



# SAL STEEL LIMITED

**ANNUAL  
REPORT**

2022-23



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Shri Rajendra V. Shah (DIN: 00020904) Non-Executive Chairman  
 Shri Sujal Shah (DIN: 01431407) Whole Time Director  
 Shri Babulal M Singhal (DIN: 01484213) Whole Time Director  
 Shri Ambalal C. Patel (DIN: 00037870) Independent Director  
 Shri Tejpal S Shah (DIN: 01195357) Independent Director  
 Shri Harshad M Shah (DIN: 01309096) Independent Director  
 Shri Shrikant Jhaveri (DIN: 02833725) Independent Director  
 Smt. Shefali M. Patel (DIN: 07235872) Independent Director  
 Shri Jai Prakash Goyal (DIN: 08874805) Whole-time Director  
*(Resigned w.e.f. 13.05.2023)*

### CHIEF FINANCIAL OFFICER

Shri Babulal M. Singhal (DIN: 01484213)

### COMPANY SECRETARY AND COMPLIANCE OFFICER

Shri Manish R. Daulani, ICSI M. No.: A53487  
*(Resigned w.e.f. 12.08.2023)*

Shri Vinay Kumar Mishra, ICSI M. No.: F11464  
*(Appointed w.e.f. 25.08.2023)*

### AUDIT COMMITTEE

Shri Shrikant N. Jhaveri, Chairman  
 Shri Ambalal C. Patel, Member  
 Smt. Shefali M. Patel, Member

### NOMINATION AND REMUNERATION COMMITTEE

Shri Shrikant N. Jhaveri, Chairman  
 Shri Ambalal C. Patel, Member  
 Shri Harshad M. Shah, Member

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

Shri Shrikant N. Jhaveri, Chairman  
 Shri Ambalal C. Patel, Member  
 Shri Harshad M. Shah, Member

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Shri Ambalal C. Patel, Chairman  
 Shri Rajendra V. Shah, Member  
 Shri Sujal A. Shah, Member

### REGISTERED OFFICE

5/1 Shreeji House,  
 B/h M.J. Library, Ashram Road,  
 Ahmedabad-380 006

### ADMINISTRATIVE OFFICE

S.A.L. Steel Limited  
 Shah Alloys Corporate House,  
 Sola-Kalol Road, Village Santej,  
 Dist.-Gandhinagar-382 721

### PLANT

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

### STATUTORY AUDITORS

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

### SECRETARIAL AUDITORS

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

### REGISTRAR AND SHARE TRANSFER AGENTS

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

### BANKERS TO THE COMPANY

ICICI Bank  
 State Bank of India

### CORPORATE IDENTIFICATION NUMBER

CIN: L29199GJ2003PLC043148

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## NOTICE

**NOTICE** is hereby given that the 20<sup>th</sup> Annual General Meeting of the members of **S.A.L. STEEL LIMITED** will be held on Friday, September 29, 2023 at 01:00 P.M. IST through Video Conferencing (“VC”) /Other Audio-Visual Means (“OAVM”) to transact the following businesses:

### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, together with the Reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted.”

- To appoint Shri Babulal Madanlal Singhal (DIN: 01484213), who retires by rotation as a Director and being eligible, offers himself for re-appointment, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Babulal Madanlal Singhal (DIN: 01484213), who retires by rotation as a Director at this 20<sup>th</sup> Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation.”

### SPECIAL BUSINESS:

- To appoint Shri Piyush Chandarana (DIN: 08675864) as a Whole-time Director of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the rules made thereunder including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, read with schedule V to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (‘Listing Regulations’) and all guidelines and clarifications for managerial remuneration issued by the Ministry of Corporate Affairs from time to time and the Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be necessary, Shri Piyush Chandarana (DIN: 08675864), who was appointed as an Additional Director designated as Whole-time Director of the Company with effect from August 25, 2023 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose Shri Piyush Chandarana as a candidate for the office of Director, be and is hereby appointed as a Whole-time Director of the Company, for a term of 3 (Three) years, with effect from August 25, 2023 who shall be liable to retire by rotation on the terms and conditions including remuneration and perquisites, as under:

Particulars	Details
Salary	₹ 15,00,000/- per annum inclusive of perquisites, allowance and incentives.
Gratuity	As per applicable rules & regulations
Encashment of Leave	As per applicable rules & regulations
Conveyance Allowance/Reimbursement	At actuals
Medical Allowance	As per applicable rules & regulations

**FURTHER RESOLVED THAT** in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Shri Chandarana, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

**RESOLVED FURTHER THAT** subject to the overall superintendence, direction and control of the Board of Directors, Shri Piyush Chandarana, Whole-time Director, shall be responsible for the management of the affairs of the Company and be accountable to the Board of Directors;

**RESOLVED FURTHER THAT** the Board of Directors or any Committee of the Board so authorised by it, be and are hereby authorised to alter and vary the terms and conditions of the appointment including the remuneration, as may be agreed between the Board of Directors and Shri Piyush Chandarana and/or in such manner and to such extent as may be permitted or authorised

in accordance with the provisions under the Act and the rules made thereunder including any statutory modification(s) or re-enactment(s) thereof, for the time being in force;

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

4. To approve material related party contracts or arrangements to be entered by the Company in the Financial Year 2023-24 and ratification of the related party transactions entered by the Company during the Financial Year 2022-23 and in this regard, to consider and if thought fit, to pass, with or without modification(s), following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter as Listing Regulations), as amended from time to time, consent of the Members be and is hereby accorded for all material related party contracts or arrangements entered and to be entered into financial year 2023-24 between the Company and Shah Alloys Limited for sale of power and materials and purchase of material & services from Shah Alloys Limited at a prevailing market price in ordinary course of business.

**RESOLVED FURTHER THAT** consent of the Members be and is hereby accorded for ratification of related party transactions between the Company and Shah Alloys Limited entered into during the period 2022-23.

**RESOLVED FURTHER THAT** the Board of Directors (the "Board") and/or any Committee constituted by the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be deemed necessary, proper and desirable.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respects."

5. To ratify the remuneration payable to, Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2024 and in this regard, to consider and if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Ashish Bhavsar & Associates, Cost Accountants (ICAI Registration No.: 22464) appointed by the Board on the recommendation of the Audit Committee of the Company to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2024 be paid the remuneration of ₹ 75,000/- per annum plus out of pocket expenses, if any, incurred during the course of audit."

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

Sd/-

**Rajendra V. Shah**

Chairman

DIN: 00020904

**Date:** 25<sup>th</sup> August, 2023

**Place:** Santej, Gujarat

**Registered Office:**

5/1 Shreeji House,  
B/h M.J. Library,  
Ashram Road, Ahmedabad - 380 006

**CIN: L29199GJ2003PLC043148**

**NOTES:**

- 1) In view of the massive outbreak of the COVID-19 pandemic earlier, social distancing is a norm to be followed and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2022 and 10/2022 dated 8<sup>th</sup> April, 2020, April 13, 2020, 5<sup>th</sup> May, 2020, 5<sup>th</sup> May, 2022 and 28<sup>th</sup> December, 2022, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 which subsequently extended on 15<sup>th</sup> January, 2021, and 3<sup>rd</sup> June, 2022, 13<sup>th</sup> May, 2022 and 5<sup>th</sup> January, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") and all other relevant circulars

issued from time to time and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 20<sup>th</sup> Annual General Meeting ("AGM") of the members of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. Hence, the Members can attend and participate at the ensuing AGM through VC/OAVM and physical attendance of Members is not required.

- 2) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circulars as referred above, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into arrangement with National Securities Depository Limited (NSDL), for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
- 3) Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 4) A body corporate intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of resolution of the Board of Directors or other governing body authorizing such representative(s) to attend and vote on their behalf at the Meeting. The said resolution shall be sent to the scrutinizer by e-mail at [kshahcs@yahoo.co.in](mailto:kshahcs@yahoo.co.in) with a copy marked to [cs@salsteel.co.in](mailto:cs@salsteel.co.in) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 5) The attendance of the Members attending AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 6) The Members can join AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend AGM without restriction on account of first come first served basis.
- 7) In compliance with the above mentioned MCA Circulars and SEBI Circular, Notice of the 20<sup>th</sup> AGM, Annual Report and instructions for e-voting are being sent to the members through electronic mode whose email addresses are registered with the Company/ Depository Participant(s). The copy of Notice of 20<sup>th</sup> AGM and Annual Report will also be available on the website of (i) the Company at [www.salsteel.co.in](http://www.salsteel.co.in), (ii) the BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com), (iii) NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 8) Explanatory Statements setting out the material facts pursuant to Section 102 of the Act relating to ordinary businesses under Item No. 3 to 5 at the AGM is annexed hereto.
- 9) Information pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2 with respect to Directors seeking appointment / re-appointment at AGM is attached hereto. The said Directors have furnished necessary consent / declarations for their appointment / re-appointment.
- 10) As per Regulation 40 of the Listing Regulations, as amended, with effect from January 25, 2022, securities of listed companies can be transacted only in dematerialized form for issuance of duplicate securities certificates, Claim from Unclaimed Suspense Account, Renewal/Exchange of Securities Certificate; Endorsement, Sub-division / splitting of Securities Certificate, Consolidation of Securities Certificates/Folios; Transfer; Transmission; Transposition etc. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents, viz. KFIN Technologies Limited (RTA), having its office at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032, Email ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and quote their DP ID No. /Client ID No. or folio number in all their correspondence.
- 11) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank

and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to RTA in case the shares are held in physical form.

- 12) The businesses set out in the Notice of this AGM will be transacted through electronic voting system. Instructions and other information regarding e-voting are given hereinbelow. The Company / NSDL will also send communication relating to e-voting which inter alia will contain details about User ID and password along with a copy of this Notice to the Members of the Company, separately.
- 13) In case of joint holders, Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 14) Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website: [www.salsteel.co.in](http://www.salsteel.co.in).
- 15) Pursuant to section 101 of the Act and the rules made thereunder, the Company is allowed to send communication to the Members electronically. We, thus, request you to kindly register/update your Email ID with your respective depository participant and the Company's RTA (in case of physical shares) and make this initiative a success.
- 16) Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in demat mode and with the RTA for physical shares.
- 17) SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to RTA / the Company.
- 18) Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. However, the Members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode at free of cost.
- 19) Since AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this Notice.
- 20) Non-Resident Indian members are requested to inform RTA/respective DPs, immediately of (a) Change in their Residential Status on return to India for the purpose of permanent settlement, along with PAN details, (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank along with PIN Code number, if not provided earlier.

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

The remote e-voting period begins on Tuesday, September 26, 2023, at 09:00 A.M. and ends on Thursday, September 28, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 22, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 22, 2023.

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





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

#### **Step 1: Access to NSDL e-Voting system**

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

- 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, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

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

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kshahcs@yahoo.co.in](mailto:kshahcs@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

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

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@salsteelco.in](mailto:cs@salsteelco.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@salsteelco.in](mailto:cs@salsteelco.in). The same will be replied by the company suitably.
6. Any Shareholder / Member who wants to get registered as speaker then such person should register on or before Tuesday, September 19, 2023. Please note that any request for registration as speaker in the AGM will not be considered after September 19, 2023.

#### **GENERAL INSTRUCTIONS:**

- a. Shri Kamlesh. M. Shah, Practicing Company Secretary, (Membership No. A8356 and COP No. 2072, Address: 801-A, Mahalaya Complex, Opp: Hotel President, B/h. Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- b. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, submit to the Chairman of the Company.
- c. Results declared by the Chairman along with the Scrutinizer's Report shall be placed on the Company's website [www.salsteel.co.in](http://www.salsteel.co.in) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company. The results shall be communicated to the NSE and BSE Limited and will also be uploaded on website of Stock Exchanges.
- d. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 22<sup>nd</sup> September, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

## Explanatory Statement

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

### Item No: 3:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has, at its meeting held on August 25, 2023, appointed Shri Piyush Chandarana, as an Additional Director of the Company, with effect from August 25, 2023, in compliance with Sections 152, 161, 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ('Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and also approved remuneration payable for a period of 3 (Three) years on the terms and conditions as mentioned in the said resolution, subject to the approval of the Members of the Company at this General Meeting.

Pursuant to the provisions of the Act and Listing Regulations, Shri Piyush Chandarana holds office up to the date of this Meeting and is eligible to be appointed as a Whole-time Director, liable to retire by rotation.

The Company has received a notice from a Member under section 160 of the Act proposing the candidature of Shri Piyush Chandarana for the office of Whole-time Director of the Company. The Company has received from Shri Piyush Chandarana, (i) consent in writing to act as Director in Form DIR-2 pursuant to section 152 of the Act, read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the said Rules, to the effect that he is not disqualified in accordance with section 164(2) of the Act; and (iii) declaration that he is not debarred from holding or continuing the office of director pursuant to any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such authority.

Under section 197 of the Act, if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its directors, including any managing or Whole-time Director or manager or any other non-executive director, including an Independent Director, by way of remuneration, any sum exclusive of any sitting fees payable to Directors except in accordance with the provisions of Schedule V to the Act. Section II of the said Schedule V, inter alia, provides that where in any financial year during the currency of tenure of a managerial person or other director, a company has no profits or its profits are inadequate, it may, pay remuneration to the managerial person or other Director not exceeding the limits as set out therein, provided that the remuneration in excess of such limits may be paid subject to the approval of the Shareholders.

Hence, in terms of the aforesaid provisions of the Act, the resolution, as set out at Item No. 3 of the Notice, with respect to appointment and the remuneration payable to Shri Piyush Chandarana, in the form of salary, allowances, perquisites and other benefits, for the period as mentioned therein, is being recommended to be passed by way of an Ordinary Resolution.

The information as required under the provisions of Schedule V to the Act is furnished below:

### Information about Shri Piyush Chandarana:

<b>Background Details</b>	Shri Piyush Chandarana is a Commerce Graduate from Gujarat University and is having more than 38 years of varied experience in the field of production, operations and commercial activities including procurement, strategy planning and management at various corporates.
<b>Job Profile and his Suitability</b>	Considering his varied experience in the in the field of production, operations and commercial activities including procurement, strategy planning and management. He will look after the overall operations of the Company at its locations and also he will support to management in various matters as needed and shall be responsible for the other assignments as may be directed by the management of the Company from time to time.
<b>Remuneration Proposed</b>	As detailed in the resolution forming part of the Notice
<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</b>	As regards the comparative remuneration profile with respect to industry, size of the Company, profile of the person and position, the remuneration payable to Shri Piyush Chandarana which is proposed for your approval is at comparable level within the industry standards. The Company has its own distinctive remuneration policy based on its short-term and long-term objectives and role perceived and played by employees at all levels.  Considering his vast experience as mentioned above, the terms of his remuneration are considered fair, just and reasonable.

<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:</b>	Besides remuneration proposed, Shri Piyush Chandarana has no pecuniary relationship with the Company or with managerial personnel of the Company.
<b>Other Information</b>	As per Annexure A to the Notice

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Ordinary Resolution set out at Item No. 03 of the Notice for approval by the shareholders.

#### Item No. 4:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 01<sup>st</sup> April, 2022, mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from 01<sup>st</sup> April, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

During the Financial Year 2023-24, the Company, propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company / its subsidiaries and on an arm's length basis. The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company. Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 4 of this Notice.

#### Transaction between SAL Steel Limited and Shah Alloys Limited:

Sr. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Parties: Shah Alloys Limited ("SAL") and SAL Steel Limited ("SSL") Relationship: SAL & SSL are the Associate Companies. SAL holds 35.61% of paid-up equity share capital of SSL
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Shri Rajendra V. Shah, Non- Executive Non-Independent Chairman
3	Type, tenure, material terms and particulars	SAL promoted SSL in the year 2003. The project of SSL is backward integration project since finished product of SSL is raw material for the SAL. Further, SSL has installed group captive power plant of 40 MW and as such SSL has permission of wheeling of power to the SAL. On account of above, SSL is selling: i. finished product of SSL; and ii. power generated by SSL's group captive power plant. Further, SAL sells its finished products to SSL for its internal usage. The Sale and Purchase transactions are carried at arm's length prices and in ordinary course of business. The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial years 2023-24.

Sr. No.	Particulars	Details
4	Value of the transaction and approved by Audit Committee	The monetary value of the transaction for FY 2023-24 is expected to be: <ul style="list-style-type: none"> <li>Sale of Power &amp; Material from SSL to SAL: ₹ 500 Cr.</li> <li>Purchase of Material and Services from SAL to SSL: ₹ 200 Cr.</li> </ul>
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated transaction value for Sale of Power and Material to SAL for FY 2023-24 represents 78.87% of Annual Turnover of SAL for FY 2022-23. The estimated transaction value for Purchase of Material and Services from SAL for FY 2023-24 represents 31.95% of Annual Turnover of SAL for FY 2022-23.
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7	Justification as to why the RPT is in the interest of the listed entity	SSL was promoted by SAL in the year 2003. The project of SSL is backward integration project since finished product of SSL is raw material for the Company and SSL has installed group captive power plant of 40 MW and as such SSL has permission of wheeling of power to the Company. On account of above, SAL is purchasing finished product of SSL and power generated by group captive power plant. This allows SSL to leverage scale benefits and synergies, whereas the SAL benefit from regular supply of power and raw material for production, both of which are important for a steel industry, while focusing on their respective business priorities.
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Shri Rajendra V. Shah, Non-Executive Non-Independent Chairman of the Company is also Non- Executive Chairman on the board of SAL. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions as set out at Item No. 04 of the Notice for approval by the shareholders.

#### Ratification of Related Party Transactions during Financial Year 2022-23

Shareholders are requested to ratify the Related Party Transactions entered into by the Company during the financial year 2022-23 as below and as approved by the members in the Annual General Meeting held on September 23, 2022:

Name of Related Party	Relation with Company	Transaction	Limits approved by members for 2022-23 (₹ in Crores)	Total transactions during 2022-23 (₹ in Crores)
Shah Alloys Limited	Associate Company	Sale of Power & Material	500	231.01
		Purchase of Material and Services	200	2.75

#### Item No. 5:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Ashish Bhavsar & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2024 at the remuneration of ₹ 75,000/- per annum plus out of pocket expenses, if any, incurred during the course of audit. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 05 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Ordinary Resolution set out at Item No. 05 of the Notice for approval by the shareholders.

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

Sd/-

**Rajendra V. Shah**

Chairman

DIN: 00020904

**Date:** 25<sup>th</sup> August, 2023

**Place:** Santej, Gujarat

**Registered Office:**

5/1 Shreeji House,

B/h M.J. Library,

Ashram Road, Ahmedabad - 380 006

**CIN: L29199GJ2003PLC043148**

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THE  
20<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

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

<b>Name of Director</b>	<b>Shri Babulal Madanlal Singhal</b>
DIN	01484213
Designation	Whole-time Director
Date of Birth	May 04, 1957
Original Date of Appointment	May 16, 2006
Relationship with other Directors Inter se	None
Profile & Expertise in specific functional Areas	More than 41 years of rich experience in the field of Accounting, Finance, Auditing and Taxation.
Qualification	Chartered Accountant and Bachelor in Commerce
Shareholding in the Company	NIL
List of other Companies in which directorships are held	None
List of committees of Board of Directors (across all other Companies) in which Chairmanship/ Membership is held	None
Listed entities from which the person has resigned from Directorships in the past three years	None
Listed entities from which the person has resigned from Chairmanship/ Membership in the past three years	None

<b>Name of Director</b>	<b>Shri Piyush Chandarana</b>
DIN	08675864
Designation	Whole-time Director
Date of Birth	July 07, 1964
Date of Appointment	August 25, 2023
Relationship with other Directors Inter se	None
Profile & Expertise in Specific functional Areas	More than 38 years of varied experience in the field of production, operations and commercial activities including procurement, strategy planning and management at various corporates.
Qualification	B. Com. from Gujarat University
No. of Equity Shares held in the Company	200
List of other Companies in which directorships are held	None
List of committees of Board of Directors (across all other Companies) in which Chairmanship / Membership is held	None
Listed entities from which the person has resigned from Directorships in the past three years	None
Listed entities from which the person has resigned from Chairmanship/ Membership in the past three years	None



## DIRECTORS' REPORT

### Dear Members,

Your Directors are pleased to present the 20<sup>th</sup> Annual Report of your company on the operations and performance along with the Audited Financial Statements and the Auditor's Report thereon, for the year ended on 31<sup>st</sup> March, 2023.

### FINANCIAL HIGHLIGHTS

₹ in Crores

Particulars	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Total Revenues	510.13	534.53
Total Expenditure	495.07	509.13
Profit before interest depreciation, extraordinary item and tax	15.06	25.40
Depreciation and Interest	9.54	9.16
Profit / (Loss) before exceptional, extraordinary item and tax	5.52	16.24
Exceptional & Extraordinary item	-	-
Profit / (Loss) before tax	5.52	16.24
Tax Expense / Deferred tax	1.97	4.70
Net Profit / (Loss) for the year	3.55	11.54
Total Comprehensive income	0.15	0.13
Profit / (Loss) Brought forward from last year	(83.97)	(95.64)
Balance Carried forward	(80.27)	(83.97)

### STATE OF COMPANY'S AFFAIRS / PERFORMANCE OVERVIEW

During the year under review Total Revenue from operation has decreased from ₹ 534.53 Crores to ₹ 510.13 Crores as compared to previous year's turnover. Company has registered a net profit of ₹ 5.52 Crores in comparison to net profit of ₹ 16.24 Crores during previous year.

During the year under review, your Company has made full & final payments to ARCs in terms of the settlement with bank & financial institutions.

### DIVIDEND

As the Company has other pipelined projects for growth the Directors of your Company have not recommended dividend for the financial year 2022-23.

### BUSINESS ACTIVITY

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

### SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The company does not have holding or subsidiary companies during the year and no other company has become holding / subsidiary/ joint venture / associate. The Company is an Associate Company of M/s. Shah Alloys Limited as it is holding more than 20% of the Equity Share Capital in the Company as a Promoter Company.

### SHARE CAPITAL

During the financial year ended on March 31, 2023 there was no change in the authorised and paid-up share capital of the Company.

### DEPOSIT

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

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

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

**LISTING OF SHARES**

The equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The listing fee for the year 2023-24 has been paid to the credit of both the Stock Exchanges.

**DETAILS OF DIRECTORS OR KMPs APPOINTMENT OR RESIGNATION**

The Board of Directors consists of nine (09) members, of which five (05) are Independent Directors including one Women Independent Director.

**Directors:**

During the financial year 2022-23, there were no changes in the composition of Board. However, post 31<sup>st</sup> March, 2023, the Board of Directors of the Company, based on the approval and recommendation of members of Nomination and Remuneration Committee has appointed Shri Piyush Chandarana (DIN: 08675864), as Additional Director designated as Whole-time Director w.e.f. August 25, 2023. The Board of Directors have considered the, diverse skills, leadership capabilities, general management and Industry knowledge. Shri Piyush Chandarana has done Bachelor's Degree in Commerce and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the name of Shri Piyush Chandarana to the Members for his appointment as Whole-time Director of the Company by way of Ordinary Resolution at the 20<sup>th</sup> Annual General Meeting of the Company for the period of three (03) consecutive years commencing from August 25, 2023 up to August 24, 2026. Shri Piyush Chandarana shall be liable to retire by rotation.

**Key Managerial Person:**

During the year under review there was no change with respect to appointment or resignation of Key Managerial Persons. However, post 31<sup>st</sup> March, 2023, Shri Manish Daulani (M. No.: A53487), has resigned w.e.f. 12<sup>th</sup> August, 2023 from the post of Company Secretary & Compliance Officer (Key Managerial Person) and Shri Vinay Kumar Mishra (M. No.: F11464), was appointed w.e.f. 25<sup>th</sup> August, 2023 on the position of Company Secretary & Compliance Officer (Key Managerial Person) of the Company in terms of Section 203 of Companies Act, 2013 and regulation 6(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

**MEETINGS OF THE BOARD AND COMMITTEES**

During the year under review, total seven (07) meetings of Board of Directors were held on the following dates 28<sup>th</sup> May, 2022, 28<sup>th</sup> June, 2022, 9<sup>th</sup> August, 2022, 13<sup>th</sup> September, 2022, 11<sup>th</sup> November, 2022, 20<sup>th</sup> January, 2023 and 6<sup>th</sup> February, 2023. Details of meetings are given in the Corporate Governance Report annexed herewith as **Annexure – 6** and forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

**DECLARATION BY INDEPENDENT DIRECTORS**

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

**BOARD DIVERSITY**

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

## **BOARD EVALUATION**

As per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the formal annual evaluation was carried out for the Board's own performance, its committee & Individual directors. The manner and detail in which evaluation was carried out is stated in the Corporate Governance Report which is herewith as **Annexure – 6** and forms a part of this report.

## **INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY**

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

## **CORPORATE GOVERNANCE REPORT**

The Company is committed to observe good corporate governance practices. The report on Corporate Governance for the financial year ended 31<sup>st</sup> March, 2023, as per regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 is enclosed herewith as **Annexure – 6** and forms part of this Report.

## **CORPORATE GOVERNANCE CERTIFICATE**

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

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

As required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, particulars relating to conservation of Energy, R & D, Technology absorption and foreign Exchange earnings / outgo are separately provided in the annexure to this report as **Annexure -1**.

## **RISK MANAGEMENT**

The Company had put in place an enterprise wide risk management framework. This holistic approach provides the assurance that, to the best of its capabilities, the Company identifies, assesses and mitigates risks that could materially impact its performance in achieving the stated objectives. The Audit committee ensures that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities. The Committee reviews strategic decisions of the Company and on regular basis, reviews the Company's portfolio of risks and considers it against the Company's Risk Appetite. The Committee also recommends changes to the Risk Management Technique and / or associated frameworks, processes and practices of the Company.

## **WHISTLE BLOWER POLICY AND VIGIL MECHANISM**

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

## **CORPORATE SOCIAL RESPONSIBILITY**

As per the provisions of section 135 of the Companies Act, 2013 and rules made thereunder, the amount required to be spent on CSR activities during the year under review, is ₹ 30,48,140/- and the Company has spent ₹ 30,50,000/- during the Financial Year ended March 31, 2023. The composition and other details of the CSR Committee is included in the Corporate Governance Report which form part of the Board's Report. Further the details pursuant to Annual Report on CSR activities for the Financial Year 2022-23 is separately provided in the annexure to this report as **Annexure - 5**.

The Board in its meeting held on 29<sup>th</sup> May, 2023 revised the existing CSR Policy of the Company to harmonize with the amendments carried out by the Ministry of Corporate Affairs in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- a) In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2023 as far as possible and to the extent, if any, accounting standards mentioned by the auditors in their report as not complied with, all other applicable accounting standards have been followed along with proper explanation relating to material departure;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and profit and loss account of the Company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts on a going concern basis; and
- e) The directors in the case of a listed company had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

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

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

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

## **PARTICULARS OF THE EMPLOYEES**

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

## **RELATED PARTIES TRANSACTIONS**

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

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

## **DISCLOSURE OF ACCOUNTING TREATMENT**

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

## AUDITORS AND AUDIT REPORTS

### a. Cost Auditors

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Rules made there under M/s. Ashish Bhavsar & Associates, Cost Accountants were appointed for auditing cost accounting records of the Company for the year ending 31<sup>st</sup> March, 2023. Board has further appointed M/s. Ashish Bhavsar & Associates, Cost Accountants as Cost Auditors for the year ending 31<sup>st</sup> March, 2024 subject to approval of remuneration by the members of the Company in the Annual General Meeting.

#### Disclosure on maintenance of Cost Records

The Company made and maintained the Cost Records under Section 148 of the Companies Act, 2013 (18 of 2013) for the Financial Year 2022-23

### b. Internal Auditor

The Company has appointed an Independent firm of Chartered Accountants to act as an Internal Auditor as per suggestion of auditors and recommendation of the Audit Committee in order to strengthen the internal control system for the Company.

### c. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rules made thereunder, the Board of Directors has appointed M/s. Kamlesh Shah & Co., Practicing Company Secretaries, as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2023-24. The report submitted by the Secretarial Auditor in Form MR-3 for the financial year ended as on 31<sup>st</sup> March, 2023 is attached to this report as **Annexure-4**. Remarks of secretarial auditor are self-explanatory.

#### Annual Secretarial Compliance Report

Pursuant to regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2023 on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder, was obtained from M/s. Kamlesh Shah & Co., Practicing Company Secretaries, Secretarial Auditor.

#### Certificate on Corporate Governance

The Company is committed to observe good corporate governance practices. The report on Corporate Governance for the financial year ended 31<sup>st</sup> March, 2023, as per regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report. The requisite Certificate from the Practicing Company Secretary of the Company confirming compliance with the conditions of Corporate Governance is annexed to this report as **Annexure - 7**.

#### Certificate of Non-Disqualification of Directors

A certificate of Non-Disqualification of Directors for the Financial Year 2022-23, pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 issued by Practicing Company Secretary is annexed to this report as **Annexure - 8**.

### d. Statutory Auditors

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

#### Statutory Auditors' Report

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

#### Details in respect of frauds reported by auditors

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

## MATERIAL CHANGES / INFORMATION

- There have been no material changes or commitments after the closure of the financial year up to the date of this report that may have substantial effect on the business and financial of the Company.
- No significant and material orders have been passed by any of the regulators or courts or tribunals impacting the going concern status and companies operations in future.

## ANNUAL RETURN

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

## GENERAL

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

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except Employees' Stock Options Schemes referred to in this Report.
- Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- No fraud has been reported by the Auditors to the Audit Committee or the Board.
- There has been no change in the nature of business of the Company.
- There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the Financial Year 2022-23.
- There was no instance of onetime settlement with any Bank or Financial Institution during the Financial Year 2022-23.

## APPRECIATION

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

## CAUTIONARY STATEMENT

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

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

Sd/-

**Rajendra V. Shah**

Chairman

DIN: 00020904

**Date:** 25<sup>th</sup> August, 2023

**Place:** Santej, Gujarat

**Registered Office:**

5/1 Shreeji House,  
B/h M.J. Library,  
Ashram Road, Ahmedabad - 380 006  
CIN: L29199GJ2003PLC043148

## ANNEXURE - 1

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

*(Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31<sup>st</sup> March, 2023)*

#### A. CONSERVATION OF ENERGY

**(a) Energy conservation measures taken:**

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

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

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

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

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

**(d) Total energy consumption and energy consumption per unit of production:**

(₹ in lacs)

Particulars of Product		2022-23	2021-22
<b>(I)</b>	<b>POWER &amp; FUEL CONSUMPTION</b>		
<b>1</b>	<b>ELECTRICITY</b>		
	(a) <b>Purchased</b>		
	Unit (Kwh)	9151670	3415415
	Total Amount (₹)	1189.34	625.57
	Rate / Unit (₹)	13.00	18.32
	(b) <b>Own Generation</b>		
	(i) Through Diesel Generator Unit (Kwh)		
	Unit Per Ltr of Diesel Oil	Nil	Nil
	Cost / Unit (₹)	Nil	Nil
	(ii) Through Steam Turbine / Generator Unit (Kwh)	92525341	146856000
	Unit Per Kg of Lignite		
	Cost Lignite / Unit (₹)	5.95	4.37
	Cost Coal / Unit (₹)	-	--
	Cost Coal & Lignite / Unit (₹)	5.95	4.37
<b>2</b>	<b>COAL (Including Coal Fines)</b>		
	Quantity (MT)	84169	177161
	Total Cost (₹)	3930.04	6424.23
	Average Rate (₹)	4669	3626
<b>3</b>	<b>FURNACE OIL</b>		
	(used in the generation of power)		
	Quantity (K Ltr)	Nil	Nil
	Total Cost (₹)	Nil	Nil
	Average Rate (₹)	Nil	Nil
<b>4</b>	<b>OTHERS – LIGNITE</b>		
	(used in the generation of steam)		
	Quantity (K Tonns)	Nil	Nil
	Total Cost (₹)	Nil	Nil
	Average Rate (₹)	Nil	Nil
<b>(II)</b>	<b>CONSUMTION PER M.T. OF PRODUCTION</b>		
	Particulars of Product		
	Electricity (in Unit)	Nil	Nil
	Furnace Oil	Nil	Nil
	Coal (Specify quantity)	Nil	Nil
	Others	Nil	Nil

## B. TECHNOLOGY ABSORPTION

### (I) Research and Development (R & D)

(₹ in lacs)

Particulars	2022-23	2021-22
1. Specific areas in which R&D carried out by the company.	Nil	Nil
2. Benefits derived as a result of the above R&D	Nil	Nil
3. Future plan of action:	Nil	Nil
a. Capital	Nil	Nil
b. Recurring	Nil	Nil
c. Total		
d. Total R&D expenditure as a percentage of total turnover	Nil	Nil

### (II) Technology absorption, adaptation:

(₹ in lacs)

Particulars	2022-23	2021-22
Company has not carried out research, development & innovation activities.		
1. Efforts, in brief, made towards technology absorption, adaptation and innovation.	Nil	Nil
2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.	Nil	Nil
3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:		
a. Technology imported		
b. Year of import		
c. Has technology has been fully absorbed		
d. If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.		

## C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ in lacs)

Particulars	2022-23	2021-22
<b>1. FOREIGN EXCHANGE EARNINGS &amp; OUTGO</b>		
a. Foreign Exchange earnings	748.04	NIL
b. Foreign Exchange outgo	167.83	238.98
<b>2. TOTAL FOREIGN EXCHANGE USED AND EARNED</b>		
As per notes on account		

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

Sd/-

**Rajendra V. Shah**

Chairman

DIN: 00020904

**Date:** 25<sup>th</sup> August, 2023

**Place:** Santej, Gujarat



## ANNEXURE - 2

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

I.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:			
Sr. no.	Name of director / KMP	Designation	Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the FY 2022-23	% increase / (decrease) in remuneration in the FY 2022-23
a)	Shri Sujal Shah	Whole Time Director	2.15:1	-
b)	Shri Babulal Singhal	Whole Time Director cum CFO	3.34:1	36.16%
c)	Shri Jai Prakash Goyal	Whole-time Director	12.81:1	0.97%
d)	Shri Manish Daulani	Company Secretary	Not applicable	41.33%

II.	The percentage increase in the median remuneration of employees in the financial year:	13.75%
III.	The number of permanent employees on the rolls of company:	420
IV.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out of there are any exceptional circumstances for increase in the managerial remuneration;	During the year under review, the average annual increase in the salaries of employees other than the managerial personnel was 13.15 % and that of managerial personnel was 39%. Further, there were no exceptional circumstances for increase in the remuneration.
V.	Affirmation that the remuneration is as per the remuneration policy of the Company.	The remuneration is as per the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Other Employees of the Company, formulated pursuant to the provisions of Section 178 of the Companies Act, 2013

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

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

**ANNEXURE - 3**

**FORM NO. AOC-2**

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

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

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

<b>2 Details of material contracts or arrangement or transactions at arm's length basis</b>							
<b>Name (s) of the related party</b>	<b>Nature of relationship</b>	<b>Nature of transaction</b>	<b>Duration of the transaction</b>	<b>Transactions value (in ₹)</b>	<b>Date of approval by the Board</b>	<b>Amount paid as advances</b>	
Shah Alloys Limited	Promoter Company	Sale of Power	April 2022- March 2023	23,90,43,001	These RPTs are in the ordinary course of business and are at arms' length basis and are approved by the Audit Committee and the Board in their meeting held on 28 <sup>th</sup> May, 2022 these are reported to the Audit Committee / Board at their quarterly meetings.	N.A.	
		Sale of material & services		2,07,10,84,056			
		Purchase of material & services		2,75,02,820			

## ANNEXURE - 4

## FORM NO. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

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

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

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

Based on my/our verification of the records of **S A L STEEL LIMITED**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering **the financial year ended on 31<sup>st</sup> March, 2023** complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliances mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/We have examined the books, papers, minute books, forms and returns filed and record maintained by **S A L STEEL LIMITED (CIN: L29199GJ2003PLC043148)** for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
- (v) The following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended from time to time;  
**COMPLIED WITH ANNUAL DISCLOSURE OF SHAREHOLDING AS PER REGULATION 30 OF THE REGULATIONS.**
  - (b) Securities and Exchange Board of India (Prohibition of Insider Training) Regulations, 2015 as amended from time to time;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time;
  - (d) Securities And Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time; **(NO ESOS OR ESOPS WERE ISSUED DURING THE YEAR UNDER REVIEW)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Debt Securities) Regulations, 2021 as amended from time to time; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
  - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 as amended from time to time regarding the Companies Act and dealing with client.
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended from time to time; **NOT APPLICABLE FOR THE YEAR**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended from time to time; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**

- (vi) As stated in the **Annexure – A** – all the laws, rules, regulations are applicable specifically to the company.
- (vii) No other major corporate events occurred during the year and various compliances made by the Company with applicable Laws, Rules, Regulations, Listing Regulations etc.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and applicable w.e.f July 01, 2015 or any amendment, substitution, if any, are adopted by the Company and are complied with.
- (ii) The secured loans/ borrowings made by company for following charges/ mortgages created by the Company are fully repaid and satisfied however, the management is in process to obtain satisfaction letter/account closure certificates from charge holders and file form CHG-4 with Ministry of Corporate Affairs.

Charge ID	Date of Creation/ Last Modification	Name of Beneficiary	Amount of charge.	Actual date of Full Repayment
10333322	20/01/2012	HDFC Bank Ltd	33,00,000/-	01/05/2014
10310289	15/09/2011	Srei Equipment Finance Ltd	45,00,000/-	01/05/2015
10154901	31/03/2009	Union Bank of India	12,35,000/-	12/09/2011

- (iii) The Listing Agreements entered into by the Company with Stock Exchanges and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

**I further report that:**

The board of directors of the company is duly constituted with proper balance of executive directors, non-executives directors, independent directors, and woman director. The changes in the composition of the board of directors that took place during the period under review were carried out in compliance with the provisions of the act and with intimation to stock exchanges(s).

Adequate notice is given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance or with consent of directors at a shorter notice, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

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

For **KAMLESH M. SHAH & CO.**,  
Practicing Company Secretaries  
UDIN: A008356E000743915

**(Kamlesh M. Shah)**

Proprietor

ACS: 8356, COP: 2072

**Place:** Ahmedabad  
**Date:** 04<sup>th</sup> August, 2023

**“ANNEXURE-A”****Securities Laws**

1. All price sensitive Information were informed to the stock exchanges from time to time
2. All investors complaints directly received by the Company is recorded and are forwarded to R & T Agents for its redressal within reasonable time.

**Labour Laws**

1. All the premises and establishments have been registered with the appropriate authorities.
2. The Company has not employed any child labour/ Bonded labour in any of its establishments.
3. Provisions with relate to compliances of PF/ESI/Gratuity Act are applicable to Company and Complied with.

**Environmental Laws**

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

**Taxation Laws**

The company follows all the provisions of the taxation and Income Tax Act, 1961 and filing the returns at proper time with Income tax department and all other necessary departments. We have relied on the report of Statutory Auditors in this matter.

For **KAMLESH M. SHAH & CO.,**  
Practicing Company Secretaries  
UDIN: A008356E000743915

**(Kamlesh M. Shah)**  
Proprietor  
ACS: 8356, COP: 2072

**Place:** Ahmedabad  
**Date:** August 04, 2023

**“ANNEXURE-B”**

To  
The Members,  
**S A L STEEL LIMITED**  
CIN: L29199GJ2003PLC043148  
5/1, Shreeji House, 5<sup>th</sup> Floor,  
B/H M J Library, Ashram Road, Ahmedabad - 380 006, Gujarat, India.

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

For **KAMLESH M. SHAH & CO.,**  
Practicing Company Secretaries  
UDIN: A008356E000743915

**(Kamlesh M. Shah)**  
Proprietor  
ACS: 8356, COP: 2072

**Place:** Ahmedabad  
**Date:** 04<sup>th</sup> August, 2023

## ANNEXURE - 5

### ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2022-23

**1. Brief outline on CSR Policy of the Company:**

The policy on Corporate Social Responsibility (CSR) is adopted by your Company to align its philosophy to initiate measures and pursue socially useful programs with the objectives and activities of CSR envisaged and incorporated in the Companies Act, 2013 and the rules made thereunder. The CSR initiatives focus on holistic development of the communities and create social, environmental and economic value to the society. Your Company's Corporate Social Responsibility Policy (CSR Policy) provides for carrying out CSR activities in various areas covered under Schedule VII of the Act, such as (a) 'Promoting Healthcare including Preventive Healthcare', which is falling under item (i) of Schedule VII of the Act; (b) 'Promoting Educational Activity including better infrastructure and amenities for the students' which is falling under item (ii) of Schedule VII of the Act.

Company's vision on CSR is to enhance the quality of life and the economic wellbeing of communities around our operations.

**2. Composition of CSR Committee:**

Name of Director	Designation in Committee	No. of Meetings	Meetings attended
Shri Ambalal C Patel	Chairman	1	1
Shri R. V. Shah	Member	1	1
Shri Sujal A Shah	Member	1	1

**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:**

**Composition of CSR Committee:** [http://salsteel.co.in/committees\\_of\\_board\\_of\\_director.htm.html](http://salsteel.co.in/committees_of_board_of_director.htm.html),

**CSR Policy:** <http://salsteel.co.in/investor.html>

**CSR projects approved by the Board:** [www.salsteel.co.in](http://www.salsteel.co.in)

**4. Provide the details of Impact assessment of CSR Projects carried out in pursuance of Sub-Rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach report):** Not Applicable

**5.**

a	Average net profit of the company as per section 135(5)	₹ 15,24,07,000/-
b	2% of average net profit of the company as per section 135(5)	₹ 30,48,140/-
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*	₹ 47,493/-
e	Total CSR obligation for the financial year (5b + 5c - 5d)	₹ 30,00,647/-

*\*(i) Excess payment in FY 2020-21: ₹ 40,760/-*

*(ii) Excess payment in FY 2021-22: ₹ 6,733/-*

*Amount available for set-off [(i) + (ii)]: ₹ 47,493/-*

**6. (a) Amount Spent on CSR Projects (both Ongoing Project and other than Ongoing Project):**

(i) **Ongoing Project:** NIL

(ii) **Other than Ongoing Project:** ₹ 33,43,250/- (as detailed below)

S. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No)	Location of the Project		Amount spent for the project (₹ in Lakh)	Mode of implementation -Direct (Yes/No)	Mode of implementation: Through implementing agency	
				State	District			Name	CSR Registration Number
1	Contribution towards promotion and imparting of education, including special education, learning and employment	Promoting education, including special education and employment enhancing vocation skills	Yes	Gujarat	Ahmedabad	30.50/-	No	Adarsh Foundation	CSR00025287
2	Contribution towards renovation of Chokiyat Talab at Rampar Village, Anjar Gandhinagar	Rural development projects	Yes	Gujarat	Gandhidham	2.9325/-	No	ACIL Navsarjan Rural Development (Anarde) Foundation	CSR00000282

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: Not Applicable

(d) Total amount spent for the Financial Year (a+b+c): ₹ 33,43,250/-

(e) CSR amount spent or unspent for the Financial Year:

Total amount spent for the Financial Year 2021-22 (in ₹ Lakhs)	Amount Unspent (in ₹ Lakhs) – 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
33,43,250/-	-	-	-	-	-

(f) Excess amount for set-off, if any:

Sr. No.	Particulars	Amount (₹)
(i)	2% of average net profit of the company as per section 135(5)	₹ 30,48,140/-
(ii)	Total amount spent for the Financial Year	₹ 33,43,250/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	₹ 2,95,110/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for setoff in succeeding financial years [(iii)-(iv)]:	₹ 3,42,593/-
	• Excess payment in FY 2020-21: ₹40,760/-	
	• Excess payment in FY 2021-22: ₹6,733/-	
	• Excess payment in FY 2022-23: ₹2,95,110/-	

7. **Details of Unspent CSR amount for the preceding three financial years:** Nil
8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year:** No
9. **Specify the reason(s), if the company has failed to spend two percent of the average net profit as per 135(5):** Not Applicable

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

Sd/-

**Rajendra V. Shah**

Chairman of the Board and Member of CSR Committee

(DIN: 00020904)

Sd/-

**Ambalal C. Patel**

Chairman of CSR Committee

(DIN: 00037870)

Date: 25<sup>th</sup> August, 2023

Place: Santej



## ANNEXURE - 6

## CORPORATE GOVERNANCEREPORT

Detailed report on Corporate Governance for the financial year ended 31<sup>st</sup> March, 2023, as per regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 is set out below:

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

### 2. BOARD OF DIRECTORS:

#### A. Composition:

As on 31<sup>st</sup> March, 2023, the composition of the Board of Directors of the Company was as follows:

Sr. No.	Name of Director	Category
1	Shri Rajendra V. Shah	Promoter Non- Executive Chairman
2	Shri Sujal A. Shah	Non Promoter Whole time Director
3	Shri Babulal M. Singhal	Non Promoter Whole time Director
4	Shri Jai Prakash Goyal	Non Promoter Whole time Director
5	Shri Ambalal C. Patel	Non – Executive & Independent Director
6	Shri Harshad M. Shah	Non – Executive & Independent Director
7	Shri Tejpal S. Shah	Non – Executive & Independent Director
8	Smt. Shefali M. Patel	Non – Executive & Independent Director
9	Shri Shrikant N. Jhaveri	Non – Executive & Independent Director

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

Sr. No.	Name of Directors	Attendance in Board Meeting							Attendance in AGM
		28.05.2022	28.06.2022	09.08.2022	13.09.2022	11.11.2022	20.01.2023	06.02.2023	23.09.2022
1	Shri Rajendra V. Shah	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2	Shri Sujal A. Shah	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Shri Babulal M. Singhal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Shri Jai Prakash Goyal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
5	Shri Ambalal C. Patel	Yes	No	No	No	No	No	No	No
6	Shri Harshad M. Shah	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No
7	Shri Tejpal S. Shah	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No
8	Smt. Shefali M. Patel	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
9	Shri Shrikant N. Jhaveri	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

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

**C. Number of other Board of Directors or Committees in which a Director is a member or chairperson as on 31<sup>st</sup> March, 2023:**

Sr. No.	Name of Director	Directorships in other Board of Directors	Membership* of Committees of Other Boards	Chairmanship* of Committees of Other Boards
1	Shri Rajendra V. Shah	1	1	-
2	Shri Sujal A. Shah	-	-	-
3	Shri Babulal M. Singhal	-	-	-
4	Shri Jai Prakash Goyal	-	-	-
5	Shri Ambalal C. Patel	6	4	1
6	Shri Harshad M. Shah	1	-	-
7	Shri Tejpal S. Shah	1	-	-
8	Smt. Shefali M. Patel	1	2	-
9	Shri Shrikant N. Jhaveri	3	1	1

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

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

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

The composition of the Board of Directors of the Company represents an appropriate mix of executive and non-executive directors to ensure the independence of the Board and to separate the board functions of governance and management. As on 31<sup>st</sup> March, 2023 the Board comprises of total nine (09) Directors out of which three (03) are Executive Directors, five (05) are Non-Executive Independent Directors and the Chairman of the Board is Non-executive and Non-Independent Director.

Names of the listed entities where the person is a director and the category of directorship as on 31<sup>st</sup> March, 2023:

Sr. No.	Name of Director	Directorship(s) in other listed entities	Category of Director
1	Shri Rajendra V. Shah	Shah Alloys Limited	Non- Executive Non-Independent Chairman
2	Shri Sujal A. Shah	-	-
3	Shri Babulal M. Singhal	-	-
4	Shri Jai Prakash Goyal	-	-
5	Shri Ambalal C. Patel	1. Jindal Hotels Limited	Non-Executive - Independent Director-Chairperson
		2. Shree Rama Newsprint Limited	Non-Executive - Independent Director
		3. Ajmera Reality & Infra India Limited	Non-Executive - Independent Director
		4. SAL Steel Limited	Non-Executive - Independent Director
		5. Sumeru Industries Limited	Director
		6. Shree Precoated Steels Limited	Non-Executive - Independent Director-Chairperson
6	Shri Harshad M. Shah	Shah Alloys Limited	Non – Executive & Independent Director
7	Shri Tejpal S. Shah	Shah Alloys Limited	Non – Executive & Independent Director
8	Smt. Shefali M. Patel	Shah Alloys Limited	Non – Executive & Independent Director
9	Shri Shrikant N. Jhaveri	3. Jindal Worldwide Limited	Non-Executive - Independent Director
		4. Maruti Infrastructure Limited	Non-Executive - Independent Director

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

During the financial year 2022-23, Seven (07) Board Meetings were held. The dates on which these Meetings were held are given in the Table hereinabove.

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

**F. Independent Directors' Meeting:**

Independent Directors met on 06.02.2023 without presence of Non-Independent Directors and members of the Management. At this meeting, the Independent Directors inter alia evaluated performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company's Management and the Board.

**G. Shareholding of Non-Executive Directors:**

As on 31<sup>st</sup> March, 2023, Shri Ambalal C. Patel, Independent Director of the Company held 89,000 shares in the equity share capital of the Company. None of the other Non-Executive Directors hold any equity shares in the Company. None of the other Non-Executive Directors hold any equity shares in the Company.

**H. DETAILS OF FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS**

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

Details of familiarization programs extended to the Independent Directors are also disclosed on the Company website from time to time at: <http://www.salsteel.co.in/policies/4.%20Familiarization%20Policy%20-%20Independent%20Director.pdf>

**3. COMMITTEES OF THE BOARD**

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

The various Board level Committees are as under:

**A. AUDIT COMMITTEE:**

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

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

- a) oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - i. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
  - ii. changes, if any, in accounting policies and practices and reasons for the same;
  - iii. major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. significant adjustments made in the financial statements arising out of audit findings;
  - v. compliance with listing regulations and other legal requirements relating to financial statements;
  - vi. disclosure of any related party transactions;
  - vii. modified opinion(s) in the draft audit report;

- e) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- f) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institution placement, and making appropriate recommendations to the board to take up steps in this matter;
- g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- h) approval or any subsequent modification of transactions of the Company with related parties;
- i) scrutiny of inter-corporate loans and investments;
- j) valuation of undertakings or assets of the Company, wherever it is necessary;
- k) evaluation of internal financial controls and risk management systems;
- l) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n) discussion with internal auditors of any significant findings and follow up there on;
- o) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r) to review the functioning of the whistle blower mechanism;
- s) approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- t) Carrying out any other function as is mentioned in terms of reference of the Committee;
- u) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on date; and
- v) review compliance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

Further, the Audit Committee mandatorily reviews the following information:

- a) management discussion and analysis of financial condition and results of operations;
- b) management letters / letters of internal control weaknesses issued by the statutory auditors;
- c) internal audit reports relating to internal control weaknesses; and
- d) the appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Committee.
- e) statement of deviations:
  - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of Listing Regulations
  - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of Listing Regulations

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

- a) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- b) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- c) examination of the financial statement and the auditors' report thereon;
- d) approval or any subsequent modification of transactions of the company with related parties;
- e) scrutiny of inter-corporate loans and investments;
- f) valuation of undertakings or assets of the company, wherever it is necessary;
- g) evaluation of internal financial controls and risk management systems;
- h) monitoring the end use of funds raised through public offers and related matters.

### Composition:

The Audit Committee comprises of three (3) non-executive Directors as on 31<sup>st</sup> March, 2023. All the Members of Audit Committee are Independent Directors. During the period under review, five (5) Audit Committee meetings were held on 28<sup>th</sup> May, 2022, 9<sup>th</sup> August, 2022, 13<sup>th</sup> September, 2022, 11<sup>th</sup> November, 2022 and 6<sup>th</sup> February, 2023.

Sr. No.	Name of the Members	Date-wise attendance of Audit Committee Meeting during the F.Y. 2022-23				
		28.05.2022	09.08.2022	13.09.2022	11.11.2022	06.02.2023
1.	Shri Shrikant N. Jhaveri (Chairman)	Yes	Yes	Yes	Yes	Yes
2.	Shri Ambalal C. Patel	Yes	No	No	No	No
3.	Smt. Shefali Patel	Yes	Yes	Yes	Yes	Yes

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

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

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

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on September 23, 2022 to answer the queries of the shareholders.

### B. NOMINATION AND REMUNERATION COMMITTEE:

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

- i. identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- ii. shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance
- iii. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- iv. formulation of criteria for evaluation of performance of independent directors and the board of directors;
- v. devising a policy on diversity of board of directors;
- vi. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- vii. recommend to the Board, all remuneration, in whatever form, payable to Senior Management

### Composition:

The Nomination and Remuneration Committee comprises of three Independent Non-Executive Directors as on March, 31, 2023, further all Members of Nomination and Remuneration Committee are Independent Directors.

During the period under review, five (5) meetings of Nomination and Remuneration Committee were held on 28<sup>th</sup> May, 2022, 28<sup>th</sup> June, 2022, August 09, 2022, 11<sup>th</sup> November, 2022 and 6<sup>th</sup> February, 2023.

Sr. No.	Name of the Members	Date-wise attendance of Nomination and Remuneration Committee Meeting during the F.Y. 2022-23				
		28.05.2022	28.06.2022	09.08.2022	11.11.2022	06.02.2023
1.	Shri Shrikant N. Jhaveri (Chairman)	Yes	Yes	Yes	Yes	Yes
2.	Shri Ambalal C. Patel	Yes	No	No	No	No
3.	Shri Harshad M. Shah	Yes	Yes	Yes	Yes	Yes

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

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

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on September 23, 2023 to answer the queries of the shareholders.

### Board Evaluation

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

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

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

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

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

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

### Remuneration of Directors

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

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

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

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

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

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

d. Details of Remunerations:

Details of remuneration and sitting fees paid or provided to all the directors during the year ended 31<sup>st</sup> March, 2023 are as under:

Name of Director	Sitting Fees (₹)	Salaries & Perquisites (₹)	Commission (₹)	Total (₹)
Shri Rajendra Shah	Nil	Nil	Nil	Nil
Shri Sujal Shah	Nil	432000	Nil	432000
Shri Babulal Singhal	Nil	669925	Nil	669925
Shri Jai Prakash Goyal	Nil	2568000	Nil	2568000
Shri Ambalal Patel	20000	Nil	Nil	20000
Shri Tejpal Shah	70000	Nil	Nil	70000
Shri Harshad Shah	70000	Nil	Nil	70000
Shri Shrikant Jhaveri	120000	Nil	Nil	120000
Smt. Shefali Patel	120000	Nil	Nil	120000

Particulars of Senior Management and the changes therein since the close of the financial ended on 31<sup>st</sup> March, 2023:

During the year under review there were no changes that took place in the position of Directors, Senior Managements or KMPs.

However, after March 31, 2023, Shri Jai Prakash Goyal resigned from the post of Whole-time Director with effect from 13<sup>th</sup> May, 2023 and Shri Manish Daulani resigned from the post of Company Secretary and Compliance Officer of the Company with effect from 12<sup>th</sup> August, 2023. Further, Shri Piyush Chandarana was appointed as Whole-time Director and Shri Vinay Kumar Mishra was appointed as Company Secretary and Compliance Officer of the Company with effect from 25<sup>th</sup> August, 2023.

### C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

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

#### Terms of Reference:

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

- To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate share certificates, general meetings, etc.
- To review the measures taken for effective exercise of voting rights by shareholders.
- To review of adherence of service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.
- To review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

#### Composition:

The Stakeholders' Relationship Committee comprises of three independent Non-executive directors as on 31<sup>st</sup> March, 2023. All the Members of Stakeholder's Grievance Committee are Independent Directors. During the period under review, four (4) meetings of Nomination and Remuneration Committee were held on 28<sup>th</sup> May, 2022, 9<sup>th</sup> August, 2022, 11<sup>th</sup> November, 2022 and 6<sup>th</sup> February, 2023. The attendance of the Members of the Stakeholders Relationship Committee is as under:

Sr. No.	Name of the Members	Date-wise attendance of Stakeholders' Relationship Committee Meeting during the F.Y. 2022-23			
		28.05.2022	09.08.2022	11.11.2022	06.02.2023
1.	Shri Shrikant N. Jhaveri (Chairman)	Yes	Yes	Yes	Yes
2.	Shri Ambalal C. Patel	Yes	No	No	No
3.	Shri Harshad M. Shah	Yes	Yes	Yes	Yes

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

### Name and designation of Compliance Officer

Shri Manish Ramchand Daulani, Company Secretary was appointed as Company Secretary & Compliance Officer of the Company as per regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to discharge all duties under the listing regulations. He resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. August 12, 2023. However, the Company has appointed Shri Vinay Kumar Mishra as the Company Secretary and Compliance Officer of the Company w.e.f. August 25, 2023.

The Company has a designated E-mail ID i.e. [sal.investor@salsteel.co.in](mailto:sal.investor@salsteel.co.in) for the redressal of complaints / grievances of the stakeholders which is also displayed on the website of the Company.

### Details of Shareholders Complaints

The details of shareholders complaints received and resolved till 31<sup>st</sup> March, 2023 are as under:

No. of shareholders' complaints received during the year: One (01)

No. of complaints not resolved to the satisfaction of shareholders: Nil

No. of pending Complaints: Nil

No. of complaints resolved during the year: One (01)

## D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

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

### Terms of Reference:

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

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

### Composition:

The CSR Committee consists of three members comprising of one (01) Independent Non-executive Director, one (01) Whole-time Director and one (01) Non-Independent Non-Executive Director as on 31<sup>st</sup> March, 2023. During the period under review, one (01) CSR Committee meeting was held on 28<sup>th</sup> May, 2023. The attendance of the Members of the CSR Committee is as under:

Sr. No.	Name of the Members	Date of CSR Committee Meeting during the F.Y. 2022-23
		28.05.2022
1.	Shri Ambalal C. Patel (Chairman) - Independent Non-executive Director	Yes
2.	Shri Rajendra V. Shah - Member - Non-Independent Non-Executive Director	Yes
3.	Shri Sujal A. Shah - Member – Whole-time Director	Yes

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

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



#### 4. GENERAL BODY MEETING

##### A. Annual General Meeting :

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

Year	Date	Time	Venue	No. of special resolutions passed
2019-20	December 23, 2020	01:00 P.M.	Video Conferencing/Other Audio Visual Means (VC/OAVM)	1
2020-21	September, 28, 2021	01:00 P.M.	Video Conferencing/Other Audio Visual Means (VC/OAVM)	0
2021-22	September 23, 2022	01:00 P.M.	Video Conferencing/Other Audio Visual Means (VC/OAVM)	0

##### B. Extraordinary General Meeting:

No extra-ordinary general meeting of the shareholders was held during the year.

##### C. Postal Ballot:

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

**Date of Notice:** June 28, 2022

**Date of declaration of results:** August 12, 2022

##### Resolutions approved:

1. Appointment of Mr. Sujal A. Shah (DIN: 01431407) as Whole-time Director of the Company as Ordinary Resolution
2. Appointment of Mr. Babulal M. Singhal (DIN: 01484213) as Whole-time Director of the Company as Ordinary Resolution.

The voting period for remote e-voting on the aforementioned resolutions was commenced on 9:00 am. (IST) on Monday, July 11, 2022 and ended at 5:00 p.m. IST on Wednesday, August 10, 2022.

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

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

##### Details of e-voting of on the aforementioned resolutions:

S. No.	Resolution	% Votes in Favour	% Votes Against
1.	Appointment of Mr. Sujal A. Shah (DIN: 01431407) as Whole-time Director of the Company.	99.98	0.02
2.	Appointment of Mr. Babulal M. Singhal (DIN: 01484213) as Whole-time Director of the Company.	99.99	0.01

The Resolution(s) were passed with requisite majority.

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

#### 5. MEANS OF COMMUNICATION

- a. All Quarterly, Half-yearly and Annual financial results are immediately sent to stock exchanges after being taken on record by the Board.
- b. As per the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, results are also published in leading daily local & English National newspapers namely Indian Express and Financial Express. The said results are also displayed at Company's web site.
- c. The Company's website [www.salsteel.co.in](http://www.salsteel.co.in) contains a separate dedicated section named "Investors" where information for shareholders is available. Press releases, if any, are also displayed at Company's website as well as published in newspapers.

## 6. GENERAL SHAREHOLDERS INFORMATION

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

**a) Annual General Meeting :**

**Day:** Friday

**Date:** September 29, 2023

**Time:** 01:00 P.M.

**Deemed Venue:** Block No. - 2221-2222, Shah Industrial Estate, Sola – Kalol Road, Ta: Kalol, Dist. Gandhinagar Santej - 382043 Gujarat.

**Mode:** Virtual Annual General Meeting in accordance to the details mentioned in the notice forming part of the Annual Report for Financial Year 2022-23

**b) Financial Year:**

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

The Quarterly Results for the financial year 2023-24 will be taken on record by the Board of Directors as per the following schedule:

Quarter ending 30<sup>th</sup> June, 2023 : on or before 14<sup>th</sup> August, 2023

Quarter and half year ending 30<sup>th</sup> September, 2023 : on or before 14<sup>th</sup> November, 2023

Quarter and nine months ending 31<sup>st</sup> December, 2023 : on or before 14<sup>th</sup> February, 2024

Quarter and Financial Year ending 31<sup>st</sup> March, 2024 : on or before 30<sup>th</sup> May, 2024

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

**d) Listing on Stock Exchange**

**: BSE Limited (BSE)**

Phiroze Jeejee bhoy Towers Dalal Street,  
Mumbai – 400001 (**Scrip Code: 532604**)

**: National Stock Exchange of India Limited (NSE)**

Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400051(**NSE Symbol: SALSTEEL**)

Company has paid listing fees in respect of financial year 2023-24 to the BSE Limited and National Stock Exchange of India Limited.

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

**f) Stock code** : BSE Limited - **Scrip Code: 532604**

National Stock Exchange of India Limited - **Symbol: SALSTEEL**

### g) Share Price Data:

Market price data and volume of the shares of the Company traded in BSE Limited and NSE during the Financial Year 2022-23 are as under:

Month	Share price of SAL Steel Limited at Stock Exchanges						Performance of the closing price of the shares Company in comparison to broad-based indices such as BSE S&P SENSEX and NIFTY 50			
	BSE			NSE			SAL Steel Limited Closing Price (in ₹/ share)	BSE S&P Sensex Closing Price (in ₹/share)	SAL Steel Limited Closing Price (in ₹/ share)	NSE NIFTY50 Closing Price (in ₹/share)
	Highest (in ₹/ share)	Lowest (in ₹/ share)	No. of shares traded (in Lacs)	Highest (in ₹/ share)	Lowest (in ₹/ share)	No. of shares traded (in Lacs)				
Apr-22	11.94	9.88	8.64	11.95	9.85	33.87	9.93	57060.87	9.95	17,102.55
May-22	10.15	8.13	5.81	10.20	8.10	22.57	9.56	55566.41	9.50	16,584.55
Jun-22	10.04	7.55	7.67	10.20	7.45	23.88	8.5	53018.94	8.55	15,780.25
Jul-22	9.50	8.10	4.83	9.50	8.15	16.09	8.71	57570.25	8.75	17,158.25
Aug-22	9.04	7.56	3.53	9.00	8.00	18.60	8.26	59537.07	8.30	17,759.30
Sep-22	16.70	8.14	74.64	16.50	8.10	145.86	15.61	57426.92	15.30	17,094.35
Oct-22	17.15	11.65	25.93	16.85	11.60	79.17	11.85	60746.59	11.80	18,012.20
Nov-22	13.91	11.65	13.00	13.90	11.75	45.98	13.29	63099.65	13.25	18,758.35
Dec-22	16.21	12.28	17.96	16.05	12.60	63.43	15.06	60840.74	15.05	18,105.30
Jan-23	23.25	15.10	41.79	23.30	15.15	244.63	18.5	59549.9	18.45	17,662.15
Feb-23	18.90	15.75	11.77	18.90	15.60	53.45	16.4	58962.12	16.50	17,303.95
Mar-23	17.52	12.89	4.81	17.65	13.15	27.82	13.64	58991.52	13.70	17,359.75
(The above information is compiled from the data available from the websites of BSE and NSE)										

### h) Registrar to Issue and Share Transfer Agents:

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

Name : Kfin Technologies Limited  
Address : Karvy Selenium Tower B, Plot no. 31-32,  
Gachibowli, Financial District, Nanakramguda,  
Hyderabad - 500 032.  
Phone : 91-040-67162222  
Fax : 91-040-23001153  
Toll Free no. : 1800-345-4001  
Email : [shyam.kumar@karvy.com](mailto:shyam.kumar@karvy.com)  
Website : [www.karvyfintech.com](http://www.karvyfintech.com)

### i) Share Transfer System:

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

**j) Shareholding pattern as on 31<sup>st</sup> March, 2023:**

Category	No. of Shares	%
Promoters	42959889	50.56
Resident Individuals	35982312	42.35
Bodies Corporates	3068923	3.61
HUF	2526366	2.97
Non Resident Indians	274182	0.32
Non Resident Indian Non Repatriable	121079	0.14
Clearing Mmembers	33949	0.04
<b>Total</b>	<b>84966700</b>	<b>100.00</b>

**k) Distribution of shareholding as on 31<sup>st</sup> March, 2023:**

Shareholding (Range)	No. of Cases	% of Cases	Amount (in ₹)	% Amount
1-5000	33,835	79.69	5,08,84,340	5.99
5001- 10000	4,332	10.20	3,80,24,140	4.48
10001- 20000	2,035	4.79	3,24,92,480	3.82
20001- 30000	733	1.73	1,92,55,620	2.27
30001- 40000	283	0.67	1,04,60,480	1.23
40001- 50000	381	0.90	1,82,03,480	2.14
50001- 100000	425	1.00	3,33,25,370	3.92
100001& Above	436	1.03	64,70,21,090	76.15
<b>Total</b>	<b>42460</b>	<b>100.00</b>	<b>849667000.00</b>	<b>100.00</b>

**l) Dematerialization of Shares and Liquidity:**

On 31<sup>st</sup> March, 2023, nearly 99.75% of the shareholders of Company were holding Company's shares in demat form. In the same way, Promoters & Promoters-group shareholding is also fully dematerialized.

**m) Plant Location:**

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

**n) Registered & Administrative Offices:**

<b>Registered Office</b>	<b>Administrative Office:</b>
5/1, Shreeji House,	SAL Steel Limited,
Behind M. J. Library, Ashram Road	Corporate House,
Ahmedabad – 380006, Gujarat	Sola-Kalol Road, Village Santej,
Dist: Gandhinagar, Gujarat – 381721	

**o) Address for Investor Correspondence:**

In case any problem or query shareholders can contact at:

**Name** : Shri Vinay Kumar Mishra, Company Secretary and Compliance officer  
**Address** : S.A.L. Steel Limited,  
 Shah Alloys Corporate House, Sola-Kalol Road, Santej, Dist. Gandhinagar, Gujarat 382 721  
**Phone** : 91-01764-661100/11  
**Fax** : 91-01764-661110  
**Email** : [cs@salsteel.co.in](mailto:cs@salsteel.co.in)

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

**Name** : KFIN Technologies Limited  
**Address** : Selenium Building, Tower-B,  
 Plot No 31 & 32, Financial District,  
 Nanakramguda, Serilingampally,  
 Hyderabad, Rangareddy, Telangana India - 500 032  
**Phone** : (91) 910 009 4099  
**Toll Free no.** : 1800 309 4001  
**Email** : [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) & [shyam.kumar@karvy.com](mailto:shyam.kumar@karvy.com)  
**Website** : <https://www.kfintech.com>

## 7. OTHER DISCLOSURES:

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

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

During the financial year, all transactions entered into with the Related Parties as defined under Companies Act, 2013, were in the ordinary course of business and on an arm's length basis and did not attract provisions of Section 188 of Companies Act, 2013. However, prior approvals from the Audit Committee are obtained for transactions which are in ordinary course of business and repetitive in nature. Further, on quarterly basis, disclosures are made to the Audit Committee and to the Board.

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

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

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

During the period under review, there is no non-compliance or penalty imposed by any authority on any matter related to capital markets.

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

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

### iv. Corporate Governance Compliance Certificate

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

### v. Key Board qualifications, expertise and attributes

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

Skill/ experience/ competencies	Name of the Directors								
	Shri Rajendra V. Shah	Shri Sujal A. Shah	Shri Babulal M. Singhal	Shri Jai Prakash Goyal	Shri Ambalal C. Patel	Shri Harshad M. Shah	Shri Tejpal S. Shah	Smt. Shefali M. Patel	Shri Shrikant N. Jhaveri
Leadership	✓	✓	✓	✓	✓	✓	✓	✓	✓
General Management and Business Operations	✓	✓	✓	✓	✓	✓	✓	✓	✓
Senior Management Expertise	✓	✓	✓	✓	✓	✓	✓	✓	✓
Industry Expertise	✓	✓	✓	✓	✓	✓	✓	✓	✓
Public Policy/ Governmental Regulations	✓	✓	✓	✓	✓	✓	✓	✓	✓
Accounting/Finance/ Legal Skills	✓	✓	✓	✓	✓	✓	✓	✓	✓
Risk Management	✓	✓	✓	✓	✓	✓	✓	✓	✓

Skill/ experience/ competencies	Name of the Directors								
	Shri Rajendra V. Shah	Shri Sujal A. Shah	Shri Babulal M. Singhal	Shri Jai Prakash Goyal	Shri Ambalal C. Patel	Shri Harshad M. Shah	Shri Tejpal S. Shah	Smt. Shefali M. Patel	Shri Shrikant N. Jhaveri
Corporate Governance	✓	✓	✓	✓	✓	✓	✓	✓	✓
Business Development/Sales/ Marketing	✓	✓	✓	✓	✓	✓	✓	✓	✓
International Business	✓	✓	✓	✓	✓	✓	✓	✓	✓
Strategy/ M&A/ Restructuring/ Forging Joint Ventures/ Partnerships and Turning around Organisations	✓	✓	✓	✓	✓	✓	✓	✓	✓
Technical / Professional skills and specialized knowledge in relation to Company's business	✓	✓	✓	✓	✓	✓	✓	✓	✓

**vi. Fee paid to Statutory Auditors**

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

**vii. Disclosure of Accounting Treatment:**

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

**viii. CEO/CFO Certification:**

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

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

Sd/-

**Rajendra V. Shah**

Chairman

DIN: 00020904

**Date:** 25<sup>th</sup> August, 2023

**Place:** Santej, Gujarat

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

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

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

The above Report was adopted by the Board at their meeting held on 25<sup>th</sup> August, 2023.

For **SAL Steel Limited**

Sd/-

**Babulal M. Singhal**

Whole-time Director & CFO

(DIN: 01484213)

**Place:** Santej

**Date:** 25<sup>th</sup> August, 2023

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**ANNEXURE – 7**  
**CERTIFICATE ON CORPORATE GOVERNANCE**

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

We have examined the compliance of conditions of Corporate Governance by S.A.L Steel Limited ('the Company'), for the year ended 31<sup>st</sup> March, 2023 as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in the Listing Regulations for the period 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable.

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

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

Sd/-

**Kiran Kumar Patel**

Company Secretary

C.P.No.6352

UDIN: F006384E000888716

**Place:** Gandhinagar

**Date:** 29<sup>th</sup> August, 2023

**ANNEXURE – 8****CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
Members,  
**SAL STEEL LIMITED,**  
Ahmedabad-06, Gujarat

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SAL STEEL LIMITED bearing CIN: L29199GJ2003PLC043148 and having its registered office at 5/1 Shreeji House 5<sup>th</sup> Floor b/H M J Library Ashram Road Ahmedabad 380006, Gujarat, India (hereinafter referred to '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 respect of position of Directors as on 31<sup>st</sup> March, 2023 we state as under:

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://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 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. **All the Independent Directors are Registered at [www.independentdirectorsdatabank.in](http://www.independentdirectorsdatabank.in) Portal.**

Sr. No.	Name of Director	DIN	Disqualified Under Section 164 of Companies Act, 2013	Deactivation of DIN Due to Non-Filing of DIR-3 KYC
1	Babulal Madanlal Singhal	01484213	N.A.	N.A.
2	Sujalkumar Ashokkumar Shah	01431407	N.A.	N.A.
3	Rajendrakumar Shah	00020904	N.A.	N.A.
4	Ambalal Chhitabhai Patel	00037870	N.A.	N.A.
5	Tejpal Shah	01195357	N.A.	N.A.
6	Harshad Mafatlal Shah	01309096	N.A.	N.A.
7	Shrikant Narottamdas Jhaveri	02833725	N.A.	N.A.
8	Shefali Manojbhai Patel	07235872	N.A.	N.A.
9	Jai Prakash Goyal	08874805	N.A.	N.A.

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

For, **Kamlesh M. Shah & Co.,**  
Practicing Company Secretary

**Place:** Ahmedabad  
**Date:** 20<sup>th</sup> May, 2023  
**UDIN:** A008356E000345143

Sd/-  
**Kamlesh M. Shah**  
(Proprietor)  
(ACS: 8356, COP: 2072)



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The objective of this report is to convey the Management's perspective on the external environment and steel industry, as well as strategy, operating and financial performance, material developments in human resources and industrial relations, risks and opportunities, and internal control systems and their adequacy in the Company during the Financial Year 2021-22. This should be read in conjunction with the Company's financial statements, the schedules and notes thereto and other information included elsewhere in the Integrated Report. The Company's financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') complying with the requirements of the Companies Act, 2013, as amended and regulations issued by the Securities and Exchange Board of India ('SEBI') from time to time.

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

### INSIGHTS ON GLOBAL ECONOMY

The global economy in 2022 and 2023 displayed several noteworthy trends and key figures. Several shocks have hit a world economy already weakened by the pandemic: higher-than-expected inflation worldwide—especially in the United States and major European economies—triggering tighter financial conditions; a worse-than-anticipated slowdown in China, reflecting COVID-19 outbreaks and lockdowns; and further negative spillovers from the war in Ukraine.

**Economic Growth:** In 2022, the global economy rebounded from the pandemic, with a growth rate estimated at around 4.9%, according to the International Monetary Fund (IMF). While this marked a significant improvement from the recession of 2020, growth rates varied widely among countries, with advanced economies recovering faster than emerging markets. In 2023, global growth was expected to moderate to around 4.4%, reflecting both the continued recovery and concerns about rising interest rates and inflation.

**Inflation:** Inflation became a major concern during this period. Many countries experienced higher inflation rates due to a combination of supply chain disruptions, rising commodity prices, and increased demand. In the United States, for example, inflation reached levels not seen in over a decade, with the Consumer Price Index (CPI) exceeding 6% at times in 2022. Central banks responded by adjusting monetary policy to combat inflation, which had implications for borrowing costs and financial markets.

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

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

**Trade and Geopolitical Tensions:** Geopolitical tensions, particularly between the United States and China, continued to shape global trade dynamics. Supply chain disruptions and trade disputes affected the flow of goods and added complexity to global supply networks. The World Trade Organization (WTO) aimed to address these challenges through trade negotiations.

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

**Debt Levels:** Public and private debt levels reached record highs in many countries due to pandemic-related stimulus measures and economic support. Managing this debt and its long-term implications for fiscal sustainability became a key concern for policymakers.

In summary, 2022 was characterized by a mixed economic picture, with recovery from the pandemic coexisting with inflationary pressures, supply chain disruptions, and ongoing geopolitical tensions. Sustainability and technological innovation emerged as critical drivers of economic growth and transformation, while the global economy faced the challenge of navigating uncertainty and adaptability in an increasingly interconnected world.

In 2023, disinflationary monetary policy is expected to bite, with global output growing by just 2.9 percent. (Source – Indian Monetary Fund Global Outlook)

As of April 2022, India was the world's second-largest producer of crude steel, with an output of 10.14 MT. In FY22, the production of crude steel and finished steel stood at 133.596 MT and 120.01 MT, respectively.

### INDIAN ECONOMIC OVERVIEW

This year began with the anticipation that runaway inflation, aggressive policy rate hikes, and high commodity prices might topple a few major economies into recession in 2023. We are halfway past 2023 and, while the world is still in the woods, the probability of a recession this year has trimmed. Labor markets in several advanced countries remain tight, while the largest economy, the United

States, is seeing a rebound in consumer confidence and spending. Risk spreads are declining on both sides of the Atlantic after the recent banking crisis in the United States.

India, meanwhile, enjoys a Goldilocks moment as it sees its economic activity gaining momentum amid continuing global uncertainties. The last quarter's GDP data was pleasantly surprising but not completely unexpected. The GDP growth in the fourth quarter has pushed up the full-year GDP growth of FY2022–23 to 7.2%, 200 basis points (bps) higher than the earlier estimate. The recently released Annual Economic Review for the month of May 2023 highlighted that the postpandemic quarterly trajectories of consumption and investment have crossed pre-pandemic levels.<sup>1</sup>

Evidently, economists and analysts are bullish about the Indian economy. Our growth forecasts for FY2023–24 remain similar to our April forecast, although higher-than-expected growth in FY2022–23 has raised our base for comparison. That said, we have raised our lower limit of the range given the buoyancy of the economy. We expect India to grow between 6% and 6.3% in FY2023–24 and have a stronger outlook thereafter. In fact, if global uncertainties recede, we expect growth to surpass 7% over the next two years.

The first-quarter data points to further building on the positive momentum in the economic data. We continue to remain optimistic about the economy this year and expect India to grow between 6.0% and 6.3% during FY2023–24 in our baseline scenario, followed by 6.6% and 7.2% over the next two years as the global economy turns buoyant (figure 6). However, if downside risks weigh on the economic fundamentals and outlook, we may see a substantial economic slowdown (*Source – Deloitte Insights*)

## Market Size

In FY23, the production of crude steel and finished steel stood at 125.32 MT and 121.29 MT respectively.

In FY22, the production of crude steel and finished steel stood at 133.596 MT and 120.01 MT, respectively. The consumption of finished steel stood at 105.751 MT in FY22. In FY23, the consumption of finished steel stood at 119.17 MT. In April-July 2022, the production of crude steel and finished steel stood at 40.95 MT and 38.55 MT respectively.

In FY23, exports and imports of finished steel stood at 6.7 MT and 6.02 MT, respectively. In FY22, India exported 11.14 MT of finished steel. In April 2023 exports of steel stood at 8.55 lakh metric tonnes (LMT), while imports stood at 4.60 LMT.

The annual production of steel is anticipated to exceed 300 million tonnes by 2030–31. By 2030–31, crude steel production is projected to reach 255 million tonnes at 85% capacity utilisation achieving 230 million tonnes of finished steel production, assuming a 10% yield loss or a 90% conversion ratio for the conversion of raw steel to finished steel. With net exports of 24 million tonnes, consumption is expected to reach 206 million tonnes by the years 2030–1931. As a result, it is anticipated that per-person steel consumption will grow to 160 kg.

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

## Government Initiatives

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

- Under the Union Budget 2023-24, the government allocated ₹ 70.15 crore (US\$ 8.6 million) to the Ministry of Steel.
- In addition, an investment of ₹ 75,000 crore (US\$ 9.15 billion) (including ₹ 15,000 crore (US\$ 1.83 billion) from private sources) has been allocated for 100 critical transport infrastructure projects for last and first mile connectivity for various sectors such as ports, coal, and steel.
- In January 2021, the Ministry of Steel, Government of India, signed a Memorandum of Cooperation (MoC) with the Ministry of Economy, Trade and Industry, Government of Japan, to boost the steel sector through joint activities under the framework of India–Japan Steel Dialogue.
- The Union Cabinet, Government of India approved the National Steel Policy (NSP) 2017, as it intends to create a globally competitive steel industry in India. NSP 2017 envisage 300 million tonnes (MT) steel-making capacity and 160 kgs per capita steel consumption by 2030–31.
- The Ministry of Steel is facilitating the setting up of an industry driven Steel Research and Technology Mission of India (SRTMI) in association with the public and private sector steel companies to spearhead research and development activities in the iron and steel industry at an initial corpus of ₹ 200 crore (US\$ 30 million).
- The Government of India raised import duty on most steel items twice, each time by 2.5% and imposed measures including anti-dumping and safeguard duties on iron and steel items.

## Road ahead

The National Steel Policy, 2017 envisage 300 million tonnes of production capacity by 2030–31. The per capita consumption of steel has increased from 57.6 kgs to 74.1 kgs during the last five years. The government has a fixed objective of increasing rural consumption of steel from the current 19.6 kg/per capita to 38 kg/per capita by 2030–31. As per Indian Steel Association (ISA), steel demand will grow by 7.2% in 2019–20 and 2020–21.

Huge scope for growth is offered by India's comparatively low per capita steel consumption and the expected rise in consumption due to increased infrastructure construction and the thriving automobile and railways sectors.

### **Opportunities**

There is a significant growth being witnessed in Construction sector as the government is spending on Infrastructure projects and the sector is considered to maintain the same level of momentum and demand with a gradual rise in Investment resulting in creating market for the Steel Industries in the Country.

Further the Capital goods market has also improved with rising manufacturing capacity utilization and infrastructure investment which has boosted demand for Construction and earthmoving equipment.

Also Consumer durable growth is driven by segments like Air-conditioner, Refrigerators and furniture supported by lowering of GST and hike in Import Duty and indirectly giving a good demand to steel industries

As per the National steel policy crafted during FY 2018-19, the crude steel production target for India is set at 300 MT by 2030. Share of sponge iron in steel making will be 80MT, which will create huge opportunity for sponge iron industry.

### **Threats**

Presently there are no visible threats in the short and medium term in the sponge iron industry. However availability of key raw materials and environmental concerns might pose significant challenge in the future.

### **Outlook**

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

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

### **RISK AND CONCERNS**

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

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

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

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

### **INTERNAL CONTROL SYSTEM AND ITS ADEQUACY**

The Company's internal control systems are adequate considering size and nature of operations of the Company, meets with the regulatory and statutory requirements, assuring recording of all transactions and also ensuring reporting the financial information in a timely and reliable manner. The Company has defined risk management framework and it is implemented as an integral part of business processes. The Company has installed Enterprise Resource Planning System for accounting purposes. To counter the adverse fluctuation in the sponge iron prices, the Company vigorously keeps watch on its price trends and accordingly plans the purchases to ensure efficient operations and better profitability. The Company applies effective mitigation techniques to manage potential risks. Risk management system includes recording, monitoring and controlling internal enterprise business risks and addressing them through informed and objective strategies. Further, the Board of Directors of the Company has adopted a Risk Management Policy and it has identified various risks and also has mitigation plans for each risk identified. Its comprehensive risk management system ensures that all risks are timely identified, assessed and mitigated in accordance with the Risk Management Policy. The Audit Committee of the Board of Directors of the Company periodically reviews the internal control system and also internal audit reports issued by the Internal Auditors of the Company.

The Company has formulated a robust whistleblower policy for receiving and redressing complaints of employees. No employee has been denied access to the Audit Committee or its Chairman during the year under review.

## HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company is working on enhancing its competencies to take care of current and future business. Its employee strength as on 31<sup>st</sup> March, 2021 was 420. Human Resource and Industrial Relations departments have developed systems and policies on recruitment, performance management, learning and development, and employee engagement. Further, the Company has adopted various safety measures to ensure safe working environment for the employees of the Company. During the Financial Year, the industrial relations between the employees and management were calm and composed.

Further, the Company has complied with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has formed Internal Complaints Committee and also formulated a policy. No complaint was reported during the Financial Year 2022-23.

## FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Production of sponge iron during the year was 112563 MT as compared to 107270 MT in the previous year. Production of Ferro Chrome was 8932 MT as compared to 10553 MT in the previous year.

Accordingly, sales for sponge iron during the year was 113365 MT as compared to 107744 MT in the previous year. Sales of Ferro Chrome during the year were 8916 MT as compared to 10856 MT in the previous year.

Company has a power generation plant of 40 MW. During the year 36600 MWH of power was sold by way of Captive Consumption as against 84950 MWH in the previous year.

During the year under review Total Revenue from operation has decreased from ₹ 534.53 Crores to ₹ 510.23 Crores as compared to previous year's turnover. Company has registered a net profit of ₹ 5.52 Crores in comparison to net profit of ₹ 16.24 Crores during previous year.

Particulars	Numerator	Denominator	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	Variation	Reasons
Current Ratio	Current Assets	Current Liabilities	1.50	0.58	157%	Due to Substantial decrease in the Current Liabilities
Debt Equity Ratio	Borrowings	Share Holder's Equity	3.01	3.28	-8%	Not Applicable
Debt Service Coverage Ratio	Earnings available for debt Service	Debt Service	-	0.17	-100%	Due to Substantial decrease in the debt during the year
Return on Equity (ROE):	Net Profit after Taxes	Average Shareholder's Equity	8.94%	36.07%	-75%	Due to Substantial decrease in the Net Profit
Inventory Turnover Ratio	Cost of Material Consumed + Changes in WIP/ FG	Average Inventory	6.94	9.29	-25%	Not Applicable
Trade receivable Turnover Ratio	Revenue from Operations	Average Trade Receivables	7.71	6.85	12%	Not Applicable
Trade Payable Turnover Ratio	Purchases	Average Trade Payables	10.26	7.43	38%	Due to is decrease in the purchase and decrease in average trade payables
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	11.16	(5.25)	-312%	Due to decrease in the revenue and Increase in Net working capital
Net Profit Ratio	Net Profit	Revenue from Operations	0.72%	2.28%	-69%	Due to substantial decrease in the Net Profit
Return on Capital Employed	Earning Before Interest and Tax	Capital Employed	8.01%	10.14%	-21%	Not Applicable

## CAUTIONARY NOTE

Readers are cautioned that this discussion and analysis contains forward-looking statements that involve risks and uncertainties. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. The details and information used in this report have been taken from publicly available sources. Any discrepancies in the details or information are incidental and unintentional. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of date. The above discussion and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto.

## INDEPENDENT AUDITOR'S REPORT

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

### REPORT ON THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS

#### Opinion

We have audited the accompanying standalone IND AS financial statements of **S.A.L. STEEL LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant 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, 2023 and its Profits, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SA's") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone IND AS financial statements.

#### Key Audit Matters

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

#### Key Audit Matters:

Description of Key audit Matter	Our response and results
<p><b>REVENUE</b> (Refer note 45) to the standalone Ind AS financial statements)</p> <p>Revenue of the company comprises of sale of Sponge Iron, Ferro alloys as well as sale of power. The company sells its products directly to the end use customers.</p> <p>Revenue recognition is a significant audit risk across the company. Specifically there is a risk that revenue is recognized on sale of goods before the control in the goods is transferred.</p>	<p>Our key audit procedures to assess the recognition of revenue on sale of goods included the following:</p> <ul style="list-style-type: none"> <li>• We assessed the appropriateness of the Company's revenue recognition policies, including those related to discounts and incentives;</li> <li>• We obtained an understanding of process and assessed the design, implementation and operating effectiveness of management's key internal controls in relation to revenue recognition from sale of goods. We also tested the Company's controls over timing of revenue recognition;</li> <li>• We also tested, on a sample basis, whether specific revenue transactions around the year end had been recognized in the appropriate period on the basis of the terms of sale of the contract, particularly with reference to the transfer of control in the goods in question with regard to the year end transactions.</li> </ul> <p>We inspected key customer contracts/ purchase orders to identify terms and conditions related to acceptance of goods and the right to return and assessing the Company's revenue recognition policies with reference to the requirements of the prevailing accounting standards;</p>

<p><b>Litigations and claims</b> (Refer note 31A) to the standalone Ind AS financial statements)</p> <p>The cases are pending with multiple tax authorities like Service tax, VAT, Excise. &amp; customs and there are claims against the company which have not been acknowledged as debt by the company.</p> <p>In normal course of business, financial exposures may arise from pending proceedings and from claims of the customers not acknowledged as debt by the company. Whether a claim needs to be recognized as liability or disclosed as contingent liability in the standalone Ind AS financial statements is dependent on a number of significant assumptions and judgments. The amounts involved are potentially significant and determining the amount, if any, to be recognized or disclosed in the standalone Ind AS financial statements, is inherently subjective.</p> <p>We have considered Litigations and claims; a Key Audit Matter as it requires significant management judgement, including accounting estimates that involves high estimation uncertainty.</p>	<p>Our audit procedures, inter alia, included following:</p> <ul style="list-style-type: none"> <li>- Discussed disputed litigation matters with the company's management.</li> <li>- Evaluated the management's judgment of tax risks, estimates of tax exposures, other claims and contingencies. Past and current experience with the tax authorities and management's correspondence/response including on the claims lodged by customers were used to assess the appropriateness of management's best estimate of the most likely outcome of each uncertain contingent liability.</li> <li>- Critically assessed the entity's assumptions and estimates in respect of claims, included in the contingent liabilities disclosed in the standalone Ind AS financial statements. Also, assessed the probability of negative result of litigation and the reliability of estimates of related obligations.</li> </ul> <p><b>Conclusion:</b> Based on the procedures described above, we did not find any material exceptions to the management's assertions and treatment, presentation &amp; disclosure of the subject matter in the standalone Ind AS financial statements.</p>
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**Emphasis of Matter**

1. **Financial statements describes about the Non disclosure of Reportable Segments as required under Indian Accounting Standard – 108 'Operating Segments' As IND AS 108 Operating Segments mandates the disclosure requirements there is no impact on the financial results due to non-disclosure. (Refer Note No 32 of notes forming part of Standalone Ind AS financial statement) Our opinion is not modified on the above matter.**

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

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

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

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

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

The statement has been prepared on the basis of Standalone Ind AS annual financial statement.

The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

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

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

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

## Report on Other Legal and Regulatory Requirements

1. As required by section 197(16) of the Act as amended, In our Opinion and to the best 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.
2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
3. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The standalone Balance Sheet, the standalone Statement of Profit and Loss including Other Comprehensive Income, standalone Statement of Changes in Equity and the standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone IND AS financial statements comply with the IND AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone Financial Statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us
  - (i) The Company has disclosed the impact of pending litigations on its financial position in the standalone Ind AS Financial Statements (Refer Note No. 31-A to the Standalone Ind AS Financial Statements).
  - (ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - (iv)
    - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - (v) The company has not declared and paid any Interim dividend nor has proposed any final dividend during the previous year ,and hence the question of Compliance and applicability of Section 123 of the Companies Act does not arise.
  - (vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For, **Parikh & Majmudar**  
Chartered Accountants  
FRN - 107525W

**[CA SATWIK DURKAL]**  
PARTNER

Membership No. 107628  
UDIN: 23107628BHAMTK2770

**Place:** Ahmedabad  
**Date:** 29-05-2023



## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

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

With reference to the Annexure A, referred to in the Independent Auditors Report to the members of the Company on the Standalone IND AS financial statements for the year ended on 31<sup>st</sup> March 2023 , we report following :

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us, the property, plant and equipment are physically verified in a phased manner by the management during the year , which, in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties other than the self constructed property are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) As explained to us, the inventories were physically verified by the management at reasonable intervals during the year. In our opinion the frequency of verification is reasonable and the coverage and procedure of such verification by the management is appropriate. As explained to us, there were no discrepancies of 10% or more in aggregate for each class on physical verification of inventory as compared to the book records.
- (b) The Company has not been sanctioned working capital in excess of the limit of ₹ 5 crores during any point of time of the year in aggregate from a bank & financial institutions on the basis of security of the current assets. Hence, reporting under clause 3(ii)(b) of the order is not applicable.
- iii. 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 investments in or provided any guarantee or security or granted any loans or advances in nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties. Accordingly, clause 3(iii) (a), (A) & (B), (b) (c), (d), (e) and (f) of the order are not applicable.
- iv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made any investment or given guarantee or security during the year under review. Accordingly clause 3(iv) of the order is not applicable.
- v. The Company has not accepted any deposits from the public during the year under review. Accordingly, clause 3(v) of the Order is not applicable.
- vi We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government of India for the maintenance of Cost records specified under section 148 of Companies Act 2013 and are of the opinion that prima facie, the prescribed accounts & records have been made and maintained. We have however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. (a) The company does not have liability in respect of Service Tax; Duty of excise, Sales tax and value added tax during the year since effective 1<sup>st</sup> July 2017, these statutory dues has been subsumed in to Goods & Service Tax.  
  
According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, ESIC, income-tax, duty of customs, cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities except Goods & Service Tax which have not been regularly deposited with appropriate authorities.  
  
According to the information and explanation given to us no undisputed amounts payable in respect of provident fund, ESIC, income-tax, Goods & Service Tax, duty of customs, cess and other statutory dues were outstanding as at 31<sup>st</sup> March, 2023

for a period of more than six months from the date of becoming payable **except dues for (1) deferred sales tax liability amounting to ₹ 135.78 lakhs (2) dues of value added tax (VAT) to the tune of ₹ 1607.21 lakhs.**

- (b) According to the information and explanations given to us, there are no material dues of Goods & Service Tax & Income Tax which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of Customs, Sales tax, VAT, Service Tax and Duty of Excise have not been deposited by the company on account of Dispute:

Sr. No.	Name of the statute	Nature of Dues	Financial year to which it relates	From where the dispute is pending	Amount under dispute not yet deposited (Net of Payments) (in ₹ lakhs.)
1	Custom Act, 1962	Custom Duty	2011-12	Appellate Tribunal Ahmedabad	50.00
2	Custom Act, 1962	Custom Duty	2012-13	Appellate Tribunal Ahmedabad	449.85
3	Central Excise Act, 1994	Central Excise Duty	2008-09 to 2010-2011	Supreme Court of India	590.14
4	Central Excise Act, 1994	Central Excise Duty	2005-06 to Sept - 2014	Central Excise Commissioner	626.28
5	Central Service Tax Act, 1994	Service Tax	2016-17 & 2017-18	Deputy commissioner Audit Rajkot	150.26
6	Gujarat Value Added Tax Act 2003	Value Added Tax	2015-16	Jt. Value Added Tax Commissioner (Appeal) Rajkot	478.81
7	Gujarat Value Added Tax Act 2003	Value Added Tax	2016-17	Jt. Value Added Tax Commissioner (Appeal) Rajkot	818.95
8	Gujarat Value Added Tax Act 2003	Value Added Tax	2017-18	Jt. Value Added Tax Commissioner (Appeal) Rajkot	238.74
9	Gujarat Value Added Tax Act 2003	Value Added Tax	2012-13	Jt. Value Added Tax Commissioner (Appeal) Rajkot	29.47
10	Gujarat Value Added Tax Act 2003	Value Added Tax	2007-08 & 2008-09	Jt. Value Added Tax Commissioner (Appeal) Rajkot	41.24

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, 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 information & explanations given to us, the company has not defaulted in repayment of loans or borrowings or in the payment of interest to financial institutions during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and 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 explanations given to us, the company does not have subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us, The company does not have subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x) (a) of the Order is not applicable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. (a) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT - 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented by the management, there are no whistle blower complaints received by the company during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not required.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the 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 the entity.
- (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 explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, 3(xvi) (a) and 3(xvi) (b) of the Order are not applicable.
- (b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve bank of India. Accordingly, 3(xvi)(c) of the Order is not applicable.
- (c) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- 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. Accordingly, 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us, On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx In our opinion and according to the information and explanations give to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act,2013 pursuant to any project. Accordingly, clause 3(xx)(a) and (b) of the Order are not applicable.

For, **Parikh & Majmudar**  
Chartered Accountants  
FRN - 107525W

**[CA SATWIK DURKAL]**  
PARTNER

Membership No. 107628  
UDIN: 23107628BHAMTK2770

**Place:** Ahmedabad

**Date:** 29-05-2023

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## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT**

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

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)**

We have audited the internal financial controls over financial reporting of **S.A.L. STEEL LIMITED** (the “Company”) as of March 31, 2023 in conjunction with our audit of the standalone IND AS financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

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

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to standalone 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 ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

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

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

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting 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 ICAI.

For, **Parikh & Majmudar**  
Chartered Accountants  
FRN - 107525W

**[CA SATWIK DURKAL]**  
PARTNER  
Membership No. 107628  
UDIN: 23107628BHAMTK2770

**Place:** Ahmedabad  
**Date:** 29-05-2023

## STANDALONE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2023

(Amount ₹ in Lakhs)

S. No.	Particulars	Note No.	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>ASSETS</b>				
<b>1)</b>	<b>Non-current assets</b>			
	a) Property, Plant and Equipment	2	13628.40	14582.06
	b) Capital work-in-progress		319.38	100.94
	c) Other Intangible assets		5.77	5.77
	d) Financial Assets			
	(i) Trade receivables	3	47.44	331.23
	(ii) Loans		-	-
	(iii) Other Financial Assets	3A	255.68	271.09
	e) Deferred tax assets (net)		-	-
	f) Other non-current assets	4	22.09	336.46
<b>2)</b>	<b>Current assets</b>			
	a) Inventories	5	5867.36	4867.10
	b) Financial Assets			
	(i) Trade receivables	6	6992.49	5490.71
	(ii) Cash and cash equivalents	7	21.88	98.67
	(iii) Bank balances other than (iii) above	8	68.42	65.35
	(iv) Loans	9	1.97	2.12
	c) Other current assets	10	444.58	2924.61
	<b>TOTAL ASSETS</b>		<b>27,675.46</b>	<b>29,076.11</b>
<b>EQUITY &amp; LIABILITIES :</b>				
<b>EQUITY:</b>				
	a) Equity Share capital	11	8496.67	8496.67
	b) Other Equity	12	-4343.57	-4712.95
<b>LIABILITIES :</b>				
<b>1)</b>	<b>Non-Current Liabilities</b>			
	a) Financial Liabilities			
	(i) Borrowings	13	12500.00	-
	(ii) Trade payables	14		
	Total outstanding dues of micro enterprises and small enterprises			
	Total outstanding dues of creditors other than micro enterprises and small enterprises		127.49	216.67
	(iii) Other Financial Liabilities	15	-	44.05
	b) Provisions	16	87.24	86.04
	c) Deferred tax liabilities (Net)	17	1854.19	1880.46
	d) Other non-current liabilities			
<b>2)</b>	<b>Current liabilities</b>			
	(i) Borrowings	18	-	12415.42
	(ii) Trade payables	19		
	Total outstanding dues of micro enterprises and small enterprises			
	Total outstanding dues of creditors other than micro enterprises and small enterprises		2896.60	4714.41
	(iii) Other financial liabilities	20	135.78	135.78
	(iv) Other current liabilities	21	5085.76	4687.25
	(v) Provisions	22	686.92	749.43
	(vi) Current Tax liability ( Net )	22A	148.39	362.88
	<b>Total Equity and Liabilities</b>		<b>27,675.46</b>	<b>29,076.11</b>

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

As per our report of even date attached.

For **Parikh & Majmudar**  
Chartered Accountants  
(Firm Regn.No.107525W)  
**UDIN : 23107628BHAMTK2770**

**CA Satwik Durkal**  
Partner  
Membership No. : 107628

**Place :** Ahmedabad  
**Date :** 29<sup>th</sup> May, 2023

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

**[B L Singhal]**  
Whole Time Director cum C F O  
DIN : 01484213

**[Sujal Shah]**  
Whole Time Director  
DIN : 01431407

**[Rajendra V Shah]**  
Chairman  
DIN : 00020904

**[Manish Daulani]**  
Company Secretary  
M. No.: A53487

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

(Amount ₹ in Lakhs)

S. No.	Particulars	Note No.	Year ended 31 <sup>st</sup> March, 2023	Year ended 31 <sup>st</sup> March, 2022
I	Revenue from Operations	23	49572.94	50527.17
II	Other Income	24	1439.64	2925.54
III	<b>Total Income (I +II)</b>		<b>51012.58</b>	<b>53452.71</b>
IV	<b>Expenses:</b>			
	Cost of Materials Consumed	25	37591.00	37878.35
	Purchases of Stock-in-Trade	26	-	-
	Changes in Inventories of Finished goods, Stock-in-Trade and Work-in-progress	27	-344.88	-328.55
	Employee Benefits Expense	28	1872.58	1710.90
	Finance Costs	29	781.77	18.78
	Depreciation and Amortization Expense		953.67	916.39
	Other Expenses	30	9606.24	11633.12
	<b>Total Expenses (IV)</b>		<b>50460.38</b>	<b>51828.99</b>
V	<b>Profit before Exceptional Item ( III- IV )</b>		<b>552.20</b>	<b>1623.72</b>
	Exceptional Items		-	-
VI	<b>Profit before tax ( III- IV )</b>		<b>552.20</b>	<b>1623.72</b>
VI	Tax expense :			
	Current Tax		181.25	401.61
	Short /( Excess ) Provision of earlier years		47.57	38.92
	Deferred Tax		-31.24	28.91
	<b>Total Tax Expenses (VII)</b>		<b>197.58</b>	<b>469.44</b>
VII	<b>Profit for the period ( V -VI)</b>		<b>354.62</b>	<b>1154.28</b>
VIII	<b>Other Comprehensive Income</b>			
	A (i) Items that will not be reclassified to profit or loss		-19.72	-16.89
	(ii) Income tax relating to items that will not be reclassified to profit or loss		4.96	4.25
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	<b>Total Other Comprehensive Income (VIII)</b>		<b>-14.76</b>	<b>-12.64</b>
IX	<b>Total Comprehensive Income for the period (VII + VIII) (Comprising Profit and Other Comprehensive Income for the period)</b>		<b>369.38</b>	<b>1166.92</b>
X	<b>Earnings per equity share (Face Value of ₹ 10/- each)</b>		<b>0.42</b>	<b>1.36</b>
	Basic & Diluted	31		

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

As per our report of even date attached.

For **Parikh & Majmudar**  
Chartered Accountants  
(Firm Regn.No.107525W)  
**UDIN** : 23107628BHAMTK2770

**CA Satwik Durkal**  
Partner  
Membership No. : 107628

**Place** : Ahmedabad  
**Date** : 29<sup>th</sup> May,2023

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

**[B L Singhal]**  
Whole Time Director cum C F O  
DIN : 01484213

**[Sujal Shah]**  
Whole Time Director  
DIN : 01431407

**[Rajendra V Shah]**  
Chairman  
DIN : 00020904

**[Manish Daulani]**  
Company Secretary  
M. No.: A53487

## STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

(Amount ₹ in Lakhs)

S. No.	Particulars	2022-23		2021-22	
		Amount		Amount	
<b>(A)</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>				
	<b>NET PROFIT/(LOSS) BEFORE TAX</b>		552.20		1623.72
	Add/(Less):				
	Depreciation and amortization expense	953.67		916.39	
	Loss / (Profit ) on sale of Assets	-		-0.45	
	Financial Cost	781.77		18.78	
	Interest Income	-6.35	1,729.08	-15.35	919.37
			<b>2,281.29</b>		<b>2,543.09</b>
	<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>				
	Adjustments for:				
	Trade and Other Receivables (Including Loans and other non current assets)	1591.97		1224.52	
	Inventories	-1000.25		-1650.20	
	Trade Payables and other liabilities(Including Provisions and other financial liabilities)	-1808.62	-1216.90	558.49	132.81
	<b>CASH GENERATED FROM OPERATIONS</b>		1,064.39		2,675.90
	Less: Income Tax Paid		-228.82		-440.53
	<b>CASH FLOW BEFORE EXTRA ORDINARY ITEMS</b>		835.57		2,235.37
	<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>		<b>835.57</b>		<b>2,235.37</b>
<b>(B)</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>				
	Sale Proceeds of Assets	-		4.02	
	Interest Income	6.35		15.35	
	Purchase of Fixed Assets / CWIP	-218.44		-11.38	
	<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>		<b>-212.09</b>		<b>8.00</b>
<b>(C)</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>				
	Proceeds from Borrowings	84.58		-2193.05	
	Financial Expenses.	-781.77		-18.78	
	<b>NET CASH FLOW FROM FINANCING ACTIVITIES (C)</b>		<b>-697.19</b>		<b>-2211.83</b>
	<b>NET INCREASE / DECREASE IN CASH &amp; CASH EQUIVALENTS(A+B+C)</b>		<b>-73.71</b>		<b>31.54</b>
	Cash & Cash Equivalent in the Beginning of the year		164.01		132.47
	Cash & Cash Equivalent in the Closing of the year		90.30		164.01

**Note:**

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (IND AS-7) Statement of Cashflows.

This is the Cashflow Statement referred to in our report of even date.

Cash and Bank Balances:	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Balances with banks (in Current Accounts)	19.16	93.28
Balances with banks (in Guarantee Money)	68.42	65.35
Cash on Hand	2.72	5.39
<b>Total</b>	<b>90.30</b>	<b>164.01</b>

As per our report of even date attached.

For **Parikh & Majmudar**  
Chartered Accountants  
(Firm Regn.No.107525W)  
**UDIN** : 23107628BHAMTK2770

**CA Satwik Durkal**  
Partner  
Membership No. : 107628

**Place** : Ahmedabad  
**Date** : 29<sup>th</sup> May,2023

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

**[B L Singhal]**  
Whole Time Director cum C F O  
DIN : 01484213

**[Sujal Shah]**  
Whole Time Director  
DIN : 01431407

**[Rajendra V Shah]**  
Chairman  
DIN : 00020904

**[Manish Daulani]**  
Company Secretary  
M. No.: A53487



## STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### A. EQUITY SHARE CAPITAL

(Amount ₹ in Lakhs)

Particulars	
<b>Balance as at 1<sup>st</sup> April 2022</b>	<b>8,496.67</b>
Changes during the year	-
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>8,496.67</b>

### Other Equity as at 1<sup>st</sup> April 2021

(Amount ₹ in Lakhs)

Particulars	General Reserve	Securities Premium Reserve	Capital Reserve	Retained Earnings	Equity Instruments through OCI	Total
Balance at the beginning of the reporting period	5.11	2,878.20	800.00	(9,585.60)	(22.42)	(5,879.87)
Other Comprehensive Income arising from Remeasurement of defined benefit obligation net of Income Tax	-	-	-	-	(12.64)	(12.64)
Profit for the year	-	-	-	1,154.28	-	1,154.28
Balance at the end of the reporting period	5.11	2,878.20	800.00	(8,431.32)	(9.77)	(4,712.95)

### Other Equity as at 1<sup>st</sup> April 2022

(Amount ₹ in Lakhs)

Particulars	General Reserve	Securities Premium Reserve	Capital Reserve	Retained Earnings	Equity Instruments through OCI	Total
Balance at the beginning of the reporting period	5.11	2,878.20	800.00	(8,431.32)	(9.77)	(4,712.95)
Other Comprehensive Income arising from Remeasurement of defined benefit obligation net of Income Tax	-	-	-	-	(14.76)	(14.76)
Profit for the year	-	-	-	354.62	-	354.62
Balance at the end of the reporting period	5.11	2,878.20	800.00	(8,076.70)	4.99	(4,343.57)

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

As per our report of even date attached.

For **Parikh & Majmudar**  
Chartered Accountants  
(Firm Regn.No.107525W)  
**UDIN** : 23107628BHAMTK2770

**CA Satwik Durkal**  
Partner  
Membership No. : 107628

**Place** : Ahmedabad  
**Date** : 29<sup>th</sup> May, 2023

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

**[B L Singhal]**  
Whole Time Director cum C F O  
DIN : 01484213

**[Sujal Shah]**  
Whole Time Director  
DIN : 01431407

**[Rajendra V Shah]**  
Chairman  
DIN : 00020904

**[Manish Daulani]**  
Company Secretary  
M. No.: A53487

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023****DISCLOSURE OF SIGNIFICANT ACCOUNTING POLICIES****1.1 CORPORATE INFORMATION**

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

**1.2 BASIS OF PREPARATION OF FINANCIAL STATEMENT**

These Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The Financial Statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS 1 – 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

Accounting policies have been consistently applied consistently to all the periods presented in the financial statements.

The financial statements are presented in Indian Rupees in lakhs ('INR ₹ in lakhs). Where changes are made in presentation, the comparative figures of the previous year are regrouped and re-arranged accordingly.

**1.3 USE OF ESTIMATES**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**RECENT ACCOUNTING PRONOUNCEMENT:**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

**Ind AS 1-Presentation of Financial Statements:**

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.

**Ind AS 8-Accounting Policies, Changes in Accounting Estimates and Errors:**

This amendment has introduced a definition of accounting estimates' and included amendments to IndAS8 to help entities distinguish changes in accounting policies from changes in accounting estimates.

**Ind AS 12-IncomeTaxes:**

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

The effective date for adoption of these amendments is annual periods beginning on or after April1, 2023. The Company has evaluated the above amendments and there is no material impact on its standalone financial statement.

The Company has applied following accounting policies to all periods presented in the Ind AS Financial Statement.

**1.4 PROPERTY, PLANT AND EQUIPMENT**

- i) Property, Plant and Equipment are stated at original cost (net of tax/duty credit availed) less accumulated depreciation and impairment losses. Cost includes cost of acquisition, construction and installation, taxes, duties, freight, other incidental expenses related to the acquisition, and pre-operative expenses including attributable borrowing costs incurred during pre-operational period.
- ii) Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.
- iii) Assets which are not ready for their intended use on reporting date are carried as capital work-in-progress at cost, comprising direct cost and related incidental expenses.
- iv) Property, Plant and Equipment are depreciated and/or amortized on as per the Straight line method on the basis of their useful lives as notified in Schedule II to the Companies Act, 2013 . The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.
- v) Depreciation in respect of additions to assets has been charged on pro rata basis with reference to the period when the assets are ready for use.
- vi) An asset's carrying amount is written down immediately on discontinuation to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Profit/ Loss on Sale and Discard of Fixed Assets.
- vii) Useful lives of the Property, Plant and Equipment as notified in Schedule II to the Companies Act, 2013 are as follows :
  - Buildings - 30 to 60 years
  - Plant and Equipments - 15 to 25 years
  - Furniture and Fixtures - 10 years
  - Vehicles - 8 to 10 years
  - Office Equipments - 5 years
  - Computers – 3 years
- viii) At each balance sheet date, the Company reviews the carrying amount of property, plant and equipment to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.
- ix) Cost is reduced by accumulated depreciation and impairment and amount representing assets discarded or held for disposal.

**1.5 INTANGIBLE ASSETS**

- i) Intangible assets acquired by payment e.g. Computer Software are disclosed at cost less amortization on a straight-line basis over its estimated useful life.
- ii) Intangible assets are carried at cost, net of accumulated amortization and impairment loss, if any.
- iii) Intangible assets are amortized on straight-line method as follows :
  - Computer Software - 5 years
- iv) At each balance sheet date, the Company reviews the carrying amount of intangible assets to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

**1.6 REVENUE RECOGNITION**

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

- ii) Sale of Goods: Revenue from sales of goods is recognized on transfer of significant risks and rewards of ownership to the customers. Revenue shown in the Statement of Profit and Loss excludes, returns, trade discounts, cash discounts, Goods and Service tax.
- iii) Services: Revenue from Services are recognized as and when the services are rendered.
- iv) Interest: Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.
- v) Export Benefits are accounted on accrual basis.

### 1.7 EMPLOYEE BENEFITS

- i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- ii) Post Employment and Retirement benefits in the form of Gratuity are considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favorable than the provisions of The Payment of Gratuity Act, 1972.
- iii) The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of reporting period on government bonds that have terms approximating to the terms of the related obligation.
- iv) Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organization established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid.

### 1.8 VALUATION OF INVENTORIES

- i) The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. The costs of Raw Materials, Stores and spare parts etc., consumed consist of purchase price including duties and taxes (other than those subsequently recoverable by the enterprise from the taxing authorities), freight inwards and other expenditure directly attributable to the procurement.
- ii) Stock of Raw Materials are valued at cost and of those in transit and at port related to these items are valued at cost to date. Goods and materials in transit are valued at actual cost incurred up to the date of balance sheet. Material and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.
- iii) Stock of Stores and spare parts, Packing Material, Power & Fuel and Folders are valued at cost; and of those in transits and at port related to these items are valued at cost.
- iv) Goods-in-process is valued at lower of cost or net realizable value.
- v) Stock of Finished goods is valued at lower of cost or net realizable value.
- vi) Stock-in-trade is valued at lower of cost or net realizable value.

### 1.9 CASH FLOW STATEMENT

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated.

Cash and cash equivalents in the balance sheet comprise cash at bank, cash/Cheques in hand and short term investments with an original maturity of three months or less.

### 1.10 FINANCIAL ASSETS

- i) The Company classifies its financial assets as those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and those to be measured at amortized cost.
- ii) Trade receivables represent receivables for goods sold by the Company up to the end of the financial year. The amounts are generally unsecured and are usually received as per the terms of payment agreed with the customers. The amounts are presented as current assets where receivable is due within 12 months from the reporting date.

- iii) Trade receivables are impaired using the lifetime expected credit loss model under simplified approach. The Company uses a matrix to determine the impairment loss allowance based on its historically observed default rates over expected life of trade receivables and is adjusted for forward looking estimates. At every reporting date, the impairment loss allowance is determined and updated and the same is deducted from Trade Receivables with corresponding charge/credit to Profit and Loss.
- iv) A financial asset is derecognized only when the Company has transferred the rights to receive cash flows from the financial asset, or when it has transferred substantially all the risks and rewards of the asset, or when it has transferred the control of the asset.

### 1.11 FINANCIAL LIABILITIES

- i) Borrowings are removed from balance sheet when the obligation specified in the contract is discharged, cancelled or expired.
- ii) Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.
- iii) Trade Payables represent liabilities for goods and services provided to the Company up to the end of the financial year. The amounts are unsecured and are usually paid as per the terms of payment agreed with the vendors. The amounts are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially and subsequently measured at amortized cost.
- iv) 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 recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

### 1.12 FAIR VALUE MEASUREMENT

- i) Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.
- ii) The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.
- iii) A fair value measurement of a non- financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
- iv) The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.
- v) The assets and liabilities which has been measured at fair value is Derivatives

### 1.13 FOREIGN CURRENCY TRANSACTIONS

- i) Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income or expenses in the period in which they arise.
- ii) Non-monetary items which are carried at historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value is determined.

### 1.14 BORROWING COSTS

- i) Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.
- ii) General and specific borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use.
- iii) All other borrowing costs are expensed in the period in which they are incurred.

**1.15 ACCOUNTING FOR TAXES ON INCOME**

- i) Tax expenses comprise of current tax and deferred tax including applicable surcharge and cess.
- ii) Current Income tax is computed using the tax effect accounting method, where taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.
- iii) Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences; the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profits against which the deductible temporary differences, and the carry forward unused tax credits and unused tax losses can be utilized.
- iv) The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it is become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.
- v) Deferred tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income. As such, deferred tax is also recognized in other comprehensive income.
- vi) Deferred Tax Assets and Deferred Tax Liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the Deferred Tax Assets and Deferred Tax Liabilities relate to taxes on income levied by same governing taxation laws.

**1.16 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

- i) Provisions are made when (a) the Company has a present legal or constructive obligation as a result of past events; (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate is made of the amount of the obligation.
- ii) Contingent liabilities are not provided for but are disclosed by way of Notes on Accounts. Contingent liabilities is disclosed in case of a present obligation from past events (a) when it is not probable that an outflow of resources will be required to settle the obligation; (b) when no reliable estimate is possible; (c) unless the probability of outflow of resources is remote.
- iii) Contingent assets are not accounted but disclosed by way of Notes on Accounts where the inflow of economic benefits is probable.

**1.17 CURRENT AND NON-CURRENT CLASSIFICATION**

- i) The Normal Operating Cycle for the Company has been assumed to be of twelve months for classification of its various assets and liabilities into "Current" and "Non-Current".
- ii) The Company presents assets and liabilities in the balance sheet based on current and non-current classification.
- iii) An asset is current when it is (a) expected to be realized or intended to be sold or consumed in normal operating cycle; (b) held primarily for the purpose of trading; (c) expected to be realized within twelve months after the reporting period; (d) Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.
- iv) An liability is current when (a) it is expected to be settled in normal operating cycle; (b) it is held primarily for the purpose of trading; (c) it is due to be discharged within twelve months after the reporting period; (d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

**1.18 RELATED PARTY TRANSACTIONS**

- i) A related party is a person or entity that is related to the reporting entity preparing its financial statements
  - (a) A person or a close member of that person's family is related to reporting entity if that person;
    - (i) Has control or joint control of the reporting entity;

- (ii) Has significant influence over the reporting entity; or
  - (iii) Is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
- (b) An entity is related to a reporting entity if any of the following conditions applies;
- (i) the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (iii) Both entities are joint ventures of the same third party;
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity;
  - (vi) The entity is controlled or jointly controlled by a person identified in (a);
  - (vii) A person identified in (a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity);
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.
- ii) A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Compensation includes all employee benefits i.e. all forms of consideration paid, payable or provided by the entity, or on behalf of the entity, in exchange for services rendered to the entity. It also includes such consideration paid on behalf of a parent of the entity in respect of the entity.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

- iii) Disclosure of related party transactions as required by the accounting standard is furnished in the Notes on Financial Statements.

### 1.19 EARNINGS PER SHARE

- i) Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- ii) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### 1.20 LEASE

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

## 1.21 CRITICAL ACCOUNTING JUDGMENTS, ASSUMPTIONS AND KEY SOURCES OF ESTIMATION

### Uncertainty

The preparation of the Standalone Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. 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.

### a) Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the standalone financial statements:

#### (i) Determination of Functional Currency

Currency of the primary economic environment in which the Company operates ("the functional currency") is Indian Rupee (₹) in which the company primarily generates and expends cash. Accordingly, the Management has assessed its functional currency to be Indian Rupee (₹).

#### (ii) Evaluation of Indicators for Impairment of Property, Plant and Equipment

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline asset's value, significant changes in the technological, market, economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the asset etc.) which could result in significant change in recoverable amount of the Property, Plant and Equipment.

### b) Assumptions and Estimation Uncertainties

Information about estimates and assumptions that have the significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may differ from these estimates.

#### (i) Useful lives of Property, Plant and Equipment/Intangible Assets

Property, Plant and Equipment/ Intangible Assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Company's historical experience with similar assets and taking into account anticipated technological changes or commercial obsolescence. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The depreciation/amortisation for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortised/depreciable amount is charged over the remaining useful life of the assets.

#### (ii) Contingent Liabilities

In the normal course of business, Contingent Liabilities may arise from litigation and other claims against the company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the Notes but are not recognised. Potential liabilities that are remote are neither recognised nor disclosed as contingent liability. The management decides whether the matters need to be classified as 'remote', 'possible' or 'probable' based on expert advice, past judgements, experiences etc.

#### (iii) Evaluation of Indicators for Impairment of Property, Plant and Equipment

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline in asset's value, economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the idle assets etc.) which could result in significant change in recoverable amount of the Property, Plant and Equipment and such assessment is based on estimates, future plans as envisaged by the Group.

#### (iv) Provisions

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.



**NOTE 2: PROPERTY, PLANT & EQUIPMENTS****TANGIBLE ASSETS**

(Amount ₹ in Lakhs)

Particulars	Freehold Land	Buildings	Plant and Machineries	Furniture and Fixtures	Vehicles	Office Equipment	Computer	Total
<b>Cost of Assets</b>								
<b>As at 1<sup>st</sup> April 2021</b>	<b>730.56</b>	<b>4630.61</b>	<b>29961.19</b>	<b>61.96</b>	<b>930.11</b>	<b>45.45</b>	<b>103.19</b>	<b>36463.07</b>
Addition	-	-	-	-	11.38	-	-	11.38
Disposal/Adjustments	-	-	-	-	45.23	-	-	45.23
<b>As at 31<sup>st</sup> March 2022</b>	<b>730.56</b>	<b>4630.61</b>	<b>29961.19</b>	<b>61.96</b>	<b>896.26</b>	<b>45.45</b>	<b>103.19</b>	<b>36429.22</b>
Addition	-	-	-	-	-	-	-	-
Disposal/Adjustments	-	-	-	-	-	-	-	-
<b>As at 31<sup>st</sup> March 2023</b>	<b>730.56</b>	<b>4630.61</b>	<b>29961.19</b>	<b>61.96</b>	<b>896.26</b>	<b>45.45</b>	<b>103.19</b>	<b>36429.22</b>
<b>Depreciation</b>								
<b>As at 1<sup>st</sup> April 2021</b>	-	<b>2,153.24</b>	<b>17,762.83</b>	<b>58.86</b>	<b>856.32</b>	<b>43.18</b>	<b>98.00</b>	<b>20972.44</b>
Charge for the year	-	143.45	768.61	-	4.01	0.31	-	916.38
Disposal/Adjustments	-	-	-	-	41.66	-	-	41.66
<b>As at 31<sup>st</sup> March 2022</b>	-	<b>2296.69</b>	<b>18531.44</b>	<b>58.86</b>	<b>818.67</b>	<b>43.49</b>	<b>98.00</b>	<b>21847.16</b>
Charge for the year	-	143.45	805.67	-	4.55	-	-	953.67
Disposal/Adjustments	-	-	-	-	-	-	-	-
<b>As at 31<sup>st</sup> March 2023</b>	<b>0.00</b>	<b>2440.15</b>	<b>19337.11</b>	<b>58.86</b>	<b>823.22</b>	<b>43.49</b>	<b>98.00</b>	<b>22800.83</b>
<b>Net Block</b>								
<b>As at 31<sup>st</sup> March 2022</b>	<b>730.56</b>	<b>2333.92</b>	<b>11429.74</b>	<b>3.10</b>	<b>77.59</b>	<b>1.97</b>	<b>5.19</b>	<b>14582.06</b>
<b>As at 31<sup>st</sup> March 2023</b>	<b>730.56</b>	<b>2190.46</b>	<b>10624.07</b>	<b>3.10</b>	<b>73.04</b>	<b>1.97</b>	<b>5.19</b>	<b>13628.40</b>

**INTANGIBLE ASSETS**

(Amount ₹ in Lakhs)

Particulars	Software	Total
<b>Cost of Assets</b>		
<b>As at 1<sup>st</sup> April 2021</b>	<b>115.30</b>	<b>115.30</b>
Addition	-	-
Disposal/Adjustments	-	-
Other adjustment	-	-
<b>As at 31<sup>st</sup> March 2022</b>	<b>115.30</b>	<b>115.30</b>
Addition	-	-
Disposal/Adjustments	-	-
Other adjustment	-	-
<b>As at 31<sup>st</sup> March 2023</b>	<b>115.30</b>	<b>115.30</b>
<b>Depreciation</b>		
<b>As at 1<sup>st</sup> April 2021</b>	<b>109.53</b>	<b>109.53</b>
Charge for the year	-	-
Disposal/Adjustments	-	-
<b>As at 31<sup>st</sup> March 2022</b>	<b>109.53</b>	<b>109.53</b>
Charge for the year	-	-
Disposal/Adjustments	-	-
<b>As at 31<sup>st</sup> March 2023</b>	<b>109.53</b>	<b>109.53</b>
<b>Net Block</b>		
<b>As at 31<sup>st</sup> March 2022</b>	<b>5.77</b>	<b>5.77</b>
<b>As at 31<sup>st</sup> March 2023</b>	<b>5.77</b>	<b>5.77</b>

**CAPITAL WORK IN PROGRESS (CWIP)**

(Amount ₹ in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31<sup>st</sup> March 2023</b>					
Project in Progress	218.44			100.94	319.38
projects temporarily suspended	-	-	-	-	-
<b>As at 31<sup>st</sup> March 2022</b>					
Project in Progress	-	-	-	100.94	100.94
projects temporarily suspended	-	-	-	-	-

**NOTE NO : 3 TRADE RECEIVABLES**

(Amount ₹ in Lakhs)

PARTICULARS	31.03.2023	31.03.2022
<b>Non-current Trade Receivable</b>		
Unsecured, considered good	47.44	331.23
	<b>47.44</b>	<b>331.23</b>

(Amount ₹ in Lakhs)

Particulars F Y 2022-23	Not Due	Outstanding for Following Periods from Due Date of Payment				Total
		6 Months To 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables - Considered Good	-	-	-	-	47.44	47.44
(ii) Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables Which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables credit impaired	-	-	-	-	-	-
<b>Sub Total</b>	-	-	-	-	<b>47.44</b>	<b>47.44</b>
<b>GRAND TOTAL</b>	-	-	-	-	<b>47.44</b>	<b>47.44</b>

(Amount ₹ in Lakhs)

Particulars F Y 2021-22	Not Due	Outstanding for Following Periods from Due Date of Payment				Total
		6 Months To 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables - Considered Good	-	-	-	-	331.23	331.23
(ii) Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables Which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables credit impaired	-	-	-	-	-	-
<b>Sub Total</b>	-	-	-	-	<b>331.23</b>	<b>331.23</b>
<b>GRAND TOTAL</b>	-	-	-	-	<b>331.23</b>	<b>331.23</b>

**NOTE NO : 3A OTHER FINANCIAL ASSETS**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
<b>Security Deposit</b>		
Unsecured,considered good	255.68	271.09
	<b>255.68</b>	<b>271.09</b>

**NOTE NO : 4 OTHER NON-CURRENT ASSETS :**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
<b>(a) Other Loan and advances</b>		
Unsecured,considered good	22.09	331.37
<b>(b) Advance Income Tax , TDS &amp; TCS</b>	-	5.09
Unsecured,considered good		
	<b>22.09</b>	<b>336.46</b>

**NOTE NO : 5 INVENTORIES :(AS TAKEN, VALUED & CERTIFIED BY MANAGEMENT)**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
(a) Raw Materials	2227.00	1960.58
(b) Work in progress	152.97	186.55
(c) Finished goods	1480.53	1122.37
(d) Stores and spares	1974.41	1585.45
(e) By Product	32.45	12.15
	<b>5867.36</b>	<b>4867.10</b>

**NOTE NO : 6 TRADE RECEIVABLES**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Unsecured,considered good	6992.49	5490.71
	<b>6992.49</b>	<b>5490.71</b>

Trade Receivables includes ₹ 6964.94 lakhs in CY and ₹ 5437.79 Lakhs in PY from Associated concerns (i.e. Shah Alloys Ltd) in which director of a Company is interested.

(Amount ₹ in Lakhs)

Particulars F Y 2022-23	Not Due	Outstanding for Following Periods from Due Date of Payment					Total
		Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisuted Trade Receivables - Considered Good	26.15	6,966.28	0.06	-	-	-	6,992.49
(ii) Undisuted Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisuted Trade Receivables -credit imparied	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables credit imparied	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>26.15</b>	<b>6,966.28</b>	<b>0.06</b>	-	-	-	<b>6,992.49</b>
Less : Allowance for doubtful trade receivable -Billed	-	-	-	-	-	-	-
<b>GRAND TOTAL</b>	<b>26.15</b>	<b>6,966.28</b>	<b>0.06</b>	-	-	-	<b>6,992.49</b>

(Amount ₹ in Lakhs)

Particulars F Y 2021-22	Not Due	Outstanding for Following Periods from Due Date of Payment					Total
		Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables - Considered Good	35.93	5,453.42	1.36	-	-	-	5,490.71
(ii) Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables -credit imparied	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables credit imparied	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>35.93</b>	<b>5,453.42</b>	<b>1.36</b>	-	-	-	<b>5,490.71</b>
Less : Allowance for doubtful trade receivable -Billed	-	-	-	-	-	-	-
<b>GRAND TOTAL</b>	<b>35.93</b>	<b>5,453.42</b>	<b>1.36</b>	-	-	-	<b>5,490.71</b>

**NOTE NO : 7 CASH AND CASH EQUIVALENTS**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
(a) Balances with Scheduled Banks		
In current Account	19.16	93.28
(b) Cash on hand	2.72	5.39
	<b>21.88</b>	<b>98.67</b>

**NOTE NO : 8 BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Balances with banks (in Guarantee Money)	68.42	65.35
	<b>68.42</b>	<b>65.35</b>

**NOTE NO : 9 LOANS**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Unsecured,considered good		
Loans and Advances to Employees	1.97	2.12
	<b>1.97</b>	<b>2.12</b>

**NOTE NO : 10 OTHER CURRENT ASSETS :**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Unsecured,considered good		
Balance with government authorities	5.68	849.00
Advance to Suppliers	438.90	2075.61
	<b>444.58</b>	<b>2924.61</b>

**NOTE NO : 11 SHARE CAPITAL**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
<b>Authorised :</b>		
14,00,00,000 Equity Shares of ₹ 10/- each (Previous year : 14,00,00,000 Equity Shares of ₹ 10/- each)	14000.00	14000.00
	<b>14000.00</b>	<b>14000.00</b>
<b>Issued &amp; Subscribed and Paid up :</b>		
8,49,66,700 Equity Shares of ₹ 10/- each fully paid up (Previous year : 8,49,66,700 Equity Shares of ₹ 10/- each fully paid up)	8496.67	8496.67
	<b>8496.67</b>	<b>8496.67</b>

The Authorised, issued, subscribed and fully paid up share capital comprises of equity shares having a par value of ₹ 10/- each as follows:

**a) Reconciliation of number of shares :**

Equity Shares	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022	
	Number of shares	Amount ₹ in lakhs	Number of shares	Amount ₹ in lakhs
Shares outstanding at the beginning of the year	8,49,66,700	8,496.67	8,49,66,700	8,496.67
Changes during the Year	-	-	-	-
Shares Outstanding at the end of the year	8,49,66,700	8,496.67	8,49,66,700	8,496.67

**b) Terms/rights, preferences and restrictions attached to securities:****Equity shares:**

The company has one class of equity share having a par value of ₹ 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of directors is subject to the approval of shareholders in the ensuing Annual general meeting, except in case of interim dividend. In the case of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

**c) Details of Shareholders holding more than 5% in the Company:**

Particulars	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022	
	No. of shares	% of Holding	% of Holding	
Equity shares				
Shah Alloys Limited	3,02,56,989	35.61	3,02,56,989	35.61
SAL Care Pvt Limited	1,27,02,900	14.95	1,27,02,900	14.95
<b>Total</b>		<b>50.56</b>		<b>50.56</b>

**d) Details of shares held by promoters**

Particulars	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022		% change during the year	
	No. of shares	% of Holding	No. of shares	% of Holding	No. of shares	% of Holding
Equity shares						
Shah Alloys Limited	3,02,56,989	35.61	3,02,56,989	35.61	0	0
SAL Care Pvt Limited	1,27,02,900	14.95	1,27,02,900	14.95	0	0
<b>Total</b>		<b>50.56</b>		<b>50.56</b>		

(Note : There is no change in the % holding of the Promoters as compared to Previous year)

**NOTE NO : 12 OTHER EQUITY**

(Amount ₹ in Lakhs)

Particulars	Amount	31.03.2023	Amount	31.03.2022
<b>Securities Premium Account</b>				
Opening Balance	2878.20		2878.20	
Add : Addition during the year	-		-	
	2878.20	2878.20	2878.20	2878.20
<b>Capital Reserve</b>				
Opening Balance	800.00		800.00	
Add : Addition during the year	-		-	
	800.00	800.00	800.00	800.00
<b>Capital Redemption Reserve (For Redemption of Preference Share Capital)</b>				
<b>General Reserve</b>				
Opening Balance	5.11		5.11	
Add : Addition during the year	-	5.11	-	5.11
	5.11		5.11	
<b>Retained Earnings</b>				
Balance Brought Forward From Previous Year	-8431.32		-9585.60	
Add: Profit for the year	354.62		1154.28	
	-8076.70	-8076.70	-8431.32	-8431.32
<b>Other Comprehensive Income/(Expenses)</b>				
Re-measurement of the defined benefit plans				
Opening Balance	-35.06		-22.42	
Add: Addition during the year	-14.76		-12.64	
Closing Balance		-49.82		-35.06
		<b>-4343.57</b>		<b>-4712.95</b>

**Purpose of Reserve**

**Security Premium :** Securities premium is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

**Capital Redemption Reserve :** As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilised in accordance with the provisions of section 69 of the Companies Act, 2013

**Retained Earnings :** Retained Earnings are the profits and gains that the Company has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders.

**Capital Reserve :** The Company recognises profit and loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve.

**NOTE NO : 13 BORROWINGS**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Inter Corporate Deposit	12500.00	-
	<b>12500.00</b>	-

**Secured Borrowings:**

(a) Nature of security and terms of repayment for secured borrowings:

The above deposit is secured by way of first charge and mortgage of immovable property situated at Surevy no 316 (old block / survey no 245/ paikie ) together factory building thereon situated at Bharpur , Taluka Gandhidham District -Kutch .Further Secured by way of movable assets excluding current assets but including movable plant and machinery , machinery spares, tools and accessories , furniture and fixtures, vehicles and all other movable assets excluding current assets located on land situated at survey no 316 (old block / survey 245/paikie ) both present and future.

b) Further secured by way of personal guarantees of Shri Rajendrabhai V. Shah

**Repayment Schedule**

(Amount ₹ in Lakhs)

Particulars	Payable in FY 2024-25	Payable in FY 2025-26
AIA Engineering Limited	-	12500.00
<b>TOTAL</b>	-	<b>12500.00</b>

**NOTE NO : 14 TRADE PAYABLE**

(Amount ₹ in Lakhs)

PARTICULARS	31.03.2023	31.03.2022
Total Outstanding dues of micro enterprises and small enterprises	-	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises	127.49	216.67
	<b>127.49</b>	<b>216.67</b>

(Amount ₹ in Lakhs)

Particulars F Y 2022-23	Not Due	Outstanding for Following Periods from Due Date of Payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-	-
(ii) OTHERS	-	-	-	33.08	94.41	127.49
(iii) Disputed Dues -MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
<b>GRAND TOTAL</b>	-	-	-	<b>33.08</b>	<b>94.41</b>	<b>127.49</b>

(Amount ₹ in Lakhs)

Particulars F Y 2021-22	Not Due	Outstanding for Following Periods from Due Date of Payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-	-
(ii) OTHERS	-	-	36.21	27.86	152.60	216.67
(iii) Disputed Dues -MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
<b>GRAND TOTAL</b>	-	-	<b>36.21</b>	<b>27.86</b>	<b>152.60</b>	<b>216.67</b>

**NOTE NO : 15 OTHER FINANCIAL LIABILITES**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Trade Deposit from Customers	-	44.05
	-	<b>44.05</b>

**NOTE NO : 16 LONG TERM PROVISIONS**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Provision for Gratuity	87.24	86.04
	<b>87.24</b>	<b>86.04</b>

**NOTE NO : 17 DEFERRED TAX LIABILITIES (NET)**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Deferred Tax Liabilities		
Timing Difference of Depreciation	1925.36	1943.39
Deferred Tax Assets		
Disallowance of Employee Benefits	71.17	62.93
<b>Net Deferred Tax Liabilities</b>	<b>1854.19</b>	<b>1880.46</b>

**NOTE NO : 18 BORROWINGS**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Inter Corporate Deposit	-	18.34
Current maturities of long-term debt	-	12397.08
	-	<b>12415.42</b>

Borrowings includes ₹ Nil in CY and ₹ 4.44 lakhs in PY from Associated concerns (i.e. SAL Care Pvt. Ltd.) in which director of a Company is interested.

**NOTE NO : 19 TRADE PAYABLE**

(Amount ₹ in Lakhs)

PARTICULARS	31.03.2023	31.03.2022
Total Outstanding dues of micro enterprises and small enterprises	-	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises	2896.60	4714.41
	<b>2896.60</b>	<b>4714.41</b>

(Amount ₹ in Lakhs)

Particulars F Y 2022-23	Not Due	Outstanding for Following Periods from Due Date of Payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-	-
(ii) OTHERS	1,549.58	1,347.02	-	-	-	2,896.60
(iii) Disputed Dues -MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
<b>GRAND TOTAL</b>	-	-	-	-	-	<b>2,896.60</b>

(Amount ₹ in Lakhs)

Particulars F Y 2021-22	Not Due	Outstanding for Following Periods from Due Date of Payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-	-
(ii) OTHERS	2,122.17	2,592.24	-	-	-	4,714.41
(iii) Disputed Dues -MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
<b>GRAND TOTAL</b>	<b>2,122.17</b>	<b>2,592.24</b>	-	-	-	<b>4,714.41</b>

**NOTE NO. :19A TRADE PAYABLES - TOTAL OUTSTANDING DUES OF MICRO & SMALL ENTERPRISES\***

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
a) The Principal amount and Interest due there on remaining unpaid as at year end: Principal	-	-
b) Interest paid by the company in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) Interest accrued and remain unpaid as at year end	-	-
e) Further Interest remaining due and payable even in the succeeding year until such date when the interest dues as above are actually paid to the small enterprises	-	-

\*Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.



**NOTE NO : 20 OTHER FINANCIAL LIABILITIES**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Deferred sales tax Liability	135.78	135.78
	<b>135.78</b>	<b>135.78</b>

**NOTE NO : 21 OTHER CURRENT LIABILITES**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Advance from customers	2305.52	297.67
Duties and taxes	2227.82	2708.46
Credit balance in current account with schedule bank (Book overdraft)	552.42	1681.12
	<b>5085.76</b>	<b>4687.25</b>

**NOTE NO : 22 PROVISIONS**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Provision for Employee benefits.	164.97	136.73
Provision for Gratuity	30.58	27.26
Provision for expenses	491.38	585.44
	<b>686.92</b>	<b>749.43</b>

**NOTE NO : 22A CURRENT TAX LIABILITY**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Provision for Taxation (Net of TDS and TCS)	148.39	362.88
	<b>148.39</b>	<b>362.88</b>

**NOTE NO : 23 REVENUE FROM OPERATIONS**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
<b>A. Sale of Products</b>		
Direct Export Turnover	801.31	-
Domestic Turnover	48764.42	50527.17
Gross Turnover	<b>49565.73</b>	<b>50527.17</b>
<b>B. Other Revenue from operations</b>	7.21	-
<b>Total Revenue from operations</b>	<b>49572.94</b>	<b>50527.17</b>

**OTHER OPERATING REVENUE AS UNDER**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Duty Drawback & Export Incentives	7.21	-
<b>Total</b>	<b>7.21</b>	<b>0.00</b>

**NOTE NO : 24 OTHER INCOME**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Other Interest ( TDS ₹ 0.60 Lakhs ) ( PY ₹ 1.46 Lakhs)	6.35	15.35
Rent Income ( TDS ₹ 0.03 Lakhs (PY ₹ Nil )	1.20	1.20
SGST Refund Income	1137.47	1662.69
Electricity Refund	-	1243.90
Profit on Sale of Assets	-	0.45
Foreign exchange fluctuation Gain (Net)	19.72	1.95
Sundry balances written back(Net)	274.90	-
	<b>1439.64</b>	<b>2925.54</b>

**NOTE NO : 25 COST OF MATERIALS CONSUMED:**

(Amount ₹ in Lakhs)

Particulars	Amount	31.03.2023	Amount	31.03.2022
<b>Raw Material Consumed:</b>				
Opening Stock of Raw Material	1888.25		1020.24	
Add : Purchases	37843.77		38746.36	
	<b>39732.02</b>		<b>39766.60</b>	
Less : Closing Stock of Raw Material	2141.02		1888.25	
		<b>37591.00</b>		<b>37878.35</b>

**NOTE NO : 26 PURCHASE OF STOCK-IN-TRADE**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	-	-
<b>Total</b>	-	-

**NOTE NO : 27 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**

(Amount ₹ in Lakhs)

Particulars	Amount	31.03.2023	Amount	31.03.2022
<b>Opening Stock</b>				
Finished Goods	1134.52		923.84	
Stock-in-Progress	186.55		68.68	
	<b>1321.07</b>		<b>992.52</b>	
<b>Less : Closing Stock</b>				
Finished Goods	1512.98		1134.52	
Stock-in-Progress	152.97		186.55	
	<b>1665.95</b>		<b>1321.07</b>	
<b>Increase/(Decrease) in Stock of Finished Goods &amp; Stock-in-Progress</b>		<b>-344.88</b>		<b>-328.55</b>

**NOTE NO : 28 EMPLOYEE BENEFITS EXPENSES**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Salary & Bonus	1741.65	1548.03
Contribution to Provident Fund etc.	65.38	64.40
Staff welfare expenses	65.55	98.47
	<b>1872.58</b>	<b>1710.90</b>

**NOTE NO : 29 FINANCE COSTS**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Interest on Income Tax	15.96	-
Interest on ICD	640.41	-
Interest to Others	125.40	18.78
	<b>781.77</b>	<b>18.78</b>

**NOTE NO : 30 OTHER EXPENSES**

(Amount ₹ in Lakhs)

Particulars	Amount	31.03.2023	Amount	31.03.2022
<b>Stores &amp; Spares Consumed :</b>				
Opening Stock	1585.45		1144.94	
Add : Purchases	2959.08		3723.89	
	<b>4544.53</b>		<b>4868.83</b>	
Less: Closing Stock	1974.41	2570.12	1585.45	3283.38
Power & fuel (Including cost of power generation)		5483.78		6794.78
<b>Repairs &amp; Maintenance :</b>				
Machinery	33.65		41.20	
Building	-		6.33	
Others	4.47	38.12	4.75	52.28
Labour charges		899.44		873.33
Freight outward		125.54		80.56
Audit Fees*		8.00		8.00
Sales Commision		7.79		38.39
General/ Miscellaneous Expenses		282.84		286.92
Insurance Expenses		20.90		21.18
Legal & Professional Charges		108.54		87.60
CSR expenses		33.43		49.30
Rent,Rate and Taxes		27.73		57.40
		<b>9606.24</b>		<b>11633.12</b>

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
As auditors - Statutory audit	8.00	8.00
For other Services	-	-
	<b>8.00</b>	<b>8.00</b>

**NOTE NO : 31 EARNINGS PER SHARE**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
Basic/Diluted Earnings per Share		
Number of Equity Shares at the beginning of the year	849.67	849.67
Number of Equity Shares allotted during the year	-	-
Number of Equity Shares at the end of the year	849.67	849.67
Weighted average number of equity shares		
Profit for the year (after tax,available for equity shareholders) In ₹	354.62	1154.28
<b>Basic and Diluted Earnings Per Share ₹</b>	<b>0.42</b>	<b>1.36</b>

**NOTE NO : 31-A CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)**

(Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
<b>(A) Contingent liabilities:</b>		
Disputed Excise Demand (Matter Under appeal)	1216.42	1216.42
Disputed Custom duty demand (Matter Under appeal)	499.85	499.85
Disputed service tax demand (Matter Under appeal)	150.26	150.26
Disputed Value added Tax demand (Matter Under appeal)	-	-
Disputed VAT demand (Matter Under appeal)	1607.21	1565.97
Claims not acknowledge as debt against the company (including interest and penalty)	-	-
Others	626.21	3403.15

It is not practical for the company to estimate the timing of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgments/decisions pending with various forums/authorities.

The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities applicable, in its financial statements. The company does not expect the outcome of these proceedings to have materially adverse impact on its financial results.

**(B) Commitment:**

Estimated amount of contracts, remaining to be executed on capital account and not provided for ₹ Nil net of advance (Previous Year: ₹ Nil).

Commercial Tax Department has challenged by way of Tax Appeal before Supreme Court, the order of Gujarat High Court wherein Judgment of Joint Commissioner of Commercial Tax (Legal) was quashed and decided that non cooking coal used in the manufacturing process for Sponge Iron as raw material and eligible for ITC under Section 11 (3)(b). The result of the appeal will decide whether company has to claim amount of ITC or refund ITC already taken. However, amount of contingent liability cannot be ascertained.

**32. SEGMENT REPORTING**

**The Company is manufacturing Ferro Alloys & Sponge Iron, which is basically used in Iron & Steel Industry. Further power generated in the company in its power plant is used for captive as well as trading purpose. In view of this, the company has to consider "Iron & Steel" and "Power" as Primary Reportable business segment, as per Indian Accounting Standard – 108 'Operating Segments' Reporting. However, due to substantial competition, risk, on-going position of Company and largely in the interest of the Company as well as interest of the stake holders involved, management has not made disclosure of Primary Reportable segment as per Indian Accounting Standard – 108 'Operating Segments'. All the assets are located in the company's country domicile.**

(Amount ₹ in Lakhs)

Particulars	Year Ended on 31 <sup>st</sup> March 2023	Year Ended on 31 <sup>st</sup> March 2022
<b>Revenue from</b>		
- Outside India	808.52	--
- In India	48764.42	50527.17

Two customers have contributed 10% or more to the company's revenue for 2022-23 Amounting to ₹ 31510.59 Lakh (Including GST) and in 2021-22 single customer have contributed 10% or more to the company revenue amounting to ₹ 30865.47 Lakh. (Including GST)

**33. FINANCIAL AND DERIVATIVE INSTRUMENTS**

**Capital Management**

The company's objective when managing capital is to:

- Safeguard its ability to continue as a going concern so that the Company is able to provide maximum return to stakeholders and benefits for other stakeholders.
- Maintain an optimal capital structure to reduce the cost of capital.

The company's Board of director's reviews the capital structure on regular basis. As part of this review the board considers the cost of capital risk associated with each class of capital requirements and maintenance of adequate liquidity.

**Disclosures**

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset; financial liability and equity instrument are disclosed in accounting policies as stated above:

**(i) Categories of Financial Instruments**

(Amount ₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Financial Assets</b>		
<b>Measured at Amortized Cost</b>		
(i) Trade and Other Receivables	7039.93	5821.94
(ii) Cash and Cash Equivalents	21.88	98.67
(iii) Loans	1.97	2.12
(iv) Bank balances other than (ii) above	68.42	65.35
<b>Financial Liabilities</b>		
<b>Measured at Amortized Cost</b>		
(i) Borrowings	12500.00	12415.42
(ii) Trade Payables	3024.09	4931.08
(iii) Other Financial Liabilities	135.78	179.83

**(ii) Fair Value Measurement**

This note provides information about how the Company determines fair values of various financial assets.

**Fair Value of financial assets and liabilities that are not measured at fair value (but fair value disclosures are required)**

Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

**(iii) Financial Risk Management Objectives**

While ensuring liquidity is sufficient to meet Company's operational requirements, the Company's financial management committee also monitors and manages key financial risks relating to the operations of the Company by analyzing exposures by degree and magnitude of risks. These risks include market risk (including currency risk and price risk), credit risk and liquidity risk.

**Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate, currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include FVTPL investments, trade payables, trade receivables, etc.

**Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company has a treasury department which monitors the foreign exchange fluctuations on the continuous basis and advises the management of any material adverse effect on the Company.

**Interest Rate Risk**

The Company's interest rate risk arises from the Long Term Borrowings with fixed rates. The Company's fixed rates borrowings are carried at amortized cost.

**Liquidity Risk**

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents including bank deposits and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due.

Management monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The contractual maturity is based on the earliest date on which the Company may be required to pay.

The following are the contractual maturities of non-derivative financial liabilities, based on contractual cash flows:

(Amount ₹ in Lakhs)

Particulars	Due in 1 Year	1 Year - 3 Years	More than 3 Years	Total
<b>As at 31<sup>st</sup> March, 2023</b>				
Borrowings	--	12500.00	--	12500.00
Trade Payables	2896.60	127.49	--	3024.09
Other Financial Liabilities	135.78	--	--	135.78
<b>As at 31<sup>st</sup> March, 2022</b>				
Borrowings	12415.42	--	--	12415.42
Trade Payables	4714.41	216.67	--	4931.08
Other Financial Liabilities	135.78	44.05	--	179.83

#### Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

#### Trade Receivables

An impairment analysis is performed at each reporting date on an individual basis for all the customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables disclosed in Note 3 as the Company does not hold collateral as security. The Company has evaluated the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries.

The Company has made assessment of Allowance for Credit Loss in respect of Trade Receivables. The Company has analysed its trade receivables for gaining analysis and grouped them accordingly and then applied ear wise percentage to calculate the amount of Allowance for Credit Loss in respect of the same.

The Company has a detailed review mechanism of overdue customer receivables at various levels within organization to ensure proper attention and focus for realization.

(Amount ₹ in Lakhs)

Particulars	Up to 1 Year	1 Year - 3 Years	More Than 3 Years	Total
<b>As at 31<sup>st</sup> March, 2023</b>				
Loans to Employees	1.97	--	--	1.97
Trade Receivables	6992.49	47.44	--	7039.93
<b>As at 31<sup>st</sup> March, 2022</b>				
Loans to Employees	2.12	--	--	2.12
Trade Receivables	5490.71	331.23	--	5821.94

#### (a) For hedging currency

(Amount ₹ in Lakhs)

Particulars	As at March 31 <sup>st</sup> , 2023	As at March 31 <sup>st</sup> , 2022
Outstanding Forward Contract	NIL	NIL

**34. DISCLOSURES REGARDING EMPLOYEE BENEFITS**

As per Indian Accounting Standard 19 "Employee Benefits" the disclosures are given below:

**Defined Contribution Plan**

Contribution to defined contribution plan, recognized as expense for the year is as under:

(Amount ₹ in Lakhs)

Particulars	2022-23	2021-22
Employers contribution to provident fund	65.38	64.40

- (i) Defined Contribution Plan: Employee benefits in the form of Provident Fund are considered as defined contribution plan and the contributions to Employees Provident Fund Organization established under The Employees Provident Fund and Miscellaneous Provisions Act 1952 and Employees State Insurance Act, 1948, respectively, are charged to the profit and loss account of the year when the contributions to the respective funds are due.
- (ii) Defined Benefit Plan: Retirement benefits in the form of Gratuity are considered as defined benefit obligation and are provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet.

Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favorable than the provisions of The Payment of Gratuity Act, 1972.

As the Company has not funded its liability, it has nothing to disclose regarding plan assets and its reconciliation.

- (iii) Major risk to the plan

I have outlined the following risks associated with the plan:

**A. Actuarial Risk:**

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

**Adverse Salary Growth Experience:** Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

**Variability in mortality rates:** If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

**Variability in withdrawal rates:** If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

**B. Investment Risk:**

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

**C. Liquidity Risk:**

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cash flows.

**D. Market Risk:**

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

**E. Legislative Risk:**

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

(iv) **Defined Benefit Cost**

(Amount ₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Current Service Cost	19.15	19.14
Net Interest Cost	6.38	6.36
<b>Defined Benefit Cost included in Profit and Loss</b>	<b>25.53</b>	<b>25.50</b>
<b>Defined Benefit Cost included in Other Comprehensive Income</b>	<b>-19.72</b>	<b>-16.89</b>
<b>Total Defined Benefit Cost in Profit and Loss and OCI</b>	<b>5.81</b>	<b>8.61</b>

**Movement in Defined benefit liability:**

(Amount ₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Opening Defined Benefit Obligation	113.30	114.69
Interest Expense on Defined Benefit Obligation (DBO)	6.38	6.36
Current Service Cost	19.15	19.14
Total Re-measurements included in OCI	-19.72	-16.89
Less: Benefits paid	1.29	10.00
Less: Contributions to plan assets	-	-
<b>Closing benefit obligation</b>	<b>117.82</b>	<b>113.30</b>

(v) **Sensitivity Analysis of Defined Benefit Obligation:**

(Amount ₹ in Lakhs)

	2022-23	2021-22
<b>(A) Discount rate Sensitivity</b>		
Increase by 0.5%	115.22	110.62
(% change)	-2.20%	-2.37%
Decrease by 0.5%	120.55	116.12
(% change)	2.32%	2.49%
<b>(B) Salary growth rate Sensitivity</b>		
Increase by 0.5%	120.59	116.15
(% change)	2.35%	2.51%
Decrease by 0.5%	115.15	110.57
(% change)	-2.26%	-2.41%
<b>(C) Withdrawal rate (W.R.) Sensitivity</b>		
W.R. x 110%	117.86	112.88
(% change)	0.03%	-0.37%
W.R. x 90%	117.70	113.69
(% change)	-0.10%	0.34%

(vi) **Principle Actuarial assumptions:**

(Amount ₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Discount Rate	7.30%	6.40%
Salary Growth Rate	5.00%	5.00%
Withdrawal rate	30% at younger ages reducing to 5% at older ages	30% at younger ages reducing to 5% at older ages

(vii) The above details are certified by the actuary.



35. Certain Balance of Debtors, Creditors, is non- moving / sticky since last 3 years. However in view of the management, the same is recoverable / payable. Hence no provision for the same is made in the books of accounts.
36. In the opinion of the Board of Directors, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business and the provisions for depreciation and all known and ascertained liabilities are adequate and not in excess of the amounts reasonably necessary.
37. The company has sought balance confirmations from trade receivables and trade payables, wherever such balance confirmations are received by the Company, the same are reconciled and appropriate adjustments if required, are made in the books of account

### 38. RELATED PARTY DISCLOSURES

List of Related Parties and Relationships:

#### i. Concern where significant interest exists :

Name of the Concern	Nature of Relationship
Shah Alloys Limited	Promoter Group Company
SAL Care Private Limited	Promoter Group Company
SAL Corporation Pvt Ltd	Promoter Group Company
Adarsh Foundation	Enterprises over which Key Managerial personnel is able to exercise significant influence

#### ii. Key Management Personnel:

Name of the Key Management Personnel	Nature of Relationship
Shri Rajendra V Shah	Chairman
Shri Sujal A Shah	Executive Director
Shri B M Singhal	Whole Time Director Cum CFO
Shri J.P. Goyal (till 13.05.2023)	Whole Time Director
Shri Manish Daulani	Company Secretary

(Related Parties have been identified by the Management)

#### (a) Disclosure of Related Party Transactions

(Amount ₹ in Lakhs)

Sr No.	Related Party	Nature of Transaction	2022-23	2021-22
1.	Shah Alloys Limited	Purchases	275.03	137.39
		Sales (Incl Power)	23101.27	30865.47
		Balance as at the year end	6964.94	5437.79
2.	SAL Care Pvt Ltd	Loan taken	75.00	500.00
		Loan repaid	75.00	500.00
		Interest	0.08	4.93
		Balance as at the year end	0.07	4.44
3.	Adarsh Foundation	CSR Payment	30.50	7.30
	<b>Key Management Personnel</b>			
4.	Mr. Sujal Shah	Salary	4.32	4.32
5.	Mr. B.M Singhal	Salary	6.70	4.92
6.	Mr. Manish Daulani	Salary	8.54	6.04
7.	Mr. J.P. Goyal	Salary	25.68	25.43

The remuneration of directors and other members of Key management personal during the year are as follows:

(Amount ₹ in Lakhs)

Particulars	2022-23	2021-22
Short term Benefits	45.24	40.71

39. In accordance with the Indian Accounting Standard (Ind AS-36) on "Impairment of Assets" the Company during the year carried out an exercise of identifying the assets that may have been impaired in respect of cash generating unit in accordance with the said Indian Accounting Standard. Based on the exercise, no impairment loss is required as at 31<sup>st</sup> March, 2023.
40. Previous year figures have been re-grouped / rearranged, wherever necessary to make them comparable with those of current year.
41. The financial statements were authorized for issue by the directors on 29<sup>th</sup> May, 2023.

#### 42. CORPORATE SOCIAL RESPONSIBILITY CONTRIBUTION-

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are Promoting education, including special education and employment enhancing vocation skill and other activities as mentioned in Schedule VII of the Companies Act, 2013. A CSR committee has been formed by the company as per the Act. The funds were primarily utilized throughout the year on these activities which are specified in Schedule VII of the Companies Act, 2013:

(Amount ₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
1) Amount required to be spent by the company during the year	30.48	6.83
2) Amount of expenditure incurred		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	33.43	7.30
3) Shortfall at the end of the year	-	-
4) Total of previous years shortfall	-	-
5) Reason for shortfall (**)	-	-
6) Nature of CSR activities	Contribution towards promotion and imparting of education, including special education, learning and employment.	
7) Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard(*)	30.50	7.30
8) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA

(\*) Represents contribution to Adarsh Foundation

43. During the year under review the company has received SGST Refund of ₹ 1137.47 lakhs and the same has been credited to other income in the Statement of Profit and loss account.

#### 44. TAX RECONCILIATION

Income taxes recognised in Statement of Profit and Loss

(Amount ₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
<b>Current tax</b>		
In respect of the current year	181.25	401.61
(Excess)/Short provision for tax of earlier years	47.57	38.92
	<b>228.82</b>	<b>440.53</b>
<b>Deferred tax(credit) /Charged</b>	<b>-31.24</b>	<b>28.91</b>
<b>Total income tax expense recognised in respect of continuing operations</b>	<b>197.58</b>	<b>469.44</b>

**Tax reconciliation**

The income tax expense for the year can be reconciled to the accounting profit as follows:

(Amount ₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Profit before taxes	552.20	1,623.72
Enacted tax rate in India	<b>25.168%</b>	<b>25.168%</b>
Expected income tax benefit/(expense) at statutory tax rate	-	-
Current Tax expenses on Profit before tax expenses at the enacted income tax rate in India	138.98	408.66
(Excess)/Short provision for tax of earlier years	47.57	38.92
Non deductible expenses for Tax Purpose	264.88	263.46
Deductible Expenses for Tax purposes	(222.61)	(270.50)
	<b>228.82</b>	<b>440.53</b>
<b>Effect of:</b>		
Timing Difference of Depreciation (Deferred tax liability)	18.04	(29.16)
43B Differences ( Deferred tax assets)	13.20	0.25
	<b>31.24</b>	<b>(28.91)</b>
<b>Income taxes recognised in the Statement of Profit and Loss</b>	<b>(197.58)</b>	<b>(469.44)</b>

The tax rate used for the 2022-23 and 2021-22 is corporate tax rate of 22% plus surcharge @ 10% and cess @ 4% payable by corporate entities in India on taxable profits under the Indian tax laws.

**Income tax recognised in other comprehensive income**

(Amount ₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
<b>Deferred tax</b>		
Arising on income and expenses recognised in other comprehensive income:		
Remeasurement of defined benefit obligation	4.96	4.25
<b>Total income tax recognised in other comprehensive income</b>	<b>4.96</b>	<b>4.25</b>
Bifurcation of the income tax recognised in other comprehensive income into:-		
Items that will not be reclassified to Statement of Profit and Loss	4.96	4.25
<b>Income tax recognised in other comprehensive income</b>	<b>4.96</b>	<b>4.25</b>

Note: Deferred tax liability has been calculated using effective tax rate of 25.168%

**Income tax recognised in other comprehensive income**

(Amount ₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
<b>(a) Deferred tax liabilities</b>		
Difference between book and tax depreciation	1,925.36	1,943.39
	<b>1,925.36</b>	<b>1,943.39</b>
<b>(b) Deferred tax assets</b>		
Disallowances of employee benefits u/s. 43B of the Income Tax	71.17	62.93
	<b>71.17</b>	<b>62.93</b>
<b>Deferred Tax Liabilities (Net)</b>	<b>1,854.19</b>	<b>1,880.46</b>

**45 IND AS 115- ILLUSTRATIVE DISCLOSURES**

The Company has recognised the following amounts relating to revenue in the statement of profit or loss:

(Amount ₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Revenue from contracts with customers	49,572.94	50,527.17
<b>Total revenue</b>	<b>49,572.94</b>	<b>50,527.17</b>

**Revenue is recognized upon transfer of control of products to customers****(a) Disaggregation of revenue from contract with customers**

Revenue from sale of products represents revenue generated from external customers which is attributable to the company's country of domicile i.e. India and external customers outside India as under:

(Amount ₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Revenue from		
- Outside India	808.52	-
- In India	48764.42	50,527.17

Two customers have contributed 10% or more to the company's revenue for 2022-23 Amounting to ₹ 31510.59 Lakh (Including GST ) and in 2021-22 single customer has contributed to 10% or more in company revenue amounting to ₹ 30865.47 Lakh. (Including GST)

**(b) Contract assets and liabilities**

The Company has recognised the following revenue-related contract assets and liabilities

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Contract Assets	7,039.93	5,821.95
<b>Total contract assets</b>	<b>7,039.93</b>	<b>5,821.95</b>
Contract liability	2,305.52	297.67
<b>Total contract liabilities</b>	<b>2,305.52</b>	<b>297.67</b>

**(c) Performance obligations**

The performance obligation is satisfied upon delivery of the finished goods and payment is generally due within 1 to 3 months from delivery. The performance obligation to deliver the finished goods is started after receiving of sales order. The customer can pay the transaction price upon delivery of the finished goods within the credit period, as mentioned in the contract with respective customer.

**46. UNDISCLOSED TRANSACTIONS**

As stated & confirmed by the Board of Directors, The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

**47. BENAMI TRANSACTIONS**

As stated & confirmed by the Board of Directors, The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

**48. LOAN OR INVESTMENT TO ULTIMATE BENEFICIARIES**

As stated & Confirmed by the Board of Directors, The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entity(ies) identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

**49. LOAN OR INVESTMENT FROM ULTIMATE BENEFICIARIES**

As stated & Confirmed by the Board of Directors, The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- 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

**50. WILLFUL DEFAULTER**

As stated & Confirmed by the Board of Directors, The Company has not been declared willful defaulter by the bank during the year under review.

**51. TRANSACTIONS WITH STRUCK OFF COMPANIES**

As stated & Confirmed by the Board of Directors, The company has not under taken any transactions nor has outstanding balance with the company Struck Off either under section 248 of the Act or under Section 560 of Companies act 1956.

**52. SATISFACTION OF CHARGE**

As informed by the Management there are no charges which are yet to be registered or yet to be satisfied with Registrar of Companies beyond statutory period. However, while carrying out search on MCA portal, following charges are yet to be satisfied beyond the statutory period, details of which are as under:

Sr. No.	SRN	Charge ID	Charge Holder Name	Date of Creation	Date of Modification	Date of Satisfaction	Amount (₹ In Lakhs)	Address
1	B31125222	10333322	HDFC Bank Limited	20/01/2012	-	-	33.00	HDFC Bank House , Mumbai
2	B22595144	10310289	SREI Equipment Finance Private Limited	15/09/2011	-	-	45.00	'Vishvakarma' 86c, Topsiaroad , Kolkata
3	A61391769	10154901	Union Bank of India	31/03/2009	-	-	12.35	Industrial Finance Branch, C U Shah Chamber, Ashram Road, Ahmedabad

**53. CRYPTO CURRENCY**

As stated & Confirmed by the Board of Directors. The Company has not traded or invested in Crypto Currency or Virtual Currency.

**54. COMPLIANCE WITH NUMBER OF LAYERS OF COMPANIES**

As informed and confirmed by the Board of Directors, the Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

**54A. RATIO ANALYSIS**

Particulars	Numerator	Denominator	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	Variation	Reasons
Current Ratio	Current Assets	Current Liabilities	1.50	0.58	157%	Due to Substantial decrease in the Current Liabilities
Debt Equity Ratio	Borrowings	Share Holder's Equity	3.01	3.28	-8%	Not Applicable
Debt Service Coverage Ratio	Earnings available for debt Service	Debt Service	-	0.17	-100%	Due to Substantial decrease in the debt during the year
Return on Equity (ROE):	Net Profit after Taxes	Average Shareholder's Equity	8.94%	36.07%	-75%	Due to Substantial decrease in the Net Profit
Inventory Turnover Ratio	Cost of Material Consumed + Changes in WIP/ FG	Average Inventory	6.94	9.29	-25%	Not Applicable

Particulars	Numerator	Denominator	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	Variation	Reasons
Trade receivable Turnover Ratio	Revenue from Operations	Average Trade Receivables	7.71	6.85	12%	Not Applicable
Trade Payable Turnover Ratio	Purchases	Average Trade Payables	10.26	7.43	38%	Due to is decrease in the purchase and decrease in average trade payables
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	11.16	(5.25)	-312%	Due to decrease in the revenue and Increase in Net working capital
Net Profit Ratio	Net Profit	Revenue from Operations	0.72%	2.28%	-69%	Due to substantial decrease in the Net Profit
Return on Capital Employed	Earning Before Interest and Tax	Capital Employed	8.01%	10.14%	-21%	Not Applicable

**55. COMPLIANCE WITH SCHEME OF ARRANGEMENT**

As stated & confirmed by the Board of Directors, The Company has not applied for any scheme of Arrangements under sections 230 to 237 of the Companies Act 2013.

- 56.** The Company has assessed internal and external information upto the date of approval of the audited financial statements while reviewing the recoverability of assets, adequacy of financial resources, Performance of contractual obligations, ability to service the debt and liabilities etc. Based on such assessment, the company expects to fully recover the carrying amounts of the assets and comfortably discharge its debts and obligations. Hence the management does not envisage any material impact on the audited financial statements of the company for the year ended on 31<sup>st</sup> March 2023.
- 57.** As stated & Confirmed by the Board of Directors, The company has not been sanctioned any term loan during the year not there is outstanding term loans as at 31<sup>st</sup> March 2023.
- 58.** As stated & Confirmed by the Board of Directors, the Property, plant and equipment is in the name of the company.
- 59.** As stated & confirmed by the board of Directors, the company has not revalued its Property, Plant and Equipment and intangible assets during the year under review.
- 60.** As stated & Confirmed by the board of Directors, the Company has not been sanctioned working capital limits from a bank on the basis of security of the current assets.

**Signatures to Notes - 1 to 60**

As per our report of even date attached.

Notes referred to herein above form an integral part of the Financial Statements.

For **Parikh & Majmudar**  
Chartered Accountants  
(Firm Regn.No.107525W)  
**UDIN : 23107628BHAMTK2770**

**CA Satwik Durkal**  
Partner  
Membership No. : 107628

**Place :** Ahmedabad  
**Date :** 29<sup>th</sup> May,2023

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

**[B L Singhal]**  
Whole Time Director cum C F O  
DIN : 01484213

**[Sujal Shah]**  
Whole Time Director  
DIN : 01431407

**[Rajendra V Shah]**  
Chairman  
DIN : 00020904

**[Manish Daulani]**  
Company Secretary  
M. No.: A53487





**SAL STEEL LIMITED**

**REGISTERED OFFICE**

5/1 Shreeji House, B/h M.J. Library, Ashram Road, Ahmedabad-380 006

**ADMINISTRATIVE OFFICE**

Shah Alloys Corporate House, Sola-Kalol Road, Village Santej, Dist.-Gandhinagar-382 721

**CIN** : L29199GJ2003PLC043148 | **WEBSITE** : [www.salsteel.co.in](http://www.salsteel.co.in)