29
(d) Current tax assets (net)	27.1	39.83	-
Total current assets (B)		5,239.22	3,153.12
Total Assets (A+B)		14,344.96	9,401.34
EQUITY & LIABILITIES			
A. Equity			
(a) Equity share capital	17	2,410.02	2,410.02
(b) Other equity	18	2,550.44	1,972.80
Total equity (A)		4,960.46	4,382.82
Liabilities			
B. Non-current Liabilities			
(a) Financial liabilities			
(i) Borrowings	19.1	3,576.14	1,814.28
(ii) Lease liabilities	20	36.11	35.35
(b) Provisions	21	21.71	14.01
(c) Deferred tax liabilities (net)	22	302.22	187.50
Total non-current liabilities (B)		3,936.18	2,051.14
C. Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19.2	1,740.98	1,654.48
(ii) Lease liabilities	20	2.52	1.29
(iii) Trade payables	23		
- Total outstanding dues of micro enterprises and small enterprises		47.52	17.98
- Total outstanding dues of creditors other than micro and small enterprises		3,199.09	959.70
(iv) Other financial liabilities	24	264.16	127.61
(b) Other current liabilities	25	183.47	134.79
(c) Provisions	26	10.58	2.48
(d) Current tax liabilities (net)	27.2	-	69.05
Total current liabilities (C)		5,448.32	2,967.38
Total liabilities (B+C)		9,384.50	5,018.52
Total Equity & Liabilities (A+B+C)		14,344.96	9,401.34

Material accounting policies

2

The accompanying notes referred to above form an integral part of the standalone financial statements.

As per our report of even date attached

For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No. : 000756N/N500441

Sd/-

Vijay Kumar

Partner

Membership Number: 092671

Place: New Delhi

Date: July 14, 2025

For and on behalf of Board of Directors of Sambhv Steel Tubes Limited

(Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited)

Sd/-

Suresh Kumar Goyal

Director

DIN - 00318141

Place: Raipur

Date: July 14, 2025

Sd/-

Anu Garg

Chief Financial Officer

PAN: BRBPG4465Q

Place: Raipur

Date: July 14, 2025

Sd/-

Vikas Kumar Goyal

Managing Director

DIN - 00318182

Place: Raipur

Date: July 14, 2025

Sd/-

Niraj Shrivastava

Company Secretary & Compliance Officer

Membership Number: F8459

Place: Raipur

Date: July 14, 2025

STANDALONE STATEMENT OF PROFIT AND LOSS for the year ended March 31 2025

(All amounts in ₹ millions, unless mentioned otherwise)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
I. Income			
(a) Revenue from operations	28	15,113.55	12,857.57
(b) Other income	29	64.88	36.18
Total income (I)		15,178.43	12,893.75
II. Expenses			
(a) Cost of materials consumed	30	10,860.08	8,287.16
(b) Purchases of stock-in-trade	31	81.20	1,056.93
(c) Changes in inventories of stock-in-trade and finished goods	32	(296.59)	(142.25)
(d) Employee benefits expense	33	884.21	571.33
(e) Finance costs	34	477.78	318.15
(f) Depreciation and amortization expense	35	343.83	209.10
(g) Other expenses	36	2,038.34	1,485.68
Total expenses (II)		14,388.85	11,786.10
III. Profit before exceptional item and tax (I - II)		789.58	1,107.65
IV. Exceptional item		-	-
V. Profit before tax (III- IV)		789.58	1,107.65
VI. Tax expense :			
(a) Current tax	22.2	88.55	238.24
(b) Current tax on earlier year		4.93	-
(c) Deferred tax	22.2	115.66	45.02
Total tax expense		209.14	283.26
VII. Profit for the year (V - VI)		580.44	824.39
VIII. Other comprehensive income			
Items that will not be reclassified to the statement of profit or loss			
(a) Remeasurement gains / (losses) on the defined benefit plans		(3.74)	1.64
(b) Income tax relating to above		0.94	(0.41)
Other comprehensive income for the year (net of tax)		(2.80)	1.23
IX. Total comprehensive income for the year (VII + VIII)		577.64	825.62
X. Earnings per equity share (face value per equity share ₹10/-)	37		
Basic (In ₹)		2.41	3.79
Diluted (In ₹)		2.41	3.79

Material accounting policies

2

The accompanying notes referred to above form an integral part of the standalone financial statements.

As per our report of even date attached
For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No. : 000756N/N500441

Sd/-

Vijay Kumar

Partner

Membership Number: 092671

Place: New Delhi

Date: July 14, 2025

For and on behalf of Board of Directors of Sambhv Steel Tubes Limited

(Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power
Private Limited)

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Chief Financial Officer

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Place: Raipur

Date: July 14, 2025

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Vikas Kumar Goyal

Managing Director

DIN - 00318182

Place: Raipur

Date: July 14, 2025

Sd/-

Niraj Shrivastava

Company Secretary & Compliance Officer

Membership Number: F8459

Place: Raipur

Date: July 14, 2025

STANDALONE STATEMENT OF CASH FLOWS as at March 31 2025

(All amounts in ₹ millions, unless mentioned otherwise)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from operating activities		
Profit before tax	789.58	1,107.65
Adjustments for:		
Depreciation and amortisation expenses	343.83	209.09
(Profit)/Loss on sale of property, plant & equipment (net)	(0.71)	3.25
Balance written off for receivables & advances	1.41	0.68
Allowance for doubtful debts, loans, advances and others	1.49	0.08
Gain on sale of current investments	-	(2.68)
Gain on account of remeasurement in lease term	-	(0.07)
Fair value amortisation on loan to employees	0.40	0.09
Finance cost	477.78	304.28
Interest income	(48.54)	(22.95)
Operating profit before working capital changes	1,565.24	1,599.42
Adjustments for:		
(Increase)/ decrease in loans	(6.90)	(3.39)
(Increase)/ decrease in other financial assets	(129.62)	(63.66)
(Increase)/ decrease in other assets	(727.19)	(49.14)
(Increase)/ decrease in inventories	(1,048.31)	(76.11)
(Increase)/ decrease in trade receivables	(532.07)	(596.09)
Increase / (decrease) in provisions	12.06	8.19
Increase / (decrease) in trade payables	2,268.93	694.83
Increase / (decrease) in other financial liabilities	25.33	13.14
Increase / (decrease) in other current liabilities	48.68	78.24
Cash flow from operations	1,476.15	1,605.43
Less : Income tax paid (net)	(202.36)	(181.15)
Net cash (used in) / generated from operating activities (A)	1,273.79	1,424.28
B. Cash flow from investing activities		
Payments for purchase of property plant and equipment including capital work-in-progress, intangible assets ; capital advances and capital creditors	(2,226.66)	(2,849.29)
Proceeds from sale of property plant and equipment, CWIP and intangible assets	3.52	2.06
Investment/(matured) in fixed deposit (net)	209.34	(282.76)
Investment in associates	(0.03)	-
Investment in subsidiary	(651.70)	0.10
Proceed from sales of investment in subsidiary	-	(0.10)
Purchase of current investments	-	(500.00)
Proceeds from sale of current investments	-	502.68
Interest received	50.21	11.31
Net cash (used in) / from investing activities (B)	(2,615.32)	(3,116.00)
C. Cash flow from financing activities (refer note 45)		
Proceeds from non-current borrowings	2,314.36	1,240.69
Repayment of non-current borrowings	(400.89)	(1,081.40)
Proceeds / (repayment) of current borrowings (net) (excluding current maturities of non-current borrowings)	(65.11)	481.75
Repayment towards principal portion of lease liabilities	(1.97)	(0.45)
Payment of interest on lease liabilities	(3.68)	(2.18)

STANDALONE STATEMENT OF CASH FLOWS as at March 31 2025

(All amounts in ₹ millions, unless mentioned otherwise)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Proceeds from issue of equity shares (Refer Note 17)	-	1,503.71
Share issue expenses	-	(50.48)
Finance cost paid	(525.63)	(326.05)
Net cash (used in)/ from financing activities (C)	1,317.08	1,765.59
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(24.45)	73.87
Cash and cash equivalents at the beginning of the year	75.84	1.97
Cash and cash equivalents at the end of the year	51.39	75.84

For the purpose of statement of cash flows, cash and cash equivalents comprises of following

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balances with banks		
- In current accounts	47.84	1.57
Cheques in hand	-	72.84
Cash on hand	3.55	1.43
Cash and cash equivalents in statement of cash flow (Refer Note 12)	51.39	75.84

Notes :

- (i) The above statement of Cash flow has been prepared under the Indirect Method as set out in Indian Accounting Standard-7, Statement of Cash Flow.
- (ii) Figures in bracket indicate cash outflow.
- (iii) For movement of lease liabilities, Refer Note 20.1.

Material accounting policies

2

The accompanying notes referred to above form an integral part of the standalone financial statements.

As per our report of even date attached
For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No. : 000756N/N500441

Sd/-**Vijay Kumar**

Partner

Membership Number: 092671

Place: New Delhi

Date: July 14, 2025

For and on behalf of Board of Directors of Sambhv Steel Tubes Limited

(Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited)

Sd/-**Suresh Kumar Goyal**

Director

DIN - 00318141

Place: Raipur

Date: July 14, 2025

Sd/-**Anu Garg**

Chief Financial Officer

PAN: BRBPG4465Q

Place: Raipur

Date: July 14, 2025

Sd/-**Vikas Kumar Goyal**

Managing Director

DIN - 00318182

Place: Raipur

Date: July 14, 2025

Sd/-**Niraj Shrivastava**

Company Secretary & Compliance Officer

Membership Number: F8459

Place: Raipur

Date: July 14, 2025

STANDALONE STATEMENT OF CHANGES IN EQUITY as at March 31, 2025

(All amounts in ₹ millions, unless mentioned otherwise)

A Equity Share Capital

Particulars	Amount
Balance as at April 01, 2023	200.90
Changes in equity share capital during the year	
- Issue of equity shares during the year	40.10
- Issue of bonus shares during the year	2,169.02
Balance as at March 31, 2024	2,410.02
Changes in equity share capital during the year	-
Balance as at March 31, 2025	2,410.02

B Other Equity

Particulars	Reserve & Surplus		Total Other Equity
	Securities Premium	Retained Earning	
Balance as at April 01, 2023	66.67	1,836.40	1,903.07
Profit for the year	-	824.39	824.39
Other comprehensive income (net of tax)	-	1.23	1.23
Issue of equity share capital during the year	1,463.61	-	1,463.61
Issue of bonus shares during the year (Refer Note 17)	(1,479.80)	(689.22)	(2,169.02)
Share issue expenses	(50.48)	-	(50.48)
Balance as at March 31, 2024	-	1,972.80	1,972.80
Profit for the year	-	580.44	580.44
Other comprehensive income (net of tax)	-	(2.80)	(2.80)
Balance as at March 31, 2025	-	2,550.44	2,550.44

Material accounting policies

2

The accompanying notes referred to above form an integral part of the standalone financial statements.

As per our report of even date attached
For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No. : 000756N/N500441

Sd/-

Vijay Kumar

Partner

Membership Number: 092671

Place: New Delhi

Date: July 14, 2025

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Suresh Kumar Goyal

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Date: July 14, 2025

Sd/-

Vikas Kumar Goyal

Managing Director

DIN - 00318182

Place: Raipur

Date: July 14, 2025

Sd/-

Niraj Shrivastava

Company Secretary & Compliance Officer

Membership Number: F8459

Place: Raipur

Date: July 14, 2025

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

1) Corporate Information

- a) Sambhv Steel Tubes Limited (formerly known as Sambhv Steel Tubes Private Limited & Sambhv Sponge Power Private Limited) is domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the company is located at 5th Floor, Office No. 501 to 511, Harshit Corporate, Amanaka, Raipur, Chhattisgarh. On February 22, 2024 the Registrar of Companies, Chhattisgarh has accorded their approval to change the name of the Company from Sambhv Sponge Power Private Limited to Sambhv Steel Tubes Private Limited. The Company has converted from Private Limited Company to Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on April 24, 2024 and consequently the name of the Company has changed to Sambhv Steel Tubes Limited pursuant to a fresh certificate of incorporation by the Registrar of Companies on July 09, 2024.
- b) The Company is principally engaged in the manufacturing of steel products like Sponge Iron, Blooms / Slabs, HR Coil, ERW black pipes and tubes, GP coils, pre-galvanized (GP) pipes, cold rolled full hard ("CRFH") pipes, SS HRAP coils and SS cold rolled ("CR") coils, Captive power generation and the Company is an integrated manufacturer of diverse range of steel products.
- c) The Standalone financial statements were approved for issue in accordance with a resolution of the directors on July 14, 2025.

2) Basis of preparation of Standalone Financial Statements and Material Accounting Policy

This note provides a list of the material accounting policies adopted in the preparation of these Standalone Financial Statements. These policies have been consistently applied for all years presented.

2.1 Basis of preparation of Standalone Financial Statements and Material Accounting Policies**i) Compliance with Ind AS**

The Standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act 2013 ("the Act") as amended thereafter and other relevant provision of the Act.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- (a) Plan assets of defined employee benefit plans, and
- (b) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

ii) Functional & Presentation Currency:

Items included in the Standalone financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The Standalone financial statements are presented in Indian National Rupee (₹), which is the Company's functional and presentation currency. All amounts have been rounded to the nearest Millions upto two decimal places, except for share data and if otherwise stated.

iii) Use of Estimates

The preparation of the Standalone financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note.

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

iv) Classification of Assets and Liabilities as Current and Non Current

Assets and Liabilities in the balance sheet have been classified as either current or non-current based upon the requirements of Schedule III notified under the Companies Act, 2013.

An asset has been classified as current if

- a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle; or
- b) it is held primarily for the purpose of being traded; or

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

- c) it is expected to be realized within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date .

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

A liability has been classified as current when

- a) it is expected to be settled in the Company's normal operating cycle; or
- b) it is held primarily for the purpose of being traded; or
- c) it is due to be settled within twelve months after the reporting date ; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

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

2.2 Summary of Material Accounting Policies

a) Revenue from contract with customer

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

Revenue from contracts with customers is recognised when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods.

Sale of Goods

The control of the products is said to have been transferred to the customer when the products are delivered to the customer, the customer has significant risks and rewards of the ownership of the product or when the customer has accepted the product.

Revenue is stated net of goods and service tax and net of returns, chargebacks, rebates, estimated additional discounts and expected sales returns and other similar allowances. These are calculated on the basis of historical experience and the specific terms in the individual contracts. Revenue is only recognised to the extent that is highly probable that significant reversal will not accrue.

In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any). The Company estimates variable consideration at contract inception until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Upon completion of the contractual services and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section of Financial instruments – initial recognition and subsequent measurement.

Trade receivables

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section of Financial instruments – initial recognition and subsequent measurement.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

Assets and liabilities arising from rights of return**Right of return assets**

A right-of-return asset is recognised for the right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods and any potential decreases in value. The Company updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

Refund liabilities

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from the customer. The Company's refund liabilities arise from customers' right of return and volume rebates. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

b) Other Income**Dividend Income:**

Dividend income is recognised when the right to receive payment is established, which is generally when shareholders approve the same.

Interest Income:

Interest is recognised using the effective interest rate (EIR) method, as income for the period in which it occurs. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

c) Government Grants:

Government grants are recognised where there is reasonable assurance that the grant will be received, ultimate collection of the grant/subsidy is reasonably certain and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

d) Export Incentives :

Export incentives under various schemes notified by the government are recognised on accrual basis when no significant uncertainties as to the amount of consideration that would be derived and as to its ultimate collection exist.

e) Investment in Subsidiary

A subsidiary is an entity that is controlled by another entity. An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. The Company's investments in its subsidiary and associates are accounted at cost less impairment.

f) Property, Plant and Equipment (PPE)

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Subsequent expenditures are capitalised only when they increase the future economic benefits embodied in the specific asset to which they relate. Such assets are classified to the appropriate categories of property, plant and equipment when

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

completed and ready for intended use. Depreciation of these assets, on the same basis as other assets, commences when the assets are ready for their intended use.

In the carrying amount of an item of property, plant and equipment, the cost of replacing the part of such an item is recognised when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognised in accordance with the derecognition principles.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Any gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the property, plant and equipment and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Spare parts procured along with the plant & machinery or subsequently which meet the recognition criteria, are capitalised and added in the carrying amount of such item. The carrying amount of those spare parts that are replaced is derecognised when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as 'stores & spares' forming part of the inventory.

Depreciation

Depreciation is recognised on the cost of assets less their residual values. Depreciation is provided based on useful life of the assets. The management has evaluated that the useful life is in conformity with the useful life as prescribed in Schedule II of the Companies Act and such useful life has been considered by applying the straight-line method. Each part of an item of Property, Plant & Equipment with a cost that is significant in relation to the total cost of the item is depreciated separately based on its useful life.

Assets	Useful Life as per Schedule II (Years)
Building (other than factory buildings) other than RCC Frame Structure	30
Building (other than factory buildings) RCC Frame Structure	60
Building- Roads, Tubewell and temporary shed	3 to 10
Plant and equipment	15 to 20
Furniture and fixtures	10
Vehicles	8 to 10
Office equipment	3 to 6

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

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and, if expectations differ from previous estimates, the changes are accounted for as change in an accounting estimate.

The depreciation for each year is recognised in the Statement of Profit & Loss unless it is included in the carrying amount of another asset.

For transition to Ind AS, The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

g) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets with finite life are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets are amortized on a straight line basis over the estimated useful economic life.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate technical and commercial feasibility of making the asset available for use or sale.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

A summary of the policies applied to the company's intangible assets is as follows:-

Intangible assets	Useful life (In Years)	Amortisation method used
Computer Software's	6	Amortised on straight-line basis

h) Capital Work-in-progress

Expenditure incurred on assets under construction (including a project) is carried at cost under Capital Work-in-Progress. Such costs comprise purchase price of asset including import duties and non-refundable taxes after deducting trade discounts and rebates and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Cost directly attributable to projects under construction, net of income earned during such period, include costs of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and upgradation, among others of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs if attributable to construction of projects. Such costs are accumulated under 'Capital Work-in-Progress' and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.

Capital expenditure incurred for creation of facilities, over which the Company does not have control but the creation of which is essential principally for construction of the project is capitalised and carried under 'Capital work-in-progress' and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects, keeping in view the 'attributability' and the 'Unit of Measure' concepts in Ind AS 16- 'Property, Plant & Equipment'. Expenditure of such nature incurred after completion of the project, is charged to Statement of Profit and Loss.

i) Leases

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

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses. The cost of the right-of-use asset shall comprise: the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received; any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The lessee incurs the obligation for those costs either at the commencement date or as a consequence of having used the underlying asset during a particular period. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

Lease Liabilities

At the commencement date of the lease, the lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date: fixed payments (including in-substance fixed payments), less any lease incentives receivable; variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; amounts expected to be payable by the lessee under residual value guarantees; the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

After the commencement date the carrying amount of lease liabilities is remeasured to reflect changes in the lease payments. The amount of remeasurement of the lease liability is recognised as an adjustment to the carrying amount of the right-of-use of the asset and any remaining amount of remeasurement in profit or loss.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs.

Short-term leases and leases of low-value assets

The Company has elected to apply the exemption from lease recognition to short term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases for which the underlying assets is of low value lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset is classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

j) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in first out (FIFO) basis.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads and other cost incurred in bringing inventories to their present location and condition based on the normal operating capacity but excluding borrowing costs. Cost is determined on FIFO
- Stores and Spares is value at FIFO
- Scrap is valued at estimated realisable value.

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

k) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase

The Company assesses whether climate risks, including physical risks and transition risks could have a significant impact. If so, these risks are included in the cash-flow forecasts in assessing value-in-use amounts.

l) Contingent Liabilities & Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent Assets

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

m) Employee benefits

Gratuity

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The gratuity plan in Company is Un-Funded.

The Company's Liabilities on account of Gratuity on retirement of employees are determined at the end of each financial year on the basis of actuarial valuation certificates obtained from Registered Actuary in accordance with the measurement procedure as per Indian Accounting Standard (Ind AS)-19 'Employee Benefits'. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity through other comprehensive income in the period in which they arise. They are included in retained earnings through OCI in the statement of changes in equity and in the balance sheet. Past-service costs are recognised immediately in statement of profit and loss. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss :

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Compensated Absences

Liability in respect of compensated absences becoming due or expected to be availed within one year from the reporting date is recognized on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the reporting date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method at the year-end.

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

n) Financial Instruments

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

Financial Assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Company's financial assets at amortised cost includes trade receivables, and loans to employees included under financial assets.

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

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

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

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under 'Ind AS 32 Financial Instruments: Presentation and are not held for trading'. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right to receive the payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

Dividend income is recognised when the Company's right to receive the payment has been established, which is generally when shareholders approve the dividend.

Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other assets, the Company uses twelve-month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Where the settlement is due after one year, they are classified as on-current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Trade receivables are disclosed in Financial Statements.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant year. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter year, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in statement of profit and loss and is included in the 'Other income' line item.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Derecognition of Financial Assets:

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

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - (a) the Company has transferred substantially all the risks and rewards of the asset, or
 - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Financial Liabilities***Classification as debt or equity***

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans, inter corporate deposits and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit or loss.

For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial liabilities at amortised cost (Borrowings)

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

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

This category generally applies to borrowings.

Derecognition of financial liabilities

A financial liability (or a part of a financial liability) is derecognised from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

o) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.
- In respect of taxable temporary differences associated with interests in subsidiaries and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

Deferred tax relating to items recognised outside Statement of Profit and Loss is recognised outside Statement of Profit and Loss (in other comprehensive income). Deferred tax items are recognised in correlation to the underlying transaction either in Statement of Profit and Loss or in OCI.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

p) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

q) Changes in accounting policies and disclosures**(a) New and amended standards and interpretations**

The Ministry of Corporate Affairs has amended the Companies (Indian Accounting Standard) Rules, 2015 via notifications dated August 12, 2024, and September 09, 2024, to introduce the new Ind AS 117 i.e., "Insurance Contracts" and amended the Ind AS 116 i.e. Leases, respectively. Both are effective from April 01, 2024.

Ind AS 117 is not applicable to the Company and the amendments in Ind AS 116 did not have any material impact on the amounts recognized and are not expected to significantly affect the current or future periods.

(b) Standards issued but not yet effective

There are no such standards or amendment issued which are not effective as on date.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

3. PROPERTY, PLANT AND EQUIPMENT

(All amounts in ₹ millions, unless mentioned otherwise)

As at March 31, 2025

Particulars	Gross carrying value			Accumulated Depreciation			Net carrying value	
	As at April 01, 2024	Additions	Sales	As at March 31, 2025	As at April 01, 2024	Depreciation expense	As at March 31, 2025	As at March 31, 2024
Freehold Land	58.31	38.61	-	96.92	-	-	-	58.31
Building								
Owned	529.59	525.61	-	1,055.20	29.00	28.54	57.54	500.59
Right of use asset - Building	37.58	3.97	-	41.55	2.30	3.79	6.09	35.28
Plant and Machinery	2,868.50	3,519.71	0.77	6,387.44	293.54	282.97	576.43	2,574.96
Furniture and Fixtures	28.90	8.46	-	37.36	2.50	3.34	5.84	26.40
Vehicles	110.33	14.28	-	124.61	23.87	14.25	38.12	86.46
Office Equipment	11.34	4.52	-	15.86	3.55	2.71	6.26	7.79
Pollution Control Equipment	80.14	5.96	-	86.10	8.67	4.59	13.26	71.47
Computer	9.88	5.35	-	15.23	3.78	3.32	7.10	6.10
Total	3,734.57	4,126.47	0.77	7,860.27	367.21	343.51	710.64	3,367.36

As at March 31, 2025

Particulars	Gross carrying value			Accumulated Depreciation			Net carrying value	
	As at April 01, 2023	Additions	Sales	As at March 31, 2024	As at April 01, 2023	Depreciation expense	As at March 31, 2024	As at March 31, 2023
Freehold Land	49.05	12.94	3.68	58.31	-	-	-	49.05
Building								
Owned	425.08	104.51	-	529.59	13.28	15.72	29.00	411.80
Right of use asset - Building	23.21	14.37	-	37.58	0.81	1.49	2.30	22.40
Plant and Machinery	2,390.48	479.03	1.01	2,868.50	125.92	167.67	293.54	2,264.56
Furniture and Fixtures	19.44	9.46	-	28.90	0.59	1.91	2.50	18.85
Vehicles	97.98	13.22	0.87	110.33	11.17	12.89	23.87	86.81
Office Equipment	9.00	2.34	-	11.34	1.41	2.14	3.55	7.59
Pollution Control Equipment	79.97	0.17	-	80.14	4.32	4.35	8.67	75.65
Computer	5.29	4.59	-	9.88	1.62	2.16	3.78	3.67
Total	3,099.50	640.63	5.56	3,734.57	159.12	208.33	367.21	2,940.38

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

3. PROPERTY, PLANT AND EQUIPMENT (contd.)

(All amounts in ₹ millions, unless mentioned otherwise)

- The aggregate depreciation has been included under depreciation and amortisation expense in the statement of Profit and Loss.
- The Company determines that a contract is or contains a lease, if the contract conveys right to control the use of an identified asset for a period of time in exchange for a consideration. At the inception of a contract which is or contains a lease, the Company recognizes lease liability at the present value of the future lease payments for non-cancellable period of a lease which is not short term in nature except for lease of low value items. The future lease payments for such non-cancellable period is discounted using the Company's incremental borrowing rate. Lease payments include fixed payments. The Company also recognizes a right of use asset which comprises of amount of initial measurement of the lease liability. Right of use assets is amortized over the period of lease.
- Certain property, plant and equipment are pledged against borrowings, the details relating to which have been described in Note 19.

4 Capital work-in-progress

As at March 31, 2025

Particulars	As at April 01, 2024	Additions	Capitalised during the year	Sale	As at March 31, 2025
Capital Work-in-Progress	2,156.08	2,770.78	(4,067.47)	(2.12)	857.27
Total	2,156.08	2,770.78	(4,067.47)	(2.12)	857.27

As at March 31, 2024

Particulars	As at April 1, 2023	Additions	Capitalised during the year	Sale	As at March 31, 2024
Capital Work-in-Progress	215.08	2,464.58	(514.95)	(8.63)	2,156.08
Total	215.08	2,464.58	(514.95)	(8.63)	2,156.08

4.1 Capital-Work-in Progress (CWIP) ageing schedule

CWIP	As at March 31, 2025				Total
	Amount in CWIP for a year of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	280.86	576.41	-	-	857.27
Projects temporarily suspended	-	-	-	-	-
Total	280.86	576.41	-	-	857.27

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in ₹ millions, unless mentioned otherwise)

4.1 Capital-Work-in Progress (CWIP) ageing schedule (contd.)

CWIP

CWIP	As at March 31, 2024				Total
	Amount in CWIP for a year of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	2,136.26	19.82	-	-	2,156.08
Projects temporarily suspended	-	-	-	-	-
Total	2,136.26	19.82	-	-	2,156.08

4.2 There were no Capital-work-in progress and Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.

4.3 Capital work in progress includes following pre-operative expenses pending allocation:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	53.09	12.38
Employee benefit expenses	53.70	18.29
Power & fuel consumption	30.46	0.30
Finance cost	67.44	33.51
Miscellaneous expenses	20.22	1.48
Subtotal (A)	224.91	65.96
Less: Transferred to property, plant and equipment (B)	(224.91)	(12.87)
Total (A-B)	-	53.09

5. INTANGIBLE ASSETS

As at March 31, 2025

Particulars	Gross Block			Accumulated Amortisation			Net Block	
	As at April 01, 2024	Additions	Sales	As at April 01, 2024	Amortization expense	Sales	As at March 31, 2025	As at March 31, 2024
	1.87	0.04	-	1.36	0.32	-	1.68	0.51
Computer software	1.87	0.04	-	1.36	0.32	-	1.68	0.51
Total	1.87	0.04	-	1.36	0.32	-	1.68	0.51

As at March 31, 2024

Particulars	Gross Block			Accumulated Amortisation			Net Block		
	As at April 01, 2023	Additions	Sale	As at March 31, 2024	As at April 01, 2023	Amortization expense	Sale	As at March 31, 2024	As at March 31, 2023
	1.87	-	-	1.87	0.59	0.77	-	1.36	1.28
Computer software	1.87	-	-	1.87	0.59	0.77	-	1.36	1.28
Total	1.87	-	-	1.87	0.59	0.77	-	1.36	1.28

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

6 Investment**6.1 Investment in subsidiary and associates-non current- At Cost**

Particulars	As at March 31, 2025	As at March 31, 2024
Investment in subsidiary		
Investment in equity instruments - carried at cost		
Investment in unquoted equity shares - Fully paid-up - At cost		
Sambhv Tubes Private Limited	651.70	-
2,450,000 (March 31, 2024: Nil) equity shares of face value ₹10 each		
Investment in Associates		
Investment in unquoted equity shares - Fully paid-up - At cost		
Clean Max Opia Private Limited	0.03	-
2,600 (March 31, 2024: Nil) equity shares of face value ₹10 each		
Total	651.73	-
Aggregate amount of unquoted investments	651.73	-
Aggregate amount of impairment in the value of investment	-	-

6.2 Investment (current)

- (a) During the financials year 2023-24, the Company had invested into the 128,52,827.795 Units of ICICI Prudential Equity Saving Fund Cumulative of amounting ₹250 Millions and 91,66,788.919 units of HDFC Arbitrage Fund Wholesale Plan for ₹250 Millions, where company had recognised gain on sale of aforesaid investments amounting to ₹2.68 Millions as recognised in Other Income Refer Note No.29 (Outstanding amount as on March 31, 2025 Nil and March 31, 2024 : Nil).
- (b) During the financials year 2023-24, the Company had made an investment in a subsidiary on 30th January 2024 in M/s Sambhv Green Steel Private Limited (SGSPL). This investment was sold on 20th March 2024. There was no other transactions in the SGSPL. The management has assessed this investment as an immaterial investment and accordingly consolidated financial statements have not been prepared. The financial position of the company consists only of this investment on the date of purchase and sale of such equity shares.

7 Loans (non-current)

Particulars	As at March 31, 2025	As at March 31, 2024
Measured at amortised cost (Unsecured, considered good)		
Loans to employees	3.45	0.90
Total	3.45	0.90

* refer note 38 for related party balance.

8 Other financial assets (Non-current)

Particulars	As at March 31, 2025	As at March 31, 2024
Measured at amortised cost (Unsecured, considered good)		
Security deposit	250.83	128.82
Margin money deposits with maturity more than 12 months	58.12	23.92
Interest accrued but not due on loan to subsidiary*	-	-
Total	308.95	152.74

*refer note 38 for related party balance.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

9 Other non-current assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Capital advances	134.03	570.48
Staff advances	0.45	0.15
Total	134.48	570.63

10 Inventories

Particulars	As at March 31, 2025	As at March 31, 2024
At the lower of cost or net realisable value		
Raw materials and components*	1,289.16	647.81
Finished goods	1,059.74	761.26
Stock-in-trade	0.03	1.92
Stores & Spares	189.97	79.60
Total	2,538.90	1,490.59

*It includes good in transit as per below details :

Particulars	As at March 31, 2025	As at March 31, 2024
Raw material	60.03	6.62
Finished goods	-	1.30
Total	60.03	7.92

10.2 Carrying amount of inventory hypothecated to secure working capital facilities of ₹2,538.90 millions (March 31, 2024: ₹1,490.59 millions)

10.3 The details of charge created on stocks, book debts and other current assets are as per Note 19.

11 Trade Receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables (unsecured) (Measured at amortised cost)		
- related parties (Refer note 38)	0.97	0.02
- Others	1,472.56	941.44
Less: Allowance for expected credit losses	(1.98)	(0.49)
Total Trade receivables	1,471.55	940.97
Breakup for trade receivables:		
Unsecured		
Gross trade receivables		
Unsecured, considered good	1,471.55	940.97
Credit impaired	1.98	0.49
Less: Allowance for expected credit losses	(1.98)	(0.49)
Total	1,471.55	940.97

11.1(a) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Not any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member, except as mentioned in note 38

(b) For terms and conditions relating to related parties receivables, refer Note. 38

(c) Trade receivables are non-interest bearing.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

- (d) The amount repayable under the bill discounting arrangement is presented as borrowing. The carrying amount are as follows:-

Particulars	As at March 31, 2025	As at March 31, 2024
Receivables discounted from Bank	750.32	698.91
Borrowing availed against said deliverables (Refer note no 19.2)	750.32	698.91

11.2 Trade Receivable ageing

As at March 31, 2025

Particulars	Outstanding for following periods from date of transactions						Total
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	1,453.99	13.05	4.51	-	-	1,471.55
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	1.41	0.08	0.49	-	-	1.98
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Less: Allowance for expected credit losses	-	(1.41)	(0.08)	(0.49)	-	-	(1.98)
Total	-	1,453.99	13.05	4.51	-	-	1,471.55

As at March 31, 2024

Particulars	Outstanding for following periods from date of transactions						Total
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	940.62	0.34	0.01	-	-	940.97
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	0.49	-	-	-	-	0.49

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

As at March 31, 2024 (contd.)

Particulars	Outstanding for following periods from date of transactions						Total
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Less: Allowance for expected credit losses	-	(0.49)	-	-	-	-	(0.49)
Total	-	940.62	0.34	0.01	-	-	940.97

12 Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with Banks		
- In current accounts	47.84	1.57
Cheques in hand	-	72.84
Cash on hand	3.55	1.43
Total	51.39	75.84

13 Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks in:		
Margin money deposits	110.49	23.86
Investment in term deposits with remaining maturity less than 12 months	-	330.17
Total	110.49	354.03

14 Loans (current)

Particulars	As at March 31, 2025	As at March 31, 2024
Measured at amortised cost (Unsecured, considered good)		
Loans to employees	8.60	4.65
Total	8.60	4.65

15 Other financial assets (current)

Particulars	As at March 31, 2025	As at March 31, 2024
Measured at amortised cost (Unsecured, considered good)		
Interest accrued but not due on		
- term deposits	2.54	7.23
- others	9.88	7.36
Security deposit	2.94	2.16
Other recoverable	7.33	-
Total	22.69	16.75

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

16 Other assets (current)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Advance for supply of goods/ services		
- Others	874.51	203.13
- Related parties *	-	0.76
Balance with government authorities	11.88	46.70
Staff advances	0.49	0.17
Prepaid expenses	108.89	19.53
Total	995.77	270.29

* Refer note 38 for related party balances.

17 Equity Share Capital

Current reporting year

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	Amount	Number of Shares	Amount
Authorized Share Capital				
Equity share capital of ₹10 each	1,00,00,00,000	10,000.00	25,00,00,000	2,500.00
Issued, subscribed and fully paid up				
Equity share capital of ₹10 each	24,10,02,000	2,410.02	24,10,02,000	2,410.02

Previous reporting year

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	Amount	Number of Shares	Amount
Authorized Share Capital				
Equity Share Capital of ₹10 each	25,00,00,000	2,500.00	2,25,00,000	225.00
Issued, subscribed and fully paid up				
Equity Share Capital of ₹10 each	24,10,02,000	2,410.02	2,00,90,300	200.90

17.1 Reconciliation of Equity share capital outstanding at the beginning and at the end of year :

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	Amount	Number of Shares	Amount
Balance as at the beginning of the year	24,10,02,000	2,410.02	2,00,90,300	200.90
Add: Fresh Issue of equity shares during the year	-	-	40,09,900	40.10
Add: Bonus issue of equity shares during the year	-	-	21,69,01,800	2,169.02
Balance as at the end of the year	24,10,02,000	2,410.02	24,10,02,000	2,410.02

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	Amount	Number of Shares	Amount
Balance as at the beginning of the year	2,00,90,300	200.90	2,00,90,300	200.90
Add: Fresh Issue of equity shares during the year	40,09,900	40.10	-	-
Add: Bonus issue of equity shares during the year	21,69,01,800	2,169.02	-	-
Balance as at the end of the year	24,10,02,000	2,410.02	2,00,90,300	200.90

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

17.2 Terms/rights attached to Equity Shares

- (a) The company has only one class of equity shares having at par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share.
- (b) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

17.3 During the financial year 2023-24, the Company has allotted 40,09,900 equity shares of face value of ₹10 each (aggregating ₹40.10 millions) at a premium of ₹365 per equity share (aggregating ₹1,463.61 millions) through private placement. The share issue expenses of ₹50.48 millions have been adjusted against Security premium.

17.4 Shares allotted as Fully Paid-Up pursuant to Extraordinary General Meeting (EGM) without payment being received in cash during the year or five years immediately preceding the date of the Balance Sheet are as under:-

During the financial year 2023-2024, the company had issued 21,69,01,800 fully paid bonus shares in the ratio of 9:1 (i.e. 9 bonus shares of ₹10 each against 1 equity share of ₹10 each to every shareholder as on March 12, 2024).

17.5 Shareholders holding more than 5% paid up Equity share capital

Name of Shareholders	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Mrs. Rinku Goyal	45,45,460	1.89%	1,61,80,100	6.71%
Mrs. Archana Goyal	1,90,88,660	7.92%	1,61,80,000	6.71%
Mrs. Sheetal Goyal	1,90,88,660	7.92%	1,61,80,000	6.71%
Mrs. Suman Goyal	1,91,13,660	7.93%	1,62,05,000	6.72%
Mrs. Kaushlya Goyal	1,90,88,660	7.92%	1,61,80,000	6.71%
Mr. Brijlal Goyal	1,85,36,250	7.69%	1,72,40,000	7.15%
Mr. Suresh Kumar Goyal	1,85,36,250	7.69%	1,72,40,000	7.15%
Mr. Vikas Kumar Goyal	1,85,36,250	7.69%	1,72,40,000	7.15%
Mr. Ashish Goyal	1,85,35,850	7.69%	1,72,39,600	7.15%
Mr. Manoj Kumar Goyal	1,20,50,100	5.00%	1,72,35,100	7.15%

Name of Shareholders	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Ganpati Sponge Iron Private Limited	-	-	19,33,300	9.62%
Mrs. Rinku Goyal	1,61,80,100	6.71%	16,18,010	8.05%
Mrs. Archana Goyal	1,61,80,000	6.71%	16,18,000	8.05%
Mrs. Sheetal Goyal	1,61,80,000	6.71%	16,18,000	8.05%
Mrs. Suman Goyal	1,62,05,000	6.72%	16,20,500	8.07%
Mrs. Kaushlya Goyal	1,61,80,000	6.71%	16,18,000	8.05%
Mr. Brijlal Goyal	1,72,40,000	7.15%	17,24,000	8.58%
Mr. Suresh Kumar Goyal	1,72,40,000	7.15%	17,24,000	8.58%
Mr. Vikas Kumar Goyal	1,72,40,000	7.15%	17,23,990	8.58%
Mr. Ashish Goyal	1,72,39,600	7.15%	17,23,950	8.58%
Mr. Manoj Kumar Goyal	1,72,35,100	7.15%	17,23,510	8.58%

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

17.6 Shareholding of Promoter

As at March 31, 2025

Shares held by promoters at the end of the year	As at March 31, 2025		As at March 31, 2024		% Change during the year
	Number of Shares	% of total shares	Number of Shares	% of total shares	
Promoter name					
Mr. Brijlal Goyal	1,85,36,250	7.69%	1,72,40,000	7.15%	0.54%
Mr. Suresh Kumar Goyal	1,85,36,250	7.69%	1,72,40,000	7.15%	0.54%
Mr. Vikas Kumar Goyal	1,85,36,250	7.69%	1,72,40,000	7.15%	0.54%
Mr. Shashank Goyal	69,62,340	2.89%	74,40,000	3.09%	-0.20%
Mr. Rohit Goyal	74,40,000	3.09%	74,40,000	3.09%	-
Mrs. Sheetal Goyal	1,90,88,660	7.92%	1,61,80,000	6.71%	1.21%
Total	8,90,99,750	36.97%	8,27,80,000	34.35%	2.62%

As at March 31, 2024

Shares held by promoters at the end of the year	As at March 31, 2024		As at March 31, 2023		% Change during the year
	Number of Shares	% of total shares	Number of Shares	% of total shares	
Promoter name					
Mr. Brijlal Goyal ^	1,72,40,000	7.15%	-	-	7.15%
Mr. Suresh Kumar Goyal#	1,72,40,000	7.15%	17,24,000	8.58%	-1.43%
Mr. Vikas Kumar Goyal#	1,72,40,000	7.15%	17,23,990	8.58%	-1.43%
Mr. Shashank Goyal	74,40,000	3.09%	-	-	3.09%
Mr. Rohit Goyal	74,40,000	3.09%	-	-	3.09%
Shri Ashish Goyal	-	-	17,23,950	8.58%	-8.58%
Shri Manoj Kumar Goyal	-	-	17,23,510	8.58%	-8.58%
Mrs. Sheetal Goyal ^	1,61,80,000	6.71%	-	-	6.71%
Total	8,27,80,000	34.35%	68,95,450	34.32%	0.03%

^ During the year ended March 31, 2024, the Company had considered Mr. Brijlal Goyal and Mrs. Sheetal Goyal as Promoters. They held 1,72,40,000 and 1,61,80,000 of equity shares as on March 31, 2024, 17,24,000 and 16,18,000 of equity shares as on March 31, 2023 respectively.

#During the financial year 2023-2024 the company has issued fresh equity share capital pursuant to which there is a change of 16.64% in shareholding.

18 Other Equity

Particulars	As at March 31, 2025	As at March 31, 2024
a. Securities Premium		
Balance at the beginning of the year	-	66.67
- Issue of equity shares during the year	-	1,463.61
- Bonus shares issued during the year	-	(1,479.80)
- Share Issue Expenses	-	(50.48)
Balance at the end of the year	-	-
b. Retained Earnings		
Surplus /(deficit) in the statement of profit and loss (Retained Earnings):		
Balance at the beginning of the year	1,972.80	1,836.40
Add:- Profit/ (Loss) for the year	580.44	824.39
Less: Bonus equity shares issued during the year	-	(689.22)
Other comprehensive income (net of tax)	(2.80)	1.23
Balance at the end of the year	2,550.44	1,972.80
Total (a+b)	2,550.44	1,972.80

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Nature and purpose of reserves:

18.1 Securities premium :

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

18.2 Retained Earnings:

Surplus /(deficit) in the statement of profit and loss are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Surplus /(deficit) in the statement of profit and loss is a free reserve available to the Company.

Other Comprehensive Income

It includes re-measurement loss / (gain) on defined benefit obligations, net of taxes that will not be reclassified to statement of Profit and Loss.

19 Borrowings (at amortised cost)

19.1 Non-current borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Secured		
Term loans from banks	3,638.76	2,168.94
Vehicle loans	8.26	20.78
Term loans from body corporate	183.33	-
Unsecured		
Loan from subsidiary	272.84	-
	4,103.19	2,189.72
Less : Current maturities of non current borrowings		
Term Loans from Banks	487.49	363.39
Vehicle Loans	6.23	12.05
Term loans from body corporate	33.33	-
	527.05	375.44
Total	3,576.14	1,814.28
Borrowings guaranteed by directors (Including Current maturities of non current borrowings)	3,806.26	2,133.54

- Rupee Term Loans from Axis bank of ₹82.5 millions (March 31, 2024 : ₹120.00 millions) secured by a First pari-passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipments etc., both present & future and secured by second pari-passu hypothecation charge on the entire current assets of the borrower, both present & future charge by way of equitable mortgage in favour of the said bank and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., S. Pyarelal Ispat Pvt Ltd. are repayable in 12 equal quarterly instalments which carries rate of interest for the period/year ended March 31, 2025 at the rate of 9.75% p.a. (March 31, 2024 : 9.65% p.a.).
- Rupee Term Loans from SBI bank of ₹785.23 millions (March 31, 2024 : ₹451.16 millions) secured by a First pari-passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipments, etc., both present & future and secured by second pari-passu hypothecation charge on the entire current assets of the borrower, both present & future charge by way of equitable mortgage in favour of the said banks and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director),

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., S. Pyarelal Ispat Pvt Ltd. are repayable in 27 ballooning quarterly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate of 9.80% p.a (March 31, 2024 : 9.65% p.a.).

- (iii) Rupee Term Loans from YES bank of ₹55.45 millions (March 31, 2024 : ₹94.59 millions) secured by a First pari-passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipments, etc., both present & future and secured by second pari-passu hypothecation charge on the entire current assets of the borrower, both present & future charge by way of equitable mortgage in favour of the said banks and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., S. Pyarelal Ispat Pvt Ltd. are repayable in 17 equal monthly instalments, which carries rate of interest for the period/year ended March 31, 2025 from at the rate of 9.06% p.a (March 31, 2024 : 9.66% p.a.).
- (iv) Rupee Term Loans from HDFC Bank of Nil (March 31, 2024 : ₹107.20 millions) secured by a first pari passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipment, etc, both present & future and secured by hypothecation charge on the entire current assets of the borrower, both present & future and also secured by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., are repayable in Nil instalments, which carries rate of interest for the period ended March 31, 2025 at Nil (March 31, 2024 : 9.65% p.a.)
- (v) Rupee Term Loan from HDFC Bank of ₹614.16 millions (March 31, 2024 : ₹625.31 millions) secured by a first pari passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipments, etc., both present & future and secured by hypothecation charge on the entire current assets of the borrower, both present & future and also secured by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd. is repayable in 28 ballooning quarterly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate 8.50% p.a. (March 31, 2024 : 9.50% p.a.).
- (vi) Rupee Term Loan from HDFC Bank of ₹148.00 millions (March 31, 2024 : ₹196.00 millions) secured by a first pari passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipments, etc., both present & future and secured by hypothecation charge on the entire current assets of the borrower, both present & future and also secured by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd. is repayable in 27 ballooning monthly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate 8.50% p.a. (March 31, 2024 : 9.65% p.a.).
- (vii) Rupee Term Loan from HDFC Bank of ₹129.60 millions (March 31, 2024 : ₹179.60 millions) secured by a first pari passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipments, etc., both present & future and secured by hypothecation charge on the entire current assets of the borrower, both present & future and also secured by way of equitable mortgage in favour of the said banks for

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

working capital limits and for Term loans and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd. is repayable in 8 ballooning quarterly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate 8.50% p.a. (March 31, 2024 : 9.65% p.a.).

- (viii) Rupee Term Loan from HDFC Bank of ₹190.00 millions (March 31, 2024 : ₹190.00 millions) secured by a first pari passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipments, etc., both present & future and secured by hypothecation charge on the entire current assets of the borrower, both present & future and also secured by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd. is repayable in 31 equal quarterly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate 8.50% p.a. (March 31, 2024 : 9.30% p.a.).
- (ix) Rupee Term Loans from Axis bank of ₹550.00 millions (March 31, 2024 : Nil) secured by a First pari-passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipment, etc, both present & future and secured by second pari-passu hypothecation charge on the entire current assets of the borrower, both present & future charge by way of equitable mortgage in favour of the said banks and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., S. Pyarelal Ispat Pvt Ltd. are repayable in 93 equal monthly instalments respectively, which carries rate of interest for the period ended March 31, 2025 from at the rate of 9.35% p.a (March 31, 2024 : Nil)
- (x) Rupee Term Loans from HDFC Bank of ₹60.00 millions (March 31, 2024 : Nil) secured by a first pari passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipment, etc, both present & future and secured by hypothecation charge on the entire current assets of the borrower, both present & future and also secured by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., are repayable in 31 ballooning monthly instalments respectively, which carries rate of interest for the period ended March 31, 2025 at the rate of 8.50% p.a. (March 31, 2024 : Nil).
- (xi) Rupee Term Loans from Yes Bank of ₹500.00 millions (March 31, 2024 : Nil) secured by a First pari-passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipment, etc, both present & future and secured by second pari-passu hypothecation charge on the entire current assets of the borrower, both present & future charge by way of equitable mortgage in favour of the said banks and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., S. Pyarelal Ispat Pvt Ltd. are repayable in 93 equal monthly instalments respectively, which carries rate of interest for the period ended March 31, 2025 from at the rate of 9.07% p.a (March 31, 2024 : Nil).
- (xii) Rupee Term Loans from Bajaj Finance Ltd of ₹183.33 millions (March 31, 2024 : Nil) secured by a First pari-passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipment, etc, both present & future and secured by second pari-passu hypothecation charge on the entire current assets of the borrower, both present & future charge by way of equitable mortgage in favour of the said banks and personal guarantee

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., S. Pyarelal Ispat Pvt Ltd. are repayable in 66 equal monthly instalments respectively, which carries rate of interest for the period ended March 31, 2025 from at the rate of 9.50% p.a (March 31, 2024 : Nil)

- (xiii) Rupee Government emergency credit line Term Loan of ₹26.93 millions (March 31, 2024 : ₹56.30 millions) from HDFC Bank, secured by second pari-passu hypothecation charge on the entire current assets of the Borrower, both present & future and also secured by second pari-passu charge by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans on all that pieces and parcels of diverted Industrial land and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd. is repayable in 11 equal monthly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate 9.25% p.a.(March 31, 2024 : 9.25% p.a.).
- (xiv) Rupee Government emergency credit line Term Loan of ₹89.32 millions (March 31, 2024 : ₹119.10 millions) from HDFC Bank, secured by second pari-passu hypothecation charge on the entire current assets of the Borrower, both present & future and also secured by second pari-passu charge by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans on all that pieces and parcels of diverted Industrial land and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd. is repayable in 36 equal monthly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate 9.25% p.a. (March 31, 2024 : 9.25% p.a.).
- (xv) Rupee Government emergency credit line Term Loan of ₹11.29 millions (March 31, 2024 : ₹25.91 millions) from SBI Bank, secured by second pari-passu charge by way of equitable mortgage in favour of the said banks for GECL loans granted by SBI on all pieces and parcels of diverted Industrial land is repayable in 11 equal monthly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate 9.25% p.a. (March 31, 2024 : 9.25% p.a.).
- (xvi) Rupee Government emergency credit line Term Loan of ₹4.54 millions (March 31, 2024 : ₹9.49 millions) from YES Bank, secured by second pari-passu charge by way of equitable mortgage in favour of the said banks for GECL loans granted by YES bank on all pieces and parcels of diverted Industrial land is repayable in 11 equal monthly instalments, which carries rate of interest for the period ended March 31, 2025 at the rate 9.25% p.a. (March 31, 2024 : 9.25% p.a.).
- (xvii) Rupee Term Loans from HDFC Bank of ₹400.00 millions (March 31, 2024 : Nil) secured by a first pari passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipment, etc, both present & future and secured by hypothecation charge on the entire current assets of the borrower, both present & future and also secured by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., are repayable in 25 equal quarterly instalments respectively, which carries rate of interest for the period ended March 31, 2025 at the rate of 8.50% p.a. (March 31, 2024 : Nil).
- (xviii) Vehicle loan taken by the company is secured by hypothecation of the vehicle. These loans are payable in ranges from 36 months to 60 months in monthly instalments over the loan tenure which carries interest from 7.00% p.a. to 10.51% p.a.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

19.2 Current Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Secured		
Current maturities of non current borrowings (refer note 19.1)		
Term Loans from Banks	487.49	363.39
Vehicle Loans	6.23	12.05
Term loans from body corporate	33.33	-
Working capital loans from banks	463.61	580.13
Unsecured		
Bill discounting from bank (refer note no 19.2 (i) and (ii) below)	750.32	698.91
Total	1,740.98	1,654.48
Borrowings guaranteed by directors (Excluding Current maturities of non current borrowings)	1,213.93	1,279.04

Notes :

- Bill Discounting from Kotak Mahindra Bank ₹451.08 millions (March 31, 2024: ₹404.60 Million) and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal).
- Bill Discounting from Federal Bank ₹299.24 millions (March 31, 2024: ₹294.31 Million) and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal).
- Working capital loans secured by a First pari-passu hypothecation charge on the entire current assets of the borrower both present & future and secured by second pari-passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipment, etc, both present & future in favour of said banks for working capital granted by Axis Bank, State Bank of India, HDFC Bank, Yes Bank & Bank of Baroda and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., S. Pyarelal Ispat Pvt Ltd., which carries rate of interest at the rate ranging from 8% p.a. to 9.65% p.a.

19.3 Current Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Secured		
Non current borrowings	3,830.35	2,189.72
Current borrowings	463.61	580.13
Unsecured		
Non current borrowings	272.84	-
Current borrowings	750.32	698.91
Total	5,317.12	3,468.76

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

20 Lease Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current	36.11	35.35
Current	2.52	1.29
Total	38.63	36.64

20.1 Set out below are the carrying amounts of lease liabilities and the movements during the year:

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	36.64	22.81
Additions during the year	3.96	14.35
Add: Interest on lease liabilities	3.68	2.18
Less: Payments towards lease liabilities	(5.65)	(2.63)
Less: Modifications/Remeasurement of lease liabilities	-	(0.07)
Balance at the end of the year	38.63	36.64

20.2 The incremental borrowing rate applied for lease liabilities is 9.35% p.a for the year ended March 31, 2025 and 11.07% p.a. for the year ended March 31, 2024.

20.3 The table below provides details regarding the contractual maturities of lease liabilities on an discounted basis:

Particulars	As at March 31, 2025	As at March 31, 2024
Less than one year	2.52	1.29
1-3 years	4.00	3.43
More than three years	32.11	31.92
Total	38.63	36.64

20.4 The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

20.5 The Company has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

21 Provisions (Non-current)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits - for gratuity (refer note 44.1)	14.57	12.84
Provision for employee benefits - for leave encashment (refer note 44.2)	7.14	1.17
Total	21.71	14.01

22 Deferred tax liabilities(net)

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes at the reporting date and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the year, in which, the liability is settled, or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting year.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

22.1 Deferred Tax Liabilities (Net)

Significant components of deferred tax assets/(liabilities) recognised in the financial statements as follows:

Current reporting year

Deferred tax balance in relation to	As at March 31, 2024	Recognised / reversed through profit and loss	Recognised in other comprehensive income	As at March 31, 2025
Deferred tax liabilities				
Property, plant and equipment	190.54	118.83	-	309.37
Right-of-use asset	8.87	0.06	-	8.93
Borrowings	1.49	0.83	-	2.32
Subtotal (A)	200.90	119.72	-	320.62
Deferred tax assets				
Allowance for doubtful debts and advances (Expected credit loss)	0.05	0.45	-	0.50
Provisions for defined benefit obligation	4.13	3.06	0.94	8.13
Lease liabilities	9.22	0.50	-	9.72
Others	-	0.05	-	0.05
Subtotal (B)	13.40	4.06	0.94	18.40
Net Deferred tax liability	187.50	115.66	(0.94)	302.22

Previous reporting year

Deferred tax balance in relation to	As at April 01, 2023	Recognised / reversed through profit and loss	Recognised in other comprehensive income	As at March 31, 2024
Deferred tax liabilities				
Property, plant and equipment	143.14	47.40	-	190.54
Right-of-use asset	5.63	3.24	-	8.87
Borrowings	1.62	(0.13)	-	1.49
Subtotal (A)	150.39	50.51	-	200.90
Deferred tax assets				
Allowance for doubtful debts and advances (Expected credit loss)	0.10	(0.05)	-	0.05
Provisions for defined benefit obligation	2.48	2.06	(0.41)	4.13
Lease liabilities	5.74	3.48	-	9.22
Subtotal (B)	8.32	5.49	(0.41)	13.40
Total (A-B)	142.07	45.02	0.41	187.50

22.2 Income Tax Expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) Current tax:		
Current year	88.55	238.24
Current tax on earlier year	4.93	-
Total (a)	93.48	238.24

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

22.2 Income Tax Expense (contd.)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(b) Deferred tax:		
Deferred tax recognised in statement of profit or loss	115.66	45.02
Deferred tax recognised in other comprehensive income	(0.94)	0.41
Total (b)	114.72	45.43
Total tax expense (a+b)	208.20	283.67

22.3 Reconciliation of effective tax rate

The reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit before tax	789.58	1,107.65
Applicable tax rate (Enacted tax rate in India)	25.17%	25.17%
Expected income tax expense at statutory tax rate	198.72	278.77
Tax effect of:		
Income taxable separately	-	(0.06)
Expenses not deductible for tax purposes	6.09	5.39
Earlier period tax	4.93	-
Expenses deductible for tax purposes	-	(0.67)
Others	(1.54)	0.24
Tax expense for the year	208.20	283.67
Effective income tax rate	26.37%	25.61%

23 Trade Payables

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Payables		
- related parties (refer note 38)	18.35	41.36
- others	3,228.26	936.32
Total	3,246.61	977.68

Break up of payables in MSME or Non- MSME

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Total outstanding dues of micro and small enterprises (refer note 23.1)	47.52	17.98
(b) Total outstanding dues of creditors other than micro and small enterprises*	3,199.09	959.70
Total	3,246.61	977.68

*includes acceptances / arrangements where operational supplies of goods and services are initially paid by banks while the Company continues to recognise the liability till settlement with the banks.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

23.1 Disclosure of due to the "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
a) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end;	47.52	17.98
b) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end;	4.43	1.18
c) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year;	-	-
d) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period;	-	-
e) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
f) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	5.63	1.20
g) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

23.2 Trade Payable ageing

As at March 31, 2025

Particulars	Outstanding for following periods from date of transactions				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Total outstanding dues of micro and small enterprises	47.52	-	-	-	47.52
(ii) Total outstanding dues of creditors other than micro and small enterprises	3,192.75	0.64	5.68	0.02	3,199.09
(iii) Disputed dues of micro and small enterprises	-	-	-	-	-
(iv) Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-
Total	3,240.27	0.64	5.68	0.02	3,246.61

As at March 31, 2024

Particulars	Outstanding for following periods from date of transactions				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Total outstanding dues of micro and small enterprises	17.95	0.03	-	-	17.98
(ii) Total outstanding dues of creditors other than micro and small enterprises	940.77	18.20	0.73	-	959.70
(iii) Disputed dues of micro and small enterprises	-	-	-	-	-
(iv) Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-
Total	958.72	18.23	0.73	-	977.68

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

24 Other Financial Liability (Current)

Particulars	As at March 31, 2025	As at March 31, 2024
Measured at amortised cost (Unsecured, considered good)		
Interest Accrued but not due		
- on borrowings	27.95	16.47
- on others*	5.63	1.20
Capital creditors	171.64	76.33
Employee dues payable	58.94	33.61
Total	264.16	127.61

*pertains to interest on outstanding dues of micro and small enterprises.

25 Other Liabilities (Current)

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory dues payable*	75.81	51.28
Contract liabilities**	107.66	83.51
Total	183.47	134.79

*It include tax deducted at source, tax collected at source, goods and services tax, employee state insurance and provident fund payable.

**Contract liabilities are received on contracts entered with customers for which performance obligations are yet to be performed, therefore, revenue will be recognized when the goods are passed on to the customers.

25.1 Contract Liability

Particulars	As at March 31, 2025	As at March 31, 2024
Opening contract liabilities	83.51	24.18
Less: Amount recognised in revenue	83.51	24.06
Add: Amount received in advance during the year	107.66	83.39
Less: Amount refunded to customers	-	-
Closing contract liabilities	107.66	83.51

26 Provisions (current)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits - for gratuity (refer note 44.1)	5.74	2.03
Provision for employee benefits - for leave encashment (refer note 44.2)	4.84	0.45
Total	10.58	2.48

27 Current Tax Assets / Liabilities (Net)**27.1 Current tax assets (net)**

Particulars	As at March 31, 2025	As at March 31, 2024
Advance tax/tax deducted at source*	39.83	-
Total	39.83	-

*Net of provision for income tax ₹88.55 millions (March 31, 2024 : Nil)

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

27.2 Current tax liabilities (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for income tax expenses*	-	69.05
Total	-	69.05

*Net of advance tax and TDS : Nil (March 31, 2024 : ₹174.44 millions)

28 Revenue from operations

Particulars	As at March 31, 2025	As at March 31, 2024
Sale of products		
Finished goods	14,999.40	11,733.02
Stock-in-trade	82.49	1,085.21
Subtotal (I)	15,081.89	12,818.23
Other operating revenue		
Job work income	31.66	39.07
Export incentives	-	0.27
Subtotal (II)	31.66	39.34
Total	15,113.55	12,857.57

28.2 The Company recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

28.3

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue as per contracted price, net of returns	15,347.45	13,122.79
Adjustment for:		
Discounts and incentives as per contract/schemes	(265.56)	(304.56)
Revenue from contract with customers	15,081.89	12,818.23

28.4 Contract balances

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Trade receivables (Refer note 11)	1,471.55	940.97
Contract liabilities (Refer note 25.1)	107.66	83.51

28.5 Contract liabilities are on account of the upfront revenue received from customer for which performance obligation has not yet been completed. Contract liabilities include advances received for sale of goods. The performance obligation is satisfied when control of the goods or services are transferred to the customers based on the contractual terms. Payment terms with customers vary depending upon the contractual terms of each contract.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

28.6 Product-wise revenue from operations

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
ERW black pipes and tubes	10,405.89	9,448.15
Blooms / Slabs	1,633.46	1,363.51
GI Pipes	98.44	813.24
HR Coil	70.56	250.96
GP Coil	63.93	-
GP Pipe	683.71	-
S S Coil	1,244.33	-
Others	881.57	942.37
Total	15,081.89	12,818.23

28.7 The Company does not have any significant adjustments between the contracted price and revenue recognised in the statement of profit and loss.

28.8 Revenue from operations

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Geography wise		
Within India	15,081.89	12,807.94
Outside India	-	10.29
Total	15,081.89	12,818.23

Revenue from operations have been allocated on the basis of location of customers.

29 Other income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Income		
- Bank deposits	14.63	14.01
- Others	33.41	8.81
- from other financial assets carried at amortised cost	0.50	0.13
Gain on sale of current investments	-	2.68
Sale of scrap others	-	0.83
Gain on foreign exchange variation (net)	9.48	3.56
Profit on sale of property, plant and equipment	0.71	-
Gain on modification/termination of lease	-	0.07
Miscellaneous Income	6.15	6.09
Total	64.88	36.18

30 Cost of materials consumed

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Raw materials and components		
Inventories at the beginning of the year	647.81	705.36
Add: Purchases	11,501.43	8,229.61
Less: Inventories at the end of the year	(1,289.16)	(647.81)
Total	10,860.08	8,287.16

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

31 Purchases of stock-in-trade

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Purchases	81.20	1,056.93
Total	81.20	1,056.93

32 Changes in inventories of finished goods and stock-in-trade

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Inventories at the beginning of the year		
Finished goods	761.26	620.93
Stock-in-trade	1.92	-
	763.18	620.93
Inventories at the end of the year		
Finished goods	1,059.74	761.26
Stock-in-trade	0.03	1.92
	1,059.77	763.18
Total	(296.59)	(142.25)

33 Employee benefit expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus	849.30	542.95
Contribution to provident and other funds (Refer note 44)	9.14	7.27
Staff welfare expenses	25.77	21.11
Total	884.21	571.33

34 Finance cost

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expenses (At amortised cost)		
- on borrowings	452.20	295.69
- on others*	4.43	6.42
- on lease liabilities	3.68	2.18
Other borrowing cost	17.47	13.86
Total	477.78	318.15

*Include interest on income tax expenses amounting to Nil and ₹5.24 millions and interest on outstanding dues of micro and small enterprises is amounting to ₹4.43 millions and ₹1.18 millions for the year ended March 31, 2025 and March 31, 2024 respectively.

35 Depreciation and amortization expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of property, plant and equipment	339.72	206.84
Amortisation of intangible assets	0.32	0.77
Depreciation of right of use assets	3.79	1.49
Total	343.83	209.10

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

36 Other Expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Consumption of store and spare parts	435.81	315.24
Power and fuel	1,172.69	844.88
Job work charges	20.48	79.81
Freight outwards	74.44	19.97
Rent expenses	74.68	36.29
Repair and maintenance:		
- plant and machinery	21.36	10.25
- other	15.00	10.45
Legal and professional fees	63.58	28.13
Payment to auditors (refer note 36.1)	2.50	2.00
Corporate social responsibility (CSR) Expenditure (refer note 36.2)	19.42	14.98
Advertisement & sales promotion expenses	60.56	68.58
Commission expenses	11.24	14.10
Travelling & conveyance expenses	21.33	14.03
Security service expenses	11.37	4.41
Loss on sale of property, plant and equipment (net)	-	3.25
Director's sitting fees	1.30	-
Insurance	9.17	3.30
Rates and taxes	0.81	1.89
Balance written off for receivables & advances	1.41	0.68
Allowance for expected credit loss	1.49	0.08
Amortization on loan to employees	0.40	0.09
Donations and contributions	0.01	0.01
Miscellaneous expenses	19.29	13.26
Total	2,038.34	1,485.68

36.1 Details of payment to auditors

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Audit fees*	2.20	1.75
Tax audit fees	0.30	0.25
Total	2.50	2.00

*The amount paid to auditors in connection with the Initial Public Offer (IPO), amounting to ₹3.01 million which comprising professional fees of ₹2.95 million and out-of-pocket expenses of ₹0.06 million has not been included above. These costs have been recorded under prepaid expenses and will be reclassified from current assets to equity, and set off against the net proceeds of the offering, upon completion of the IPO.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

36.2 Details of payment to auditors

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) Gross amount required to be spent by the company for the respective financial year	19.41	14.93
(b) Amount approved by the Board	41.45	14.98
(c) Amount of expenditure incurred:	20.82	14.91
(i) Construction / acquisition of assets	3.72	4.08
(ii) On purposes other than (i) above (for CSR projects)	17.10	10.83
Brought forward extra spent from March 31, 2023	-	0.08
(d) Shortfall/ (excess) spent amount at the end of the year*		
(i) Ongoing project	-	-
(ii) Other than ongoing project	(1.41)	-
(e) reason for shortfall	-	-
(f) Amount paid in cash		
- in cash	20.82	14.91
- yet to be paid in cash	-	-

(g) Nature of CSR activities includes Rural Development Project, Contribution for Education, Contribution for Health Care , Contribution for Food, Contribution for Shelter.

(h) No contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard.

(i) No provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.

* During the year, the Company has overspent the amount by ₹1.41 million, out of which ₹1.40 million is carry forward to next year.

37 Earning per share (EPS)

Basic earnings per share have been computed by dividing profit attributable to equity shareholder by the weighted average number of equity shares outstanding for the year. Diluted earnings per share have been computed by dividing profit attributable to equity shareholder by the weighted average number of shares and diluted potential equity shares outstanding for the year.

The following table reflects the income and share data used in the basic and diluted EPS computations :-

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Face value of equity shares (₹10 per share)		
Profit attributable to equity shareholders (A)	580.44	824.39
Equity shares at the beginning of the year	24,10,02,000	2,00,90,300
Impact of Fresh issue effected during the year (March 31, 2024: allotment of 40,09,900 shares at face value of ₹10 each)	-	16,66,485
Impact of bonus issue effected during the year* (March 31, 2024: allotment of 21,69,01,800 bonus shares at face value of ₹10 each)	-	19,58,11,064
Weighted average number of equity shares for basic EPS (B)	24,10,02,000	21,75,67,849
Basic EPS (Amount in ₹) (A/B)	2.41	3.79
Effect of dilution:		
Weighted average number of potential equity shares	-	-
Weighted average number of equity shares adjusted for the effect of dilution (C)	24,10,02,000	21,75,67,849
Diluted EPS (Amount in ₹) (A/C)	2.41	3.79

*During the financial year 2023-2024, the company had issued 21,69,01,800 fully paid bonus shares in the ratio of 9:1 (i.e. 9 bonus shares of ₹10 each against 1 equity share of ₹10 each to every shareholder as on March 12, 2024, including on fresh issue made during the FY 23-24).

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

38 Related Parties Disclosures

Related party disclosures, as required by Ind AS 24, "Related Party Disclosures", with whom transactions have taken place during the year are given below:

a) Subsidiary Company and Associates :**i) Subsidiary**

Sambhv Tubes Private Limited (w.e.f. September 16, 2024)*

Sambhv Green Steel Private Limited [a wholly owned subsidiary of the Company w.e.f. January 30, 2024 and up to March 20, 2024]

ii) Associates

Clean Max Opia Private Limited (w.e.f. November 13, 2024)

b) Key Managerial Personnel (KMP) (with which, the Company has transactions):

(i) Shri Vikas Kumar Goyal	Executive Director [w.e.f June 01, 2024 becomes Managing Director]
(ii) Shri Suresh Kumar Goyal	Executive Director [up to January 27, 2024 & reappointed on March 25, 2024]
(iii) Shri Bhavesh Khetan	Executive Director [w.e.f July 22, 2023]
(iv) Shri Ashish Goyal	Executive Director [up to March 22, 2024]
(v) Shri Manoj Kumar Goyal	Executive Director [up to March 22, 2024]
(vi) Ms. Trisha Bajpai	Company Secretary [w.e.f April 15, 2023 & up to December 30, 2023]
(vii) Shri Manoj Khetan	Independent Director [w.e.f September 12, 2024]
(viii) Ms. Nidhi Thakkar	Independent Director [w.e.f September 12, 2024]
(ix) Shri Kishore Kumar Singh	Independent Director [w.e.f September 12, 2024]
(x) Shri. Niraj Shrivastava	Company Secretary [w.e.f July 01, 2024]
(xi) Ms. Anu Garg	Chief Financial Officer [w.e.f July 01, 2024]

d) Relatives of Key Managerial Personnel (with which, the Company has transactions):

(i) Shri Brijlal Goyal	Father of Suresh Kumar Goyal
(ii) Smt. Kaushlya Goyal	Mother of Suresh Kumar Goyal
(iii) Smt. Sheetal Goyal	Wife of Vikas Kumar Goyal
(iv) Smt. Suman Goyal	Wife of Suresh Kumar Goyal
(v) Smt. Archana Goyal	Wife of Ashish Goyal
(vi) Smt. Rinku Goyal	Wife of Manoj Kumar Goyal
(vii) Shri Harsheet Goyal	Son of Suresh Kumar Goyal
(viii) Shri Rohit Goyal	Son of Suresh Kumar Goyal
(ix) Shri Shashank Goyal	Son of Suresh Kumar Goyal
(x) Smt. Palak Goyal	Daughter-in-Law of Suresh Kumar Goyal [w.e.f. 01 April, 2023]
(xi) Shri Ajay Khetan	Father of Bhavesh Khetan [w.e.f July 22, 2023]
(xii) Smt. Rama Khetan	Wife of Bhavesh Khetan [w.e.f July 22, 2023]

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

e) Other (Entities in which the KMP and relatives of KMP have control or significant influence) (with which, the Company has transactions):

(i) Suresh Kumar Goyal & Sons (HUF)
(ii) Brijlal Goyal & Sons (HUF)
(iii) Ashish Kumar Goyal (HUF)
(iv) Manoj Goyal & Sons (HUF)
(v) Ganpati Sponge Iron Private Limited
(vi) Goyal Realty & Agriculture Private. Limited
(vii) S. Pyarelal Ispat Private Limited.
(viii) Niros Ispat Private Limited.
(ix) Vikas Goyal & Sons HUF (Anjaneya Ispat)
(x) Agarsen Rerollers Pvt Ltd.
(xi) Avinash Ispat Private Limited
(xii) Sadhguru Pipes LLP
(xiii) Brijdham Minerals Private Limited (Formerly known as Brijdham Polymerce Pvt Ltd)
(xiv) Brijwasi Plastic Private Limited
(xv) Sambhv Green Steel Private Limited
(xvi) Sambhv Life Science Pvt Ltd.
(xvii) Anjaneya Minerals Private Limited (Formerly known as Plal Iron & Polymers Pvt Ltd)
(xviii) Garg Enterprises w.e.f. July 01, 2024
(xix) Sambhv Seva Foundation w.e.f. October 04, 2024
(xx) Sambhv Tubes Private Limited (Till September 15, 2024)*

* During the year, Sambhv Tubes Private Limited become a wholly owned subsidiary w.e.f. 16th September 2024.

38.1 Details of transaction during the year with related parties

Transactions with related parties during the year:

Nature of Transaction	Party Name	For the year ended March 31, 2025	For the year ended March 31, 2024
Advances Given	Sambhv Tubes Private Limited	358.96	43.50
	Anu Garg	1.20	-
	Niros Ispat Private Limited	-	120.00
	S. Pyarelal Ispat Private Limited	-	95.00
	Brijwasi Plastic Private Limited	-	12.50
Advance Received against supply of material	Brijwasi Plastic Private Limited	100.00	-
Advances Paid back	Brijwasi Plastic Private Limited	99.66	-
Advances Received Back	Brijwasi Plastic Private Limited	-	12.50
	Niros Ispat Private Limited	-	120.00
	S. Pyarelal Ispat Private Limited	-	95.00
	Anu Garg	0.77	-
	Sambhv Tubes Private Limited	358.96	43.50

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Transactions with related parties during the year: (contd.)

Nature of Transaction	Party Name	For the year ended March 31, 2025	For the year ended March 31, 2024
Remuneration to KMP	Bhavesht Khetan	9.00	6.75
	Suresht Kumar Goyal	18.00	16.50
	Vikas Kumar Goyal	18.00	18.00
	Niraj Srivastav	1.35	-
	Trisha Bajpai	-	0.14
	Anu Garg	2.81	-
Remuneration to Relatives of KMP	Harsheet Goyal	3.20	9.60
	Palak Goyal	3.20	9.60
	Shashank Goyal	4.80	9.60
	Rama Khetan	3.00	1.75
	Archana Goyal	1.60	-
	Sheetal Goyal	9.60	-
	Brijlal Goyal	10.50	-
	Rohit Goyal	1.60	-
Director's Sitting Fees	Shri Manoj Khetan	0.55	-
	Ms. Nidhi Thakkar	0.40	-
	Shri Kishore Kumar Singh	0.35	-
Other Service income	Sadhguru Pipes LLP	0.06	0.32
Interest on Unsecured Loan	Vikas Goyal & Sons HUF	-	2.36
	Archana Goyal	-	0.06
	Ashish Goyal	-	0.52
	Ashish Kumar Goyal (HUF)	-	2.53
	Bhavesht Khetan	-	0.75
	Ajay Khetan	-	0.24
	Brijlal Goyal	-	0.46
	Brijlal Goyal & Sons (HUF)	-	0.12
	Goyal Realty & Agriculture Pvt Ltd	-	0.02
	Harsheet Goyal	-	0.37
	Kaushlya Goyal	-	0.51
	Manoj Kumar Goyal	-	0.25
	Manoj Goyal & Sons (HUF)	-	0.83
	Rinku Goyal	-	0.09
	Rohit Goyal	-	0.34
	S. Pyarelal Ispat Private Limited	-	4.67
	Shashank Goyal	-	0.36
	Sheetal Goyal	-	0.41
	Suman Goyal	-	0.30
	Suresht Kumar Goyal	-	0.20
	Suresht Kumar Goyal & Sons (HUF)	-	0.41
	Sambhvt Tubes Private Limited	4.16	-
	Vikas Kumar Goyal	-	0.27

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Transactions with related parties during the year: (contd.)

Nature of Transaction	Party Name	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest received on advances given	Niros Ispat Private Limited	-	0.73
	Brijwasi Plastic Private Limited	-	0.02
	Sambhv Tubes Private Limited	15.05	0.98
	S. Pyarelal Ispat Private Limited	-	0.32
Interest received on Late Payment	Sadhguru Pipes LLP	-	0.15
Interest received on Sale LC discounting	Niros Ispat Private Limited	-	0.03
Job work Charges Paid	Ganpati Sponge Iron Private Limited	18.01	78.13
	Sadhguru Pipes LLP	0.02	1.61
Purchase of Capital Goods	Agarsen Rerollers Pvt Ltd	0.76	2.37
	Brijwasi Plastic Private Limited	0.05	0.02
	Ganpati Sponge Iron Private Limited	3.72	0.29
	Sadhguru Pipes LLP	7.67	-
Purchase of Material (Excl. GST)	Agarsen Rerollers Pvt Ltd	11.30	85.34
	Vikas Goyal & Sons HUF	16.21	59.85
	Brijdham Minerals Pvt Ltd	-	6.87
	Brijwasi Plastic Private Limited	0.18	0.05
	Ganpati Sponge Iron Private Limited	7.10	460.99
	Anjaneya Minerals Private Limited	32.60	-
	Niros Ispat Private Limited	20.47	29.32
	Garg Enterprises	0.72	-
	S. Pyarelal Ispat Private Limited	-	34.17
	Sadhguru Pipes LLP	64.44	29.92
Purchase of Investment	Manoj Kumar Goyal	1.33	-
	Suresh Kumar Goyal	1.33	-
	Sambhv Tubes Private Limited	651.70	-
	Sambhv Seva Foundation	0.01	-
	Sambhv Green Steel Private Limited	-	0.10

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Transactions with related parties during the year: (contd.)

Nature of Transaction	Party Name	For the year ended March 31, 2025	For the year ended March 31, 2024
Reimbursement of Expenses	Sambhv Life Science Pvt. Ltd.	0.19	0.10
	Sheetal Goyal	0.14	-
	Brijdham Minerals Pvt Ltd	2.68	-
	Brijlal Goyal	0.60	-
	Anu Garg	0.02	-
	Harsheet Goyal	0.58	-
	Ashish Goyal	1.01	-
	Kaushlya Goyal	0.03	-
Rent Paid	Ganpati Sponge Iron Private Limited	0.60	0.60
	Brijwasi Plastic Private Limited	0.50	-
	Sambhv Tubes Private Limited	1.50	2.20
Rent Received	Vikas Goyal & Sons (HUF)	4.80	4.80
Repayment of Unsecured Loan	Vikas Goyal & Sons (HUF)	-	22.71
	Archana Goyal	-	1.85
	Ashish Goyal	-	31.16
	Ashish Kumar Goyal (HUF)	-	24.15
	Bhavesh Khetan	-	10.53
	Brijlal Goyal	-	15.09
	Brijlal Goyal & Sons (HUF)	-	1.13
	Goyal Realty & Agriculture Pvt Ltd	-	0.20
	Ajay Khetan	-	6.22
	Harsheet Goyal	-	9.56
	Kaushlya Goyal	-	8.41
	Manoj Kumar Goyal	-	8.26
	Manoj Kumar Goyal & Sons (HUF)	-	10.26
	Rinku Goyal	-	1.26
	Rohit Goyal	-	3.83
	S. Pyarelal Ispat Private Limited	-	204.32
	Shashank Goyal	-	7.99
	Sheetal Goyal	-	4.59
	Suman Goyal	-	9.27
	Suresh Kumar Goyal	-	10.07
	Suresh Kumar Goyal & Sons(HUF)	-	8.19
	Sambhv Tubes Private Limited	3.71	-
	Vikas Kumar Goyal	16.97	7.86

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Transactions with related parties during the year: (contd.)

Nature of Transaction	Party Name	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of Capital Goods	Agarsen Rerollers Pvt Ltd	2.68	3.77
	Brijwasi Plastic Private Limited	-	-
	S. Pyarelal Ispat Private Limited	-	0.56
	Ganpati Sponge Iron Private Limited	0.42	3.07
Sale of Goods (Excl. GST)	Brijwasi Plastic Private Limited	0.46	0.09
	Ganpati Sponge Iron Private Limited	9.88	415.30
	S. Pyarelal Ispat Private Limited	1.74	114.01
	Avinash Ispat Private Limited	-	(0.04)
	Agarsen Rerollers Pvt Ltd	0.30	0.65
	Niros Ispat Private Limited	-	51.98
	Sambhv Life Science Pvt. Ltd.	0.03	-
	Sadhguru Pipes LLP	75.09	117.74
Sale of Investment	Suresh Kumar Goyal	-	0.05
	Vikas Kumar Goyal	-	0.05
Share allotment	Bhavesh Khetan	-	14.59
Transportation Charges Paid	Vikas Goyal & Sons HUF	11.35	10.08
Unsecured Loan Taken	Archana Goyal	-	1.20
	Ashish Goyal	-	10.90
	Brijlal Goyal	-	13.36
	Harsheet Goyal	-	3.95
	Kaushlya Goyal	-	0.20
	Manoj Kumar Goyal	-	4.15
	Rinku Goyal	-	0.40
	S. Pyarelal Ispat Private Limited	-	100.00
	Shashank Goyal	-	4.30
	Suresh Kumar Goyal	-	4.65
	Sambhv Tubes Private Limited	276.54	-
	Vikas Kumar Goyal	16.97	3.80
	S. Pyarelal Ispat Private Limited	2,987.40	1,922.30
	Brijdham Minerals Private Limited	(1,736.60)	1,000.00
	Ganpati Sponge Iron Private Limited	3,737.40	2,672.30

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Balance with related Parties as at year end:

Nature of Balance	Party Name	As at March 31, 2025	As at March 31, 2024
Payables (Including Trade Payables)	Vikas Goyal & Sons (HUF)	2.03	11.57
	Ganpati Sponge Iron Private Limited	-	28.25
	Sadhguru Pipes LLP	8.37	0.08
	Niros Ispat Private Limited	-	0.76
	Sambhv Life Science Pvt. Ltd.	-	0.09
	Sambhv Tubes Private Limited	-	1.35
	Agarsen Rerollers Pvt Ltd	0.36	-
Employee dues payable	Bhavesh Khetan	1.35	1.35
	Vikas Kumar Goyal	1.41	2.99
	Rama Khetan	0.20	0.22
	Suresh Kumar Goyal	5.70	5.40
	Palak Goyal	-	1.08
	Sheetal Goyal	0.56	-
	Rohit Goyal	0.18	-
	Niraj Srivastav	0.13	-
	Anu Garg	0.13	-
	Harsheet Goyal	-	0.93
	Shashank Goyal	0.17	0.93
Interest receivables against loan & advances	Sambhv Tubes Private Limited	-	-
Advance Receivables from KMP	Anu Garg	0.43	-
Receivables (Including Trade Receivables)	Agarsen Rerollers Pvt Ltd	-	0.02
	Vikas Goyal & Sons HUF	0.93	-
	Niros Ispat Private Limited	-	0.76
	Ganpati Sponge Iron Private Limited	0.04	-
	Brijwasi Plastic Private Limited	-	0.10
Investment	Sambhv Tubes Private Limited	651.70	-
	Cleam Max Opia Private Limited	0.03	-
	Sambhv Seva Foundation	0.01	-
Unsecured Loan Taken	Sambhv Tubes Private Limited	272.84	-
Interest payable on Unsecured Loan	Sambhv Tubes Private Limited	3.74	-
Director's Sitting Fees Payable	Shri Manoj Khetan	0.23	-
	Ms. Nidhi Thakkar	0.18	-
	Shri Kishore Kumar Singh	0.14	-

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

38.1 Details of transaction during the year with related parties (contd.)

Nature of Balance	Party Name	As at March 31, 2025	As at March 31, 2024
Corporate guarantee taken (Jointly and severally)	S. Pyarelal Ispat Private Limited	6631.60	3644.20
	Brijdham Minerals Private Limited	0.00	1736.60
	Ganpati Sponge Iron Private Limited	9468.20	5730.80

NOTE:

In addition to the aforesaid related party transactions, certain key managerial personnel and relatives of key managerial personnel of the Company [Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal)] have given their personal guarantee for the Term loans/working capital availed by the Company.

38.2 Summary compensation of Key Management Personnel

The remuneration of directors and Key Management Personnel during the year as follows:-

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Short-term employee benefits	45.00	41.25
Total	45.00	41.25

38.3 Terms and Conditions:

- The Company's principal related parties consist of its key managerial personnel. the Company's related party transactions and outstanding balances are with related parties with whom the Company routinely enters into transactions in the ordinary course of business.
- All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions and within the ordinary course of business.
- Details of loan given, investments made and guarantee given covered under section 186 (4) of the companies Act 2013
The company has given unsecured loans mentioned above in the ordinary course of business for general business purpose. Further, unsecured loan given to Subsidiary is for it's principal business activity, which is repayable after 3 years from the date of disbursement.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2025

(All amounts in ₹Millions, except otherwise stated)

38 Related Parties Disclosures

Ratios	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% Change	Reason for Variance
Current Ratio	Current Asset	Current Liabilities	0.96	1.06	-9.50%	-
Debt-Equity Ratio	Total Debt	Shareholders' Equity	1.08	0.80	34.99%	Increase in ratio due to increase in total debt.
Debt Service Coverage Ratio	Earnings available for debt services = Net profit (Earning after taxes) + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed Asset Net Profit after tax means reported amount of "Profit / (loss) for the year and it does not include items of other comprehensive income.	Interest & Lease Payments + Principal Repayments	1.60	0.97	64.80%	Improved due to increase in earnings available for debt service.
Return on Equity Ratio	Net Profit after taxes - Preference dividend (if any)	Average Shareholder's Equity	12.42%	25.42%	-51.12%	Decreased due to increase in Average Shareholders Equity.
Inventory turnover ratio	Cost of goods sold or Sales	Average Inventory = (Opening and Closing Inventory)/2	5.28	6.34	-16.60%	-
Trade Receivables turnover ratio	Net credit sales consist of gross credit sales - sales return.	Average Accounts Receivable	12.53	19.99	-37.31%	Decreased due to increase in Average accounts receivable.
Trade payables turnover ratio	Net credit purchases consist of gross credit purchases - purchase return.	Average Accounts Payables	5.48	14.73	-62.78%	Decreased due to increase in net credit purchase and Trade payables.
Net capital turnover ratio	Net sales = total sales - sales returns	Working capital = Current assets - current liabilities	-72.28	69.22	-204.41%	Decreased due to in Working capital during the year.
Net profit ratio	Net Profit after tax	Net sales = total sales - sales returns	3.84%	6.41%	-40.10%	Decreased due to decrease in Net profit after tax during the year.
Return on Capital employed	Earnings before interest and taxes (EBIT)	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	11.94%	17.66%	-32.40%	Decreased due to decrease in EBIT during the year.
Return on Investment	Profit on sale of investments	Cost of Investments	NA	0.54%	NA	-

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

40 Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at March 31, 2025	As at March 31, 2024
a. Contingent liabilities		
Claims against the Company not acknowledged as debts:		
Excise/Goods & service tax demands (Goods & Services tax demand and demand of GST & penalty because of incomplete E-way bill is pending before Appellate Authority, Jabalpur M.P.)	-	0.66
Income tax demands	3.22	4.45
b. Outstanding bank guarantees	54.61	58.77
c. Capital commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	1,063.75
(i) In respect of Associate	314.97	-
(ii) In respect of Others	20.25	-
d. Export promotion capital goods scheme		
- Duty Saved	24.18	1.82
Export Obligation		
- Obligation Fulfilled	-	-
- Obligation yet to be fulfilled	156.01	10.93

41 Capital Risk Management

The Company being in a capital intensive industry, its objective is to maintain a strong credit rating, healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity. The Company's objectives when managing capital are to safeguard continuity as a going concern, provide appropriate return to shareholders and maintain a cost efficient capital structure.

The Company's capital requirement is mainly to fund its capacity expansion, repayment of principal and interest on its borrowings and strategic acquisitions. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings. The Company is not subject to any externally imposed capital requirements.

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects and strategic acquisitions, to capture market opportunities at minimum risk. Majorly Company raise long term loan for its CAPEX requirement and based on the working capital requirement utilise the working capital loans.

The Company monitors its capital using gearing ratio, which is net debt, divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

41 Capital Risk Management (contd.)**The gearing ratio at end of the reporting year was as follows:**

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current borrowings	3,576.14	1,814.28
Current borrowings	1,740.98	1,654.48
Interest accrued and not due on borrowings	27.95	16.47
Lease liabilities	38.63	36.64
Gross Debt	5,383.70	3,521.87
Less : Cash and cash equivalents	(51.39)	(75.84)
Net Debt (A)	5,332.31	3,446.03
Total Equity (As per Balance Sheet) (B)	4,960.46	4,382.82
Net Gearing (A/B)	107.50%	78.63%

- (i) Equity includes all capital and reserves of the Company that are managed as capital.
- (ii) Debt is defined as current and non-current borrowings (excluding derivatives and financial guarantee contracts).

42 Fair Value measurements:**(i) Financial instruments by Category:****As at March 31, 2025**

Particulars	FVTPL	FVTOCI	Amortised Cost
Financial assets			
At amortized cost			
Loans	-	-	12.05
Trade receivables	-	-	1,471.55
Cash & cash equivalents	-	-	51.39
Bank balances other than cash and cash equivalents	-	-	110.49
Other financial assets	-	-	331.64
Financial Liabilities			
At Amortized cost			
Non current borrowings	-	-	3,576.14
Lease liabilities	-	-	38.63
Current borrowings	-	-	1,740.98
Trade Payables	-	-	3,246.61
Other Financial Liabilities	-	-	264.16

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

42 Fair Value measurements: (contd.)

(i) Financial instruments by Category: (contd.)

As at March 31, 2024

Particulars	FVTPL	FVTOCI	Amortised Cost
Financial assets			
At amortized cost			
Loans	-	-	5.55
Trade receivables	-	-	940.97
Cash & cash equivalents	-	-	75.84
Bank balances other than cash and cash equivalents	-	-	354.03
Other financial assets	-	-	169.49
Financial Liabilities			
At Amortized cost			
Non current borrowings	-	-	1,814.28
Lease liabilities	-	-	36.64
Current borrowings	-	-	1,654.48
Trade Payables	-	-	977.68
Other Financial Liabilities	-	-	127.61

The carrying amounts of trade receivables, trade payables, capital creditors, cash and cash equivalents, other bank balances, other financial assets and other financial liabilities (other than those specifically disclosed) are considered to be the same as their fair values, due to their short term nature.

(ii) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are :-

- recognised and measured at fair value and
- measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard which are as below:

Level 1 : This hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The company doesn't have any instrument which was value as FVTPL or FVTOCI as at March 31, 2025 and March 31, 2024.

(iii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the fair values of the FVTOCI investments are derived from quoted market prices in active markets.
- the fair value of forward foreign exchange contracts and principal swap is determined using forward exchange rates at the balance sheet date.
- the fair values of the interest-bearing borrowings and loans are determined by using discounted cash flow method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk was assessed to be insignificant.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

42 Fair Value measurements: (contd.)

- d) the fair value of the remaining financial instruments is determined using discounted cash flow analysis using rates currently available for debt on similar terms, credit risk and remaining maturities.

(iv) Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at March 31, 2025		As at March 31, 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
At amortized cost				
Loans	12.05	12.05	5.55	5.55
Other financial assets	331.64	331.64	169.49	169.49
Financial Liabilities				
At Amortized cost				
Non current borrowings	3,576.14	3,576.14	1,814.28	1,814.28
Lease liabilities	38.63	38.63	36.64	36.64
Current borrowings	1,740.98	1,740.98	1,654.48	1,654.48
Other financial liabilities	264.16	264.16	127.61	127.61

43 Financial Risk Management:

The Company's principal financial liabilities, other than derivatives, comprise borrowings and trade payables. The main purpose of these financial liabilities is to finance the Company's working capital requirements. The Company has various financial assets such as trade receivable, short term deposits and cash & cash equivalents, which arise directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's Board of Directors oversees the management of these risks and also ensures that financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

43.1 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, debt and equity investments and derivative financial instruments. The sensitivity analyses in the following sections relate to the position as at March 31, 2025 and March 31, 2024.

(i) Foreign exchange risk:

The Company's foreign exchange risk arises from foreign currency revenues and expenses, (primarily in US Dollars and Euros). The Company's functional currency is Indian Rupees (₹). The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports, primarily in relation to raw materials & Capital Purchases. The Company is exposed to exchange rate risk under its trade portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Company's overall debt position in Rupee terms without the Company having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Company's receivables in foreign currency.

The exchange rate between the Indian rupee and these foreign currencies have changed substantially in recent periods and may continue to fluctuate substantially in the future.

Significant foreign currency risk exposure relating to trade receivables, other receivables, cash and cash equivalents, borrowings and trade payables:

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

43.1 Market risk (contd.)

Currency exposure as at March 31, 2025

Particulars	USD (in Absolute)	Amount in ₹ Million
Financial liabilities		
Other financial liabilities	-	-

Currency exposure as at March 31, 2024

Particulars	USD (in Absolute)	Amount in ₹ Million
Financial liabilities		
Other financial liabilities	1,950	0.16
	1,950	0.16

Sensitivity

The following table details the Company's sensitivity to a 1% increase and decrease in the ₹ against the relevant foreign currencies on profit/loss before tax. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where ₹ strengthens 1% against the relevant currency. For a 1% weakening of ₹ against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

As at March 31, 2025

Particulars	Impact on profit before tax (Increase in Rate 1%)	Impact on profit before tax (Decrease in Rate 1%)
Payable	-	-
Total	-	-

Currency exposure as at March 31, 2024

Particulars	Impact on profit before tax (Increase in Rate 1%)	Impact on profit before tax (Decrease in Rate 1%)
Payable	-0.16%	0.16%
Total	-0.16%	0.16%

(ii) Commodity price risk:

The Company's revenue is exposed to the market risk of price fluctuations related to the sale of its steel products. Market forces generally determine prices for the steel products sold by the Company. These prices may be influenced by factors such as supply and demand, production costs (including the costs of raw material inputs) and global and regional economic conditions and growth. Adverse changes in any of these factors may reduce the revenue that the Company earns from the sale of its steel products.

The Company is subject to fluctuations in prices for the purchase of Iron ore & Pellet, Coal. The Company purchased primarily all of its iron ore and coal requirements at prevailing market rates during the year ended March 31, 2025. The Company aims to sell the products at prevailing market prices. Similarly, the Company procures key raw materials like iron

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

43.1 Market risk (contd.)

ore and coal based on prevailing market rates as the selling prices of steel prices and the prices of input raw materials move in the same direction.

The following table details the Company's sensitivity to a 5% movement in the input price of Iron ore and Coal. The sensitivity analysis includes only 5% change in commodity prices for quantity sold or consumed during the year, with all other variables held constant. A positive number below indicates an increase in profit before tax where the commodity prices decrease by 5% and vice-versa.

As at March 31, 2025

Commodity	Impact on profit before tax (Increase in Rate 5%)	Impact on profit before tax (Decrease in Rate 5%)
Iron ore lumps & Pellet	(117.09)	117.09
Coal	(61.08)	61.08
Total	(178.17)	178.17

Currency exposure as at March 31, 2024

Particulars	Impact on profit before tax (Increase in Rate 5%)	Impact on profit before tax (Decrease in Rate 5%)
Iron ore lumps & Pellet	(73.81)	73.81
Coal	(43.20)	43.20
Total	(117.01)	117.01

(iii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees with a mix of fixed and floating rates of interest. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

The following table provides a break-up of the Company's fixed and floating rate borrowings:

Particulars	As at March 31, 2025	As at March 31, 2024
Fixed rate borrowings	8.26	20.78
Floating rate borrowings	5,308.86	3,447.98
Total borrowings (refer note 19)	5,317.12	3,468.76

Interest rate sensitivity analysis

A reasonably possible change of 1% in interest rates at the reporting date would have affected the profit or loss by the amounts shown below. This analysis has been determined based on the exposure to interest rates for floating rate liabilities assuming the amount of liability outstanding on the year end and was outstanding for the whole year. A positive number below indicates an increase in profit before tax where the interest rate decrease by 1% and vice-versa.

As at March 31, 2025

Particulars	Impact on profit before tax (Increase in Rate 1%)	Impact on profit before tax (Decrease in Rate 1%)
Floating rate borrowings	(53.09)	53.09
Total	(53.09)	53.09

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

43.1 Market risk (contd.)

(iii) Interest rate risk (contd.)

As at March 31, 2024

Particulars	Impact on profit before tax (Increase in Rate 1%)	Impact on profit before tax (Decrease in Rate 1%)
Floating rate borrowings	(34.48)	34.48
Total	(34.48)	34.48

43.2 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, and other financial instruments.

Receivables are deemed to be past due or impaired with reference to the Company's normal terms and conditions of business. These terms and conditions are determined on a case to case basis with reference to the customer's credit quality and prevailing market conditions. The Company based on past experiences and hence provision is deemed necessary on account of expected credit loss ('ECL').

The credit quality of the Company's customers is monitored on an ongoing basis and assessed for impairment where indicators of such impairment exist. The Company uses simplified approach (i.e. lifetime expected credit loss model) for impairment of trade receivables/ contract assets. The solvency of the debtor and their ability to repay the receivable is considered in assessing receivables for impairment. Where receivables have been impaired, the Company actively seeks to recover the amounts in question and enforce compliance with credit terms. For all other financial assets, if credit risk has not increased significantly, 12-month expected credit loss is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime expected credit loss is used.

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	0.49	0.40
Provision created during the year	1.49	0.09
Provision utilised/(reversed) during the year	-	-
Balance at the end of the year	1.98	0.49

43.3 Liquidity Risk Management:

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Company's approach to manage liquidity is to have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed circumstances, without incurring unacceptable losses or risking damage to the Company's reputation. Management manages the liquidity risk by monitoring cash flow forecasts on a yearly basis and maturity profiles of financial assets and liabilities. This monitoring takes into account the accessibility of cash and cash equivalents and additional undrawn financing facilities. The Company will continue to consider various borrowings options to maximise liquidity and supplement cash requirements as necessary. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, cash credit facilities and buyers' credit facilities.

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment years and its financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

The tables include both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting year. The contractual maturity is based on the earliest date on which the Company may be required to pay.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

43.3 Liquidity Risk Management: (contd.)**Liquidity Exposure as at March 31, 2025**

Particulars	Carrying Amount	Undiscounted Contractual Cash Flows			Total
		Less than 1 year	1 - 5 years	More than 5 years	
Financial liabilities					
Borrowings	5,317.12	1,740.98	2,347.60	1,236.80	5,325.38
Lease liabilities	38.63	6.04	22.02	46.71	74.77
Trade payables	3,246.61	3,246.61	-	-	3,246.61
Other financial liabilities	264.16	264.16	-	-	264.16
Total financial liabilities	8,866.52	5,257.79	2,369.62	1,283.51	8,910.92

Liquidity Exposure as at March 31, 2024

Particulars	Carrying Amount	Undiscounted Contractual Cash Flows			Total
		Less than 1 year	1 - 5 years	More than 5 years	
Financial liabilities					
Borrowings	3,468.76	1,654.48	1,525.73	294.27	3,474.48
Lease liabilities	36.64	4.69	19.25	51.57	75.51
Trade payables	977.68	958.71	18.97	-	977.68
Other financial liabilities	127.61	127.61	-	-	127.61
Total financial liabilities	4,610.69	2,745.49	1,563.95	345.84	4,655.28

44 Employee benefit:**Defined contribution plan:**

The Company operates defined contribution retirement benefit plans for all qualifying employees. Under these plans, the Company is required to contribute a specified percentage of payroll costs.

Contributions are made to Regional Provident Fund (RPF), Family Pension Fund, Employees State Insurance Scheme (ESIC) and other Funds which covers all regular employees. While both the employees and the Company make predetermined contributions to the Provident Fund and ESIC, contribution to the Family Pension Fund and other Statutory Funds are made only by the Company. The contributions are normally based on a certain percentage of the employee's salary.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Contribution to Provident Fund and Family Pension Fund	4.91	4.15
Contribution to ESIC and Employees Deposit Linked Insurance (EDLI)	4.23	3.12
Total	9.14	7.27

Employee benefit plans:

The Company sponsors funded defined benefit plans for all qualifying employees. The level of benefits provided depends on the member's length of service and salary at retirement age.

The gratuity plan is covered by The Payment of Gratuity Act, 1972. Under the gratuity plan, the eligible employees are entitled to post-retirement benefit at the rate of 15 days' salary for each year of service until the retirement age of 60, without any payment ceiling. The Gratuity is unfunded.

The level of benefit provided depends on the member's length of service and salary at the time of retirement/termination age.

Risks

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

i) Investment risk -

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the market yields on government bonds denominated in ₹. If the actual return on plan asset is below this rate, it will create a plan deficit.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

44 Employee benefit: (contd.)

ii) Interest rate risk -

A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.

iii) Longevity risk -

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

iv) Salary risk -

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

No other post-retirement benefits are provided to these employees.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at March 31, 2025 by Independent, Qualified Actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

Each year, the Company reviews the level of funding in gratuity fund and decides its contribution.

The Company aims to keep annual contributions relatively stable at a level such that the fund assets meets the requirements of gratuity payments in short to medium term.

44.1 Gratuity:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Expense recognized in the statement of profit and loss (Refer Note 33)		
Current service cost	9.90	6.34
Interest cost	0.96	0.60
Expected return on plan assets	-	-
Expense charged to the statement of profit and loss	10.86	6.94
Actuarial loss/(gain) on defined benefit obligation		
due to change in demographic assumptions	(3.74)	-
due to change in financial assumptions	0.28	0.09
due to experience	(1.44)	(1.29)
Actuarial loss/(gain) on defined benefit obligation	(4.90)	(1.20)
Other Comprehensive Income		
Actuarial (Gain) / Loss recognized for the year	(4.90)	(1.20)
Total Actuarial (Gain)/ Loss recognized in OCI	(4.90)	(1.20)
Movements in the Liability recognized in Balance Sheet		
Opening Net Liability	14.87	9.13
Expenses as above	10.86	6.94
Benefit paid by the Company	-	-
Contribution Paid	(0.52)	-
Other Comprehensive Income (OCI)	(4.90)	(1.20)
Closing Net Liability	20.31	14.87
Reconciliation of defined benefit obligations		
Obligation as at the beginning of the year	14.87	9.13
Current service cost	9.90	6.34
Interest cost	0.96	0.60
Benefits paid	(0.52)	-
Actuarial (gains)/losses on obligations	(4.90)	(1.20)
Obligation as at the year end	20.31	14.87

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

44 Employee benefit: (contd.)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Reconciliation of liability/(asset) recognized in the Balance sheet:		
Present value of commitments (as per Actuarial Valuation)	20.31	14.87
Fair value of plan assets	-	-
Net (asset)/liability recognized in the financial statement	20.31	14.87

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Reconciliation of plan assets		
Plan assets as at the beginning of the year	-	-
Expected return	-	-
Return on plan assets excluding interest income	-	-
Interest income	-	-
Actuarial gain	-	-
Employer's contribution during the year	0.52	-
Benefits paid	(0.52)	-
Plan assets as at the year end	-	-

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current liability	5.74	2.03
Non- Current liability	14.57	12.84

Principal actuarial assumptions :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Assumptions :		
Discount rate	6.37%	6.94%
Expected rate of salary increase	8.00%	8.00%
Mortality	IALM (2012-14) Ult.	IALM (2012-14) Ult.
Employee turnover	39.86%	27.00%
Expected average remaining service	1.49	2.65
Retirement Age (years)	60	60

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Projected Service Cost	12.14	9.90

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

44 Employee benefit: (contd.)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sensitivity analysis:		
The sensitivity analysis have been determined based on method that extrapolates the impact on defined benefit obligation as a reasonable change in key assumptions occurring at the end of the reporting period.		
Impact on defined benefit obligation		
Delta effect of +1% change in discount rate	19.82	14.30
Delta effect of -1% change in discount rate	20.83	15.47
Delta effect of +1% change in salary escalation rate	20.72	15.38
Delta effect of -1% change in salary escalation rate	19.91	14.37
Maturity analysis of projected benefit obligation		
1 st year	5.74	2.03
2 nd year	4.68	2.55
3 rd year	4.03	2.57
4 th year	3.04	2.61
5 th year	2.37	2.33
6 th to 10 th year	3.85	5.89
Fund Allocation:		
The major categories of plan assets are as under:		
Central government securities	-	-
Bonds and securities	-	-

44.2 Leave Encashment

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Expense recognized in the statement of profit and loss (Refer Note 33)		
Current service cost	1.62	1.20
Interest cost	0.10	0.05
Expected return on plan assets	-	-
Expense charged to the statement of profit and loss	1.72	1.25
Actuarial loss/(gain) on defined benefit obligation		
due to change in demographic assumptions	(0.22)	-
due to change in financial assumptions	0.13	0.01
due to experience	8.73	(0.45)
Actuarial loss/(gain) on defined benefit obligation	8.64	(0.44)
Other Comprehensive Income		
Actuarial (Gain) / Loss recognized for the year	8.64	(0.44)
Total Actuarial (Gain)/ Loss recognized in OCI	8.64	(0.44)
Movements in the Liability recognized in Balance Sheet		
Opening Net Liability	1.62	0.82
Expenses as above	1.72	1.25
Contribution paid	-	-
Other Comprehensive Income (OCI)	8.64	(0.45)
Closing Net Liability	11.98	1.62
Reconciliation of defined benefit obligations		
Obligation as at the beginning of the year	1.62	0.81
Current service cost	1.62	1.20

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

44 Employee benefit: (contd.)**44.2 Leave Encashment**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest cost	0.10	0.05
Benefits paid	-	-
Actuarial (gains)/losses on obligations	8.64	(0.44)
Obligation as at the period end	11.98	1.62

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Reconciliation of liability/(asset) recognized in the Balance sheet	11.98	1.62
Present value of commitments (as per Actuarial Valuation)	-	-
Net (asset)/liability recognized in the restated financial statement	11.98	1.62

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current liability	4.84	0.45
Non- Current liability	7.14	1.17

Principal actuarial assumptions :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Assumptions :		
Discount rate	6.37%	6.94%
Expected rate of salary increase	8.00%	8.00%
Mortality	IALM (2012-14) Ult.	IALM (2012-14) Ult.
Employee turnover	39.86%	27%
Expected average remaining service	1.49	2.65
Retirement Age (years)	60	60

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Projected Service Cost	6.61	1.20

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

44 Employee benefit: (contd.)

Sensitivity analysis:

The sensitivity analysis have been determined based on method that extrapolates the impact on defined benefit obligation as a reasonable change in key assumptions occurring at the end of the reporting period:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Impact on defined benefit obligation		
Delta effect of +1% change in discount rate	11.75	1.57
Delta effect of -1% change in discount rate	12.21	1.67
Delta effect of +1% change in salary escalation rate	12.15	1.66
Delta effect of -1% change in salary escalation rate	11.81	1.58
Maturity analysis of projected benefit obligation		
1 st year	4.83	0.45
2 nd year	3.14	0.35
3 rd year	2.04	0.28
4 th year	1.32	0.22
5 th year	0.84	0.17
6 th to 10 th year	1.36	0.44

45 Reconciliation of movement of liabilities to cash flows arising from financing activities

Particulars	For the year ended March 31, 2025				
	Non Current borrowings (including current maturities)	Current Borrowings	Interest accrued	Issue of share capital including securities premium	Lease liability
Opening balance	2,189.72	1,279.04	17.67	2,410.02	36.64
Interest Expense	-	-	541.54	-	3.68
Cash flows (net)	1,913.47	(65.11)	(525.63)	-	(5.65)
Non-cash transactions/fair value changes	-	-	-	-	3.96
Closing balance	4,103.19	1,213.93	33.58	2,410.02	38.63

Particulars	For the year ended March 31, 2024				
	Non Current borrowings (including current maturities)	Current Borrowings	Interest accrued	Issue of share capital including securities premium	Lease liability
Opening balance	2,030.43	797.29	13.33	267.57	22.81
Interest Expense	-	-	330.39	-	2.18
Cash flows (net)	159.29	481.75	(326.05)	1,453.23	(2.63)
Non-cash transactions/fair value changes	-	-	-	689.22	14.28
Closing balance	2,189.72	1,279.04	17.67	2,410.02	36.64

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

46 Other Statutory Information:-

- i. No proceedings have been initiated or pending against company for holding any benami property under prohibitions of Benami Transactions Act, 1988 (earlier titled as Benami Transactions (Prohibitions) Act, 1988)
- ii. **Relationship with Struck off Companies**
There are no transactions with struck-off companies. The Company has no transaction with Companies which are struck off under section 248 of the Companies Act, 2013 or under section 560 of Companies Act, 1956.
- iii. No charges of satisfaction are pending for registration with the Registrar of Companies (ROC) beyond statutory period.
- iv. The Company has not traded or invested in crypto Currency or virtual currency during the year
- v. The company has not advanced or loaned or invested funds to any other persons or entities including the foreign entities (intermediaries) with the understanding that the intermediary shall :
 - a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever or on behalf of the Company (ultimate beneficiaries) or
 - b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- vi. The Company has not received any funds from any persons or entities including the foreign entities (intermediaries) with the understanding (whether recorded in the writing or not) that the intermediary shall :
 - a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever or on behalf of the Funding Party (ultimate beneficiaries) or
 - b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- vii. The Company did not have any transaction which was not recorded in the books of accounts that was surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii. There has been no amount which is required to be transferred to Investor Education and Protection Fund by the Company.
- ix. The quarterly returns/statement of current assets filed by Company with Banks for Borrowings are in agreement with the books of accounts.
- x. The Company is not declared a wilful defaulter by any Bank or Financial Institution or any other lender.
- xi. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of layers) Rules, 2017.
- xii. The Company has not granted any loans or advances in the nature of loans to promoters, directors and KMPs, either severally or jointly with any other person.
- xiii. During the current reporting year no scheme of arrangement has been formulated by the Company/pending with competent authority.
- xiv. Title deeds of immovable properties are held in the name of Company.
- xv. There are no investment properties in the company.
- xvi. The Company has not revalued its Property, Plant and Equipment during the current reporting year.
- xvii. The Company has not revalued its intangible assets during the year

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

47 Segment reporting

The Company is in the business of manufacturing steel products having similar economic characteristics, primarily with operations in India and regularly reviewed by the Chief Operating Decision Maker ('CODM') for assessment of Company's performance and resource allocation, hence there is one operating segment. The information relating to revenue from external customers and location of non-current assets of its single reportable segment has been disclosed as below:

a. Information about geographical areas:

Revenue from external customer	For the year ended March 31, 2025	For the year ended March 31, 2024
Geography wise		
Within India	15,081.89	12,807.94
Outside India	-	10.29
Total	15,081.89	12,818.23

Revenue from operations have been allocated on the basis of location of customers.

- b. Revenue from major customers: There is no customer having revenue amounting to 10% or more of Company's total revenue.
- c. Non-current assets: All non-current assets of the Company are located in India.

48 Events occurring after the reporting year

- i. Adjusting events : Nil
- ii. Non adjusting events:
- a. As per the Board of Directors Meeting held On May 21, 2025, wherein a resolution was passed to divest the Company's interest in Clean Max Opia Pvt. Ltd. ("CMOPL"). This decision was taken due to CMOPL's non-fulfilment of its obligations under Article 3 of the Energy Supply Agreement dated September 20, 2024, specifically its failure to acquire the requisite land and to obtain Stage II connectivity approval for the project. Pursuant to the above resolution, the Company entered into a Share Purchase Agreement on May 27, 2025, with Clean Max Enviro Energy Solutions Pvt. Ltd. ("Clean Max") and CMOPL for the sale of its entire shareholding in CMOPL back to Clean Max. Consequently, CMOPL shall cease to be classified as an associate of the Company with effect from May 30, 2025.
- b. Subsequent to the year ended March 31, 2025, the Company has completed Initial Public Offer ("IPO") of 6,58,64,549 equity shares of face value of ₹10 each, aggregating to ₹5,400.00 million, comprising of fresh issue of 5,36,69,429 shares, out of which 5,34,46,115 equity shares were issued at an offer price of ₹82 per equity share to all the allottees and 2,23,314 equity shares were issued at an offer price of ₹78 per equity share, after a discount of ₹4 per equity share to employees, which aggregates to ₹4,400.00 million and offer for sale of 1,21,95,120 equity shares by the selling shareholders aggregating to ₹1,000.00 million. Pursuant to the IPO, the equity shares of the Company were listed on the National Stock Exchange ("NSE") and Bombay Stock Exchange ("BSE") on July 2, 2025.

These events arose after the balance sheet date and does not reflect conditions existing at the balance sheet date and therefore do not impact the financial position as of the balance sheet date.

49 Audit Trail:

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating and edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company has enabled the audit trail(edit logs) facility of the accounting software used for maintenance of all accounting records. However, audit trail (edit logs) are enabled at application level and not at database level because enabling this facility will severely impacts ERP performance due to direct impact on space utilisation.

Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

50 Significant estimates, judgements and assumptions

The preparation of the Company's financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the separate financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. "

Contingent liabilities

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

Taxes

There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. The assessment of probability involves estimation of a number of factors including future taxable income.

Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model on trade receivables.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed."

Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

Defined benefit plans (gratuity)

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in India.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates in India. Further details about gratuity obligations are given in the financials statements.

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Determining the lease term of contracts with renewal and termination options – Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

Leases - Estimating the incremental borrowing rate

Where the Company cannot readily determine the interest rate implicit in the lease, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

Revenue recognition - Estimating variable consideration for returns and volume rebates

The Company's contracts with customers include promises to transfer goods to the customers. Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as rebates, incentives and cash discounts etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

The amount of revenue recognised depends on whether the Company act as an agent or as a principal in an arrangement with a customer. The Company act as a principal if the Company controls a promised goods or service before the Company transfers the goods or service to a customer and act as an agent if the Company's performance obligation is to arrange for the provision of goods or service by another party."

As per our report of even date attached
For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No. : 000756N/N500441

Sd/-

Vijay Kumar

Partner

Membership Number: 092671

Place: New Delhi

Date: July 14, 2025

For and on behalf of Board of Directors of Sambhv Steel Tubes Limited

(Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited)

Sd/-

Suresh Kumar Goyal

Director

DIN - 00318141

Place: Raipur

Date: July 14, 2025

Sd/-

Anu Garg

Chief Financial Officer

PAN: BRBPG4465Q

Place: Raipur

Date: July 14, 2025

Sd/-

Vikas Kumar Goyal

Managing Director

DIN - 00318182

Place: Raipur

Date: July 14, 2025

Sd/-

Niraj Shrivastava

Company Secretary & Compliance Officer

Membership Number: F8459

Place: Raipur

Date: July 14, 2025

INDEPENDENT AUDITORS' REPORT

To
the Members of

Sambhv Steel Tubes Limited

(Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited)

Report on the Audit of the Consolidated Financial Statements

consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Opinion

We have audited the accompanying Consolidated financial statements of Sambhv Steel Tubes Limited (Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited) (herein referred to as "the Holding Company") and its subsidiary (the Holding company and its subsidiary together referred to as "the Group") and its share of net profit/(loss) after tax and total comprehensive income/ (loss) of its associate , which comprise the Consolidated Balance Sheet as on March 31, 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, the consolidated profit, consolidated total comprehensive income,

Basis for Opinion

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

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Recognition of Revenue The Group recognizes revenue at the point in time when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. In determining the transaction price for the sale, the Group considers the effects of variable consideration and consideration receivable from the customer. For the year ended March 31, 2025, the Group's Statement of Profit & Loss included Sales of ₹15,081.89 million some terms of sales arrangements are governed by Incoterms, including the timing of transfer of control. The nature of rebates, discounts and sales returns, if any, involve judgment in determining sales revenues and revenue cut-off. The risk is, therefore, that revenue may not be recognized in the correct period or that revenue and associated profit is misstated. Refer Note No. 29 of the Consolidated Financial Statements.	Principal Audit Procedures - We performed process walkthrough to understand the adequacy and the design of the revenue cycle. We tested internal controls in the revenue and trade receivables over the accuracy and timing of revenue accounted in the financial statements. - Understanding the policies and procedures applied to revenue recognition, as well as compliance thereof, including an analysis of the effectiveness of controls related to revenue recognition processes employed by the Group. - We reviewed the revenue recognition policy applied by the Company to ensure its compliance with Ind AS 115 requirements. - We performed a detailed testing on transactions, ensuring revenues were recognized in the correct accounting period. We also tested journal entries recognized in revenue focusing on unusual or irregular transactions. - We validated the appropriateness and completeness of the related disclosures in Note No. 29 of the Consolidated financial statements.

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

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the Corporate Governance Report, and the information included in the Directors' Report including Annexures, Management Discussion and Analysis and other company related information (but does not include the Consolidated Financial Statements and our auditors' report thereon), which are expected to be made available to us after the date of this auditors' report.

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

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

When we read other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions, if required

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associate in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the company included in the Group and of its associate are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the company included in the Group and of its associate are responsible for assessing the ability of the Group and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the company included in the Group and of its associate are responsible for overseeing the financial reporting process of the Group and of its associate.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material 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 consolidated 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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group and its associate 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 ability of the Group and its associate to

continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate of which we are the independent auditors and whose financials information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditor. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of Holding Company of which we are the independent auditors and such other entities included in the consolidated financial statements 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 consolidated financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the 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.

Other Matters

- (a) We did not audit the financial statement of one associate, whose Group's share reflects loss after tax of ₹0.01 million and total comprehensive loss of ₹0.01 million for the year ended March 31, 2025. These financial statements have been audited by other auditor, whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of aforesaid associate, is based solely on the report of other auditor.

Our opinion on the Consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in paragraphs 3(xxii) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us and other auditor of company included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in paragraph 2(i) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the

Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company and Subsidiary Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company, Subsidiary Company and the reports of the statutory auditors of its associate company incorporated in India, none of the directors of the Group companies and its associate company incorporated in India 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 maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g) With respect to the adequacy of the internal financial controls with reference to financial statement and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company, its subsidiary company and its associate incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control with reference to financial statement of those companies, for reasons stated therein.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group and its associate. Refer note no. 39 to the consolidated financial statements.
 - ii. The Group and its associate have made provisions, as required under the applicable law or accounting standards,

for material foreseeable losses, if any; on long-term contracts including derivative contracts.

- iii. There was no amount which were required to be transferred to the Investor Education and Protection Fund ('IEPF') by the holding, subsidiary and its associate company incorporated in India.
- iv. (a) The respective managements of the Holding Company and its Subsidiary and Associate, incorporated within India, have represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the holding company and its subsidiary and associate to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the holding company and its subsidiary and associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The respective management of the Holding Company and its Subsidiary and Associate, incorporated within India, has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company and its subsidiary and associate from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its Subsidiary and Associate shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances and based on audit reports of other auditors, nothing has come to our notice that causes us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Group and its associate has neither declared nor paid any dividend during the year. Accordingly reporting under Sub Clause (f) of the Rule 11 is not applicable to the company.
- vi. Based on our examination which included test checks and the reports of the auditors of the associate incorporated in India whose financial statements have been audited under the Act, for the financial year ended March 31, 2025, the holding company & its associate has used an accounting

software for maintaining their respective books of account which have feature of recording audit trail (edit log) and the same has operated throughout the year for all relevant transactions recorded in the software except that the audit trail feature of the aforesaid software at the database level was not enabled in the case of the holding company. Further, during the course of audit, we have not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Holding Company and above referred associate company incorporated in India as per the statutory requirements for record retention. (refer note 50 of the consolidated financial statements).

Further, with respect to subsidiary, the accounting software had feature of recording audit trail (edit log) but the same

was not operational for all relevant transactions during the financial year. Since the audit trail was not enabled, the subsidiary company has not preserved the audit trail as per the statutory requirements for record retention.

For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration Number: 000756N/N500441

Sd/-

Vijay Kumar

Partner

Place: New Delhi

Date: July 14, 2025

Membership Number: 092671

UDIN: 25092671BMOFFU2935

'ANNEXURE A' TO THE INDEPENDENT AUDITOR'S REPORT of even date on the Consolidated financial statements of Sambhv Steel Tubes Limited (Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited)

(Referred to in paragraph 1 (g) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Sambhv Steel Tubes Limited (Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited) of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated financial statements of the company as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to financial statements of Sambhv Steel Tubes Limited (Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited) ('the Holding Company') and its subsidiary company and its associate company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements

was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

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

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not

be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in Other Matters paragraph the Holding Company, its subsidiary Company and its associate Company, which are incorporated in India, have maintained, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to financial statements criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to 1 associate company, which are incorporated in India, is based on their corresponding reports of the auditor of such company incorporated in India. Our opinion is not qualified in respect of this matter.

For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration Number: 000756N/N500441

Sd/-

Vijay Kumar

Partner

Place: New Delhi

Date: July 14, 2025

Membership Number: 092671

UDIN: 25092671BMOFFU2935

CONSOLIDATED BALANCE SHEET as at March 31, 2025

(All amounts in ₹ millions, unless mentioned otherwise)

Particulars	Note No.	As at March 31, 2025
ASSETS		
A. Non-current assets		
(a) Property, plant & equipment	3	7,490.94
(b) Capital work-in-progress	4	858.31
(c) Goodwill	5	5.57
(d) Other intangible assets	6	0.23
(e) Investments accounted for using the equity method	7	0.02
(f) Financial assets		
(i) Loans	8	3.45
(ii) Other financial assets	9	308.95
(g) Other non-current assets	10	137.69
Total non-current assets (A)		8,805.16
B. Current assets		
(a) Inventories	11	2,538.90
(b) Financial assets		
(i) Trade receivables	12	1,471.55
(ii) Cash & cash equivalents	13	52.04
(iii) Bank balances other than (ii) above	14	110.49
(iv) Loans	15	8.60
(v) Other financial assets	16	22.69
(c) Other current assets	17	996.02
(d) Current tax assets (net)	28	40.40
Total current assets (B)		5,240.69
Total Assets (A+B)		14,045.85
EQUITY & LIABILITIES		
A. Equity		
(a) Equity share capital	18	2,410.02
(b) Other equity	19	2,543.39
Total equity (A)		4,953.41
Liabilities		
B. Non-current Liabilities		
(a) Financial liabilities		
(i) Borrowings	20.1	3,303.30
(ii) Lease liabilities	21	20.23
(b) Provisions	22	21.71
(c) Deferred tax liabilities (net)	23	302.22
Total non-current liabilities (B)		3,647.46
C. Current liabilities		
(a) Financial liabilities		
(i) Borrowings	20.2	1,740.98
(ii) Lease liabilities	21	2.52
(iii) Trade payables	24	
- Total outstanding dues of micro enterprises and small enterprises		47.86
- Total outstanding dues of creditors other than micro and small enterprises		3,199.09
(iv) Other financial liabilities	25	260.42
(b) Other current liabilities	26	183.53
(c) Provisions	27	10.58
Total current liabilities (C)		5,444.98
Total liabilities (B+C)		9,092.44
Total Equity & Liabilities (A+B+C)		14,045.85

Material accounting policies

2

The accompanying notes referred to above form an integral part of the consolidated financial statements.

As per our report of even date attached
For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No. : 000756N/N500441

Sd/-

Vijay Kumar

Partner

Membership Number: 092671

Place: New Delhi

Date: July 14, 2025

For and on behalf of Board of Directors of Sambhv Steel Tubes Limited

(Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited)

Sd/-

Suresh Kumar Goyal

Director

DIN - 00318141

Place: Raipur

Date: July 14, 2025

Sd/-

Anu Garg

Chief Financial Officer

PAN: BRBPG4465Q

Place: Raipur

Date: July 14, 2025

Sd/-

Vikas Kumar Goyal

Managing Director

DIN - 00318182

Place: Raipur

Date: July 14, 2025

Sd/-

Niraj Shrivastava

Company Secretary & Compliance Officer

Membership Number: F8459

Place: Raipur

Date: July 14, 2025

CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended March 31 2025

(All amounts in ₹ millions, unless mentioned otherwise)

Particulars	Note No.	For the year ended March 31, 2025
I. Income		
(a) Revenue from operations	29	15,113.55
(b) Other income	30	53.46
Total income (I)		15,167.01
II. Expenses		
(a) Cost of materials consumed	31	10,860.08
(b) Purchases of stock-in-trade	32	81.20
(c) Changes in inventories of stock-in-trade and finished goods	33	(296.59)
(d) Employee benefits expense	34	884.21
(e) Finance costs	35	472.94
(f) Depreciation and amortization expense	36	343.54
(g) Other expenses	37	2,039.83
Total expenses (II)		14,385.21
III. Profit before exceptional item and tax (I - II)		781.80
IV. Exceptional item		-
V. Profit before tax and share of net profits of investments accounted for using equity method		781.80
VI. Share of profit / (loss) of equity accounted investees (net of tax)		(0.01)
VII Profit before tax		781.79
VIII Tax expense :		
(a) Current tax	23.3	88.55
(b) Current tax on earlier year		4.93
(c) Deferred tax	23.3	115.66
Total tax expense (VIII)		209.14
IX Profit for the year (VII - VIII)		572.65
X Other comprehensive income		
Items that will not be reclassified to the statement of profit or loss		
(a) Remeasurement gains / (losses) on the defined benefit plans		(3.74)
(b) Income tax relating to above		0.94
Other comprehensive income for the year (net of tax) (X)		(2.80)
XI Total comprehensive income for the year (IX + X)		569.85
Net Profit / (Loss) attributable to :		
Owners of the Company		572.65
Non Controlling Interests		-
Other Comprehensive Income / (Loss) attributable to :		
Owners of the Company		(2.80)
Non Controlling Interests		-
Total Comprehensive Income / (Loss) attributable to :		
Owners of the Company		569.85
Non Controlling Interests		-
XII. Earnings per equity share (face value per equity share ₹10/-)	38	
Basic (In ₹)		2.38
Diluted (In ₹)		2.38

Material accounting policies

2

The accompanying notes referred to above form an integral part of the consolidated financial statements.

As per our report of even date attached
For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No. : 000756N/N500441

Sd/-

Vijay Kumar

Partner

Membership Number: 092671

Place: New Delhi

Date: July 14, 2025

For and on behalf of Board of Directors of Sambhv Steel Tubes Limited

(Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited)

Sd/-

Suresh Kumar Goyal

Director

DIN - 00318141

Place: Raipur

Date: July 14, 2025

Sd/-

Anu Garg

Chief Financial Officer

PAN: BRBPG4465Q

Place: Raipur

Date: July 14, 2025

Sd/-

Vikas Kumar Goyal

Managing Director

DIN - 00318182

Place: Raipur

Date: July 14, 2025

Sd/-

Niraj Shrivastava

Company Secretary & Compliance Officer

Membership Number: F8459

Place: Raipur

Date: July 14, 2025

CONSOLIDATED STATEMENT OF CASH FLOWS as at March 31, 2025

(All amounts in ₹ millions, unless mentioned otherwise)

Particulars	For the year ended March 31, 2025
A. Cash flow from operating activities	
Profit before tax	781.79
Adjustments for:	
Depreciation and amortisation expenses	343.54
(Profit)/Loss on sale of property, plant & equipment (net)	(0.71)
Balance written off for receivables & advances	1.41
Allowance for doubtful debts, loans, advances and others	1.49
Fair value amortisation on loan to employees	0.40
Finance cost	472.94
Interest income	(37.12)
Share of loss of equity accounted investees (net of tax)	0.01
Operating profit before working capital changes	1,563.75
Adjustments for:	
(Increase)/ decrease in loans	(6.50)
(Increase)/ decrease in other financial assets	(138.74)
(Increase)/ decrease in other assets	(727.85)
(Increase)/ decrease in inventories	(1,048.31)
(Increase)/ decrease in trade receivables	(532.07)
Increase / (decrease) in provisions	12.06
Increase / (decrease) in trade payables	2,269.27
Increase / (decrease) in other financial liabilities	24.48
Increase / (decrease) in other current liabilities	48.74
Cash flow from operations	1,464.83
Less : Income tax paid (net)	(202.93)
Net cash (used in) / generated from operating activities (A)	1,261.90
B. Cash flow from investing activities	
Payments for purchase of property plant and equipment including capital work-in-progress, intangible assets; capital advances and capital creditors.	(2,268.82)
Proceeds from sale of property, plant and equipment, CWIP and intangible assets	3.52
Investment/(matured) in fixed deposit (net)	209.34
Purchase of business in subsidiary (refer note 51)	(324.77)
Purchase of Associate	(0.03)
Interest received	49.17
Net cash (used in) / from investing activities (B)	(2,331.59)
C. Cash flow from financing activities (refer note 45)	
Proceeds from non-current borrowings	2,044.06
Repayment of non-current borrowings	(403.43)
Proceeds / (repayment) of current borrowings (net) (excluding current maturities of non-current borrowings)	(65.11)
Repayment towards principal portion of lease liabilities	(1.90)
Payment of interest on lease liabilities	(2.94)
Finance cost paid	(525.27)
Net cash (used in)/ from financing activities (C)	1,045.41
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(24.28)
Cash and cash equivalents at the beginning of the year	75.84
Add: Cash and cash equivalents pursuant to business combinations	0.48
Cash and cash equivalents at the end of the year	52.04

CONSOLIDATED STATEMENT OF CASH FLOWS as at March 31, 2025

(All amounts in ₹ millions, unless mentioned otherwise)

For the purpose of statement of cash flows, cash and cash equivalents comprises of following

Particulars	For the year ended March 31, 2025
Balances with banks	
-In current accounts	48.47
Cheques in hand	-
Cash on hand	3.57
Cash and cash equivalents in statement of cash flow (refer note 13)	52.04

Notes :

- (i) The above statement of cash flow has been prepared under the Indirect Method as set out in Indian Accounting Standard-7, Statement of Cash Flow.
- (ii) Figures in bracket indicate cash outflow.
- (iii) For movement of lease liabilities, refer note 21.1.

As per our report of even date attached
For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No. : 000756N/N500441

Sd/-**Vijay Kumar**

Partner

Membership Number: 092671

Place: New Delhi

Date: July 14, 2025

For and on behalf of Board of Directors of Sambhv Steel Tubes Limited

(Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited)

Sd/-**Suresh Kumar Goyal**

Director

DIN - 00318141

Place: Raipur

Date: July 14, 2025

Sd/-**Anu Garg**

Chief Financial Officer

PAN: BRBPG4465Q

Place: Raipur

Date: July 14, 2025

Sd/-**Vikas Kumar Goyal**

Managing Director

DIN - 00318182

Place: Raipur

Date: July 14, 2025

Sd/-**Niraj Shrivastava**

Company Secretary & Compliance Officer

Membership Number: F8459

Place: Raipur

Date: July 14, 2025

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY as at March 31, 2025

(All amounts in ₹ millions, unless mentioned otherwise)

A Equity Share Capital

Particulars	Amount
Balance as at April 01, 2024	2,410.02
Changes in equity share capital during the year	-
Balance as at March 31, 2025	2,410.02

B Other Equity

Particulars	Reserve & Surplus		Total Other Equity
	Securities Premium	Retained Earning	
Balance as at April 01, 2024	1,972.80	-	1,972.80
Profit for the year	572.65	-	572.65
Other comprehensive income (net of tax)	(2.80)	-	(2.80)
Share issue expenses	-	-	-
Adjustment on business combination	0.74	-	0.74
Balance as at March 31, 2025	2,543.39	-	2,543.39

Material accounting policies

2

The accompanying notes referred to above form an integral part of the consolidated financial statements.

For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No. : 000756N/N500441

Sd/-

Vijay Kumar

Partner

Membership Number: 092671

Place: New Delhi

Date: July 14, 2025

For and on behalf of Board of Directors of Sambhv Steel Tubes Limited

(Formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited)

Sd/-

Suresh Kumar Goyal

Director

DIN - 00318141

Place: Raipur

Date: July 14, 2025

Sd/-

Anu Garg

Chief Financial Officer

PAN: BRBPG4465Q

Place: Raipur

Date: July 14, 2025

Sd/-

Vikas Kumar Goyal

Managing Director

DIN - 00318182

Place: Raipur

Date: July 14, 2025

Sd/-

Niraj Shrivastava

Company Secretary & Compliance Officer

Membership Number: F8459

Place: Raipur

Date: July 14, 2025

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

1) Corporate Information

- a) Sambhv Steel Tubes Limited (formerly known as Sambhv Steel Tubes Private Limited & Sambhv Sponge Power Private Limited) ("the Company" or "the Holding Company") is principally engaged in the manufacturing of steel products like Sponge Iron, Blooms / Slabs, HR Coil, ERW black pipes and tubes, GP coils, pre-galvanized (GP) pipes, cold rolled full hard ("CRFH") pipes, SS HRAP coils and SS cold rolled ("CR") coils, Captive power generation and the Company is an integrated manufacturer of diverse range of steel products. The Holding Company together with its subsidiary, associate (collectively referred to as "the Group").

The Company is incorporated and domiciled in India under the provisions of the Companies Act applicable in India. The registered office of the company is located at 5th Floor, Office No. 501 to 511, Harshit Corporate, Amanaka, Raipur, Chhattisgarh. On February 22, 2024, the Registrar of Companies, Chhattisgarh has accorded their approval to change the name of the Company from Sambhv Sponge Power Private Limited to Sambhv Steel Tubes Private Limited.

The Company has converted from Private Limited Company to Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on April 24, 2024, and consequently the name of the Company has changed to Sambhv Steel Tubes Limited pursuant to a fresh certificate of incorporation by the Registrar of Companies on July 09, 2024.

- b) The Consolidated financial statements were approved for issue in accordance with a resolution of the directors on July 14, 2025.

2) Basis of preparation of Consolidated Financial Statements and Material Accounting Policy

This note provides a list of the material accounting policies adopted in the preparation of these Consolidated Financial Statements. These policies have been consistently applied for all the years presented.

2.1 Basis of preparation of Consolidated Financial Statements and Material Accounting Policies**i) Compliance with Ind AS**

The Consolidated financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act 2013 ("the Act") as amended thereafter and other relevant provision of the Act.

The Consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- (a) Plan assets of defined employee benefit plans, and
- (b) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

ii) Functional & Presentation Currency:

Items included in the Consolidated financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The Consolidated financial statements are presented in Indian National Rupee ("₹"), which is the Company's functional and presentation currency. All amounts have been rounded to the nearest Millions upto two decimal places, except for share data and if otherwise stated.

2.2 Basis of Consolidation

The Consolidated Financial Statements comprises Consolidated financial statements of the Company, its Subsidiary and profit share of its Associate for the year ended March 31, 2025.

A. Subsidiary:

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Company controls an investee if and only if the Group has:

- i) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- ii) Exposure, or rights, to variable returns from its involvement with the investee; and
- iii) The ability to use its power over the investee to affect its returns.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the years are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group members statements in preparing the consolidated financial statements to ensure conformity with the groups accounting policies.

Consolidation procedure:

- i. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries for this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- ii. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill/ reserve.
- iii. Eliminate in full intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group, profits or losses resulting from intra-group transactions that are recognised in assets (if any), such as inventory, are eliminated in full. Intra-group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12, Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Consolidated Statement of profit and loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

If the Group loses control over a subsidiary, it:

- (i) Derecognises the assets (including goodwill) and liabilities of the subsidiary
- (ii) Derecognises the carrying amount of any non-controlling interests
- (iii) Recognises the fair value of the consideration received
- (iv) Recognises any surplus or deficit in profit and loss
- (v) Reclassifies the parent's share of components previously recognised in OCI to profit and loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

Use of Estimates:

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note.

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

Classification of Assets and Liabilities as Current and Non-Current

Assets and Liabilities in the balance sheet have been classified as either current or non-current based upon the requirements of Schedule III notified under the Companies Act, 2013.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

An asset has been classified as current if

- a) it is expected to be realized in, or is intended for sale or consumption in, the Group normal operating cycle; or
- b) it is held primarily for the purpose of being traded; or
- c) it is expected to be realized within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

A liability has been classified as current when

- a) it is expected to be settled in the group normal operating cycle; or
- b) it is held primarily for the purpose of being traded; or
- c) it is due to be settled within twelve months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

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

B. Associate

The investment in the associate companies has been accounted under the equity method as per Ind AS 28 – 'Investments in Associates' notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognized as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognized directly in equity as capital reserve in the period in which the investment is acquired.

2.3 Summary of Material Accounting Policies**a) Revenue from contract with customer**

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

Revenue from contracts with customers is recognised when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods.

Sale of Goods

The control of the products is said to have been transferred to the customer when the products are delivered to the customer, the customer has significant risks and rewards of the ownership of the product or when the customer has accepted the product.

Revenue is stated net of goods and service tax and net of returns, chargebacks, rebates, estimated additional discounts and expected sales returns and other similar allowances. These are calculated on the basis of historical experience and the specific terms in the individual contracts. Revenue is only recognised to the extent that is highly probable that significant reversal will not accrue.

In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any). The Company estimates variable consideration at contract inception until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Upon completion of the contractual services and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section of financial instruments – initial recognition and subsequent measurement.

Trade receivables

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section of financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

Assets and liabilities arising from rights of return

Right of return assets

A right-of-return asset is recognised for the right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods and any potential decreases in value. The Company updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

Refund liabilities

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from the customer. The Group refund liabilities arise from customers' right of return and volume rebates. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

b) Other income

Dividend income:

Dividend income is recognised when the right to receive payment is established, which is generally when shareholders approve the same.

Interest income:

Interest is recognised using the effective interest rate (EIR) method, as income for the period in which it occurs. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

c) Government grants:

Government grants are recognised where there is reasonable assurance that the grant will be received, ultimate collection of the grant/subsidy is reasonably certain and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

d) Export incentives:

Export incentives under various schemes notified by the government are recognised on accrual basis when no significant uncertainties as to the amount of consideration that would be derived and as to its ultimate collection exist.

e) Property, plant and equipment (PPE)

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures are capitalised only when they increase the future economic benefits embodied in the specific asset to which they relate. Such assets are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other assets, commences when the assets are ready for their intended use.

In the carrying amount of an item of property, plant and equipment, the cost of replacing the part of such an item is recognised when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognised in accordance with the derecognition principles.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Any gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the property, plant and equipment and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Spare parts procured along with the plant & machinery or subsequently which meet the recognition criteria, are capitalised and added in the carrying amount of such item. The carrying amount of those spare parts that are replaced is derecognised when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as 'stores & spares' forming part of the inventory.

Depreciation

Depreciation is recognised on the cost of assets less their residual values. Depreciation is provided based on useful life of the assets. The management has evaluated that the useful life is in conformity with the useful life as prescribed in Schedule II of the Companies Act and such useful life has been considered by applying the straight-line method. Each part of an item of Property, Plant & Equipment with a cost that is significant in relation to the total cost of the item is depreciated separately based on its useful life.

Assets	Useful Life as per Schedule II (Years)
Building (other than factory buildings) other than RCC Frame Structure	30
Building (other than factory buildings) RCC Frame Structure	60
Building- Roads, Tubewell and temporary shed	3 to 10
Plant and equipment	15 to 20
Furniture and fixtures	10
Vehicles	8 to 10
Office equipment	3 to 6

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

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and, if expectations differ from previous estimates, the changes are accounted for as change in an accounting estimate.

The depreciation for each year is recognised in the Statement of Profit & Loss unless it is included in the carrying amount of another asset.

For transition to Ind AS, The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

f) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets with finite life are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets are amortized on a straight-line basis over the estimated useful economic life.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate technical and commercial feasibility of making the asset available for use or sale.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

A summary of the policies applied to the company's intangible assets is as follows: -

Intangible assets	Useful life (In Years)	Amortisation method used
Computer Software's	6	Amortised on straight-line basis

g) Capital Work-in-progress

Expenditure incurred on assets under construction (including a project) is carried at cost under Capital Work-in-Progress. Such costs comprise purchase price of asset including import duties and non-refundable taxes after deducting trade discounts and rebates and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Cost directly attributable to projects under construction, net of income earned during such period, include costs of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and upgradation, among others of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs if attributable to construction of projects. Such costs are accumulated under 'Capital Work-in-Progress' and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.

Capital expenditure incurred for creation of facilities, over which the Company does not have control but the creation of which is essential principally for construction of the project is capitalised and carried under 'Capital work-in-progress' and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects, keeping in view the 'attributability' and the 'Unit of Measure' concepts in Ind AS 16- 'Property, Plant & Equipment'. Expenditure of such nature incurred after completion of the project, is charged to Statement of Profit and Loss.

h) Leases

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses. The cost of the right-of-use asset shall comprise: the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received; any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The lessee incurs the obligation for those costs either at the commencement date or as a consequence of having used the underlying asset during a particular period. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

Lease liabilities

At the commencement date of the lease, the lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date: fixed payments (including in-substance fixed payments), less any lease incentives receivable; variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; amounts expected to be payable by the lessee under residual value guarantees; the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

After the commencement date the carrying amount of lease liabilities is remeasured to reflect changes in the lease payments. The amount of remeasurement of the lease liability is recognised as an adjustment to the carrying amount of the right-of-use of the asset and any remaining amount of remeasurement in profit or loss.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs.

Short-term leases and leases of low-value assets

The Company has elected to apply the exemption from lease recognition to short term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases for which the underlying assets is of low value lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset is classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

i) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in first out (FIFO) basis.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads and other cost incurred in bringing inventories to their present location and condition based on the normal operating capacity but excluding borrowing costs. Cost is determined on FIFO
- Stores and Spares is value at FIFO
- Scrap is valued at estimated realisable value.

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

j) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase

The Company assesses whether climate risks, including physical risks and transition risks could have a significant impact. If so, these risks are included in the cash-flow forecasts in assessing value-in-use amounts.

k) Contingent liabilities & Contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent Assets

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

I) Employee benefits**Gratuity**

The Group provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The gratuity plan in Group is Un-Funded.

The Group Liabilities on account of Gratuity on retirement of employees are determined at the end of each financial year on the basis of actuarial valuation certificates obtained from Registered Actuary in accordance with the measurement procedure as per Indian Accounting Standard (Ind AS)-19 'Employee Benefits'. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity through other comprehensive income in the period in which they arise. They are included in retained earnings through OCI in the statement of changes in equity and in the balance sheet. Past-service costs are recognised immediately in statement of profit and loss. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- a) The date of the plan amendment or curtailment, and
- b) The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- a) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- b) Net interest expense or income

Compensated absences

Liability in respect of compensated absences becoming due or expected to be availed within one year from the reporting date is recognized on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the reporting date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method at the year-end.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

m) Financial Instruments

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

Financial Assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS 115.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Company's financial assets at amortised cost includes trade receivables, and loans to employees included under financial assets.

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

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

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

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under *'Ind AS 32 Financial Instruments: Presentation and are not held for trading'*. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right to receive the payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

Dividend income is recognised when the Company's right to receive the payment has been established, which is generally when shareholders approve the dividend.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

For other assets, the Group uses twelve-month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Where the settlement is due after one year, they are classified as on-current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Trade receivables are disclosed in Financial Statements.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant year. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter year, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in statement of profit and loss and is included in the 'Other income' line item.

Derecognition of financial assets:

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

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - (a) the Group has transferred substantially all the risks and rewards of the asset, or
 - (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Financial liabilities

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Repurchase of the Group own equity instruments are recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group own equity instruments.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans, inter corporate deposits and borrowings and payables, net of directly attributable transaction costs.

The Group financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Group has not designated any financial liability as at fair value through profit or loss.

For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial liabilities at amortised cost (Borrowings)

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

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

This category generally applies to borrowings.

Derecognition of financial liabilities

A financial liability (or a part of a financial liability) is derecognised from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

n) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

- a) Deferred tax liabilities are recognised for all taxable temporary differences, except: When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.
- b) In respect of taxable temporary differences associated with interests in subsidiaries and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

Deferred tax relating to items recognised outside Statement of Profit and Loss is recognised outside Statement of Profit and Loss (in other comprehensive income). Deferred tax items are recognised in correlation to the underlying transaction either in Statement of Profit and Loss or in OCI.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

o) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

p) Business Combinations and Goodwill

Business combinations (other than those under common control) are accounted for using the acquisition method under Ind AS 103. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. The consideration transferred by the acquirer is recognized at fair value at the acquisition date.

Goodwill is initially measure at cost, represents the excess of consideration transferred over the fair value of the Group's share of identifiable net assets acquired. Goodwill is measured at cost less accumulated impairment losses. A goodwill is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. Any impairment loss for goodwill is recognised directly in the statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in statement of profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

q) Changes in accounting policies and disclosures**(a) New and amended standards and interpretations**

The Ministry of Corporate Affairs has amended the Companies (Indian Accounting Standard) Rules, 2015 via notifications dated August 12, 2024, and September 09, 2024, to introduce the new Ind AS 117 i.e., "Insurance Contracts" and amended the Ind AS 116 i.e. Leases, respectively. Both are effective from April 01, 2024.

Ind As 117 is not applicable to the Company and the amendments in Ind AS 116 did not have any material impact on the amounts recognized and are not expected to significantly affect the current or future periods.

(b) Standards issued but not yet effective

There are no such standards or amendment issued which are not effective as on date.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

3. PROPERTY, PLANT AND EQUIPMENT

(All amounts in ₹ millions, unless mentioned otherwise)

As at March 31, 2025

Particulars	Gross carrying value				Accumulated Depreciation				Net carrying value		
	As at April 01, 2024	Business combination	Additions	Sales/ Adjustments	As at March 31, 2025	As at April 01, 2024	Business combination	Depreciation expense	Sales/ Adjustments	As at March 31, 2025	As at March 31, 2024
Freehold land	58.31	297.65	97.20	-	453.16	-	-	-	-	453.16	58.31
Building	-	-	-	-	-	-	-	-	-	-	-
Owned	529.59	-	525.61	-	1,055.20	29.00	-	28.54	-	997.66	500.59
Right of use asset - Building	37.58	-	3.97	15.22	26.33	2.30	-	3.50	-	20.53	35.28
Plant and machinery	2,868.50	-	3,519.71	0.77	6,387.44	293.54	-	282.97	0.08	5,811.01	2,574.96
Furniture and fixtures	28.90	-	8.46	-	37.36	2.50	-	3.34	-	31.52	26.40
Vehicles	110.33	-	14.28	-	124.61	23.87	-	14.25	-	86.49	86.46
Office equipment	11.34	-	4.52	-	15.86	3.55	-	2.71	-	9.60	7.79
Pollution control equipment	80.14	-	5.96	-	86.10	8.67	-	4.59	-	72.84	71.47
Computer	9.88	-	5.35	-	15.23	3.78	-	3.32	-	8.13	6.10
Total	3,734.57	297.65	4,185.06	15.99	8,201.29	367.21	-	343.22	0.08	7,490.94	3,367.36

a. The aggregate depreciation has been included under depreciation and amortisation expense in the statement of Profit and Loss.

b. The Group determines that a contract is or contains a lease, if the contract conveys right to control the use of an identified asset for a period of time in exchange for a consideration. At the inception of a contract which is or contains a lease, the Group recognizes lease liability at the present value of the future lease payments for non-cancellable period of a lease which is not short term in nature except for lease of low value items. The future lease payments for such non-cancellable period is discounted using the incremental borrowing rate. Lease payments include fixed payments. The Group also recognizes a right of use asset which comprises of amount of initial measurement of the lease liability. Right of use assets is amortized over the period of lease.

c. Certain property, plant and equipment are pledged against borrowings, the details relating to which have been described in Note 20.

4 Capital work-in-progress

Particulars	As at April 01, 2024		Additions	Capitalised during the year	Sale	As at March 31, 2025
	2,156.08		2,771.82	(4,067.47)	(2.12)	858.31
Capital work-in-progress	2,156.08		2,771.82	(4,067.47)	(2.12)	858.31
Total	2,156.08		2,771.82	(4,067.47)	(2.12)	858.31

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in ₹ millions, unless mentioned otherwise)

4.1 Capital work-in progress (CWIP) ageing schedule

	As at March 31, 2025				
	Amount in CWIP for a year of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	281.90	576.41	-	-	858.31
Total	281.90	576.41	-	-	858.31

4.2 There were no capital-work-in progress and intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.

4.3 Capital work in progress includes following pre-operative expenses pending allocation:

Particulars	As at March 31, 2025
Opening balance	53.09
Employee benefits expense	53.70
Power & fuel consumption	30.46
Finance cost	67.44
Miscellaneous expenses	20.22
Subtotal (A)	224.91
Less: Transferred to property, plant and equipment (B)	(224.91)
Total (A-B)	-

5. Goodwill

Particulars	Gross Block			Accumulated Amortisation			Net Block		
	As at April 01, 2024	Addition on acquisition of subsidiary	Sales/ Adjustments	As at March 31, 2025	As at March 31, 2025	As at April 01, 2024	As at March 31, 2025	As at March 31, 2025	As at April 01, 2024
	-	5.57	-	5.57	-	-	5.57	-	-
Goodwill	-	5.57	-	5.57	-	-	5.57	-	-
Total	-	5.57	-	5.57	-	-	5.57	-	-

On September 16, 2024 Company has acquired 100% stake in Sambhvi Tubes Private Limited which becomes wholly owned subsidiary of the Company w.e.f. September 16, 2024. As a result of this acquisition, the Holding Company recognised goodwill on the acquisition date and there was no Goodwill with the Company other than this transaction (refer note 51).

6. Other intangible assets

Particulars	Gross Block			Accumulated Amortisation			Net Block		
	As at April 01, 2024	Addition on acquisition of subsidiary	Sales/ Adjustments	As at March 31, 2025	As at March 31, 2025	As at April 01, 2024	As at March 31, 2025	As at March 31, 2025	As at April 01, 2024
	1.87	0.04	-	1.91	0.32	1.36	1.68	0.23	0.51
Computer software	1.87	0.04	-	1.91	0.32	1.36	1.68	0.23	0.51
Total	1.87	0.04	-	1.91	0.32	1.36	1.68	0.23	0.51

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

7 Investment accounted for using the equity method

Particulars	As at March 31, 2025
Investment in equity instruments - carried at cost	
Unquoted equity shares (Fully paid up)	
Investment in associate companies	
Clean Max Opia Private Limited	0.03
2,600 (March 31, 2024: Nil) equity shares of face value ₹10 each	
Less: Share in loss for the year	0.01
Total	0.02
Aggregate amount of unquoted investments	0.02
Aggregate amount of impairment in the value of investment	-

8 Loans (non-current)

Particulars	As at March 31, 2025
Measured at amortised cost (Unsecured, considered good)	
Loans to employees	3.45
Total	3.45

9 Other financial assets (non-current)

Particulars	As at March 31, 2025
Measured at amortised cost (Unsecured, considered good)	
Security deposit	250.83
Margin money deposits with maturity more than 12 months	58.12
Total	308.95

10 Other non-current assets

Particulars	As at March 31, 2025
Unsecured, considered good	
Capital advances	137.23
Staff advances	0.45
Security deposit	0.01
Total	137.69

11 Inventories

Particulars	As at March 31, 2025
At the lower of cost or net realisable value	
Raw materials and components*	1,289.16
Finished goods*	1,059.74
Stock-in-trade	0.03
Stores & spares	189.97
Total	2,538.90

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

11 Inventories

Particulars	As at March 31, 2025
At the lower of cost or net realisable value	
Raw materials and components*	1,289.16
Finished goods*	1,059.74
Stock-in-trade	0.03
Stores & spares	189.97
Total	2,538.90

*It includes good in transit as per below details :

Particulars	As at March 31, 2025
Raw material	60.03
Finished goods	-
Total	60.03

11.1 Carrying amount of inventory hypothecated to secure working capital facilities of March 31, 2025 is ₹2,538.90 millions.

11.2 The details of charge created on inventories, trade receivables and other current assets are as per Note 20.

12 Trade receivables

Particulars	As at March 31, 2025
Trade receivables (unsecured) (at amortised cost)	
- related parties (refer note 40)	0.97
- Others	1,472.56
Less: Allowance for expected credit losses	(1.98)
Total trade receivables	1,471.55
Breakup for trade receivables:	
Unsecured	
Gross trade receivables	
Unsecured, considered good	1,471.55
Credit impaired	1.98
Less: Allowance for expected credit losses	(1.98)
Total	1,471.55

12.1(a) No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Not any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member, except as mentioned in note 40.

(b) For terms and conditions relating to related parties receivables, refer note 40

(c) Trade receivables are non-interest bearing.

(d) The amount repayable under the bill discounting arrangement is presented as borrowing. The carrying amount are as follows:-

Particulars	As at March 31, 2025
Receivables discounted from Bank	750.32
Borrowing availed against said deliverables (refer note no 20.2)	750.32

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

12.2 Trade Receivable ageing

As at March 31, 2025

Particulars	Outstanding for following periods from date of transactions						Total
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables – considered good	-	1,453.99	13.05	4.51	-	-	1,471.55
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	1.41	0.08	0.49	-	-	1.98
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Less: Allowance for expected credit losses	-	(1.41)	(0.08)	(0.49)	-	-	(1.98)
Total	-	1,453.99	13.05	4.51	-	-	1,471.55

13 Cash and cash equivalents

Particulars	As at March 31, 2025
Balances with banks	
- In current accounts	48.47
Cash on hand	3.57
Total	52.04

14 Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2025
Balances with banks in:	
Margin money deposits	110.49
Total	110.49

15 Loans (current)

Particulars	As at March 31, 2025
Measured at amortised cost (Unsecured, considered good)	
Loans to employees	8.60
Total	8.60

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

16 Other financial assets (current)

Particulars	As at March 31, 2025
Measured at amortised cost (Unsecured, considered good)	
Interest accrued but not due on	
- term deposits	2.54
- others	9.88
Security deposit	2.94
Other recoverable	7.33
Total	22.69

17 Other current assets

Particulars	As at March 31, 2025
Unsecured, considered good	
Advance for supply of goods/ services	
- Others	874.55
Balance with government authorities	12.09
Staff advances	0.49
Prepaid expenses	108.89
Total	996.02

18 Equity Share Capital

Particulars	As at March 31, 2025	
	Number of Shares	Amount
Authorized share capital		
Equity share capital of ₹10 each	1,00,00,00,000	10,000.00
Issued, subscribed and fully paid up		
Equity share capital of ₹10 each	24,10,02,000	2,410.02

18.1 Reconciliation of Equity share capital outstanding at the beginning and at the end of year:

Particulars	As at March 31, 2025	
	Number of Shares	Amount
Balance as at the beginning of the year	24,10,02,000	2,410.02
Add: Fresh Issue of equity shares during the year	-	-
Add: Bonus issue of equity shares during the year	-	-
Balance as at the end of the year	24,10,02,000	2,410.02

18.2 Terms/rights attached to Equity Shares

- The holding company has only one class of equity shares having at par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share.
- In the event of liquidation of the holding company, the holders of equity shares will be entitled to receive remaining assets of the holding company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

18.3 Shareholders holding more than 5% paid up equity share capital

Name of Shareholders	As at March 31, 2025	
	Number of Shares	% of Holding
Mrs. Rinku Goyal	45,45,460	1.89%
Mrs. Archana Goyal	1,90,88,660	7.92%
Mrs. Sheetal Goyal	1,90,88,660	7.92%
Mrs. Suman Goyal	1,91,13,660	7.93%
Mrs. Kaushalya Devi Goyal	1,90,88,660	7.92%
Mr. Brijlal Goyal	1,85,36,250	7.69%
Mr. Suresh Kumar Goyal	1,85,36,250	7.69%
Mr. Vikas Kumar Goyal	1,85,36,250	7.69%
Mr. Ashish Goyal	1,85,35,850	7.69%
Mr. Manoj Kumar Goyal	1,20,50,100	5.00%

18-4 Shareholding of Promoter

As at March 31, 2025

Shares held by promoters at the end of the year	As at March 31, 2025		As at March 31, 2024		% Change during the year
	Number of Shares	% of Holding	Number of Shares	% of total shares	
Promoter name					
Mr. Brijlal Goyal	1,85,36,250	7.69%	1,72,40,000	7.15%	0.54%
Mr. Suresh Kumar Goyal	1,85,36,250	7.69%	1,72,40,000	7.15%	0.54%
Mr. Vikas Kumar Goyal	1,85,36,250	7.69%	1,72,40,000	7.15%	0.54%
Mr. Shashank Goyal	69,62,340	2.89%	74,40,000	3.09%	-0.20%
Mr. Rohit Goyal	74,40,000	3.09%	74,40,000	3.09%	-
Mrs. Sheetal Goyal	1,90,88,660	7.92%	1,61,80,000	6.71%	1.21%

19 Other equity

Particulars	As at March 31, 2025
a. Retained earnings	
Surplus /(deficit) in the statement of profit and loss (Retained Earnings):	
Balance at the beginning of the year	1,972.80
Add:- Profit/ (loss) for the year	572.65
Other comprehensive income (net of tax)	(2.80)
Consolidation adjustments	0.74
Balance at the end of the year	2,543.39
b. Securities Premium	
Balance at the beginning of the year	-
Add:- Addition during the year	-
Balance at the end of the year	-
Total (a+b)	2,543.39

Nature and purpose of reserves:

19.1 Securities premium -

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

19.2 Retained earnings:

Surplus /(deficit) in the consolidated statement of profit and loss are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Surplus /(deficit) in the statement of profit and loss is a free reserve available to the Group.

Other comprehensive income

It includes re-measurement loss / (gain) on defined benefit obligations, net of taxes that will not be reclassified to statement of profit and loss.

20 Borrowings (at amortised cost)**20.1 Non-current borrowings**

Particulars	As at March 31, 2025
Secured	
Term loans from banks	3,638.76
Vehicle loans	8.26
Term loans from body corporate	183.33
	3,830.35
Less : Current maturities of non current borrowings	
Term Loans from Banks	487.49
Vehicle Loans	6.23
Term loans from body corporate	33.33
	527.05
Total	3,303.30
Borrowings guaranteed by directors (Including Current maturities of non current borrowings)	3,806.26

- (i) Rupee Term Loans from Axis bank of ₹82.5 millions secured by a First pari-passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipments etc., both present & future and secured by second pari-passu hypothecation charge on the entire current assets of the borrower, both present & future charge by way of equitable mortgage in favour of the said bank and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., S. Pyarelal Ispat Pvt Ltd. are repayable in 12 equal quarterly instalments which carries rate of interest for the period/year ended March 31, 2025 at the rate of 9.75% p.a.
- (ii) Rupee Term Loans from SBI bank of ₹785.23 millions secured by a First pari-passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipments, etc., both present & future and secured by second pari-passu hypothecation charge on the entire current assets of the borrower, both present & future charge by way of equitable mortgage in favour of the said banks and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., S. Pyarelal Ispat Pvt Ltd. are repayable in 27 ballooning quarterly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate of 9.80% p.a.
- (iii) Rupee Term Loans from YES bank of ₹55.45 millions secured by a First pari-passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipments, etc., both present & future and secured by second pari-passu hypothecation charge on the entire current assets of the borrower, both present & future charge by way of equitable mortgage in favour of the said banks and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., S. Pyarelal Ispat Pvt Ltd. are repayable in 17 equal monthly instalments, which carries rate of interest for the period/year ended March 31, 2025 from at the rate of 9.06% p.a.

- (iv) Rupee Term Loans from HDFC Bank of Nil secured by a first pari passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipment, etc, both present & future and secured by hypothecation charge on the entire current assets of the borrower, both present & future and also secured by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., are repayable in Nil instalments, which carries rate of interest for the period ended March 31, 2025 at Nil.
- (v) Rupee Term Loan from HDFC Bank of ₹614.16 millions secured by a first pari passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipments, etc., both present & future and secured by hypothecation charge on the entire current assets of the borrower, both present & future and also secured by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd. is repayable in 28 ballooning quarterly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate 8.50% p.a.
- (vi) Rupee Term Loan from HDFC Bank of ₹148.00 millions secured by a first pari passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipments, etc., both present & future and secured by hypothecation charge on the entire current assets of the borrower, both present & future and also secured by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd. is repayable in 27 ballooning monthly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate 8.50% p.a.
- (vii) Rupee Term Loan from HDFC Bank of ₹129.60 millions secured by a first pari passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipments, etc., both present & future and secured by hypothecation charge on the entire current assets of the borrower, both present & future and also secured by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd. is repayable in 8 ballooning quarterly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate 8.50% p.a.
- (viii) Rupee Term Loan from HDFC Bank of ₹190.00 millions secured by a first pari passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipments, etc., both present & future and secured by hypothecation charge on the entire current assets of the borrower, both present & future and also secured by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd. is repayable in 31 equal quarterly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate 8.50% p.a.
- (ix) Rupee Term Loans from Axis bank of ₹550.00 millions secured by a First pari-passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipment, etc, both present & future and secured by second pari-passu hypothecation charge on the entire current assets of the borrower, both present & future charge by way of

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

equitable mortgage in favour of the said banks and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., S. Pyarelal Ispat Pvt Ltd. are repayable in 93 equal monthly instalments respectively, which carries rate of interest for the period ended March 31, 2025 from at the rate of 9.35% p.a.

- (x) Rupee Term Loans from HDFC Bank of ₹60.00 millions secured by a first pari passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipment, etc, both present & future and secured by hypothecation charge on the entire current assets of the borrower, both present & future and also secured by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., are repayable in 31 ballooning monthly instalments respectively, which carries rate of interest for the period ended March 31, 2025 at the rate of 8.50% p.a.
- (xi) Rupee Term Loans from Yes Bank of ₹500.00 millions secured by a First pari-passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipment, etc, both present & future and secured by second pari-passu hypothecation charge on the entire current assets of the borrower, both present & future charge by way of equitable mortgage in favour of the said banks and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., S. Pyarelal Ispat Pvt Ltd. are repayable in 93 equal monthly instalments respectively, which carries rate of interest for the period ended March 31, 2025 from at the rate of 9.07% p.a.
- (xii) Rupee Term Loans from Bajaj Finance Ltd of ₹183.33 millions secured by a First pari-passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipment, etc, both present & future and secured by second pari-passu hypothecation charge on the entire current assets of the borrower, both present & future charge by way of equitable mortgage in favour of the said banks and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., S. Pyarelal Ispat Pvt Ltd. are repayable in 66 equal monthly instalments respectively, which carries rate of interest for the period ended March 31, 2025 from at the rate of 9.50% p.a.
- (xiii) Rupee Government emergency credit line Term Loan of ₹26.93 millions from HDFC Bank, secured by second pari-passu hypothecation charge on the entire current assets of the Borrower, both present & future and also secured by second pari-passu charge by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans on all that pieces and parcels of diverted Industrial land and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd. is repayable in 11 equal monthly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate 9.25% p.a.
- (xiv) Rupee Government emergency credit line Term Loan of ₹89.32 millions from HDFC Bank, secured by second pari-passu hypothecation charge on the entire current assets of the Borrower, both present & future and also secured by second pari-passu charge by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans on all that pieces and parcels of diverted Industrial land and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd. is repayable in 36 equal monthly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate 9.25% p.a.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

- (xv) Rupee Government emergency credit line Term Loan of ₹11.29 millions from SBI Bank, secured by second pari-passu charge by way of equitable mortgage in favour of the said banks for GECL loans granted by SBI on all pieces and parcels of diverted Industrial land is repayable in 11 equal monthly instalments, which carries rate of interest for the period/year ended March 31, 2025 at the rate 9.25% p.a.
- (xvi) Rupee Government emergency credit line Term Loan of ₹4.54 millions from YES Bank, secured by second pari-passu charge by way of equitable mortgage in favour of the said banks for GECL loans granted by YES bank on all pieces and parcels of diverted Industrial land is repayable in 11 equal monthly instalments, which carries rate of interest for the period ended March 31, 2025 at the rate 9.25% p.a.
- (xvii) Rupee Term Loans from HDFC Bank of ₹400.00 millions secured by a first pari passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipment, etc, both present & future and secured by hypothecation charge on the entire current assets of the borrower, both present & future and also secured by way of equitable mortgage in favour of the said banks for working capital limits and for Term loans and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., are repayable in 25 equal quarterly instalments respectively, which carries rate of interest for the period ended March 31, 2025 at the rate of 8.50% p.a.
- (xviii) Vehicle loan taken by the company is secured by hypothecation of the vehicle. These loans are payable in ranges from 36 months to 60 months in monthly instalments over the loan tenure which carries interest from 7.00% p.a. to 10.51% p.a.

20.2 Current borrowings

Particulars	As at March 31, 2025
Secured	
Current maturities of non current borrowings (refer note 20.1)	
Term Loans from Banks	487.49
Vehicle Loans	6.23
Term loans from body corporate	33.33
Working capital loans from banks	463.61
Unsecured	
Bill discounting from bank (refer note no 20.2 (i) and (ii) below)	750.32
Total	1,740.98
Borrowings guaranteed by directors (Excluding current maturities of non current borrowings)	1,213.93

Notes :

- (i) Bill Discounting from Kotak Mahindra Bank ₹451.08 millions and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal).
- (ii) Bill Discounting from Federal Bank ₹299.24 millions and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal).
- (iii) Working capital loans secured by a First pari-passu hypothecation charge on the entire current assets of the borrower both present & future and secured by second pari-passu hypothecation charge on the entire moveable & immovable fixed assets of the borrower, including land, plant & machinery, equipment, etc, both present & future in favour of said banks for working capital granted by Axis Bank, State Bank of India, HDFC Bank, Yes Bank & Bank of Baroda and personal guarantee provided by Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal) and Corporate guarantee provided by Ganpati Sponge Iron Pvt. Ltd., S. Pyarelal Ispat Pvt Ltd., which carries rate of interest at the rate ranging from 8% p.a. to 10% p.a.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

20.3 Summary of secured and unsecured borrowings as follows:

Particulars	As at March 31, 2025
Secured	
Non-current borrowings	3,830.35
Current borrowings	463.61
Unsecured	
Current borrowings	750.32
Total	5,044.28
Total	5,044.28

21 Lease Liabilities

Particulars	As at March 31, 2025
Non-current	20.23
Current	2.52
Total	22.75

21.1 Set out below are the carrying amounts of lease liabilities and the movements during the year:

Particulars	As at March 31, 2025
Balance at the beginning of the year	36.64
Additions on account of new leases	3.96
Add: Interest on lease liabilities	2.94
Less: Payments towards lease liabilities	(4.84)
Less: Adjustment related to business combination	(15.95)
Balance at the end of the year	22.75

21.2The incremental borrowing rate applied for lease liabilities is 9.35 % p.a for the year ended on March 31, 2025.

21.3The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	As at March 31, 2025
Less than one year	2.52
1-3 years	4.00
More than three years	32.11
Total	38.63

21.4The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

21.5The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

22 Provisions (Non-current)

Particulars	As at March 31, 2025
Provision for employee benefits - for gratuity (refer note 44.1)	14.57
Provision for employee benefits - for leave encashment (refer note 44.2)	7.14
Total	21.71

23 Deferred Tax Liabilities (Net)

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes at the reporting date and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the year, in which, the liability is settled, or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting year.

23.2 Deferred tax liabilities (net)

Significant components of deferred tax assets/(liabilities) recognised in the financial statements as follows:

Deferred tax balance in relation to	As at March 31, 2024	Recognised / reversed through profit and loss	Recognised in other comprehensive income	As at March 31, 2025
Deferred tax liabilities				
Property, plant and equipment	190.54	118.83	-	309.37
Right-of-use asset	8.87	0.06	-	8.93
Borrowings	1.49	0.83	-	2.32
Subtotal (A)	200.90	119.72	-	320.62
Deferred tax assets				
Allowance for doubtful debts and advances (Expected credit loss)	0.05	0.45	-	0.50
Provisions for defined benefit obligation	4.13	3.06	0.94	8.13
Lease liabilities	9.22	0.50	-	9.72
Others	-	0.05	-	0.05
Subtotal (B)	13.40	4.06	0.94	18.40
Total C= (A-B)				302.22
Impact due to business combination (D)	-	-	-	
Net deferred tax liability E=(C-D)	187.50	115.66	(0.94)	302.22

23.3 Income tax expense

Particulars	For the year ended March 31, 2025
(a) Current tax:	
Current year	88.55
Current tax on earlier year	4.93
Total (a)	93.48
(b) Deferred tax:	
Deferred tax recognised in statement of profit or loss	115.66
Deferred tax recognised in other comprehensive income	(0.94)
Total (b)	114.72
Total tax expense (a+b)	208.20

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

23.4 Reconciliation of effective tax rate

A reconciliation of income tax expense applicable to accounting profit before tax at the statutory income tax rate to recognized income tax expense for the year indicated are as follows

Particulars	For the year ended March 31, 2025
Profit before tax	781.80
Applicable tax rate (Enacted tax rate in India)	25.17%
Expected income tax expense at statutory tax rate	196.76
Tax effect of:	
Expenses not deductible for tax purposes	7.92
Earlier period tax	4.93
Others	(1.54)
Tax expense for the year	208.07
Effective income tax rate	26.61%

24 Trade Payables

Particulars	As at March 31, 2025
Trade Payables	
- related parties (refer note 38)	18.35
- others	3,228.60
Total	3,246.95

Break up of payables in MSME or Non- MSME

Particulars	As at March 31, 2025
(a) Total outstanding dues of micro and small enterprises (refer note 24.1)	47.86
(b) Total outstanding dues of creditors other than micro and small enterprises*	3,199.09
Total	3,246.95

*includes acceptances / arrangements where operational supplies of goods and services are initially paid by banks while the Company continues to recognise the liability till settlement with the banks.

24.2 Disclosure of due to the "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

The Group has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act is as follows:

Particulars	As at March 31, 2025
a) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end;	47.86
b) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end;	4.43
c) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year;	-
d) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-
e) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED Act 2006.	-
f) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	5.63
g) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

24.3 Trade Payable Ageing

As at March 31, 2025

Particulars	Outstanding for following periods from date of transactions				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Total outstanding dues of micro and small enterprises	47.86	-	-	-	47.86
(ii) Total outstanding dues of creditors other than micro and small enterprises	3,192.75	0.64	5.68	0.02	3,199.09
(iii) Disputed dues of micro and small enterprises	-	-	-	-	-
(iv) Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-
Total	3,240.61	0.64	5.68	0.02	3,246.95

25 Other Financial Liability (Current)

Particulars	As at March 31, 2025
Measured at amortised cost (Unsecured, considered good)	
Interest accrued but not due	
- on borrowings	24.21
- on Others*	5.63
Capital creditors	171.64
Employee dues payable	58.94
Total	260.42

*pertains to interest on outstanding dues of micro and small enterprises.

26 Other Liabilities (Current)

Particulars	As at March 31, 2025
Statutory dues payable*	75.87
Contract liabilities**	107.66
Total	183.53

*It include tax deducted at source, tax collected at source, goods and services tax, employee state insurance and provident fund payable.

**Contract liabilities are received on contracts entered with customers for which performance obligations are yet to be performed, therefore, revenue will be recognized when the goods are passed on to the customers.

26.1 Contract Liability

Particulars	As at March 31, 2025
Opening contract liabilities	83.51
Less: Amount recognised in revenue	83.51
Add: Amount received in advance during the year	107.66
Less: Amount refunded to customers	-
Closing contract liabilities	107.66

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

27 Provisions (Current)

Particulars	As at March 31, 2025
Provision for employee benefits - for gratuity (refer note 44.1)	5.74
Provision for employee benefits - for leave encashment (refer note 44.2)	4.84
Total	10.58

28 Current Tax Assets / Liabilities (Net)

Particulars	As at March 31, 2025
Advance tax/tax deducted at source*	40.40
Total	40.40

*Net of provision for income tax ₹88.55 millions

29 Revenue from operations

Particulars	As at March 31, 2025
Sale of products	
Finished goods	14,999.40
Stock-in-trade	82.49
Subtotal (I)	15,081.89
Other operating revenue	
Job work income	31.66
Subtotal (II)	31.66
Total	15,113.55

29.1 The Company recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

29.2 Particulars	For the year ended March 31, 2025
Revenue as per contracted price, net of returns	15,347.45
Adjustment for:	
Discounts and incentives as per contract/schemes	(265.56)
Revenue from contract with customers	15,081.89

29.3 Contract balances

Particulars	For the year ended March 31, 2025
Trade receivables (Refer note 12)	1,471.55
Contract liabilities (Refer note 26.1)	107.66

29.4 Contract liabilities are on account of the upfront revenue received from customer for which performance obligation has not yet been completed. Contract liabilities include advances received for sale of goods. The performance obligation is satisfied when control of the goods or services are transferred to the customers based on the contractual terms. Payment terms with customers vary depending upon the contractual terms of each contract.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

29.5 Product-wise revenue from operations

Particulars	For the year ended March 31, 2025
ERW black pipes and tubes	10,405.89
Blooms / Slabs	1,633.46
GI Pipes	98.44
HR Coil	70.56
GP Coil	63.93
GP Pipe	683.71
S.S. Coil	1,244.33
Others	881.57
Total	15,081.89

29.6 The Company does not have any significant adjustments between the contracted price and revenue recognised in the statement of profit and loss.

29.7 Revenue From Operations

Particulars	For the year ended March 31, 2025
Geography wise	
Within India	15,081.89
Outside India	-
Total	15,081.89

Revenue from operations have been allocated on the basis of location of customers.

30 Other Income

Particulars	For the year ended March 31, 2025
Interest income on :-	
- Bank deposits	14.63
- Others	21.99
- from other financial assets carried at amortised cost	0.50
Gain on sale of current investments	-
Sale of scrap others	-
Gain on foreign exchange fluctuation (net)	9.48
Profit on sale of property, plant and equipment	0.71
Gain on modification/termination of lease	-
Miscellaneous Income	6.15
Total	53.46

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

31 Cost Of Materials Consumed

Particulars	For the year ended March 31, 2025
Raw materials and components	
Inventories at the beginning of the year	647.81
Add: Purchases	11,501.43
Less: Inventories at the end of the year	(1,289.16)
Total	10,860.08

32 Purchases Of Stock-In-Trade

Particulars	For the year ended March 31, 2025
Purchases	81.20
Total	81.20

33 Changes In Inventories Of Finished Goods And Stock-In-Trade

Particulars	For the year ended March 31, 2025
Inventories at the beginning of the year	
Finished goods	761.26
Stock-in-trade	1.92
	763.18
Inventories at the end of the year	
Finished goods	1,059.74
Stock-in-trade	0.03
	1,059.77
Total	(296.59)

34 Employee Benefit Expenses

Particulars	For the year ended March 31, 2025
Salaries, wages and bonus	849.30
Contribution to provident and other funds (refer note 44)	9.14
Staff welfare expenses	25.77
Total	884.21

35 Finance cost

Particulars	For the year ended March 31, 2025
Interest expenses	
- on borrowings	448.05
- on others*	4.43
- on lease liabilities	2.94
Interest on unsecured Loan-Holding company	-
Other borrowing cost	17.52
Total	472.94

*Interest on outstanding dues of micro and small enterprises.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

36 Depreciation and amortization expenses

Particulars	For the year ended March 31, 2025
Depreciation of property, plant and equipment	339.72
Amortisation of intangible assets	0.32
Depreciation of right of use assets	3.50
Total	343.54

37 Other Expenses

Particulars	For the year ended March 31, 2025
Consumption of store and spare parts	435.81
Power and fuel	1,172.69
Job work charges	20.48
Freight outwards	75.25
Rent expenses	73.87
Repair and maintenance	
- Plant and machinery	21.36
- Other	15.00
Legal and professional fees	64.22
Payment to auditors (Refer Note 37.1)	2.84
Corporate social responsibility (CSR) expenditure (refer note 37.2)	19.42
Advertisement & sales promotion expenses	60.56
Commission expenses	11.24
Travelling & conveyance expenses	21.33
Security service expenses	11.37
Loss on sale of property, plant and equipment (net)	-
Director's sitting fees	1.30
Insurance	9.17
Rates and taxes	0.81
Balance written off for receivables & advances	1.41
Allowance for expected credit loss	1.49
Amortization on loan to employees	0.40
Share issue expenses	0.40
Donations and contributions	0.01
Miscellaneous expenses	19.40
Total	2,039.83

37.1 Details of payment to auditors

Particulars	For the year ended March 31, 2025
Audit fees*	2.50
Tax audit fees	0.30
Certification fees	0.04
Total	2.84

*Includes Audit Fees for Special Purpose Interim Financial Statements of Subsidiary of ₹0.15 million. Further, the amount paid to auditors in connection with the Initial Public Offer (IPO), amounting to ₹3.01 million which comprising professional fees of ₹2.95 million and out-of-pocket expenses of ₹0.06 million has not been included above.

These costs have been recorded under prepaid expenses and will be reclassified from current assets to equity, and set off against proceeds of the offering, upon completion of the IPO.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

37.2 Corporate social responsibility (as per Section 135 of the Companies Act, 2013 read with schedule VII thereof) :

Particulars	For the year ended March 31, 2025
(a) Gross amount required to be spent for the current financial year	19.41
(b) Amount approved by the Board	41.45
(c) amount of expenditure incurred	20.82
(i) Construction / acquisition of assets	3.72
(ii) On purposes other than (i) above (for CSR projects)	17.10
(d) Shortfall/ (excess) spent amount at the end of the year*	-
(i) Ongoing project	-
(ii) Other than ongoing project	(1.41)
(e) reason for shortfall	
(f) Amount paid in cash	
- in cash	20.82
- yet to be paid in cash	-

(g) Nature of CSR activities includes Rural Development Project, Contribution for Education, Contribution for Health Care , Contribution for Food, Contribution for Shelter.

(h) No contribution to a trust controlled by the group in relation to CSR expenditure as per relevant Accounting Standard

(i) No provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.

* During the year, the Company has overspent the amount by ₹1.41 million, out of which ₹1.40 million is carry forward to next year.

38 Earning Per Share (EPS)

Basic earnings per share have been computed by dividing profit attributable to equity shareholder by the weighted average number of equity shares outstanding for the year. Diluted earnings per share have been computed by dividing profit attributable to equity shareholder by the weighted average number of shares and diluted potential equity shares outstanding for the year

The following table reflects the income and share data used in the basic and diluted EPS computations :-

Particulars	For the year ended March 31, 2025
Face value of equity shares (₹10 per share)	
Profit for the year attributable to equity shareholders (A)	572.65
Equity shares at the beginning of the year	24,10,02,000
Effect of changes during the period	-
Equity shares at the end of the year	24,10,02,000
Basic EPS (Amount in ₹) (A/B)	2.38
Effect of dilution:	
Weighted average number of potential equity shares	-
Weighted average number of equity shares adjusted for the effect of dilution (C)	24,10,02,000
Diluted EPS (Amount in ₹) (A/C)	2.38

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

39 Contingent liabilities and commitments (to the extent not provided for)

Particulars	For the year ended March 31, 2025
a. Contingent liabilities	
Claims against the Group not acknowledged as debts:	
i) Income tax demands	3.22
b. Outstanding bank guarantees	54.61
c. Capital commitments	
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	
(i) In respect of Associate	314.97
(ii) In respect of Others	20.25
d. Export promotion capital goods scheme	
- Duty Saved	18.05
Export Obligation	
- Obligation Fulfilled	-
- Obligation yet to be fulfilled	119.20

40 Related Parties Disclosures

Related party disclosures, as required by Ind AS 24, "Related Party Disclosures", with whom transactions have taken place during the year are given below:

a) Subsidiary Company and Associates :

i) Subsidiary

Sambhv Tubes Private Limited (w.e.f. September 16, 2024)*

ii) Associates

Clean Max Opia Private Limited (w.e.f. November 13, 2024)

b) Key Managerial Personnel (KMP) (with which, the Company has transactions):

(i) Shri Vikas Kumar Goyal	Executive Director [w.e.f June 01, 2024 becomes Managing Director]
(ii) Shri Suresh Kumar Goyal	Executive Director [up to January 27, 2024 & reappointed on March 25, 2024]
(iii) Shri Bhavesh Khetan	Executive Director [w.e.f July 22, 2023]
(iv) Shri Ashish Goyal	Executive Director [up to March 22, 2024]
(v) Shri Manoj Kumar Goyal	Executive Director [up to March 22, 2024]
(vi) Ms. Trisha Bajpai	Company Secretary [w.e.f April 15, 2023 & up to December 30, 2023]
(vii) Shri Manoj Khetan	Independent Director [w.e.f September 12, 2024]
(viii) Ms. Nidhi Thakkar	Independent Director [w.e.f September 12, 2024]
(ix) Shri Kishore Kumar Singh	Independent Director [w.e.f September 12, 2024]

c) Key Managerial Personnel (KMP) (w.e.f July 01, 2024):

(i) Shri. Niraj Shrivastava	Company Secretary [w.e.f July 01, 2024]
(ii) Ms. Anu Garg	Chief Financial Officer [w.e.f July 01, 2024]

d) Relatives of Key Managerial Personnel (with which, the Company has transactions):

(i) Shri Brijlal Goyal	Father of Suresh Kumar Goyal
(ii) Smt. Kaushalya Devi Goyal	Mother of Suresh Kumar Goyal
(iii) Smt. Sheetal Goyal	Wife of Vikas Kumar Goyal

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

(iv) Smt. Suman Goyal	Wife of Suresh Kumar Goyal
(v) Smt. Archana Goyal	Wife of Ashish Goyal
(vi) Smt. Rinku Goyal	Wife of Manoj Kumar Goyal
(vii) Shri Harsheet Goyal	Son of Suresh Kumar Goyal
(viii) Shri Rohit Goyal	Son of Suresh Kumar Goyal
(ix) Shri Shashank Goyal	Son of Suresh Kumar Goyal
(x) Smt. Palak Goyal	Daughter-in-Law of Suresh Kumar Goyal [w.e.f. 01 April, 2023]
(xi) Shri Ajay Khetan	Father of Bhavesh Khetan [w.e.f. July 22, 2023]
(xii) Smt. Rama Khetan	Wife of Bhavesh Khetan [w.e.f. July 22, 2023]

e) Other (Entities in which the KMP and relatives of KMP have control or significant influence) (with which, the Company has transactions):

(i) Suresh Kumar Goyal & Sons (HUF)
(ii) Brijlal Goyal & Sons (HUF)
(iii) Ashish Kumar Goyal & Sons (HUF)
(iv) Manoj Kumar Goyal & Sons (HUF)
(v) Ganpati Sponge Iron Private Limited
(vi) Goyal Realty & Agriculture Private. Limited
(vii) S. Pyarelal Ispat Private Limited.
(viii) Niros Ispat Private Limited.
(ix) Vikas Goyal & Sons HUF (Anjaneya Ispat)
(x) Agarsen Rerollers Pvt Ltd.
(xi) Avinash Ispat Private Limited
(xii) Sadhguru Pipes LLP
(xiii) Brijdham Minerals Private Limited (Formerly known as Brijdham Polymerce Pvt Ltd)
(xiv) Brijwasi Plastic Private Limited
(xv) Sambhv Green Steel Private Limited
(xvi) Sambhv Life Science Pvt Ltd.
(xvii) Anjaneya Minerals Private Limited (Formerly known as Plal Iron & Polymers Pvt Ltd)
(xviii) Garg Enterprises w.e.f. July 01, 2024
(xix) Sambhv Seva Foundation w.e.f. October 04, 2024
(xx) Sambhv Tubes Private Limited ('STPL') (Till September 15, 2024)*

* During the year, Sambhv Tubes Private Limited became a wholly owned subsidiary w.e.f. 16th September 2024.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

40.1 Details of transaction during the year with related parties:

Transactions with related parties during the year:

Nature of Transaction	Party Name	For the year ended March 31, 2025
Advances Given	Anu Garg	1.20
Advance Received against supply of material	Brijwasi Plastic Private Limited	100.00
Advances Paid back	Brijwasi Plastic Private Limited	99.66
Advances Received Back	Anu Garg	0.77
Remuneration to KMP	Bhaves Khetan	9.00
	Suresh Kumar Goyal	18.00
	Vikas Kumar Goyal	18.00
	Niraj Srivastav	1.35
	Anu Garg	2.81
Remuneration to Relatives of KMP	Harsheet Goyal	3.20
	Palak Goyal	3.20
	Shashank Goyal	4.80
	Rama Khetan	3.00
	Archana Goyal	1.60
	Sheetal Goyal	9.60
	Brijlal Goyal	10.50
	Rohit Goyal	1.60
Director's Sitting Fees	Shri Manoj Khetan	0.55
	Ms. Nidhi Thakkar	0.40
	Shri Kishore Kumar Singh	0.35
Interest on unsecured loan	Manoj Kumar Goyal	0.00*
	Vikas Kumar Goyal	0.00*
	Suresh Kumar Goyal	0.00*
Other Service income	Sadhguru Pipes LLP	0.06
Job work Charges Paid	Ganpati Sponge Iron Private Limited	18.01
	Sadhguru Pipes LLP	0.02
Purchase of Capital Goods	Agarsen Rerollers Pvt Ltd	0.76
	Brijwasi Plastic Private Limited	0.05
	Ganpati Sponge Iron Private Limited	3.72
	Sadhguru Pipes LLP	7.67
Purchase of Material (Excl. GST)	Agarsen Rerollers Pvt Ltd	11.30
	Vikas Goyal & Sons HUF	16.21
	Brijwasi Plastic Private Limited	0.18
	Ganpati Sponge Iron Private Limited	7.10
	Anjaneya Minerals Private Limited	32.60
	Niros Ispat Private Limited	20.47
	Garg Enterprises	0.72
	Sadhguru Pipes LLP	64.44

* Amount presented as ₹0.00 is below ₹10,000/-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Transactions with related parties during the year: (contd.)

Nature of Transaction	Party Name	For the year ended March 31, 2025
Purchase of Investment	Manoj Kumar Goyal	1.33
	Suresh Kumar Goyal	1.33
	Sambhv Seva Foundation	0.01
Reimbursement of Expenses	Sambhv Life Science Pvt. Ltd.	0.19
	Sheetal Goyal	0.14
	Brijdham Minerals Pvt Ltd	2.68
	Brijlal Goyal	0.60
	Anu Garg	0.02
	Harsheet Goyal	0.58
	Ashish Goyal	1.01
	Kaushalya Devi Goyal	0.03
Rent Paid	Ganpati Sponge Iron Private Limited	0.60
	Brijwasi Plastic Private Limited	0.50
Rent Received	Vikas Goyal & Sons (HUF)	4.80
Repayment of Unsecured Loan	Vikas Kumar Goyal	16.97
Sale of Capital Goods	Agarsen Rerollers Pvt Ltd	2.68
	Ganpati Sponge Iron Private Limited	0.42
Sale of Goods (Excl. GST)	Brijwasi Plastic Private Limited	0.46
	Ganpati Sponge Iron Private Limited	9.88
	S. Pyarelal Ispat Private Limited	1.74
	Agarsen Rerollers Pvt Ltd	0.30
	Sambhv Life Science Pvt. Ltd.	0.03
	Sadhguru Pipes LLP	75.09
Transportation Charges Paid	Vikas Goyal & Sons HUF	11.35
Unsecured Loan Taken	Vikas Kumar Goyal	16.97
Corporate guarantee taken / (Released) (Jointly and severally)	S. Pyarelal Ispat Private Limited	2,987.40
	Brijdham Minerals Private Limited	-1,736.60
	Ganpati Sponge Iron Private Limited	3,737.40

Balance with related Parties as at year:

Nature of Balance	Party Name	For the year ended March 31, 2025
Payables (Including Trade Payables)	Vikas Goyal & Sons (HUF)	2.03
	Sadhguru Pipes LLP	8.37
	Agarsen Rerollers Pvt Ltd	0.36
Employee dues payable	Bhavesht Khetan	1.35
	Vikas Kumar Goyal	1.41
	Rama Khetan	0.20
	Suresh Kumar Goyal	5.70
	Sheetal Goyal	0.56
	Rohit Goyal	0.18
	Niraj Srivastav	0.13
	Anu Garg	0.13
	Shashank Goyal	0.17
Advance Receivables from KMP	Anu Garg	0.43

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Balance with related Parties as at year:

Nature of Balance	Party Name	For the year ended March 31, 2025
Receivables (Including Trade Receivables)	Vikas Goyal & Sons HUF	0.93
	Ganpati Sponge Iron Private Limited	0.04
Investment	Sambhv Seva Foundation	0.01
	Clean Max Opia Pvt Ltd	0.03
Director's Sitting Fees Payable	Shri Manoj Khetan	0.23
	Ms. Nidhi Thakkar	0.18
	Shri Kishore Kumar Singh	0.14

Off Balance Sheet Item

Nature of Balance	Party Name	As at March 31, 2025
Corporate guarantee taken	S. Pyarelal Ispat Private Limited	6,631.60
	Ganpati Sponge Iron Private Limited	9,468.20

Note:

In addition to the aforesaid related party transactions, certain key managerial personnel and relatives of key managerial personnel of the Company [Mr. Vikas Kumar Goyal (Managing Director), Mr. Suresh Kumar Goyal (Executive Director), Mr. Ashish Goyal (Brother of Suresh Kumar Goyal), Mr. Brijlal Goyal (Father of Suresh Kumar Goyal), Mr. Manoj Kumar Goyal (Brother of Suresh Kumar Goyal), Mrs. Suman Goyal (Wife of Suresh Kumar Goyal), Mrs. Kaushlya Goyal (Mother of Suresh Kumar Goyal), Mrs. Rinku Goyal (Wife of Manoj Kumar Goyal)] have given their personal guarantee for the Term loans/working capital availed by the Company.

40.2 Summary compensation of Key Management Personnel

The remuneration of directors and Key Management Personnel during the year as follows:-

Nature of transactions:	As at March 31, 2025
Short-term employee benefits	45.00
Total	45.00

40.3 Terms and Conditions:

- The Group's principal related parties consist of its key managerial personnel. the Group's related party transactions and outstanding balances are with related parties with whom the Group routinely enters into transactions in the ordinary course of business.
- All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions and within the ordinary course of business.
- Details of loan given, investments made and guarantee given covered under section 186 (4) of the companies Act 2013 The Group has given advances in the nature of loans mentioned above in the ordinary course of business for general business purpose."

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

41 Capital Risk Management

The Group being in a capital intensive industry, its objective is to maintain a strong credit rating, healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity. The Group's objectives when managing capital are to safeguard continuity as a going concern, provide appropriate return to shareholders and maintain a cost efficient capital structure.

The Group's capital requirement is mainly to fund its capacity expansion, repayment of principal and interest on its borrowings and strategic acquisitions. The principal source of funding of the Group has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings. The Group is not subject to any externally imposed capital requirements.

The Group regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects and strategic acquisitions, to capture market opportunities at minimum risk. Majorly Group raise long term loan for it's CAPEX requirement and based on the working capital requirement utilise the working capital loans.

The Group monitors its capital using gearing ratio, which is net debt, divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments.

The gearing ratio at end of the reporting period was as follows:

Particulars	For the year ended March 31, 2025
Non-current borrowings	3,303.30
Current borrowings	1,740.98
Interest accrued and not due on borrowings	24.21
Lease liabilities	22.75
Gross Debt	5,091.24
Less : Cash and Cash Equivalents	(52.04)
Net Debt (A)	5,039.20
Total Equity (As per Balance Sheet) (B)	4,953.41
Net Gearing (A/B)	101.73%

- (i) Equity includes all capital and reserves of the Group that are managed as capital.
- (ii) Debt is defined as current and non-current borrowings (excluding derivatives and financial guarantee contracts).

42 Fair Value measurements:**(i) Financial instruments by Category:****As at March 31, 2025**

Particulars	FVTPL	FVTOCI	Amortised Cost
Financial assets			
At amortized cost			
Loans	-	-	12.05
Trade receivables	-	-	1,471.55
Cash & cash equivalents	-	-	52.04
Bank balances other than cash and cash equivalents	-	-	110.49
Other financial assets	-	-	331.64

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

42 Fair Value measurements: (contd.)

As at March 31, 2025

Particulars	FVTPL	FVTOCI	Amortised Cost
Financial Liabilities			
At Amortized cost			
Non current borrowings	-	-	3,303.30
Lease liabilities	-	-	22.75
Current borrowings	-	-	1,740.98
Trade Payables	-	-	3,246.95
Other Financial Liabilities	-	-	260.42

The carrying amounts of trade receivables, trade payables, capital creditors, cash and cash equivalents, other bank balances, other financial assets and other financial liabilities (other than those specifically disclosed) are considered to be the same as their fair values, due to their short term nature.

(ii) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are :-

- recognised and measured at fair value and
- measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard which are as below:

Level 1 : This hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The Group doesn't have any instrument which was value as FVTPL or FVTOCI as at March 31, 2025

(iii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the fair values of the FVTOCI investments are derived from quoted market prices in active markets.
- the fair value of forward foreign exchange contracts and principal swap is determined using forward exchange rates at the balance sheet date.
- the fair values of the interest-bearing borrowings and loans are determined by using discounted cash flow method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk was assessed to be insignificant.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis using rates currently available for debt on similar terms, credit risk and remaining maturities.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

(iv) Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at March 31, 2025	
	Carrying Amount	Fair Value
Financial assets		
At amortized cost		
Loans	12.05	12.05
Trade receivables	331.64	331.64
Financial Liabilities		
At Amortized cost		
Non current borrowings	3,303.30	3,303.30
Lease liabilities	22.75	22.75
Current borrowings	1,740.98	1,740.98
Other financial liabilities	260.42	260.42

43 Financial Risk Management:

The Group's principal financial liabilities, other than derivatives, comprise borrowings and trade payables. The main purpose of these financial liabilities is to finance the Group's working capital requirements. The Group has various financial assets such as trade receivable, short term deposits and cash & cash equivalents, which arise directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's Board of Directors oversees the management of these risks and also ensures that financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives.

43.1 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, debt and equity investments and derivative financial instruments. The sensitivity analyses in the following sections relate to the position as at March 31, 2025

(i) Foreign Currency Risk:

The Group's foreign exchange risk arises from foreign currency revenues and expenses, (primarily in US Dollars and Euros). The Group's functional currency is ₹ (₹). The Group undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Group's revenue from export markets and the costs of imports, primarily in relation to raw materials & Capital Purchases. The Group is exposed to exchange rate risk under its trade portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Group's overall debt position in Rupee terms without the Group having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Group's receivables in foreign currency.

The exchange rate between the Indian rupee and these foreign currencies have changed substantially in recent periods and may continue to fluctuate substantially in the future.

Significant foreign currency risk exposure relating to trade receivables, other receivables, cash and cash equivalents, borrowings and trade payables:

Currency exposure as at March 31, 2025

Particulars	USD (in Absolute)	Amount in ₹ Million
Financial liabilities		
Other financial liabilities	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

43.1 Market risk (contd.)

Sensitivity

The following table details the Group's sensitivity to a 1% increase and decrease in the ₹ against the relevant foreign currencies on profit/loss before tax. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where ₹ strengthens 1% against the relevant currency. For a 1% weakening of ₹ against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

As at March 31, 2025

Particulars	Impact on profit before tax (Increase in Rate 1%)	Impact on profit before tax (Decrease in Rate 1%)
Payable	0.00%	0.00%

(ii) Commodity price risk:

The Group's revenue is exposed to the market risk of price fluctuations related to the sale of its steel products. Market forces generally determine prices for the steel products sold by the Group. These prices may be influenced by factors such as supply and demand, production costs (including the costs of raw material inputs) and global and regional economic conditions and growth. Adverse changes in any of these factors may reduce the revenue that the Group earns from the sale of its steel products.

The Group is subject to fluctuations in prices for the purchase of Iron ore & Pellet, Coal. The Group purchased primarily all of its iron ore and coal requirements at prevailing market rates during the year ended March 31, 2025. The Group aims to sell the products at prevailing market prices. Similarly, the Group procures key raw materials like iron ore and coal based on prevailing market rates as the selling prices of steel prices and the prices of input raw materials move in the same direction. The following table details the Group's sensitivity to a 5% movement in the input price of Iron ore and Coal. The sensitivity analysis includes only 5% change in commodity prices for quantity sold or consumed during the year, with all other variables held constant. A positive number below indicates an increase in profit before tax where the commodity prices decrease by 5% and vice-versa.

As at March 31, 2025

Commodity	Impact on profit before tax (Increase in Rate 5%)	Impact on profit before tax (Decrease in Rate 5%)
Iron ore lumps & Pellet	(117.09)	117.09
Coal	(61.08)	61.08
Total	(178.17)	178.17

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

43.1 Market risk (contd.)**(iii) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Group are principally denominated in rupees with a mix of fixed and floating rates of interest. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings.

The following table provides a break-up of the Group's fixed and floating rate borrowings:

Particulars	As at March 31, 2025
Fixed rate borrowings	8.26
Floating rate borrowings	5,308.86
Total borrowings (refer note 20)	5,044.28

Interest rate sensitivity analysis

A reasonably possible change of 1% in interest rates at the reporting date would have affected the profit or loss by the amounts shown below. This analysis has been determined based on the exposure to interest rates for floating rate liabilities assuming the amount of liability outstanding on the year end and was outstanding for the whole year. A positive number below indicates an increase in profit before tax where the interest rate decrease by 1% and vice-versa.

As at March 31, 2025

Particulars	Impact on profit before tax (Increase in Rate 1%)	Impact on profit before tax (Decrease in Rate 1%)
Floating rate borrowings	(53.09)	53.09
Total	(53.09)	53.09

43.2 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, and other financial instruments

Receivables are deemed to be past due or impaired with reference to the Group's normal terms and conditions of business. These terms and conditions are determined on a case to case basis with reference to the customer's credit quality and prevailing market conditions. The Group based on past experiences and hence provision is deemed necessary on account of expected credit loss ('ECL').

The credit quality of the Group's customers is monitored on an ongoing basis and assessed for impairment where indicators of such impairment exist. The Group uses simplified approach (i.e. lifetime expected credit loss model) for impairment of trade receivables/ contract assets. The solvency of the debtor and their ability to repay the receivable is considered in assessing receivables for impairment. Where receivables have been impaired, the Group actively seeks to recover the amounts in question and enforce compliance with credit terms. For all other financial assets, if credit risk has not increased significantly, 12-month expected credit loss is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime expected credit loss is used.

The movement in allowance for impairment in respect of trade receivables is as follows:

Particulars	As at March 31, 2025
Balance at the beginning of the year	0.49
Provision created during the year	1.49
Provision utilised/(reversed) during the year	-
Balance at the end of the year	1.98

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

43.3 Liquidity Risk :

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Group's approach to manage liquidity is to have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed circumstances, without incurring unacceptable losses or risking damage to the Group's reputation. Management manages the liquidity risk by monitoring cash flow forecasts on a yearly basis and maturity profiles of financial assets and liabilities. This monitoring takes into account the accessibility of cash and cash equivalents and additional undrawn financing facilities. The Group will continue to consider various borrowings options to maximise liquidity and supplement cash requirements as necessary. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, cash credit facilities and buyers' credit facilities.

The following tables detail the Group's remaining contractual maturity for its financial liabilities with agreed repayment years and its financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The tables include both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting year. The contractual maturity is based on the earliest date on which the Group may be required to pay.

Liquidity Exposure as at March 31, 2025

Particulars	Carrying Amount	Undiscounted Contractual Cash Flows			
		Less than 1 year	1 - 5 years	More than 5 years	Total
Financial liabilities					
Borrowings	5,044.28	1,740.98	2,074.76	1,236.80	5,052.54
Lease liabilities	22.75	4.54	16.02	12.71	33.27
Trade payables	3,246.95	3,246.95	-	-	3,246.95
Other financial liabilities	260.42	260.42	-	-	260.42
Total financial liabilities	8,574.40	5,252.89	2,090.78	1,249.51	8,593.18

44 Employee benefit:

Defined contribution plan:

The Group operates defined contribution retirement benefit plans for all qualifying employees. Under these plans, the Group is required to contribute a specified percentage of payroll costs.

Contributions are made to Regional Provident Fund (RPF), Family Pension Fund, Employees State Insurance Scheme (ESIC) and other Funds which covers all regular employees. While both the employees and the Group make predetermined contributions to the Provident Fund and ESIC, contribution to the Family Pension Fund and other Statutory Funds are made only by the Group. The contributions are normally based on a certain percentage of the employee's salary.

Particulars	For the year ended March 31, 2025
Contribution to Provident Fund and Family Pension Fund	4.91
Contribution to ESIC and Employees Deposit Linked Insurance (EDLI)	4.23
Total	9.14

Employee benefit plans:

The Group sponsors funded defined benefit plans for all qualifying employees. The level of benefits provided depends on the member's length of service and salary at retirement age.

The gratuity plan is covered by The Payment of Gratuity Act, 1972. Under the gratuity plan, the eligible employees are entitled to post-retirement benefit at the rate of 15 days' salary for each year of service until the retirement age of 60, without any payment ceiling. The Gratuity is unfunded.

The level of benefit provided depends on the member's length of service and salary at the time of retirement/termination age.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Risks

These plans typically expose the Group to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

i) Investment risk -

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the market yields on government bonds denominated in ₹. If the actual return on plan asset is below this rate, it will create a plan deficit.

ii) Interest rate risk -

A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.

iii) Longevity risk -

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life

iv) Salary risk -

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

No other post-retirement benefits are provided to these employees.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at December 31, 2024 by Independent, Qualified Actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

Each year, the Group reviews the level of funding in gratuity fund and decides its contribution.

The Group aims to keep annual contributions relatively stable at a level such that the fund assets meets the requirements of gratuity payments in short to medium term.

44.1 Gratuity:

Particulars	For the year ended March 31, 2025
Expense recognized in the statement of profit and loss (Refer Note 34)	
Current service cost	9.90
Interest cost	0.96
Expected return on plan assets	-
Expense charged to the statement of profit and loss	10.86
Actuarial loss/(gain) on defined benefit obligation	
Due to change in demographic assumptions	(3.74)
Due to change in financial assumptions	0.28
Due to experience	(1.44)
Actuarial loss/(gain) on defined benefit obligation	(4.90)
Other Comprehensive Income	
Actuarial (Gain) / Loss recognized for the year	(4.90)
Total Actuarial (Gain)/ Loss recognized in OCI	(4.90)
Movements in the Liability recognized in Balance Sheet	
Opening net liability	14.87
Expenses as above	10.86
Benefits paid	(0.52)
Other Comprehensive Income (OCI)	(4.90)
Closing Net Liability	20.31
Reconciliation of defined benefit obligations	
Obligation as at the beginning of the year	14.87

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

44.1 Gratuity: (contd.)

Particulars	For the year ended March 31, 2025
Current service cost	9.90
Interest cost	0.96
Benefits paid	(0.52)
Actuarial (gains)/losses on obligations	(4.90)
Obligation as at the year end	20.31

Particulars	For the year ended March 31, 2025
Reconciliation of liability/(asset) recognized in the Balance sheet:	
Present value of commitments (as per Actuarial Valuation)	20.31
Fair value of plan assets	-
Net (asset)/liability recognized in the financial statement	20.31

Particulars	For the year ended March 31, 2025
Reconciliation of plan assets	
Plan assets as at the beginning of the year	-
Expected return	-
Return on plan assets excluding interest income	-
Interest income	-
Actuarial gain	-
Employer's contribution during the year	0.52
Benefits paid	(0.52)
Plan assets as at the year end	-

Particulars	For the year ended March 31, 2025
Current liability	5.74
Non- Current liability	14.57

Principal actuarial assumptions :

Particulars	For the year ended March 31, 2025
Assumptions :	
Discount rate	6.37%
Expected rate of salary increase	8.00%
Mortality	IALM (2012-14) Ult.
Employee turnover	39.86%
Expected average remaining service	1.49
Retirement Age (years)	60

Particulars	For the year ended March 31, 2025
Projected Service Cost	12.14

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

44.1 Gratuity: (contd.)

Particulars	For the year ended March 31, 2025
Sensitivity analysis:	
The sensitivity analysis have been determined based on method that extrapolates the impact on defined benefit obligation as a reasonable change in key assumptions occurring at the end of the reporting period.	
Impact on defined benefit obligation	
Delta effect of +1% change in discount rate	19.82
Delta effect of -1% change in discount rate	20.83
Delta effect of +1% change in salary escalation rate	20.72
Delta effect of -1% change in salary escalation rate	19.91
Maturity analysis of projected benefit obligation	
1 st year	5.74
2 nd year	4.68
3 rd year	4.03
4 th year	3.04
5 th year	2.37
6 th to 10 th year	3.85
Fund Allocation:	
The major categories of plan assets are as under:	
Central government securities	-
Bonds and securities	-

44.2 Leave Encashment

Particulars	For the year ended March 31, 2025
Expense recognized in the statement of profit and loss (Refer Note 34)	
Current service cost	1.62
Interest cost	0.10
Expected return on plan assets	-
Expense charged to the statement of profit and loss	1.72
Actuarial loss/(gain) on defined benefit obligation	
Due to change in demographic assumptions	(0.22)
Due to change in financial assumptions	0.13
Due to experience	8.73
Actuarial loss/(gain) on defined benefit obligation	8.64
Other Comprehensive Income	
Actuarial (Gain) / Loss recognized for the year	8.64
Total Actuarial (Gain)/ Loss recognized in OCI	8.64
Movements in the Liability recognized in Balance Sheet	
Opening net liability	1.62
Expenses as above	1.72
Contribution paid	-
Other Comprehensive Income (OCI)	8.64

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

44.2 Leave Encashment (contd.)

Particulars	For the year ended March 31, 2025
Closing Net Liability	11.98
Reconciliation of defined benefit obligations	
Obligation as at the beginning of the year	1.62
Current service cost	1.62
Interest cost	0.10
Benefits paid	-
Actuarial (gains)/losses on obligations	8.64
Obligation as at the year end	11.98

Particulars	For the year ended March 31, 2025
Reconciliation of liability/(asset) recognized in the Balance sheet	11.98
Present value of commitments (as per Actuarial Valuation)	-
Net (asset)/liability recognized in the restated financial statement	11.98

Particulars	For the period ended September 30, 2024
Current liability	4.84
Non- Current liability	7.14

Principal actuarial assumptions :

Particulars	For the year ended March 31, 2025
Assumptions :	
Discount rate	6.37%
Expected rate of salary increase	8.00%
Mortality	IALM (2012-14) Ult.
Employee turnover	39.86%
Expected average remaining service	1.49
Retirement Age (years)	60

Particulars	For the year ended March 31, 2025
Projected Service Cost	6.61

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

44 Employee benefit: (contd.)**Sensitivity analysis:**

The sensitivity analysis have been determined based on method that extrapolates the impact on defined benefit obligation as a reasonable change in key assumptions occurring at the end of the reporting period:

Particulars	For the year ended March 31, 2025
Impact on defined benefit obligation	
Delta effect of +1% change in discount rate	11.75
Delta effect of -1% change in discount rate	12.21
Delta effect of +1% change in salary escalation rate	12.15
Delta effect of -1% change in salary escalation rate	11.81
Maturity analysis of projected benefit obligation	
1 st year	4.83
2 nd year	3.14
3 rd year	2.04
4 th year	1.32
5 th year	0.84
6 th to 10 th year	1.36

45 Reconciliation of movement of liabilities to cash flows arising from financing activities

Particulars	For the year ended March 31, 2025			
	Non Current borrowings (including current maturities)	Current Borrowings	Interest accrued	Lease liability
Opening balance (standalone)	2,189.72	1,279.04	17.67	36.64
Interest Expense	-	-	537.44	2.94
Cash flows (net)	1,640.63	(65.11)	(525.27)	(4.84)
Non-cash transactions/fair value changes	-	-	-	(13.01)
Closing balance (consolidated)	3,830.35	1,213.93	29.84	21.73

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in ₹ Millions, except otherwise stated)

46 Consolidated net assets and share in consolidated profit and loss

Sl. no.	Name of entity	Net assets (i.e. total assets minus total liabilities)		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
		As %age of consolidate net assets	Amount	As %age of consolidate profit or loss	Amount	As %age of other comprehensive income	Amount	As %age of consolidate comprehensive income	Amount
A	Holding								
	Sambhv Steel Tubes Limited	100.14%	4960.46	101.36%	580.44	100.00%	-2.80	101.37%	577.64
B	Subsidiary								
	Sambhv Tubes Private Limited	12.78%	632.82	-1.40%	(8.00)	0.00%	0.00	-1.40%	(8.00)
C	Associate								
	Clean Max Opia Private Limited	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00
D	Consolidation Adjustment	-12.92%	(639.87)	0.04%	0.21	0.00%	0.00	0.04%	0.21
Balance as at March 31, 2025 (A+B+C+D)		100.00%	4,953.41	100.00%	572.65	100.00%	-2.80	100.00%	569.85

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

47 Other Statutory Information:-

- i. No proceedings have been initiated or pending against Group for holding any benami property under prohibitions of Benami Transactions Act, 1988 (earlier titled as Benami Transactions (Prohibitions) Act, 1988)
- ii. Relationship with Struck off Companies
There are no transactions with struck-off companies. The Group has no transaction with Companies which are struck off under section 248 of the Companies Act, 2013 or under section 560 of Companies Act, 1956.
- iii. No charges of satisfaction are pending for registration with the Registrar of Companies (ROC) beyond statutory year.
- iv. The Group has not traded or invested in crypto currency or virtual currency during the financial year.
- v. The Group has not advanced or loaned or invested funds to any other persons or entities including the foreign entities (intermediaries) with the understanding that the intermediary shall :
 - a). Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever or on behalf of the Group (ultimate beneficiaries) or
 - b). Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- vi. The Group has not received any funds from any persons or entities including the foreign entities (intermediaries) with the understanding (whether recorded in the writing or not) that the intermediary shall :
 - a). Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever or on behalf of the Funding Party (ultimate beneficiaries) or
 - b). Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- vii. The Group did not have any transaction which was not recorded in the books of accounts that was surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii. There has been no amount which is required to be transferred to Investor Education and Protection Fund by the Group.
- ix. The quarterly returns/statement of current assets filed by Group with Banks for Borrowings are in agreement with the books of accounts.
- x. The Group is not declared a wilful defaulter by any Bank or Financial Institution or any other lender.
- xi. The group has complied with the number of layers prescribed under the Companies Act, 2013
- xii. The Group has not granted any loans or advances in the nature of loans to promoters, directors and KMPs, either severally or jointly with any other person.
- xiii. During the year, no scheme of arrangement has been formulated by the Group/pending with competent authority.
- xiv. Title deeds of immovable properties are held in the name of Group.
- xv. There are no investment properties in the Group.
- xvi. The Group has not revalued its Property, Plant and Equipment during the period.
- xvii. The Group has not revalued its intangible assets during the period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

48 Segment reporting

The company is in the business of manufacturing steel products having similar economic characteristics, primarily with operations in India and regularly reviewed by the Chief Operating Decision Maker ('CODM') for assessment of company's performance and resource allocation, hence there is one operating segment. The information relating to revenue from external customers and location of non-current assets of its single reportable segment has been disclosed as below:

a. Information about geographical areas:

Revenue from external customer

Geography wise

Within India

Outside India

Total

**For the year ended
March 31, 2025**

15,081.89

-

15,081.89

Revenue from operations have been allocated on the basis of location of customers.

- b. Revenue from major customers: There is no customer having revenue amounting to 10% or more of company's total revenue..
- c. Non-current assets: All non-current assets of the company are located in India.

49 Events after the balance sheet date:

i. Adjusting events : Nil

ii. Non adjusting events:

- a. As per the Board of Directors Meeting held On May 21, 2025, wherein a resolution was passed to divest the Company's interest in Clean Max Opia Pvt. Ltd. ("CMOPL"). This decision was taken due to CMOPL's non-fulfilment of its obligations under Article 3 of the Energy Supply Agreement dated September 20, 2024, specifically its failure to acquire the requisite land and to obtain Stage II connectivity approval for the project. Pursuant to the above resolution, the Company entered into a Share Purchase Agreement on May 27, 2025, with Clean Max Enviro Energy Solutions Pvt. Ltd. ("Clean Max") and CMOPL for the sale of its entire shareholding in CMOPL back to Clean Max. Consequently, CMOPL shall cease to be classified as an associate of the Company with effect from May 30, 2025.

These events arose after the balance sheet date and does not reflect conditions existing at the balance sheet date and therefore do not impact the financial position as of the balance sheet date.

- b. Subsequent to the year ended March 31, 2025, the Company has completed Initial Public Offer ("IPO") of 6,58,64,549 equity shares of face value of ₹10 each, aggregating to ₹5,400.00 million, comprising of fresh issue of 5,36,69,429 shares, out of which 5,34,46,115 equity shares were issued at an offer price of ₹82 per equity share to all the allottees and 2,23,314 equity shares were issued at an offer price of ₹78 per equity share, after a discount of ₹4 per equity share to employees, which aggregates to ₹4,400.00 million and offer for sale of 1,21,95,120 equity shares by the selling shareholders aggregating to ₹1,000.00 million. Pursuant to the IPO, the equity shares of the Company were listed on the National Stock Exchange ("NSE") and Bombay Stock Exchange ("BSE") on July 2, 2025.

50 Audit Trail:

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating and edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Holding Company and the Associate Company has enabled the audit trail(edit logs) facility of the accounting software used for maintenance of all accounting records. However, in the case of holding company audit trail (edit logs) are not enabled at database level because enabling this facility will severely impacts ERP performance due to direct impact on space utilisation.

Further, in the case of the Subsidiary Company, the audit trail (edit log) feature within the Tally software was not enabled throughout the financial year, and consequently, it was not operational for all relevant transactions during the year.

Further, the Holding Company and the Associate Company have retained the audit trail logs in compliance with the statutory requirements for record retention."

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

51 Business Combination**Acquisitions for the year ended March 31, 2025****Acquisitions of Sambhv Tubes Private Limited**

On September 16, 2024, the Holding company has acquired business of Sambhv Tubes Private Limited, a company based in India for a Cash consideration of ₹2.26 Million to acquire 100% shareholding.

As per Ind AS 103 on Business Combination, purchase consideration has been allocated on a fair value of the acquired assets and liabilities. The resulting differential has been accounted as goodwill.

a. Assets acquired and liabilities

Particulars	For the year ended March 31, 2025
Assets	
Property, plant and equipment (Note 3)	297.66
Capital Advance	20.65
Cash and Cash equivalent	0.48
Other financial assets	0.25
Other current assets	1.01
Total of assets	320.05
Liabilities	
Trade payables	0.08
Other current liabilities	0.77
Total of liabilities	0.85
Net Assets	319.20

- b) The acquisition was accounted for as a business combination using the acquisition method of accounting in accordance with Ind AS 103 'Business Combinations'. The purchase price was allocated to the assets acquired and liabilities assumed based on the estimated fair values at the date of acquisition. The excess of the purchase price over the fair value of the net assets acquired was allocated to goodwill. The Group has completed the purchase price allocation during the current year.

Details of amounts paid and payable, including allocation based on Purchase Price Accounting in accordance with Ind AS 103 are summarised below:

Particulars	Amount
Fair Value of Assets	320.05
Total Liabilities	0.85
Net Assets (a)	319.20
Consideration paid	
Cash Consideration for purchase of shares	2.66
Loan and interest accrued thereon from Holding	322.11
Total Consideration paid (b)	324.77
Goodwill (a-b)	5.57

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

52 Significant estimates, judgements and assumptions

The preparation of the Group's financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the separate financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur. "

Contingent liabilities

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

Taxes

There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. The assessment of probability involves estimation of a number of factors including future taxable income. "

Impairment of financial assets

The Group assesses impairment based on expected credit losses (ECL) model on trade receivables.

The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

Defined benefit plans (gratuity)

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in India.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates in India. Further details about gratuity obligations are given in the financials statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2025

(All amounts in Millions, except otherwise stated)

Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

Leases - Estimating the incremental borrowing rate

Where the Group cannot readily determine the interest rate implicit in the lease, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

Revenue recognition - Estimating variable consideration for returns and volume rebates

The Group's contracts with customers include promises to transfer goods to the customers. Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as rebates, incentives and cash discounts etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

The amount of revenue recognised depends on whether the Group act as an agent or as a principal in an arrangement with a customer. The Group act as a principal if the Group controls a promised goods or service before the Group transfers the goods or service to a customer and act as an agent if the Group's performance obligation is to arrange for the provision of goods or service by another party.

As per our report of even date attached
For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No. : 000756N/N500441

Sd/-

Vijay Kumar

Partner

Membership Number: 092671

Place: New Delhi

Date: July 14, 2025

For and on behalf of Board of Directors of Sambhvi Steel Tubes Limited

(Formerly known as Sambhvi Steel Tubes Private Limited and Sambhvi Sponge Power Private Limited)

Sd/-

Suresh Kumar Goyal

Director

DIN - 00318141

Place: Raipur

Date: July 14, 2025

Sd/-

Anu Garg

Chief Financial Officer

PAN: BRBPG4465Q

Place: Raipur

Date: July 14, 2025

Sd/-

Vikas Kumar Goyal

Managing Director

DIN - 00318182

Place: Raipur

Date: July 14, 2025

Sd/-

Niraj Shrivastava

Company Secretary & Compliance Officer

Membership Number: F8459

Place: Raipur

Date: July 14, 2025

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Suresh Kumar Goyal

(Chairman & Executive Director & DIN: 00318141)

Mr. Vikas Kumar Goyal

(Managing Director & Chief Executive Officer & DIN: 00318182)

Mr. Bhavesh Khetan

(Chief Operating Officer & Executive Director & DIN: 10249740)

Mr. Manoj Khetan

(Non-Executive Independent Director & DIN: 06395265)

Mr. Kishore Kumar Singh

(Non-Executive Independent Director & DIN: 00097156)

Mrs. Nidhi Thakkar

(Non-Executive Independent Director & DIN: 07587986-)

KEY MANAGERIAL PERSONNEL

Mr. Niraj Shrivastava

Company Secretary & Compliance Officer

Ms. Anu Garg

Chief Financial Officer

STATUTORY AUDITORS

M/s. S.S. Kothari Mehta & Co. LLP , Chartered Accountants

Address: Plot No. 68, Okhla Industrial Area, Phase III, New Delhi -110020

INTERNAL AUDITOR

M/s Agrawal Jain & Co, Chartered Accountants

Address: B-35 Beside Dr. Farista Hospital

Near SBI Zonal Office , Civil Lines , Raipur (C.G.)-492001

SECRETARIAL AUDITOR

M/s Agrawal & Agrawal, Company Secretaries

D-4, 2nd Floor, Ekatan Parisar, B.J.P. Complex,

Near Dainik Bhashkar Press, G.E. Road, Raipur (C.G.) – 492001

COST AUDITOR

M/s AS Rao & Co., Cost Accountants

Address: 3-5-1091/8, 2nd Floor S V Colony

Narayanaguda, Hyderabad-50029

LISTING

BSE Limited (Scrip Code: 544430)

National Stock Exchange of India Limited (Scrip Code: SAMBHV)

REGISTERED OFFICE

Sambhv Steel Tubes Limited

(formerly known as Sambhv Steel Tubes Private Limited and Sambhv Sponge Power Private Limited)

Office No. 501 to 511 Harshit Corporate, Amanaka, Raipur
Chattisgarh, India, 492001

Email: cs@sambhv.com

Website : www.sambhv.com

CIN: U27320CT2017PLC007918

REGISTRAR & SHARE TRANSFER AGENT

KFin Technologies Limited

Address: Selenium, Tower-B, Plot No. 31 & 32, Gachibowli,
Financial District, Tanakramguda, Hyderabad Telangana 500 032,
India

Tel. no. - +91 40 6716 2222

Email: einward.ris@kfintech.com

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STEEL PIPES & TUBES

सब संभव है

www.sambhv.com