

# KALANA ISPAT LIMITED



## 14TH ANNUAL REPORT

FY 2025-26

[www.kalanaispat.com](http://www.kalanaispat.com)



# YOUR VISION OUR MISSION

To be recognized as one of the leading and most trusted manufacturers of alloy steel bars in Gujarat, delivering world-class steel solutions To foster a culture of safety, integrity, teamwork, and continuous improvement across all levels of the organization.



## Message from the Chairperson & Managing Director

The financial year 2025–26 has been a year of resilience, strategic growth, and operational excellence for the Company. Despite persistent global economic uncertainties, volatile raw material prices, and evolving market dynamics, the Indian steel industry continued to demonstrate strong momentum driven by infrastructure development, manufacturing growth, and increased domestic demand.

It gives me immense pleasure to present to you the Annual Report of the Company for the financial year ended 31st March 2026.

During the year under review, the Company continued to strengthen its position in the steel manufacturing sector through improved operational efficiencies, technological advancement, prudent financial management, and a strong customer-centric approach. Our consistent focus on quality, sustainability, and innovation enabled us to achieve stable performance while maintaining the trust of our stakeholders.

The Government's continued emphasis on infrastructure expansion, urban development, railways, renewable energy, and manufacturing initiatives has created significant opportunities for the steel sector. The Company remains well-positioned to capitalize on these opportunities through its integrated operations, strong distribution network, and commitment to operational excellence.

We remain focused on enhancing production capabilities, optimizing costs, improving energy efficiency, and adopting environmentally responsible practices. Sustainability continues to remain an integral part of our business philosophy, and we are committed to reducing our environmental footprint through responsible manufacturing processes and efficient resource utilization.

The Company also continued to prioritize workplace safety, employee welfare, and skill development. Our employees remain our greatest strength, and their dedication, commitment, and perseverance have been instrumental in the Company's progress and achievements during the year.

On behalf of the Board of Directors, I would like to express my sincere gratitude to our shareholders, customers, suppliers, bankers, business associates, and regulatory authorities for their continued trust and support. I also place on record my heartfelt appreciation for the relentless efforts and commitment of our employees at all levels.

As we move forward, we remain optimistic about the long-term prospects of the Indian steel industry and are confident that the Company will continue to create sustainable value for all stakeholders through responsible growth, strong governance, and strategic vision.

We thank you for your continued confidence in the Company and look forward to your unwavering support in the years ahead.

Warm Regards,

**VARGHESE JOSEPH POTTAKERRY**

## A YEAR OF MILESTONES, GROWTH & SUSTAINABLE PROGRESS

The year marked a significant chapter in the Company's journey of industrial growth, operational expansion, and sustainable development. With a strong commitment towards technological advancement and responsible manufacturing, the Company achieved remarkable milestones that strengthened its position as one of the leading manufacturers of Alloy Steel Round Bars in Gujarat and adjoining regions.

### Powering Progress Through Green Energy

One of the most notable achievements during the year was the successful establishment of a 1.4 MW Ground Mounted Solar Power Plant at Bhabhar, Dist. Banaskantha, including a dedicated 1 MW Ground Mounted Solar Power Plant for the proposed Rolling Mill project situated at Survey No. 452, Khata No. 280, Khegariya Taluka.

This strategic investment reflects the Company's vision towards sustainable industrial development and energy-efficient manufacturing practices. The solar power initiative is expected to significantly optimize energy consumption, reduce dependency on conventional power sources, and contribute towards environmental conservation by lowering the Company's carbon footprint.

The commissioning of the solar facility demonstrates the Company's proactive approach towards adopting renewable energy solutions while ensuring long-term operational efficiency and cost optimization.

### Expansion of Manufacturing Infrastructure

During the year, the Company also achieved substantial progress in strengthening its manufacturing capabilities through the development and expansion of infrastructure for the production of Alloy Steel Round Bars.

The manufacturing facility comprises an approximate shed area of 70,000 – 75,000 sq. ft. and a total plot area of 9,092.45 sq. meters, equipped to support large-scale and efficient production operations.

The Company Manufactures Alloy Steel Round Bars ranging from 20 MM to 160 MM thickness, catering to diverse industrial applications and customer requirements with precision and superior quality standards.



## Strengthening Leadership in the Steel Industry

The Company has successfully reached the last foot steps of completion of the installation and setup of the rolling mill plant along with the necessary plant and machinery infrastructure. While the operational commencement of the rolling mill is yet to begin, the foundational preparations are fully in place. The management is actively working towards initiating commercial operations, which is expected to commence in due course after completion of the remaining implementation and stabilization processes.



With consistent focus on quality, capacity enhancement, and customer satisfaction, the Company has emerged as one of the biggest manufacturers of Alloy Steel Round Bars in Gujarat and nearby regions. The Company's commitment towards excellence, robust manufacturing infrastructure, and continuous modernization has enabled it to establish a strong market presence and gain the confidence of customers across various industrial sectors.



These achievements reflect the Company's dedication towards sustainable growth, innovation, and operational excellence, laying a strong foundation for future expansion and long-term value creation for all stakeholders.



## CORPORATE INFORMATION

BOARD OF DIRECTORS	
Varghese Joseph Pottakerry	Managing Director
Aftabhusen S Khandwawala	Director
Gurubaxsing Jamaitsing Bagga	Non Executive Non- Independent Director
Preeti Sethi	Non Executive Independent Director
Rachna Sandeep Luthra	Non Executive Independent Director

COMPANY SECRETARY
Ms. Manishi Jain

CHIEF FINANCIAL OFFICER
Mr. Manoj Gopinath Pillai

REGISTERED OFFICE
C-918, Venus Stratum Nr Jhansi ki Rani Statue, Nehrunagar, Azad Society, Ahmedabad, Gujarat- 380015

STATUTORY AUDITOR
<b>Dinesh R. Thakkar &amp; Co.</b> (Chartered Accountants) A403, Shapath IV opp Karnavati Club, Nr Chimanbhai Patel, Inst SG Highway Prahladnagar, Ahmedabad, Gujarat, 380015 FRN: 102612W

SECRETARIAL AUDITOR
<b>Mr. Sumit Bajaj</b> (Proprietor of M/s Sumit Bajaj & Associates) Practising Company Secretaries M.No. 45042 CoP No. 23948

INTERNAL AUDITOR
<b>Mr. Chintan Parikh</b> (Proprietor of M/s Chintan Parikh & Co) Chartered Accountant Firm FCA 132316

LISTED ON STOCK EXCHANGE
Emerge Platform of National Stock Exchange of India Limited



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## NOTICE OF THE 14TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 14<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF KALANA ISPAT LIMITED WILL BE HELD ON TUESDAY, 09<sup>TH</sup> JUNE, 2026 AT 3:00 P.M (IST) AT THE VENUE SITUATED AT ELLISBRIDGE GYMKHANA, LAW GARDEN, NETAJI RD, ELLISBRIDGE, AHMEDABAD, GUJARAT-380006 TO TRANSACT THE FOLLOWING BUSINESS: -

### ORDINARY BUSINESS:

**Item No. 1.** To Received, Consider and Adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March 2026 and together with the Report of Statutory Auditors and board of directors' thereon.

**Item No. 2.** To appoint a director in place of Mr. Varghese Joseph Pottakerry (DIN: 02771578), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### **Item No. 3. To consider and approve transactions under Section 185 of Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan Including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, in which directors of the company are interested, up to an aggregate sum of **Rs. 200 Crores (Rupees Two Hundred Crore Only)** (including the loans already advanced, guarantee already provided}, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only.

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

#### **Item No. 4 : To consider and approve authorisation under section 186 of the Companies Act, 2013**

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

**RESOLVED THAT** pursuant to the provisions of Sections 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force). consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to (a) give any loan to any person(s) or other body corporate (s); (b) give any guarantee or provide security in connection with loan to any person (s) or other body corporate (s) from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the company, for an amount not exceeding **Rs. 200 Crores**



**(Rupees Two Hundred Crore Only)** outstanding loans given or to be given and guarantees and security provided are in the excess of the limits prescribed under Section 186 of the Companies Act, 2013.

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

**Item No. 5. To consider and approve Variation in the terms of the contract or objects of the Issue**

**“RESOLVED THAT** pursuant to Sections 13 and 27 of the Companies Act, 2013 (the “Act”) and other applicable provisions if any, of the Act read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company, to vary the terms of the object referred to in the Initial Public Offering (“IPO”) prospectus of the Company dated 12<sup>th</sup> September, 2024 (the “Prospectus”), filed by the Company with the Registrar of Companies, Ahmedabad and the Securities and Exchange Board of India, including variation in the object of the issue and utilization of the IPO proceeds duly approved by the Members vide their special resolution passed through postal ballot held through e-voting concluded on 19<sup>th</sup> March, 2025 by way of deploying and/or utilise the unutilized amount/balance/ deviated proceeds of Rs. 200.46 lakhs of the existing object “Capital Expenditure for Installation of Capital Expenditure for Installation of 1.4 MW Ground Mounted Solar Power Plant for existing manufacturing plant and 1MW Ground Mounted Solar Power Plant for the proposed rolling mill as mentioned in object no.02 TPSAT Structure- towards diverted into establishment and development of the rolling mill project, including procurement and installation of plant & machinery, infrastructure creation, civil works, utilities and other ancillary requirements necessary for the proposed rolling mill as mentioned in TPSAT Structure.

**RESOLVED FURTHER THAT** in terms of the Prospectus dated 12<sup>th</sup> September, 2024 (“Prospectus”), the Company had proposed to utilize Rs. 3,259.08 (In lakhs) (representing 100% of the IPO proceeds) towards meeting Capital Expenditure for Installation of 4 MW DC & 3.5 MW AC Ground Mounted Solar Power Plant - TPSAT Structure, Capital expenditure for setting up of rolling mill at Survey No. 4/1 Taluka Sanand, Mouje Kalana village, Ahmedabad by construction of the industrial Shed, purchase of equipment/machineries, other assets etc., general corporate purposes and Issue Related Expenses of the Company.

**RESOLVED FURTHER THAT** out of the above amount, ₹200.46 (In lakhs) (representing 6.15% of the IPO proceeds) remains unutilized as on date (the “Unutilized Amount”). The said amount was initially allocated for Capital Expenditure for Installation of 4 MW DC & 3.5 MW AC Ground Mounted Solar Power Plant - TPSAT Structure and further deviated for Capital Expenditure for Installation of 1.4 MW Ground Mounted Solar Power Plant for existing manufacturing plant and 1MW Ground Mounted Solar Power Plant for the proposed rolling mill; however, the Company no longer requires these funds for such purpose, the company proposes plough the unutilised funds as stated above in the establishment and installation of rolling mill.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds matters and things, as it may, in its absolute discretion, deem necessary or desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized to delegate all or any of the powers conferred on it by or under these resolutions to any Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to these resolutions.”



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

**Place: Ahmedabad**  
**Dated: 14.05.2026**

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



## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and the Secretarial Standard - 2 on General Meeting ('SS-2'), setting out the material facts concerning each item of Special Business to be transacted at the meeting is annexed to this Notice.
2. A member entitled to attend and vote at the Annual General Meeting (the "AGM") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. All the documents referred to in the accompanying notice and explanatory are open for inspection at the Registered Office of the Company during business hours from Monday to Saturday up to the date of this Annual General Meeting of the Company.
4. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
5. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. This Notice is being sent to all the members whose name appears as on **Friday, 8<sup>th</sup> May, 2026** in the register of members/beneficial owners as received from the Registrar and Transfer Agent of the Company.
7. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Tuesday, 2<sup>nd</sup> June, 2026 (the "Cutoff Date")** only shall be entitled to vote through Remote E-voting and at the AGM. A person who is not a member as on the Cut Off date should treat this Notice for information purpose only. The voting rights of a Member shall be in proportion to its share of the paid-up equity share capital of the Company as on the Cut Off date.
8. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, (except Saturdays and Sundays) between 11.00 A.M. and 1.00 P.M. before the date of the Meeting and copies thereof shall also available for inspection during the aforesaid period.
9. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: [compliance@kalanaispat.com](mailto:compliance@kalanaispat.com). The shareholders are requested to send their queries, if any, to the Company Secretary, not less than 7 days before the date of meeting, so that the requisite information/ explanations can be provided in time.
10. Members may address all the correspondences relating to change of address, share transfer, transmission, nomination etc. to the RTA at the below mentioned addresses:

**M/s. Skyline Financial Services Private Limited**

Regd. Office: 1st floor, D-153/A, Pocket D, Okhla Phase I,  
Okhla Industrial Estate, New Delhi 110020

Phone: 011 2681 2683

E-mail: [info@skylinerta.com](mailto:info@skylinerta.com)

Website: [www.skylinerta.com](http://www.skylinerta.com)

SEBI Registration Number: INR000003241



11. The Notice of AGM and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Members who have received the Notice of AGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM. Members, who have received soft copy of the AGM notice and may request the Company or the RTA for hard copy of the same.
12. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed
13. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, your Company, pursuant to Rule 18 of the Companies(Management and Administration) Rules, 2014, hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.
14. As per the provisions of section 72 of the Act, the facility for making nomination is available to the members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to RTA. Members holding shares in electronic form may submit the same to their respective depository participant
15. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2015, however, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, SS-2 (Secretarial Standards on General Meeting ( issued by the Institute of company Secretaries of India (“ICSI”) and the provisions of the MCA Circulars and the SEBI Circulars, the business may be transacted through electronic voting system and the Company is providing for voting by electronic means (E-voting) to its members through remote e-voting platform provided by the NSDL to cast their votes.
16. The members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.
17. The members may cast their votes on electronic voting system from place other than the venue of the Meeting (remote E-voting). The remote E-voting period shall commence on **Saturday, 6<sup>th</sup> June, 2026 at 09:00 a.m.** and will end on **Monday, 8<sup>th</sup> June, 2026 at 05:00 p.m.**
18. During this period, the shareholders of the company holding shares in dematerialized form as on Cutoff date i.e. **Tuesday, 2<sup>nd</sup> June, 2026** may cast their vote electronically. The E voting module shall be disabled by the NSDL thereafter.
19. The Company has appointed **Mr. Sumit Bajaj**, Proprietor of M/s. Sumit Bajaj & Associates, Practicing Companies Secretaries, to act as Scrutinizer, to scrutinize the entire e-voting process as well as voting in the Annual General Meeting in a fair and transparent manner. The Scrutinizer shall immediately, after the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and not later than 2 days from the conclusion of meeting, make a Scrutinizer’s report of the votes cast in favour or against, if any, to the Chairman of the Company, who shall Counter sign the same. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Website of the Company <https://www.kalanaispat.com/> immediately after the result is declared by the Chairman and communicated to National Stock Exchange of India Limited.
20. A route map showing direction to reach the venue of the AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.



## 21. VOTING THROUGH ELECTRONIC MEANS:

### NSDL e-Voting System – For Remote e-voting

#### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on **Saturday, 6<sup>th</sup> June, 2026 at 09:00 a.m.** and will end on **Monday, 8<sup>th</sup> June, 2026 at 05:00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, 2<sup>nd</sup> June, 2026** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

#### **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 for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select " <b>Register Online for IDeAS Portal</b> " or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>

	<p>2. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="608 757 1142 1064" style="border: 1px solid black; padding: 5px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>                 <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>



<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****



c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. 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.
- How to retrieve your 'initial password'?  
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'.  
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:

- 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).
- Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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 on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

- 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 is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.

- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 [cssumitbajaj@gmail.com](mailto:cssumitbajaj@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

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

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

1. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)
2. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the NSDL e-Voting System, you can write an email to [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact at no. 022-48867000

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.



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

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

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



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

### Item No. 3: To consider and approve transactions under Section 185 of Companies Act, 2013

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

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

It is proposed to authorize the Board of Directors of the Company to grant such loans or provide such guarantees or securities from time to time, provided that the **aggregate outstanding amount of such loans and guarantees shall not exceed ₹200 crores (Rupees Two Hundred Crores Only) at any point in time.**

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

Accordingly, the Board recommends the passing of the Special Resolution as set out at Item No. 3 of the Notice.

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

- **Particulars of the loans / guarantees / securities:** Loan(s) or guarantee(s) or security(ies) to be provided to entities in which directors are interested
- **Maximum amount of loan(s) / guarantee(s) / security(ies) proposed:** Not exceeding ₹200 crores in aggregate
- **Purpose for which the loans / guarantees / securities are proposed:** For business operations, working capital, capital expenditure, or general corporate purposes of such entities
- **Tenure:** As may be mutually agreed between the Company and the borrowing entities
- **Rate of Interest:** At an interest rate not lower than the prevailing yield of one year, three years, five year or ten year Government Security closest to the tenor of the loan
- **Security:** As may be determined by the Board, if applicable
- **Source of funds:** Internal accruals / borrowings
- **Other terms:** As determined by the Board from time to time in the best interest of the Company

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

### Item No. 4: To consider and approve authorisation under section 186 of the Companies Act, 2013

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

In view of the Company's growth plans and business requirements, it may be required to deploy funds by way of loans, guarantees, securities, or investments in bodies corporate, including subsidiaries, joint ventures, associates, or other entities. The Board of Directors considers it necessary to obtain shareholders' approval for authorizing the Company to make such investments, loans, guarantees, or security arrangements up to an aggregate amount not exceeding **₹200 crores (Rupees Two Hundred Crores Only)**, notwithstanding that such amount may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013.



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

Accordingly, the Board recommends the resolution set forth in Item No. 4 of the accompanying Notice for the approval of members by way of a Special Resolution.

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

**Item no. 5: To consider and approve Variation in the terms of the contract or objects of the Issue**

Pursuant to the approval of the Board and the Shareholders, in the year 2024, the Company had undertaken an initial public offering of its equity shares of ₹ 10 each (the “IPO”). The net proceeds from the IPO, after deducting the issue-related expenses, were ₹ 3259.08 lakhs (the “Net Proceeds”). The objects of the Issue in the Prospectus dated 12<sup>th</sup> September, 2024 (the “Prospectus”) included the following:

- a. Capital Expenditure for Installation of 4 MW DC & 3.5 MW AC Ground Mounted Solar Power Plant - TPSAT Structure, b. Capital expenditure for setting up of rolling mill at Survey No. 4/1 Taluka Sanand, Mouje Kala village, Ahmedabad by construction of the industrial shed, purchase of equipment/machineries, other assets etc.; And c. General Corporate Purpose

Further the Members of the Company had approved the variation in the utilisation of funds from the proceeds of objects of the issue by passing resolution through postal ballot which concluded on 19<sup>th</sup> March, 2025 as stated in the prospectus in the following manner:

**Utilization Status:**

As on 31<sup>st</sup> March, 2026, out of the total IPO proceeds of ₹ 3,259.08 Lakhs, an amount of ₹ 3,058.62 Lakhs has been utilized towards Issue Expenses and General Corporate Purpose, and the balance funds remain to be deployed towards the stated objects of the issue.

Original objects of the issue	Modified Object	Amount grouped for each objects	*Modified allocation, if any	Amount Utilized (As on 31 <sup>st</sup> March, 2026)	Balance unutilized
Capital Expenditure for Installation of 4 MW DC & 3.5 MW AC Ground Mounted Solar Power Plant - TPSAT Structure	Capital Expenditure for Installation of 1.4 MW Ground Mounted Solar Power Plant for existing manufacturing plant and 1MW Ground Mounted Solar Power Plant for the proposed rolling mill as mentioned in object no.02 TPSAT Structure.	2298.75	1,103.65	903.19	200.46
Capital expenditure for setting up of rolling mill at Survey No. 4 1 Taluka Sanand, Mouje Kalana village Ahmedabad by construction of the industrial Shed, purchase of equipment machineries other assets etc.	Capital expenditure for setting up of rolling mill at Survey No.452 Khata no. 280 Khegariya Taluka Viramgam, District Ahmedabad by construction of the industrial Shed purchase of equipment machineries other assets etc.	799.45	1,994.55	1,994.55	0.00
**General Corporate Purpose		60.88	Nil	60.88	0.00



Issue related Expenses		100.00	Nil	100.00	0.00
<p>* The modification and variation in the utilisation of funds from the proceeds of objects of the issue was approved by the Members of the Company through Special resolution passed by postal ballot which concluded on 19<sup>th</sup> March, 2025</p> <p>**General Corporate Purpose amounting to Rs. 3.68 Lakhs has been utilized towards the object "Capital Expenditure for Setting up rolling Mill" during the half year ended 31st March, 2026.</p>					

Further, the Management of the Company does not foresee spending the Unutilised Amount towards the object of "Capital Expenditure for installation of 1.4 MW Ground Mounted Solar Power Plant for existing manufacturing plant and 1MW Ground Mounted Solar Power Plant for the proposed rolling mill as mentioned in object no-2-TPSAT structure. and, therefore, the Company intends to vary the terms of the aforesaid object, by way of deploying and/or utilise the unutilized amount/balance proceeds of ₹200.46 lakhs of the existing object towards the new object i.e. "Establishment and development of the rolling mill project, including procurement and installation of plant & machinery, infrastructure creation, civil works, utilities and other ancillary requirements necessary for the proposed rolling mill as mentioned in TPSAT Structure."

The Board of Directors of the Company at their meeting held on 14<sup>th</sup> May, 2026, had approve the aforesaid proposal of vary the terms of the object, subject to approval of the present and voting shareholders by Special Resolution passed at ensuing Annual General Meeting.

**The details required under the Rule 7(1) of the Companies (Prospectus and Allotment of Securities) Rules 2014 are as follows:**

**A. The original purpose or object of the Issue and total money raised:**

The Company had, in terms of the Prospectus, raised an amount of ₹ 3159.08/- Lakhs after deducting issue related expenses amounting to ₹ 100.00/- Lakhs towards the Objects in the following manners as set forth in the Prospectus:

Sr. No.	Original objects of the issue	Modified Object*
1.	Capital Expenditure for Installation of 4 MW DC & 3.5 MW AC Ground Mounted Solar Power Plant - TPSAT Structure	Capital Expenditure for Installation of 1.4 MW Ground Mounted Solar Power Plant for existing manufacturing plant and 1MW Ground Mounted Solar Power Plant for the proposed rolling mill as mentioned in object no.02 TPSAT Structure.
2.	Capital expenditure for setting up of rolling mill at Survey No. 4/1 Taluka Sanand, Mouje Kala village, Ahmedabad by construction of the industrial shed, purchase of equipment/machineries, other assets etc.	Capital expenditure for setting up of rolling mill at Survey No.452 Khata no. 280 Khegariya Taluka Viramgam, District Ahmedabad by construction of the industrial Shed purchase of equipment machineries other assets etc.
3.	General Corporate Purpose	-

\*The modification and variation in the utilisation of funds from the proceeds of objects of the issue was approved by the Members of the Company through Special resolution passed by postal ballot which concluded on 19<sup>th</sup> March, 2025

**B. Money utilized for the objects of the Company as stated in the Prospectus and the extent of achievement of such objects in percentage terms and the unutilised amount out of the money so raised through Prospectus:**

Original objects of the issue	Modified Object	Amount grouped for each objects	*Modified allocation, if any	Amount Utilized (As on 31 <sup>st</sup> March, 2026)	Balance unutilized	% of achievements as per prospectus
Capital Expenditure for Installation of 4 MW DC & 3.5 MW AC Ground Mounted Solar Power Plant - TPSAT Structure	Capital Expenditure for Installation of 1.4 MW Ground Mounted Solar Power Plant for existing manufacturing plant and 1MW Ground Mounted Solar Power Plant for the proposed rolling mill as mentioned in object no.02 TPSAT Structure.	2298.75	1,103.65	903.19	200.46	81.84%

Capital expenditure for setting up of rolling mill at Survey No. 4 1 Taluka Sanand, Mouje Kalana village Ahmedabad by construction of the industrial Shed, purchase of equipment machineries other assets etc.	Capital expenditure for setting up of rolling mill at Survey No.452 Khata no. 280 Khegariya Taluka Viramgam, District Ahmedabad by construction of the industrial Shed purchase of equipment machineries other assets etc.	799.45	1,994.55	1,994.55	0.00	100%
**General Corporate Purpose	-	60.88	Nil	60.88	0.00	100%
Issue related Expenses	-	100.00	Nil	100.00	0.00	100%

\* The modification and variation in the utilisation of funds from the proceeds of objects of the issue was approved by the Members of the Company through Special resolution passed by postal ballot which concluded on 19<sup>th</sup> March, 2025

\*\*General Corporate Purpose amounting to Rs. 3.68 Lakhs has been utilized towards the object "Capital Expenditure for Setting up rolling Mill" during the half year ended 31st March, 2026.

**C. The particulars of the proposed variation in the objects for which Prospectus was issued and alteration/variation in the objects of the Issue as stated above:**

The Company intends to vary the terms of the object, by way of deploying and/or utilise the unutilized amount/balance proceeds of ₹ 200.46 lakhs towards the object of Establishment and development of the rolling mill project, including procurement and installation of plant & machinery, infrastructure creation, civil works, utilities and other ancillary requirements necessary for the proposed rolling mill as mentioned in TPSAT Structure"

**D. The reason and justification for seeking variation:**

The Company has deviated the utilisation of IPO proceeds from the existing object relating to capital expenditure for installation of the proposed solar power plants, as the development and establishment activities pertaining to the proposed rolling mill project have substantially progressed and the management presently does not foresee an immediate operational requirement for installation of the proposed solar power plant for such facility. Accordingly, considering the current business requirements, project implementation priorities and optimum utilisation of available resources, the Company has decided to reallocate the said funds towards the establishment and development of the rolling mill project, including procurement and installation of plant & machinery, infrastructure creation, civil works, utilities and other ancillary requirements necessary for commissioning and operational readiness of the proposed rolling mill. This strategic adjustment underscores the Company's commitment to effective financial utilization as it navigates its evolving operational landscape.

**E. The proposed time limit within which the proposed varied objects would be achieved;**

The Company will utilise the unutilized amount/balance proceeds of ₹ 200.46 lakhs towards the new object of development and establishment activities pertaining to the proposed rolling mill project in the Financial Year 2026-27.

**F. The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue: Omitted**

**G. The risk factors pertaining to the new objects and estimated financial impact of the proposed alteration on the earnings and cash flow of the company:**



The proposed reallocation of funds towards the establishment and development of the rolling mill project may expose the Company to certain risks associated with project execution, including risks relating to timely procurement and installation of plant & machinery, implementation delays, increase in project costs, regulatory approvals, availability of utilities, market demand fluctuations and commencement of commercial operations. Any delay in commissioning or stabilisation of operations of the proposed rolling mill may impact the anticipated benefits expected from the project.

However, the management believes that the proposed utilisation of funds is in the best commercial interest of the Company and is expected to strengthen its manufacturing capabilities and operational infrastructure. The proposed alteration is not expected to have any adverse long-term impact on the earnings and cash flows of the Company. Upon successful implementation and commencement of operations, the rolling mill project is expected to contribute positively towards the Company's revenue generation, operational efficiency and overall profitability."

**H. The other relevant information which is necessary for the members to take an informed decision on the proposed resolution:** None as all details are mentioned in the explanatory statement

In terms of provision of section 13 and 27 of the Companies Act, 2013 and rules made thereunder and applicable provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018, the aforesaid proposal of variation of Objects is being placed before the shareholders at the AGM for their consideration and approval.

Since the amount remaining unutilised for the objects stated in the Prospectus dated 12th September, 2024, read together with the modified objects approved by the shareholders on 19th March, 2025, is less than 75% of the total amount raised (including General Corporate Purpose), the requirement to provide an exit offer to dissenting shareholders shall not be applicable.

All relevant documents including copy of notice, resolution and explanatory statement in relation to proposed variation of Objects would be made available for inspection.

The Directors of the Company, who are Promoters and their relatives considered to be interested in this resolution to the extent of their shareholding in the Company, as they will not provide any exit offer to the dissenting shareholders.

Except above, none of the other Directors and/or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set forth in item no. 5.

The Board recommends the resolution set forth in item no.5 for approval of the members as a special resolution.

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

**Place: Ahmedabad**  
**Dated: 14.05.2026**

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



## ANNEXURE TO THE NOTICE

### Annexure-A

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

<b>Name</b>	<b>Mr. Varghese Joseph Pottakerry</b>
Directors Identification Number(DIN)	02771578
Date of Birth (age)	(18/11/1955) 71 years
Qualification	Masters in Commerce
Expertise in Specific Area	With 7 years of employment experience and 33 years in the business sector, he started his career as a retailer of consumable products and moved into the metal industry in 1995.
Date of first appointment on the Board of the Company	15/10/2012
Shareholding in Kalana Ispat Limited as on 31 <sup>st</sup> March 2026	20,85,744/ 16%
List of Directorship held in other companies	MIT IRON AND STEEL PRIVATE LIMITED
Membership/ Chairmanship in Committees	1. Member - Audit Committee 2. Member - Nomination and Remuneration Committee 3. Member - Stakeholders and Relationship Committee
Relationship with other directors interested	Nil
Brief Resume	He possesses an extensive overall experience and have rich experience in manufacturing of Alloy Billets and M.S. Billets, which has been major factor for the consistent growth of our Company. The long-term vision of growth and under the guidance of our leadership team coupled with our dedicated efforts of our management team.
Terms & Conditions of re-appointment including remuneration payable	NA
Number of Meetings of Board attended during the year	4
Details of remuneration sought to be paid and last drawn	5,00,000 p.m.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He has overall 28 years of experience in the metal industry.
Listed entities from which resigned in the past Three years	Nil



**Form No. MGT-11  
Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L27104GJ2012PLC072306

Name of the Company: KALANA ISPAT LIMITED

Registered office: C-918, Venus Stratum, Nr. Jhansi Ki Rani Statue,  
Nehrunagar, Ahmedabad-380015

Name of the member(s):

Registered Address:

E-Mail Id:

Folio No./Client ID:

I being the holder of \_\_\_\_\_ Equity Shares of the above-named Company, hereby appoint

1. Name:

Address:

Signature: ----- or failing him

2. Name:

Address:

E-mail Id:

Signature: .....

as my proxy to attend and vote (on a poll) for me and on my behalf at 14<sup>th</sup> Annual General Meeting of the company for the Financial Year 2025-26, to be held on the Tuesday, 9<sup>th</sup> June, 2026 at 3 PM. at the Ellisbridge Gymkhana, Law Garden, Netaji Rd, Ellisbridge, Ahmedabad, Gujarat-380006 ("venue") and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution Nos.**

1. To Received, Consider and Adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March 2026 and together with the Report of Statutory Auditors and board of directors' thereon.
2. To appoint a director in place of Mr. Varghese Joseph Pottakerry (DIN: 02771578), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and approve transactions under Section 185 of Companies Act, 2013
4. To consider and approve authorisation under section 186 of the Companies Act, 2013
5. To consider and approve Variation in the terms of the contract or objects of the Issue.

Signed this .....day of .....2026 .....

Signature of shareholder

Signature of Proxy holder(s):

*Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*



## ATTENDANCE SLIP

ANNUAL GENERAL MEETING ("AGM") OF KALANA ISPAT LIMITED SCHEDULED ON 9<sup>TH</sup> JUNE, 2026 AT 3 P.M. INDIAN STANDARD TIME (IST) AT THE VENUE SITUATED AT KRSNA LILA BY ELLISBRIDGE GYMKHANA, LAW GARDEN, NETAJI RD, ELLISBRIDGE, AHMEDABAD, GUJARAT-380006

Name and address of the member(s)	
Joint Holder 1 Joint Holder 2	
Regd. Folio/ DP ID/ Client ID	
Number of Shares held	

I / We hereby record my/ our presence at the Annual General Meeting of the company for the Financial Year 2026-27, to be held on the Tuesday, 9<sup>th</sup> June, 2026 at 03:00 PM. at the ("venue") situated at Ellisbridge Gymkhana, Law Garden, Netaji Rd, Ellisbridge, Ahmedabad, Gujarat-380006

Member's/ Proxy's name in Block Letters: \_\_\_\_\_

Signature of Member / Proxy: \_\_\_\_\_

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

### Electronic Voting Particulars

*Event No.	User ID	*Default PAN/ Sequence No.

\* Only Members who have not updated their PAN with the Company/ Depository Participant shall use the default PAN in the PAN Field.

Note:

- i) Please read the instructions printed under the Important Notes to the Notice dated 14.05.2026 of the Annual General Meeting. The voting period starts from 9.00 a.m. (IST) on 6<sup>th</sup> June, 2026 and ends at 05:00 p.m. (IST) on 8<sup>th</sup> June, 2026. The voting module shall be disabled by NSDL for voting thereafter.
- ii) Proxy Form is attached to the Notice.



**BALLOT FORM**  
**(In lieu of E-Voting at the Annual General Meeting)**

1	Name of the Sole/First Member	
2	Name(s) of the Joint Member(s), if any	
3	Registered Folio No./DP ID /Client ID	
4	Number of shares held	

I/ we hereby exercise my/our vote in respect of the Resolution(s) to be passed through e-voting/ for the business stated in the notice of the Annual General Meeting of the Company held on 9<sup>th</sup> June, 2026 by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of shares held by me	I assent to the resolution	I dissent from the resolution
<b>ORDINARY BUSINESS</b>				
1.	To Received, Consider and Adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March 2026 and together with the Report of Statutory Auditors and board of directors' thereon.			
2.	To appoint a director in place of Mr. Varghese Joseph Pottakerry (DIN: 02771578), who retires by rotation and being eligible, offers himself for re-appointment.			
<b>SPECIAL BUSINESS</b>				
3.	To consider and approve transactions under Section 185 of Companies Act, 2013			
4.	To consider and approve authorisation under section 186 of the Companies Act, 2013			
5.	To consider and approve Variation in the terms of the contract or objects of the Issue			

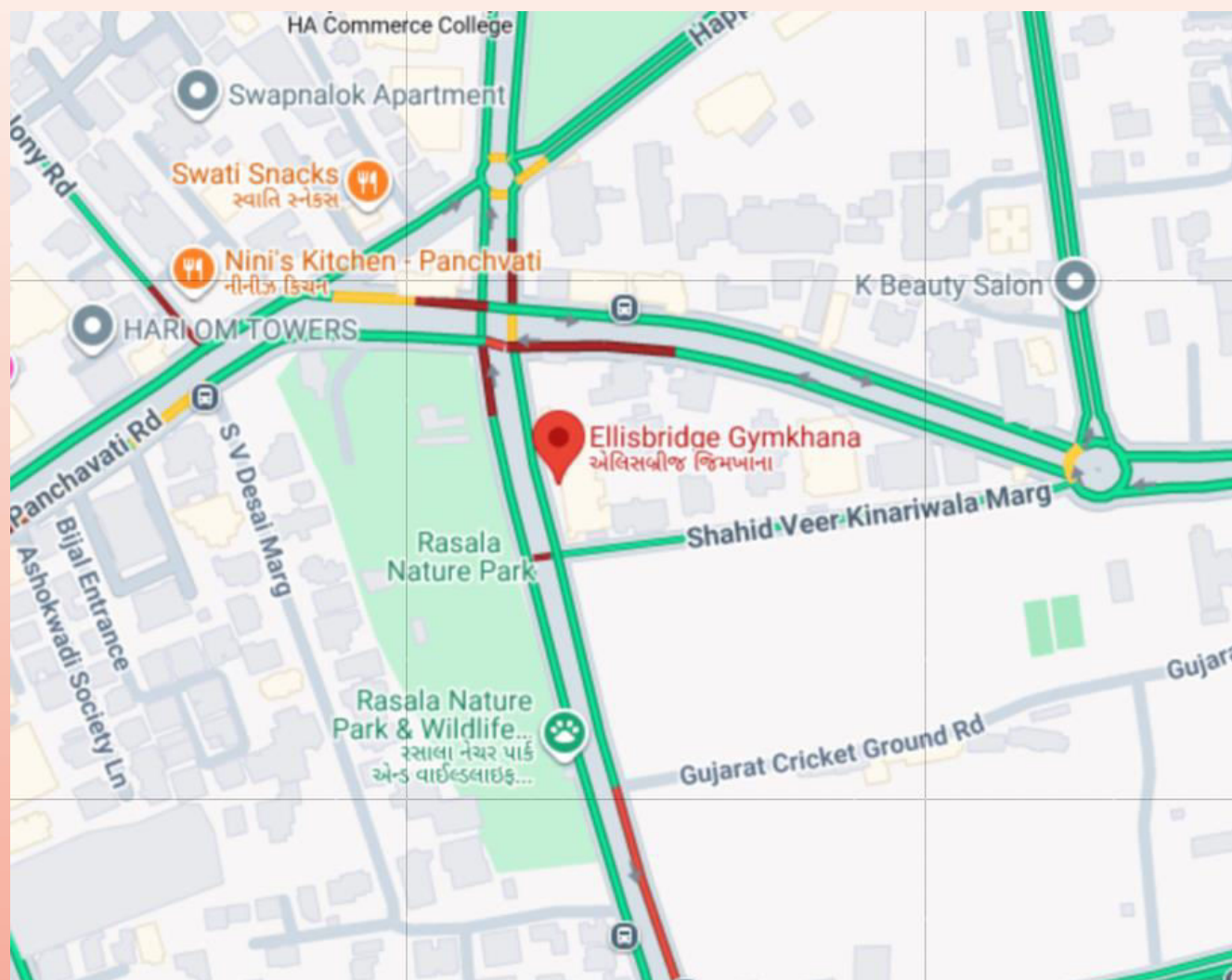
Place:

Date:

Signature of Member

## ROUTE MAP

Venue of the Annual General Meeting of the Company for the Financial Year 2026-27 is situated at Ellisbridge Gymkhana, Law Garden, Netaji Rd, Ellisbridge, Ahmedabad, Gujarat-380006





## DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 14<sup>th</sup> Annual Report on the business and operations of the company together with the Audited Financial Statements for the year ended March 31, 2026.

### 1. BUSINESS OVERVIEW

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

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

The Corporate Identification Number of our company is L27104GJ2012PLC072306.

### 2. FINANCIAL HIGHLIGHTS

The Company's financial performance for the financial year 2025-26 along with previous years' figures is given hereunder:

PARTICULARS	Amount (in Lakhs)	
	March 31, 2026	March 31, 2025
Revenue from Operations	5184.04	5519.08
Other income	105.87	90.79
<b>Total Income</b>	<b>5289.91</b>	<b>5609.87</b>
Purchases	188.39	204.74
Changes in inventories of Fin Goods, WIP & Stock-in-Trade	(14.23)	22.31
Employee Benefits expenses	92.24	68.73
Finance Costs	24.14	32.31
Depreciation and amortization expenses	60.97	36.43
Other Expenses	712.15	748.36
<b>Total Expenses</b>	<b>5153.51</b>	<b>5436.85</b>
<b>Profit / (Loss) before tax</b>	<b>136.40</b>	<b>173.02</b>
<b>Income Tax Expense:</b>		
Current Tax	5.80	51.40
Deferred Tax	36.83	(1.57)
Earlier Income Tax Written off	(2.95)	2.05
<b>Profit/(Loss) for the year</b>	<b>96.72</b>	<b>121.14</b>
Loss per equity share of face value of Rs. 10/- each	-	-
<b>Basic&amp; diluted loss per equity share</b>	<b>0.74</b>	<b>1.14</b>

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

During the year, your Company achieved a revenue from operations of Rs. 5184.04 Lakhs and a net profit after tax of Rs 96.72 Lakhs for the current Financial Year i.e. 2025-26 as compared to revenue from operations of Rs. 5519.08 Lakhs and a net profit after tax of Rs. 121.14 Lakhs in the previous Financial Year, i.e. 2024-25. These financial results are presented in the Statement of Profit & Loss and are self-explanatory. For a deeper understanding of our business performance, please refer to the Management Discussion & Analysis Report included in the Annual Report. Your directors are hopeful of generating more revenues and focusing further growth in coming years.

### 4. DIVIDEND

With a view to conserve and save the resources for future prospects of the Company, the Directors have not declared any dividend for the financial year 2025-26.



## 5. TRANSFER TO RESERVES

The Board of Directors has decided to retain the entire amount of profit in the profit and loss account. Accordingly, the Company has not transferred any amount to the 'Reserves' for the year ended March 31, 2026.

## 6. CHANGE IN NATURE OF BUSINESS

The Company continues to operate in the same line of business as per its existing main objects, and there has been **no change in the nature of business** during the period under review.

However, during the year, the Company has **amended the Object Clause (Clause III-A) of its Memorandum of Association**, pursuant to a resolution passed by the shareholders at the Annual General Meeting held on 27th September, 2025, to enable the Company to expand its scope of operations and explore new business opportunities in line with its strategic objectives. The insertion of sub-clauses (2) to (4) is intended to enable the Company to undertake diversified business activities.

The new set of main objects shall be read as:

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

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

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

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

## 7. SHARE CAPITAL

### a. Authorised Share Capital

As on the financial year ended 2025-26, the Authorised Share Capital of the Company stands at ₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹10/- (Rupees Ten Only) each.

*During the year, the Company increased its Authorised Share Capital pursuant to a resolution passed at the Annual General Meeting held on 27th September, 2025.*

Accordingly, the Authorised Share Capital of the Company was increased from ₹13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs Only) divided into 1,35,00,000 (One Crore Thirty-Five Lakhs) Equity Shares of ₹10/- (Rupees Ten Only) each, to ₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹10/- (Rupees Ten Only) each.



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

The issued, subscribed and paid-up share capital of your Company stood at Rs. 13,03,91,850 (Rupees Thirteen Crores Three lakhs Ninety One Thousand Eight Hundred Fifty Only) divided into 1,30,39,185 (One Crore Thirty Lakh Thirty Nine Thousand One Hundred Eighty Five) Equity Share of Rs. 10/- (Rupees Ten) each as on Financial Year ended 2025-2026.

However, During the Year Under review the Company on 27th March, 2026 in the Extra Ordinary General Meeting of the Company has approved the issuance of 45,00,000 Convertible Warrants, each carrying a right exercisable by the warrants holder(s) to subscribe to one (1) equity share against each warrant at a price of Rs. 22.50/- (Rupees Twenty-Two and Fifty Paise Only) per warrant (including the warrant subscription price and warrant exercise price) or such higher price as may be arrived at in accordance with the applicable provisions of Chapter V of SEBI (ICDR) Regulation 2018, aggregating to upto Rs. 10,12,50,000/- (Rupees Ten Crores Twelve Lakhs Fifty Thousand only) to specified person(s) under Promoter / Promoter Group Category of the Company. The subsequent changes in capital would be incorporated as soon the allotment of such securities is successfully completed.

- 8. DETAILS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR**  
During the reporting period, the company does not have any holding company or subsidiary company or joint venture.
- 9. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

During the reporting period, there were no material events affecting the financial position of the company.

## **10. SECRETARIAL STANDARD**

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

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

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

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

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

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

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

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



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

#### 14. INTERNAL FINANCIAL CONTROLS

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

- (i) Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization.
- (ii) Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information.
- (iii) Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.
- (iv) The existing assets of the Company are verified/ checked at reasonable intervals and appropriate action is taken with respect to any differences, if any.
- (v) Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

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

#### 15. MANAGEMENT, DISCUSSION AND ANALYSIS REPORT

The Management, Discussion and Analysis Report for the Financial Year 2025-26 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report as **Annexure-II**.

#### 16. AUDITORS & THEIR REPORT

##### ➤ Statutory Auditors

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

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

Further the report of the Statutory Auditors along with notes to Schedules is enclosed to this report. There were no observations or qualifications, or remarks made by the Statutory Auditors in their report for the financial year ended 31 March 2026.

##### ➤ Cost Audit

The Company is maintaining cost records as prescribed under the Companies (Cost Records and Audit) Rules, 2014, pursuant to Section 148(1) of the Companies Act, 2013, as amended from time to time. The records are made

and maintained as applicable to the nature of the Business of the Company. However, the provisions relating to cost audit is not applicable to the Company for the financial year 2025-26.

➤ **Secretarial Audit**

In terms of the provision of the Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s Sumit Bajaj & Associates, a peer reviewed Practicing Company Secretaries as Secretarial Auditor of the Company for the Financial Year 2025-26.

In accordance with the provisions of Section 204 of the Act, Sumit Bajaj & Associates conducted the secretarial audit for the financial year ended 31 March 2026. The Secretarial Audit Report issued by the Secretarial Audit in Form MR-3 is attached as **Annexure III** and forms part of the Directors' Report. There are no qualifications or remarks.

➤ **Internal Audit**

In terms of the provision of the Section 138 of the Companies Act, 2013 read with the Rule 13 of the Companies (Accounts) Rules, 2014, the Board had appointed M/s Chintan Parikh & Co, Chartered Accountants (M. No. 132316) as Internal Auditor of the Company for the financial year 2025-2026 on 31st March, 2026.

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

**17. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the reporting period, the Board of the Directors is duly constituted. Following are the details of Directors of the Company as on 31<sup>st</sup> March, 2026:

Sr. No.	Name of Director	Designation	Date of Appointment	Date of Cessation (If Any)
1	Varghese Joseph Pottakerry	Managing Director	15/10/2012	-
2	Aftabhusen S Khandwawala	Director	15/10/2012	-
3	Gurubaxsing Jamiatsing Bagga	Non-Executive Director	15/10/2012	-
4	Rachna Sandeep Luthra	Independent Director	17/06/2024	-
5	Nishant Bali	Independent Director	28/12/2023	27/08/2025
6	Preeti Sethi	Independent Director	27/08/2025	-

Following are the details of Key Managerial Personnel (KMP) of the Company as on 31<sup>st</sup> March, 2026:

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

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

- Mr. Nishant Bali, Independent Director of the Company has been resigned from the company with effect from 27<sup>th</sup> August, 2025
- Mrs. Preeti Sethi has been appointed as an Non-Executive Independent Director of the Company with effect from 27<sup>th</sup> August, 2025.

**Retirement by Rotation:**

Mr. Varghese Joseph Pottakerry (DIN: 02771578), Managing Director of the company, who retires by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The detailed profile of Mr. Varghese Joseph Pottakerry has been included in the Notice convening the ensuing AGM.



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

## 18. COMMITTEES OF THE BOARD

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

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

### ➤ Audit Committee

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

#### Composition of the Audit Committee

The committee comprises the following directors as on 31st March, 2026:

Name	Designation	Category	No. of meeting(s) attended
Nishant Bali*	Chairperson	Independent Director	1
Preeti Sethi**	Chairperson	Independent Director	3 (Appointed on 27 <sup>th</sup> August, 2025)
Rachna Sandeep Luthra	Member	Independent Director	4
Varghese Joseph Pottakerry	Member	Managing Director	4

\*Mr. Nishant Bali, Independent Director of the Company has been resigned from the company with effect from 27<sup>th</sup> August, 2025

\*\*Mrs. Preeti Sethi has been appointed as a Non-Executive Independent Director of the Company with effect from 27<sup>th</sup> August, 2025

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

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

- To recommend for appointment, remuneration and terms of appointment of auditors of the company;
- To review and monitor the auditor's independence and performance, and effectiveness of audit process;
- To examine the financial statement and the auditors' report thereon;
- To approve or any subsequent modification of transactions of the company with related parties;
- To conduct scrutiny of inter-corporate loans and investments;
- To evaluate undertakings or assets of the company, wherever it is necessary;
- To evaluate internal financial controls and risk management systems;



- viii. To monitor the end use of funds raised through public offers and related matters.
- ix. To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and to discuss any related issues with the internal and statutory auditors and the management of the company.
- x. To investigate into any matter in relation to the items specified in or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

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

During the financial year 2025-2026 Four (4) meeting of Audit Committee were held as under:-

- 27.05.2025
- 18.08.2025
- 11.11.2025
- 26.02.2026

#### ➤ **Nomination and Remuneration Committee**

The Nomination & Remuneration Committees composition meets with the requirement of section 178 of the companies Act, 2013 and of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Members of the Nomination & Remuneration Policy possess sound knowledge/expertise/exposure.

#### **Composition of the Nomination and Remuneration Committee**

The committee comprises the following directors as on 31st March, 2026:

<b>Name</b>	<b>Designation</b>	<b>Category</b>	<b>No. of meeting(s) attended</b>
Rachna Sandeep Luthra	Chairperson	Independent Director	3
Nishant Bali*	Member	Independent Director	1
Preeti Sethi**	Member	Independent Director	1 (Appointed w.e.f 17.06.2024)
Gurubaxsing Jamiatsing Bagga	Member	Non-Executive Non Independent Director	3

\*Mr. Nishant Bali, Independent Director of the Company has been resigned from the company with effect from 27<sup>th</sup> August, 2025

\*\*Mrs. Preeti Sethi has been appointed as a Non-Executive Independent Director of the Company with effect from 27<sup>th</sup> August, 2025

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

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



During the financial year 2025-26 Three(3) meeting of Nomination Remuneration Committee were held as under:-

- 15.05.2025
- 27.08.2025
- 12.11.2025

#### ➤ Stakeholders Relationship Committee

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

#### Composition of the Stakeholders Relationship Committee

The committee comprises the following directors as on 31st March, 2026:

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

\*Mr. Nishant Bali, Independent Director of the Company has been resigned from the company with effect from 27<sup>th</sup> August, 2025

\*\*Mrs. Preeti Sethi has been appointed as a Non-Executive Independent Director of the Company with effect from 27<sup>th</sup> August, 2025

During the financial year 2025-26 One (1) meeting of Stakeholders Relationship Committee were held as under:

- 27.08.2025

#### 19. DIRECTORS' RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2026, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- 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;
- the directors had prepared the annual accounts on a going concern basis; and
- 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.

#### 20. DETAILS OF MEETINGS OF BOARD'S

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



During the reporting period, The Board of directors duly met 4 (Four) times and in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the minutes' book maintained for the purpose, details of which are given below:

27-05-2025, 27-08-2025, 12-11-2025, 27-02-2026

The attendance of the Directors at the above mentioned board meetings and the 13th AGM are listed below:

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

## SEPARATE MEETING OF INDEPENDENT DIRECTORS

Independent Directors of the Company held their Separate meeting under Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of Companies Act, 2013 on Thursday, 28<sup>th</sup> August, 2025 at Registered office of the Company (cum video conferencing) at C 918 Venus Startum Nr Jhansi ki Ran, Nehrunagar, Azad Society, Ahmedabad, Gujarat, India, 380015 to evaluate their performance.

### 21. DECLARATION BY INDEPENDENT DIRECTORS

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

Ms. Rachna Sandeep Luthra- Independent Director

Mrs. Preeti Sethi- Independent Director

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

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

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

#### Board

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

#### Committees of the Board:

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



## Individual Directors

In accordance with the criteria suggested by the Nomination and Remuneration Committee, the performance of each director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters.

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

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

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

## 23. VIGIL MECHANISM POLICY

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

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

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

## 24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

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

## 25. DEPOSITS

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

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

During the financial year 2025-26, the Company has not given any security or guarantees under the provisions of Section 186 of the Act. The details of Loans and advances are provided in the Notes to the Standalone Financial statements for the financial year ended 31 March 2026.

## 27. EXTRACT OF ANNUAL RETURN

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

## 28. CORPORATE SOCIAL RESPONSIBILITY

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

## 29. CORPORATE GOVERNANCE REPORT

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

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

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

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

### (a) Conservation of energy

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

### (b) Technology absorption

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

### (c) Foreign exchange earnings and Outgo

Earnings in Foreign Currency	NIL
------------------------------	-----



Expenditure in Foreign Currency

NIL

## 32. HUMAN RESOURCES

The Management shares a healthy and cordial relationship with its officers and employees, which has contributed significantly to maintaining a stable and productive work environment within the organization. The Company strongly believes that its workforce is one of its most valuable assets and continuously strives to foster a culture based on mutual trust, respect, transparency, and teamwork.

The Management remains committed to maintaining effective communication across all levels of the organization and encourages employee participation, collaboration, and professional growth. By promoting a positive workplace environment and employee-friendly practices, the Company aims to enhance operational efficiency, strengthen employee morale, and build long-term organizational stability

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

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

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

<b>Name of the Director</b>	<b>Ratio</b>
Varghese Joseph Potterterly	1.32:1
Aftabhusen S Khandwawala	1.32:1
Gurubaxsing Jamiatsing Bagga	NA
Rachna Sandeep Luthra	NA
Nishant Bali	NA

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

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

<b>Name of the Director</b>	<b>Designation</b>	<b>Percentage Increase</b>
Mr. Varghese Joseph Potterterly	Managing Director	108%
Mr. Aftabhusen S Khandwawala	Director	100%

3. The percentage increase in the median remuneration of employees in the financial year: 34.40% (excluding variable pay)

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

5. For FY 2025-26, the average annual increase in the remuneration of employees (excluding the remuneration of managerial personnel) was 34.40% (excluding variable pay).

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



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

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

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

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

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

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

**34. POLICY FOR PREVENTION OF INSIDER TRADING**

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

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

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

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

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



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

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

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

### **38. WEBSITE DISCLOSURE**

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

### **39. GENERAL**

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

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

### **40. ACKNOWLEDGEMENT**

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

**For Kalana Ispat Limited**

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

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

**Date: 14.05.2026  
Place: Ahmedabad**



**ANNEXURE I**

**FORM NO. AOC-2  
(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the  
Companies (Accounts) Rules, 2014)**

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

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

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

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Amount paid as advances, if any
1.	Varghese Joseph Potttakerry (Managing Director)	Director's Remuneration	01.04.2025 to 31.03.2026	NA	10.00
2.	Gurubaxsing Jamiatsing Bagga (Director)	Professional Fee	01.04.2025 to 31.03.2026	NA	-
3.	Manishi Jain	Remuneration	01.04.2025 to 31.03.2026	NA	2.20
4.	Mit Iron and Steel Private Limited	Interest Expense	01.04.2025 to 31.03.2026	NA	-
		Rent Expense	01.04.2025 to 31.03.2026	NA	2.40
		Trade Payable (Balance)	01.04.2025 to 31.03.2026	NA	2.59
5.	Mika Steel & Alloys LLP Shareholder & Enterprise under influence by Key Managerial Personnel	Purchase of Goods	01.04.2025 to 31.03.2026	NA	42.21
		Sales of goods	01.04.2025 to 31.03.2026	NA	80.53
		Job Work (Service Income)	01.04.2025 to 31.03.2026	NA	-
		Interest Income	01.04.2025 to 31.03.2026	NA	22.73
6.	Eagle steel (Prop. Sadik Nannabhai Qureshi )"	Purchase of Goods	01.04.2025 to 31.03.2026	NA	2.07
		Sale of goods	01.04.2025 to 31.03.2026	NA	-
		Purchase of Capital Goods	01.04.2025 to 31.03.2026	NA	26.93
		Trade Payable	01.04.2025 to 31.03.2026	NA	0.38



7.	Asif Nannabhai Qureshi (Prop. Shifa Steel Traders)	Purchase of Goods	01.04.2025 31.03.2026	to	NA	76.07
		Sales of Goods	01.04.2025 31.03.2026	to	NA	2.69
		Advances to Suppliers	01.04.2025 31.03.2026	to	NA	132.25
8.	Zakirbhai Qureshi (Prop. Zaara Steel Traders)	Purchase of Goods	01.04.2025 31.03.2026	to	NA	327.51
		Sales of Goods	01.04.2025 31.03.2026	to	NA	22.27
		Advance to Suppliers (Balance)	01.04.2025 31.03.2026	to	NA	143.78

**For Kalana Ispat Limited**

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

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

**Date: 14.05.2026  
Place: Ahmedabad**

## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

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

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

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

We operate under two key business segments:

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

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

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

#### **A. Experienced Leadership and Strong Management Expertise**

Kalana Ispat Limited continues to derive strategic advantage from the extensive industry knowledge and visionary leadership of its Promoter and Managing Director, Mr. Varghese Joseph Pottakerry. With significant experience in the steel manufacturing sector, he has been instrumental in driving the Company's operational growth, business expansion and long-term strategic planning. Under his leadership, the Company has strengthened its manufacturing capabilities and enhanced its market position in the production of M.S. Billets, Alloy Steel Billets and Ingots. Supported by a competent and experienced management team possessing technical, operational and commercial expertise, the Company remains focused on achieving sustainable growth and operational efficiency.

#### **B. Strong Market Presence and Long-Term Customer Relationships**

Over the years, Kalana Ispat Limited has established a credible market presence and earned the confidence of its customers through consistent quality standards, reliable supply and timely execution of orders. The Company's customer-centric approach and commitment to maintaining high operational standards have enabled it to build enduring business relationships with customers across diverse industries. The trust and goodwill developed over time continue to contribute towards repeat business opportunities, strengthening the Company's position in the competitive steel manufacturing industry.

#### **C. Diversified Product Portfolio and Operational Capability**

The Company offers a diversified portfolio of steel products catering to the varied requirements of customers across multiple sectors, including infrastructure, construction and engineering industries. Our primary products comprise Mild Steel (MS) Billets and Ingots, which serve as essential raw materials for rolling mills and other downstream manufacturing applications. These products are manufactured using quality raw materials such as MS Scrap, Sponge Iron, Ferro Alloys and other additives through a controlled melting and casting process to ensure product consistency and reliability.

Further, the Company possesses the capability to manufacture Alloy Steel Billets on a customized order basis to meet specific customer requirements. This flexibility in production and product customization enhances the Company's ability to cater to evolving market demands and strengthens its competitive advantage within the industry.



#### D. Focus on Quality Standards and Operational Safety

Kalana Ispat Limited remains committed to maintaining high standards of quality assurance and operational safety across all stages of its manufacturing process. The Company follows stringent quality control mechanisms and standardized operating procedures to ensure that its products conform to applicable industry specifications and customer requirements. Regular testing and inspection processes are undertaken to maintain consistency in product quality and performance.

The Company also places significant emphasis on workplace safety, process efficiency and environmental responsibility. Continuous monitoring of manufacturing operations and adoption of improved operational practices enable the Company to enhance product reliability, operational effectiveness and customer satisfaction.

#### 3. Competition

The steel manufacturing industry continues to remain highly competitive, with the presence of numerous organized and unorganized players operating across regional and national markets. The industry is influenced by factors such as raw material availability, pricing pressures, technological advancements, product quality and customer service standards. Several competitors possess larger financial resources, wider distribution networks and diversified product portfolios.

Despite the competitive environment, Kalana Ispat Limited continues to focus on maintaining consistent product quality, operational efficiency and customer satisfaction. The Company's emphasis on reliability, timely delivery and competitive pricing supports its ability to sustain and strengthen its market position amidst evolving industry dynamics.

#### 4. Prospects and Outlook

The Company remains optimistic about its future growth prospects considering the increasing demand from infrastructure, construction and industrial sectors. The management believes that the Company is well-positioned to capitalize on emerging opportunities through expansion of operational capabilities, enhancement of production efficiency and strengthening of customer relationships.

Further, the ongoing development and establishment of the proposed rolling mill project is expected to support the Company's long-term growth strategy and improve operational integration. The management expects stable business performance and anticipates increased customer engagement and order flow in the coming years, which may contribute positively towards the Company's revenue and profitability.

#### 5. Risks and Concerns

Like any manufacturing business, the Company is exposed to certain business risks including fluctuations in raw material prices, changes in market demand, competitive pressures, regulatory developments and operational risks. In order to mitigate such risks, the Company continuously reviews its business strategies, operational processes and internal control systems.

The management has implemented appropriate preventive and risk management measures to address potential challenges and ensure continuity of operations. The Company also focuses on efficient resource utilization, cost optimization and maintaining quality standards to minimize adverse business impacts and support sustainable growth.

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

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

(Rs.in lakhs)

Particulars	Standalone
	2026
Revenue from Operations	5184.04
Other Income	105.87



Total Income	5289.91
Profit/(Loss) Before Tax	136.40

The financial performance of your Company has been further explained in the Directors' Report of your Company for the year 2025-26, appearing separately.

## 7. Financial Ratios

Particulars	FY 2025-26
i. Current Ratio	3.38
ii. Inventory Turnover ratio (days)	13.70
iii. Debt Service Coverage Ratio	17.97
iv. Return on Equity Ratio(%)	2.22%
v. Debt Equity Ratio	0.05
vi. Trade Receivable Turnover Ratio	24.08
vii. Trade Payable Turnover Ratio	24.82
ix. Net Capital Turnover Ratio	2.66
x. Net Profit Ratio (%)	1.87%
xi. Return on Capital Employed	3.43%

## 8. Economic Outlook

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

## 9. Human Resources

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

The employees are satisfied and having good relationship with management.

## 10. Cautionary Statement

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

**For Kalana Ispat Limited**

Sd/-  
Varghese Joseph Pottakerry  
Managing Director  
DIN: 02771578

Sd/-  
Aftabhusen S Khandwawala  
Director  
DIN: 02771726

Date: 14.05.2026  
Place: Ahmedabad



**FORM NO. MR-3 SECRETARIAL  
AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2026**

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

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KALANA ISPAT LIMITED** (hereinafter called the company) (CIN: L27104GJ2012PLC072306). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our Opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder and the relevant provisions of the Act;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - Not applicable to the Company during the Audit Period.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (b) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; - *Not applicable as the Company does not have Employee Stock Option Scheme for its employees;*
  - (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - *Not applicable as the Company has not issued any debts security during the*

*financial year under review;*

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - *Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review; and*
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - *Not applicable as the Company has not done any buyback of its securities during the financial year under review.*

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

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

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

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

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

**We further report that: -**

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors during the financial year under review were carried out in compliance with the provisions of the Companies Act, 2013 & applicable laws. As on 31st March, 2026 the composition of the Board of Directors was as follow:

Sr. No.	Name of Directors	DIN	Category
1	Varghese Joseph Pottakerry	02771578	Managing Director
2	Aftabhusen S Khandwawala	02771726	Executive Directors
3	Gurubaxsing Jamiatsing Bagga	06391512	Non- Executive Director
4	Preeti Sethi	10926123	Independent Director
5	Rachna Sandeep Luthra	10671201	Independent Director

- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) All the Major decisions is carried through requisite majority while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- d) We further report that based on review of compliance mechanism established by the Company and on the basis of the compliance certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and
- e) I further report that during the audit period, the following are the events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, Rules, Regulations, Guidelines,



Standards taken place:

During the Year Under review the Company on 27th March, 2026 in the Extra Ordinary General Meeting of the Company has approved the issuance of 45,00,000 Convertible Warrants, each carrying a right exercisable by the warrants holder(s) to subscribe to one (1) equity share against each warrant at a price of Rs. 22.50/- (Rupees Twenty-Two and Fifty Paise Only) per warrant (including the warrant subscription price and warrant exercise price) or such higher price as may be arrived at in accordance with the applicable provisions of Chapter V of SEBI (ICDR) Regulation 2018, aggregating to upto Rs. 10,12,50,000/- (Rupees Ten Crores Twelve Lakhs Fifty Thousand only) to specified person(s) under Promoter / Promoter Group Category of the Company.

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

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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

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

We further report that during the audit period there was no other event/action having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and standards.

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

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

**Place: New Delhi  
Date: 14.05.2026  
UDIN: A045042H000380982**

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



**ANNEXURE A**  
**TO THE SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED**  
**MARCH 31, 2026**

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

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

1. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial and other records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We further report that the compliance by the Company of applicable Financial Laws like Direct and Indirect Tax Laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

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

**Place: New Delhi**  
**Date: 14.05.2026**  
**UDIN: A045042H000380982**

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



## Independent Auditor's Report

To the Members of  
**Kalana Ispat Limited**

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

#### Opinion

We have audited the accompanying Standalone Financial Statements of **Kalana Ispat Limited (CIN: L27104GJ2012PLC072306)** ("the Company"), which comprise the Balance Sheet as at **31<sup>st</sup> March 2026**, the Statement of Profit and Loss and Statement of Cash Flows for the year then ended and notes to the Standalone Financial Statement, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act ("AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at **31<sup>st</sup> March 2026**, and its **Profit**, and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

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

#### Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial Statements and our auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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 Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the state of affairs, profit/loss and cash flows of the Company in accordance with the



accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i)



planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure 'A'**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account of the Company.
  - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors of the company as on 31<sup>st</sup> March 2026 taken on record by the Board of Directors, none of the directors of the company is disqualified as on 31<sup>st</sup> March 2026 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - (g) In our opinion and to the best of our information and explanation given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Companies Act, 2013.
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. (Refer Note 33(i) to financial statements.)
    - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which required to be transferred to the investor education and protection fund by the company.
    - iv.
      - a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
      - b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by



or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, and

- c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations made by the Management under sub clause (a) and (b) above, contain any material misstatement.
3. The company has not declared or paid any dividend during the year. Therefore, compliance of provisions of section 123 of the Act is not applicable.
4. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

**For, Dinesh R Thakkar & Co.**  
**Chartered Accountants**  
**FRN: 102612W**

**Place: Ahmedabad**  
**Date: May 14, 2026**  
**UDIN: 26190243ZXDVWZ5433**

**Sd/-**  
**Keyur M. Thakkar**  
**(Partner)**  
**M.NO. 190243**



Referred to in Paragraph 1. Under the heading of "Report on other legal and regulatory requirements" section of our report of even date to the members of Kalana Ispat Limited (Formerly known as Kalana Ispat Private Limited) on the standalone financial statements as of and for the year ended March 31, 2026

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

**i. In respect of Property, Plant & Equipments :-**

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

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

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

c) The title deed of all immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in financial statements of the company as a property, plant & equipment are held in the name of company.

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

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

**ii. In respect of its Inventories:**

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

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

(Rs. In Lakhs)

Name of the Bank	Aggregate Working Capital Limit Sanctioned	Quarter Ended on	Type of Assets	Amount as per Books of Account	Amount as per statement submitted to bank	Difference	Reason for Difference
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The Federal Bank	997.00	30.06.2025	Inventories	289.58	261.36	(28.22)	Figures reported to banks are excluding Consumable stock and subject to Reconciliation of valuation.
	997.00	30.06.2025	Trade receivable	70.59	355.57	284.98	Advance to supplier has been also considered as Trade Receivable.
	997.00	30.06.2025	Trade payable	76.36	80.72	4.36	Provisional Figures reported to banks earlier to finalization of quarterly accounts.
The Federal Bank	997.00	30.09.2025	Inventories	303.09	289.47	-13.62	Figures reported to banks are excluding Consumable stock and Reconciliation of valuation.
	997.00	30.09.2025	Trade receivable	44.12	336.78	292.66	Advance to supplier has been also considered as Trade Receivable.
	997.00	30.09.2025	Trade payable	38.36	40.28	1.92	Provisional Figures reported to banks earlier to finalization of quarterly accounts.
The Federal Bank	997.00	31.12.2025	Inventories	367.83	310.83	(57.00)	Figures reported to banks are excluding Consumable stock and Reconciliation of valuation.
	997.00		Trade Receivable	59.96	192.51	132.55	Advance to supplier has been also considered as Trade Receivable.

	997.00	31.12.2025	Trade payable	126.65	29.76	-96.89	Provisional Figures reported to banks earlier to finalization of quarterly accounts.
The Federal Bank	997.00	31.03.2026	Inventories	409.91	413.04	3.13	Figures reported to banks are excluding Consumable stock and Reconciliation of valuation.
	997.00	31.03.2026	Trade receivable	131.70	132.71	1.01	Advance to supplier has been also considered as Trade Receivable.
	997.00	31.03.2026	Trade payable	128.55	124.84	-3.71	Provisional Figures reported to banks earlier to finalization of quarterly accounts.

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

- a) The Company has not made investment, not provided any guarantee or security to companies, firms, Limited Liability Partnerships or any other parties during the year. However, the company has granted unsecured loan to one Limited Liability Partnership (LLP) during the year.
- A. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances to subsidiaries, joint ventures and associates: Nil
- B. The company has provided unsecured loans to party other than subsidiaries, joint ventures and associates as below:

(Rs. in Lakhs)

Nature of Loans/Advances	Aggregate amount granted during the year	Balance outstanding at 31 <sup>st</sup> March, 2026
Loan to one Limited Liability Partnership (LLP)	13.45	300.40

- b) The Company has not made investment or provided any guarantees or security given or granted any advance in the nature of loans to any person during the year.  
The Unsecured Loan granted during the year by the company and the terms and conditions of the grant of such loans are not prejudicial to the company's interest.
- c) In respect of loans, there is no specific schedule of repayment of principal and payment of interest has been stipulated. Therefore, no further information is required to be furnished under this clause. Further, the Company has not given any advance in the nature of loan to any party during the year.
- b) There is no stipulation of repayment hence no questions of overdue amount.
- c) There is no any loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties. Therefore, no further information is required to be furnished under this clause.

- d) The Company has not given any advance in the nature of loans to any party during the year. The company has granted unsecured loan without specifying any terms or period of repayment, the details thereof is as under:

(Rs. in Lakhs)	
Particulars	Amount
<b>1) Aggregate amount of loans/ advances in nature of loans</b>	13.45
a) Loan or advances does not specify any terms or period of repayment	
- Related Party as per Companies Act,2013	13.45
- Promoters	Nil
<b>2) Percentage of loans/ advances in nature of loans to the total loans</b>	<b>100%</b>

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

On the basis of our examination of the records, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loan granted to an LLP during the year. Further, the Company has not made any investments or provided any guarantees or securities during the year.

**v. In respect of Deposits:-**

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

**vi. In respect of Cost Records :-**

We have broadly reviewed the books of accounts maintained by the company pursuant to the Companies (cost records and Audit) Rules, 2014 prescribed by the central government under Section 148(1) of the Act in respect of its manufactured goods and are of opinion that, prima facie, the prescribed accounts and records have been maintained. We have, however, not made detailed examination of the cost records, with a view to determine whether they are accurate or complete.

**vii. In respect of Statutory Due:-**

- a) The company is generally regular in depositing with Appropriate Authorities undisputed statutory dues including Income Tax, Goods and Service Tax, Custom Duty, other statutory dues applicable to it. According to the information and explanation given to us, there were no undisputed amounts payable in respect of such dues which were outstanding as on March 31,2026 for a period more than six months from the date they became payable.
- b) There are no any disputed dues which have not been deposited, of Income tax, Goods and Service Tax, Custom duty, Cess as at March 31, 2026. Except mentioned as below:

(Rs. In Lakhs)				
Name of Statue	Nature of the Dues	Dispute d Dues (Rs.)	Period to which the amount relates	Forum where dispute is pending
Value Added Tax Act	State tax - Gujarat (VAT)	42.52	FY 2015-16	Preferred first appeal against demand order passed by state office dated 06.11.2020 (Refer Note 33(i) to financial statements)

**viii. In respect of Unrecorded Income :-**

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

**ix. In respect of Repayment of Loans :-**

- (a) Based on our audit procedures, we are of the opinion that the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to due to any lender.
- (b) Based on our audit procedures, the company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (c) Based on our audit procedures, we report that the term loan availed by the company during the year were applied for the purpose for which the loans were obtained.
- (d) Based on an overall examination of standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) Based on our audit procedures, the company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the order is not applicable to the company.
- (f) Based on our audit procedures, the Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(f) of the order is not applicable to the company.

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

- a) According to the information and explanations given to us, the company has not raised moneys by way of Initial public offer or further public offer (incl. debt Instrument) during the year. However, the company has raised money by way of Initial public offer ("IPO") amounting Rs 3259.08 Lakhs wherein it has issued 49,38,000 equity shares of Rs.10/- each at issue price of Rs.66 each on dated September 26,2024. The funds so raised have been applied for the purpose for which they were raised. Unutilised amount of Rs. 200.46 Lakhs as at March 31, 2026 has been temporarily fixed deposit with bank.

(Rs. In Lakhs)

Nature of the fund raised	Original Object	Modified Object*	Total Amount Raised as per Modified Allocation*	Unutilized balance as at balance sheet date	Details of default	Subsequently rectified
IPO	Capital Expenditure for Installation of 4 MW DC & 3.5 MW AC Ground Mounted Solar Power Plant - TPSAT Structure	Capital Expenditure for Installation of 1.4 MW Ground Mounted Solar Power Plant for existing manufacturing plant and 1MW Ground Mounted Solar Power Plant for the proposed rolling mill as mentioned in object no.02- TPSAT Structure	1103.65	200.46	Not Applicable	Not Applicable

IPO	Capital expenditure for setting up of rolling mill at Survey No. 4/1 Taluka Sanand, Mouje Kalana village, Ahmedabad by construction of the industrial Shed, purchase of equipment/machineries, other assets etc.	Capital expenditure for setting up of rolling mill at Survey No.452, Khata no. 280, Khegariya, Taluka - Viramgam, District- Ahmedabad by construction of the industrial Shed, purchase of equipment/machineries, other assets etc.	1994.55	-	Not Applicable	Not Applicable
IPO	Issue related Expenses	-	100.00	-	Not Applicable	Not Applicable
IPO	General corporate purpose	-	60.88	-	Not Applicable	Not Applicable
<b>Total</b>			<b>3259.08</b>	<b>200.46</b>		

\*The Modification in the allocation of funds was approved by the shareholders through a special resolution passed via postal ballot through e- voting concluded on 19th March, 2025.

- b) The Company has not made any preferential allotment or private placement of shares or fully, partially or optionally convertible debentures during the year under audit.

The Company has, however, obtained shareholders' approval vide special resolution passed in the Extra-Ordinary General Meeting held on March 27, 2026, for proposed issuance of Convertible Equity Warrants on preferential basis to Promoter and Promoter Group category persons. Since no warrants were allotted during the year and consequently no funds were raised by the Company, reporting regarding utilisation of proceeds under Clause 3(x)(b) of CARO 2020 is not applicable.

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

- a) Based upon the audit procedures performed, we report that no fraud by the company or any fraud on the company has been noticed or reported during year.
- b) During the year, no report under sub section (12) of section 143 of the Companies Act has been filed by the us in Form ADT 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

**xii. In respect of Nidhi Company:-**

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

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

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

**xiv. In respect of Internal Audit:-**

In our opinion and based on our examination, according to the size and nature of the business, the company has established the internal audit system as per the provision of section 138 of Companies Act, 2013. Further, we have considered the internal audit report issued to the company by the internal auditor for the year ended 31<sup>st</sup> March, 2026.

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

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

**xvi. In respect of Registration under RBI Act,1934:-**

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

**xvii. In respect of Cash Losses:-**

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

**xviii. In respect of Auditor's Resignation:-**

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

**xix. In respect of Financial Position:-**

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

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

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

For, Dinesh R Thakkar & Co.  
Chartered Accountants  
FRN: 102612W

Place: Ahmedabad  
Date: May 14, 2026  
UDIN: 26190243ZXDVWZ5433

Sd/-  
Keyur M. Thakkar  
(Partner)  
M.NO. 190243



**Referred to in (f) of Paragraph 2 under the heading of "Report on other legal and regulatory requirements" section of our report of even date to the members of Kalana Ispat Limited on the standalone financial statements as of and for the year ended March 31, 2026**

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

We have audited the internal financial controls with reference to financial statements of **Kalana Ispat Limited (Formerly known as Kalana Ispat Private Limited)** ("the Company") as at March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2026, based on, the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Management's and Board of Directors' Responsibilities for Internal Financial Controls**

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

**Auditors' Responsibility**

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

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

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

A Company's internal financial controls 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 controls with reference to standalone financial statements include 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 standalone 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 financial statements.

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

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

**For, Dinesh R Thakkar & Co.  
Chartered Accountants  
FRN: 102612W**

**Place: Ahmedabad  
Date: May 14, 2026  
UDIN: 26190243ZXDVWZ5433**

**Sd/-  
Keyur M. Thakkar  
(Partner)  
M.NO. 190243**

**KALANA ISPAT LIMITED**

(Formerly known as KALANA ISPAT PRIVATE LIMITED)

(CIN: L27104GJ2012PLC072306 )

**Balance Sheet as at 31-March-2026**

(₹ in lakhs)

Particulars	Note	As at 31-March-2026	As at 31-March-2025
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	4	1,303.92	1,303.92
(b) Reserves and Surplus	5	3,095.73	2,999.01
<b>Total</b>		<b>4,399.65</b>	<b>4,302.93</b>
<b>(2) Non-current liabilities</b>			
(a) Long-term Borrowings	6	29.01	37.16
(b) Deferred Tax Liabilities (net)	7	72.40	35.57
(c) Long-term Provisions	8	3.35	6.42
<b>Total</b>		<b>104.76</b>	<b>79.15</b>
<b>(3) Current liabilities</b>			
(a) Short-term Borrowings	9	182.81	222.19
(b) Trade Payables	10		
- Due to Micro and Small Enterprises		26.59	11.25
- Due to Others		228.88	87.97
(c) Other Current Liabilities	11	25.21	20.92
(d) Short-term Provisions	12	46.85	68.08
<b>Total</b>		<b>510.34</b>	<b>410.41</b>
<b>Total Equity and Liabilities</b>		<b>5,014.75</b>	<b>4,792.49</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	13	1,244.33	460.94
(ii) Capital Work-in-progress	13	1,557.75	518.14
(b) Long term Loans and Advances	14	412.28	714.15
(c) Other Non-current Assets	15	76.51	-
<b>Total</b>		<b>3,290.87</b>	<b>1,693.23</b>
<b>(2) Current assets</b>			
(a) Inventories	16	447.35	309.20
(b) Trade Receivables	17	210.63	219.90
(c) Cash and cash equivalents	18	252.64	1,944.06
(d) Short-term Loans and Advances	19	300.41	266.50
(e) Other Current Assets	20	512.85	359.60
<b>Total</b>		<b>1,723.88</b>	<b>3,099.26</b>
<b>Total Assets</b>		<b>5,014.75</b>	<b>4,792.49</b>

See accompanying notes to the financial statements

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As per our report of even date

For **DINESH R THAKKAR & CO**

Chartered Accountants

Firm's Registration No. 102612W

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

Partner

Membership No. 190243

**VARGHESE JOSEPH POTTAKERRY**

Chairman &amp; Managing Director

DIN:02771578

**AFTABHUSEN S KHANDWAWALA**

Director

DIN:02771726

Place: AHMEDABAD

Date: 14-May-2026

**MANOJ GOPINATHAN PILLAI**

Chief Financial Officer

**MANISHI JAIN**

Company Secretary

M.No A55193

Place: AHMEDABAD

Date: 14-May-2026

**KALANA ISPAT LIMITED**

(Formerly known as KALANA ISPAT PRIVATE LIMITED)

(CIN: L27104GJ2012PLC072306 )

**Statement of Profit and loss for the year ended 31-March-2026**

(₹ in lakhs)

Particulars	Note	For the year ended 31-March-2026	For the year ended 31-March-2025
Revenue from Operations	21	5,184.04	5,519.08
Other Income	22	105.87	90.79
<b>Total Income</b>		<b>5,289.91</b>	<b>5,609.87</b>
<b>Expenses</b>			
Cost of Material Consumed	23	4,089.85	4,324.15
Purchases of Stock in Trade	24	188.39	204.74
Change in Inventories of finished goods	25	(14.23)	22.31
Employee Benefits Expense	26	92.24	68.73
Finance Costs	27	24.14	32.13
Depreciation and Amortization Expenses	28	60.97	36.43
Other Expenses	29	712.15	748.36
<b>Total expenses</b>		<b>5,153.51</b>	<b>5,436.85</b>
<b>Profit/(Loss) before Tax</b>		<b>136.40</b>	<b>173.02</b>
Tax Expenses	30		
- Current Tax		5.80	51.40
- Deferred Tax		36.83	(1.57)
- Excess/Short Provision Written back/off		(2.95)	2.05
<b>Profit/(Loss) after Tax</b>		<b>96.72</b>	<b>121.14</b>
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (In Rs)	31	0.74	1.14
-Diluted (In Rs)	31	0.74	1.14

See accompanying notes to the financial statements

1-56

As per our report of even date

**For DINESH R THAKKAR & CO**

Chartered Accountants

Firm's Registration No. 102612W

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

Partner

Membership No. 190243

**VARGHESE JOSEPH  
POTTAKERRY**

Chairman &amp; Managing Director

DIN:02771578

**AFTABHUSEN S  
KHANDWAWALA**

Director

DIN:02771726

**MANOJ GOPINATHAN PILLAI**  
Chief Financial Officer**MANISHI JAIN**  
Company Secretary

M.No A55193

Place: AHMEDABAD

Date: 14-May-2026

Place: AHMEDABAD

Date: 14-May-2026

**KALANA ISPAT LIMITED**

(Formerly known as KALANA ISPAT PRIVATE LIMITED)

(CIN: L27104GJ2012PLC072306)

**Cash Flow Statement for the year ended As at 31-March-2026**

(₹ in lakhs)

Particulars	Note	As at 31-March-2026	As at 31-March-2025
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before tax		136.40	173.03
<b>Adjustment for:</b>			
Depreciation and Amortisation Expense		60.97	36.43
Non Cash Expenses (Provision for Expenses)		(4.35)	5.41
Interest Income		(98.38)	(90.79)
Finance Costs		24.14	32.14
<b>Operating Profit before working capital changes</b>		118.78	156.21
<b>Adjustment for:</b>			
Inventories		(138.15)	231.70
Trade Receivables		9.26	398.71
Other Current Assets		(136.82)	(110.99)
Trade Payables		156.25	(63.86)
Other Current Liabilities & Provisions		4.41	(29.62)
Short-term Provisions		12.12	(3.75)
Long-term Provisions		(3.07)	-
Cash (Used in)/Generated from Operations		22.78	578.40
Income Tax paid(Net)		48.27	74.40
<b>Net Cash (Used in)/Generated from Operating Activities</b>		(25.49)	504.00
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Property, Plant and Equipment ,Intangible asset & Capital work in progress)		(1,582.10)	(647.53)
Proceeds/ (Repayment) of Short Term Loans and advances (net)		(33.91)	(980.65)
Proceeds/ (Investment) in Term Deposits (net)		(76.51)	-
Interest received		98.38	90.79
<b>Net Cash (Used in)/Generated from Investing Activities</b>		(1,594.15)	(1,537.39)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from Issue of Share Capital		-	3,259.08
Issue Expense on account of IPO of shares		-	(157.20)
Proceeds from Long Term Borrowings		-	39.67
Repayment of Long Term Borrowings		(8.15)	(2.51)
Proceeds from / (Repayment of) Short Term Borrowings(net)		(39.38)	(239.19)
Finance Costs		(24.26)	(32.02)
Net Cash (Used in)/Generated from Financing Activities		(71.79)	2,867.83
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>		(1,691.43)	1,834.45
Cash and Cash Equivalents at the beginning of the year		1,944.06	109.62
<b>Cash and Cash Equivalents at the end of the year</b>	18	<b>252.64</b>	<b>1,944.06</b>

Components of cash and cash equivalents	As at 31-March-2026	As at 31-March-2025
Cash on hand	12.81	0.68
Balances with banks in current accounts	3.25	4.83
Bank Deposit having maturity of less than 3 months	236.58	1,938.55
<b>Cash and cash equivalents as per Cash Flow Statement</b>	<b>252.64</b>	<b>1,944.06</b>
<b>Other Bank Balance</b>		
Bank Deposit having maturity of greater than 12 months	76.51	-
Less: Deposits reclassified to other non current assets	(76.51)	-
<b>Cash and bank balance as per Balance Sheet</b>	<b>252.64</b>	<b>1,944.06</b>

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

**See accompanying notes to the financial statements**

As per our report of even date

**For DINESH R THAKKAR & CO**

Chartered Accountants

Firm's Registration No. 102612W

**For and on behalf of the Board of**

**KALANA ISPAT LIMITED**

**KEYUR M THAKKAR**

Partner

Membership No. 190243

**VARGHESE JOSEPH POTTAKERRY**

Chairman & Managing Director

DIN:02771578

**AFTABHUSEN S  
KHANDWAWALA**

Director

DIN:02771726

**MANOJ GOPINATHAN PILLAI**

Chief Financial Officer

**MANISHI JAIN**

Company Secretary

M.No A55193

Place: AHMEDABAD

Date: 14-May-2026

Place: AHMEDABAD

Date: 14-May-2026

**KALANA ISPAT LIMITED**  
**(Formerly known as KALANA ISPAT PRIVATE LIMITED)**  
**Notes forming part of the Financial Statements**

**1 COMPANY INFORMATION**

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

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

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

**2 SIGNIFICANT ACCOUNTING POLICIES**

**a Basis of Preparation**

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

**b Use of Estimates**

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

**c Accounting Convention**

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

**KALANA ISPAT LIMITED**

**(Formerly known as KALANA ISPAT PRIVATE LIMITED)**

**Notes forming part of the Financial Statements**

**d Property, Plant and Equipment**

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

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

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

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

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

**e Depreciation and amortization**

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

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

**f Impairment of assets**

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

**g Leases**

Assets taken on lease by the entity in its capacity as lessee, where the entity has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss.

**KALANA ISPAT LIMITED****(Formerly known as KALANA ISPAT PRIVATE LIMITED)****Notes forming part of the Financial Statements****h Investment**

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

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

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

**i Inventories**

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

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

**j Cash and cash equivalents**

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

**k Cash Flow Statement**

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

**l Revenue recognition**

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

**Sale of goods**

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

**Supply of services**

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

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

All other income is recognised on accrual basis.

**KALANA ISPAT LIMITED**

**(Formerly known as KALANA ISPAT PRIVATE LIMITED)**

**Notes forming part of the Financial Statements**

**m Employee Benefits**

**Post-employment benefit plans**

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

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

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

**Other employee benefits**

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

**Others**

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

**n Borrowing Cost**

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

**o Foreign currency transactions**

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

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

**KALANA ISPAT LIMITED**

**(Formerly known as KALANA ISPAT PRIVATE LIMITED)**

**Notes forming part of the Financial Statements**

**p Taxation**

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

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

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

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

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

**q Segment accounting**

As per Accounting Standard 17 on "Segment Reporting" (AS 17), the company has only one Primary reportable segment viz Iron & Steel Products (i.e. manufacturing of M.S. Billets/Ingots and Alloy Steel Billets/Ingots of various grades). Further, the company primarily operates only in India. Therefore, the company has only one Primary reportable segment viz Iron & Steel Products.

**r Government Grants**

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

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

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

**s Earnings Per Shares**

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

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

**KALANA ISPAT LIMITED**

**(Formerly known as KALANA ISPAT PRIVATE LIMITED)**

**Notes forming part of the Financial Statements**

**t Provisions, Contingent liabilities and Contingent assets**

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

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

**u Contingencies and Events Occurring After the Balance Sheet Date**

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

**3 Additional Notes**

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

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

As per our report of even date

**For DINESH R THAKKAR & CO**

Chartered Accountants

Firm's Registration No. 102612W

**For and on behalf of the Board of**

**KALANA ISPAT LIMITED**

**KEYUR M THAKKAR**

Partner

Membership No. 190243

**VARGHESE JOSEPH POTTAKERRY**

Chairman & Managing Director

DIN:02771578

**AFTABHUSEN S KHANDWAWALA**

Director

DIN:02771726

**MANOJ GOPINATHAN PILLAI**

Chief Financial Officer

**MANISHI JAIN**

Company Secretary

M.No A55193

Place: AHMEDABAD

Date: 14-May-2026

Place: AHMEDABAD

Date: 14-May-2026

**KALANA ISPAT LIMITED**  
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**4 Share Capital**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
<b>Authorised Share Capital</b>		
Equity Shares, of Rs. 10 each, 50000000 (Previous Year -13500000) Equity Shares	5,000.00	1,350.00
<b>Issued, Subscribed and Fully Paid up Share Capital</b>		
Equity Shares, of Rs. 10 each, 13039185 (Previous Year -13039185) Equity Shares paid up	1,303.92	1,303.92
<b>Total</b>	<b>1,303.92</b>	<b>1,303.92</b>

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

Particulars	As at 31-March-2026		As at 31-March-2025	
	No. of shares	(₹ in lakhs)	No. of shares	(₹ in lakhs)
Opening Balance	1,30,39,185	1,303.92	81,01,185	810.12
Issued during the year by way of IPO*	-	-	49,38,000	493.80
Deletion	-	-	-	-
<b>Closing balance</b>	<b>1,30,39,185</b>	<b>1,303.92</b>	<b>1,30,39,185</b>	<b>1,303.92</b>

\*Issue of 49,38,000 Share by way of IPO at a Issue Price of Rs.66.00 for the year ended March 31,2025.

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

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

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

Equity Shares	As at 31-March-2026		As at 31-March-2025		
	Name of Shareholder	No. of shares	In %	No. of shares	In %
	Varghese Joseph Pottakerry	20,85,744	16.00%	20,85,744	16.00%
	Aftab S Khandwawala	20,37,609	15.63%	20,37,609	15.63%
	Gurubaxsing Bagga	11,95,997	9.17%	11,95,997	9.17%
	Sadik Nannabhai Quershi	13,81,784	10.60%	13,81,784	10.60%
	Mit Iron And Steel Private Limited	9,99,999	7.67%	9,99,999	7.67%

**(iv) Shares held by Promoters at the end of the year As at 31-March-2026**

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Varghese Joseph Pottakerry	Equity	20,85,744	16.00%	0.00%
Aftab S Khandwawala	Equity	20,37,609	15.63%	0.00%
Gurubaxsing Bagga	Equity	11,95,997	9.17%	0.00%
Sadik Nannabhai Quershi	Equity	13,81,784	10.60%	0.00%
Mit Iron And Steel Private Limited	Equity	9,99,999	7.67%	0.00%
Pashmin A Khandwawala	Equity	1,99,999	1.53%	0.00%
Riya Verghese Pottakerry	Equity	1,99,999	1.53%	0.00%
Mika Steel And Alloys LLP	Equity	54	0.00%	0.00%
Zakir N Qureshi	Equity	1,02,000	0.78%	0.01%

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**Shares held by Promoters at the end of the year As at 31-March-2025**

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Varghese Joseph Pottakerry	Equity	20,85,744	16.00%	-9.75%
Aftab S Khandwawala	Equity	20,37,609	15.63%	-9.53%
Gurubaxsing Bagga	Equity	11,95,997	9.17%	-5.59%
Sadik Nannabhai Quershi	Equity	13,81,784	10.60%	-6.46%
Mit Iron And Steel Private Limited	Equity	9,99,999	7.67%	-4.67%
Pashmin A Khandwawala	Equity	1,99,999	1.53%	-0.93%
Riya Verghese Pottakerry	Equity	1,99,999	1.53%	-0.93%
Mika Steel And Alloys LLP	Equity	54	0.00%	0.00%
Zakir N Qureshi	Equity	1,00,000	0.77%	0.77%

**Convertible Equity Warrants ("Warrants") :**

The Company, pursuant to a special resolution passed at the Extra-Ordinary General Meeting held on March 27, 2026, approved issuance of up to 45,00,000 Convertible Equity Warrants ("Warrants") on a preferential basis to persons belonging to the Promoter and Promoter Group category, at an issue price of Rs. 22.50 per Warrant (including premium of Rs. 12.50 per Warrant), aggregating up to Rs. 1,012.50 Lakhs.

Each Warrant carries a right exercisable by the holder to subscribe to 1 (One) Equity Share of face value of Rs. 10 each against each Warrant within a period of 18 months from the date of allotment, in accordance with the applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Since no Warrants were allotted during the year ended March 31, 2026, no funds were raised by the Company through such preferential issue. Consequently, there were no outstanding potential equity shares as at the reporting date and therefore the proposed warrants have not been considered for the purpose of computation of diluted earnings per share in accordance with Accounting Standard (AS) 20 – Earnings Per Share."

**5 Reserves and Surplus**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
<b>Securities Premium</b>		
Opening Balance	2,608.08	2,765.28
(Add)/Less: Utilisation towards Issue expenses relating to IPO of shares*	-	157.20
Closing Balance	2,608.08	2,608.08
<b>Statement of Profit and loss</b>		
Balance at the beginning of the year	390.93	269.79
Add: Profit/(loss) during the year	96.72	121.14
<b>Balance at the end of the year</b>	487.65	390.93
<b>Total</b>	<b>3,095.73</b>	<b>2,999.01</b>

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

**6 Long term borrowings**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Secured Term loans from banks -Vehicle Loan	29.01	37.16
<b>Total</b>	<b>29.01</b>	<b>37.16</b>

**Particulars of Long term Borrowings**

Name of Lender/Type of Loan	Nature of Security	Rate of Interest	Monthly Installments	No of Remaining Installment
The Federal Bank Limited	Hypothecation of Car	8.80%	92,129	48

**KALANA ISPAT LIMITED**  
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**7 Deferred tax liabilities Net**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Deferred tax liabilities Net	72.40	35.57
<b>Total</b>	<b>72.40</b>	<b>35.57</b>

**Significant components of Deferred Tax**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
<b>Deferred Tax Liability</b>		
Difference between book depreciation and tax depreciation Related to Fixed Asset	74.25	37.14
Expenses provided but allowable in Income tax on Payment basis	-	-
Provision for gratuity	-	-
<b>Gross Deferred Tax Liability (A)</b>	<b>74.25</b>	<b>37.14</b>
<b>Deferred Tax Asset</b>		
Expenses provided but allowable in Income tax on Payment basis	0.21	0.67
Provision for gratuity	1.64	0.43
Difference between book depreciation and tax depreciation	-	0.47
<b>Gross Deferred Tax Asset (B)</b>	<b>1.85</b>	<b>1.57</b>
<b>Net Deferred Tax Liability (A)-(B)</b>	<b>72.40</b>	<b>35.57</b>

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

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Difference between book depreciation and tax depreciation	35.34	(0.47)
Expenses provided but allowable in Income tax on Payment basis	0.40	(0.67)
Provision for Gratuity	1.10	(0.43)
<b>Total</b>	<b>36.83</b>	<b>(1.57)</b>

**8 Long term provisions**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Provision for employee benefits	3.35	6.42
<b>Total</b>	<b>3.35</b>	<b>6.42</b>

**9 Short term borrowings**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Current maturities of long-term debt	8.11	7.43
Secured Loans repayable on demand from banks	174.70	214.39
Unsecured Loans and advances from related parties	-	0.37
<b>Total</b>	<b>182.81</b>	<b>222.19</b>

**Particulars of Short term Borrowings**

Name of Lender/Type of Loan	Rate of Interest	Nature of Security
The Federal Bank Ltd	Repo Rate + 3.65%	As per Note A

Note A : Secured against Hypothecation of entire Stock and book debts.

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

Lien on Fixed Deposits of Rs 32.00 Lakhs and Rs 33.00 Lakhs with interest accrued thereon.

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

**10 Trade payables**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Due to Micro and Small Enterprises	26.59	11.25
Due to others	228.88	87.97
<b>Total</b>	<b>255.47</b>	<b>99.22</b>

**10.1 Trade Payable ageing schedule as at As at 31-March-2026**

(₹ in lakhs)

Particulars	Outstanding for following periods from date of transactions				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	26.57	0.02			26.59
Others	228.88				228.88
Disputed dues- MSME					-
Disputed dues- Others					-
<b>Sub total</b>					<b>255.47</b>
MSME - Undue					
Others - Undue					
<b>Total</b>					<b>255.47</b>

**10.2 Trade Payable ageing schedule as at As at 31-March-2025**

(₹ in lakhs)

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

a) Trade Payable includes Creditors for capital goods amounting Rs.51.54 Lakhs for the year ended March 31, 2026 and Rs.NIL for the year ended March 31, 2025.

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**10.3 Micro and Small Enterprise**

(₹ in lakhs)

Particulars	As at 31-March-2026		As at 31-March-2025	
	Principal	Interest	Principal	Interest
(a) the principal amount remaining unpaid to any supplier at the end of each accounting year	26.59		11.25	
(b) the amount of interest paid by the buyer(Company) in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year				0.11
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006			-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year			-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006			-	-

The Company has not made provision during the year for interest payable to Micro and Small Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006, considering the past trend and overall materiality level.

Classification under Micro & Small enterprises under MSMED, is made by the Company based on the confirmations provided by the Suppliers.

**11 Other current liabilities**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Interest accrued but not due on borrowings	-	0.12
Statutory dues	9.34	12.59
Advances from customers	0.10	0.36
Expense Payable	15.77	7.85
<b>Total</b>	<b>25.21</b>	<b>20.92</b>

**12 Short term provisions**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Provision for employee benefits	3.16	8.15
Provision for income tax	5.80	34.79
Provision for Expenses	37.89	25.14
<b>Total</b>	<b>46.85</b>	<b>68.08</b>





**KALANA ISPAT LIMITED**  
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**17.2 Trade Receivables ageing schedule as at As at 31-March-2025**

(₹ in lakhs)

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

**18 Cash and cash equivalents**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Cash on hand	12.81	0.68
Balances with banks in current accounts	3.25	4.83
Bank Deposit having maturity of less than 3 months -Fixed Deposit	236.58	1,938.55
<b>Cash and cash equivalents - total</b>	<b>252.64</b>	<b>1,944.06</b>
Deposits with original maturity for more than 12 months	76.51	-
(Less): Long term Deposits reclassified to other non current assets	(76.51)	-
<b>Total</b>	<b>252.64</b>	<b>1,944.06</b>

\*Cash and cash equivalent also includes fixed deposit out of proceeds of IPO.

**19 Short term loans and advances**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Loans and advances to related parties	300.41	266.50
<b>Total</b>	<b>300.41</b>	<b>266.50</b>

**20 Other current assets**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Advance to Suppliers	308.69	307.66
Balance with Revenue Authorities	196.54	45.13
Prepaid Expense	2.30	1.49
Security Deposits	3.82	3.82
VAT Deposit	1.50	1.50
<b>Total</b>	<b>512.85</b>	<b>359.60</b>

**KALANA ISPAT LIMITED**  
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**21 Revenue from operations**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Sale of products	5,184.04	5,457.13
Sale of services	-	61.95
<b>Total</b>	<b>5,184.04</b>	<b>5,519.08</b>

**21.1 Revenue from major Products**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Sale of Manufactured Products	4,995.03	5,248.79
<b>Total</b>	<b>4,995.03</b>	<b>5,248.79</b>

**22 Other Income**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Interest Income	98.38	90.79
Credit Balance Written off	3.14	-
Reversal of Excess Gratuity Provision *	4.35	-
<b>Total</b>	<b>105.87</b>	<b>90.79</b>

\* Excess gratuity provision amounting Rs 4.35 Lakh written back on account of revision in estimation for the year ended March 31,2026, accordingly, disclosed under Other Income.

**23 Cost of Material Consumed**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
<b>Raw Material Consumed</b>		
Opening stock	284.69	494.08
Purchases	4,213.77	4,114.76
Less: Closing stock	408.61	284.69
<b>Total</b>	<b>4,089.85</b>	<b>4,324.15</b>
<b>Total</b>	<b>4,089.85</b>	<b>4,324.15</b>

**24 Purchases of stock in trade**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Purchases of stock in trade	188.39	204.74
<b>Total</b>	<b>188.39</b>	<b>204.74</b>

**KALANA ISPAT LIMITED**  
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**25 Change in Inventories of work in progress and finished goods**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
<b>Opening Inventories</b>		
Finished Goods	24.51	46.83
<b>Less: Closing Inventories</b>		
Finished Goods	38.74	24.51
<b>Total</b>	<b>(14.23)</b>	<b>22.31</b>

**26 Employee benefit expenses**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Salaries and wages	68.34	50.85
Contribution to provident and other funds	0.96	1.27
Bonus Expenses	2.94	8.96
Director Remuneration	20.00	4.80
Gratuity Expense	-	1.71
Professional Fees to Director	-	1.14
<b>Total</b>	<b>92.24</b>	<b>68.73</b>

**Defined Contribution Plan**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Employers Contribution to Provident Fund	0.48	0.69
Employers Contribution to ESIC	0.10	0.57

**Defined Benefit Plan**

**Changes in the present value of the defined benefit obligation**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Defined Benefit Obligation at beginning of the year	10.86	9.15
Current Service Cost	1.00	1.87
Interest Cost	0.57	0.57
Actuarial (Gain) / Loss	(9.18)	(0.73)
Past Service cost	3.25	-
<b>Defined Benefit Obligation at year end</b>	<b>6.51</b>	<b>10.86</b>

**Fair value of plan assets as at the end of the year**

	-	-
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**Reconciliation of present value of defined benefit obligation and fair value of assets**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Present value obligation as at the end of the year	6.51	10.86
<b>Amount classified as:</b>		
Short term provision	3.16	4.45
Long term provision	3.35	6.42

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**Expenses recognized in Profit and Loss Account**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Current service cost	1.00	1.87
Interest cost	0.57	0.57
Past Service Cost	3.25	-
Net actuarial loss/(gain) recognized during the year	(9.18)	(0.73)
<b>Total expense recognised in Profit and Loss</b>	<b>(4.35)</b>	<b>1.71</b>

**Actuarial assumptions**

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Discount Rate	7.15%	6.65%
Expected Rate of increase in Compensation Level	7.00%	7.00%
Withdrawal Rate (Age 25 & Below )	10.00%	10.00%
Withdrawal Rate (Age 25 to 35 )	8.00%	8.00%
Withdrawal Rate (Age 35 to 45 )	6.00%	6.00%
Withdrawal Rate (Age 45 to 55 )	4.00%	4.00%
Withdrawal Rate (Age 55 & Above)	2.00%	2.00%

**Statutory Impact of New Labour Code**

The Government of India has notified the Code on Wages, 2019, the Industrial Relations Code, 2020 the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020 ("Labour Codes") with effect from 21 November 2025, which consolidates 29 existing labour laws. The Labour Codes, amongst other things, introduced changes including a uniform definition of wages and enhanced benefits relating to leaves. In accordance with the guidance issued by the Institute of Chartered Accountants of India and based on the Actuarial Valuation, the Company has assessed the impact and accounted the impact of these regulatory changes to these standalone financial statement for the year ended March 31,2026.

The Government is in the process of notifying the related rules under the New Labour Codes. The impact of these rules will be evaluated and accounted for in accordance with the applicable Accounting Standards in the period in which they are notified.

**27 Finance costs**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Interest expense	20.04	19.00
Other borrowing costs	4.10	10.57
Net loss on foreign currency transactions	-	2.56
<b>Total</b>	<b>24.14</b>	<b>32.13</b>

**28 Depreciation and amortization expenses**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Depreciation on property, plant and equipment	60.97	36.43
<b>Total</b>	<b>60.97</b>	<b>36.43</b>

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**29 Other expenses**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Power and fuel	505.55	561.88
Direct Labour Expense	88.09	94.06
Repairs to machinery	1.38	1.87
Conveyance expenses	0.76	1.63
Insurance	2.25	1.26
Professional fees	12.94	13.51
Rent	2.40	2.40
Rates and taxes	0.17	8.35
Travelling Expenses	23.20	20.48
Miscellaneous expenses	15.14	10.40
Advertisement and Business Promotion expenses	0.69	1.14
Commission Expenses	5.22	10.72
Freight and forwarding charges	22.57	18.72
Printing, stationery & communication expenses	4.16	1.77
ROC Fees	27.63	0.17
<b>Total</b>	<b>712.15</b>	<b>748.36</b>

**30 Tax Expenses**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Current Tax	5.80	51.40
Deferred Tax	36.83	(1.57)
Excess/Short Provision Written back/off	(2.95)	2.05
<b>Total</b>	<b>39.68</b>	<b>51.88</b>

**KALANA ISPAT LIMITED**  
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**31 Earning per share**

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Profit attributable to equity shareholders (₹ in lakhs)	96.72	121.14
Weighted average number of Equity Shares	1,30,39,185	1,06,17,536
Earnings per share basic (Rs)	0.74	1.14
Earnings per share diluted (Rs)	0.74	1.14
Face value per equity share (Rs)	10	10

Since no Warrants were allotted during the year ended March 31, 2026, no funds were raised by the Company through such preferential issue. Consequently, there were no outstanding potential equity shares as at the reporting date and therefore the proposed warrants have not been considered for the purpose of computation of diluted earnings per share in accordance with Accounting Standard (AS) 20 – Earnings Per Share.”

**32 Auditors' Remuneration**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
<b>Payments to auditor as</b>		
- for statutory audit	3.00	3.05
- for taxation matters	0.75	0.75
- for company law matters	-	4.50
- for other Certification services	0.45	-
<b>Total</b>	<b>4.20</b>	<b>8.30</b>

**33 Contingent Liabilities and Commitments**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
<b>Claims against the Company not acknowledged as debt</b>		
i) Value Added Tax (Gujarat) Related Litigation*	42.52	42.52
ii) Bank Guarantee for UGVCL Connection	73.27	73.27
<b>Commitments</b>		
iii) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net)	361.31	2,827.80
<b>Total</b>	<b>477.10</b>	<b>2,943.59</b>

\* (i) Contingent liability State tax – Gujarat (VAT) Liability amounting Rs 42.52 Lakhs for FY 2015-16 for which state officer has passed the order for the said demand dated 06.11.2020 against which the company has preferred first appeal, the said appeal is dismissed due to non deposit of Rs 7.25 Lakhs. Against this order company preferred Second Appeal, The said Appeal Authority have directed to remand back to First Appeal Authority on the payment of Rs 1.50 Lakhs and accordingly company has deposited the said amount. The disposal of the same matter at first Appeal is pending.

**34 Leases**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Future minimum rental payables under non-cancellable operating lease		
- Not later than one year	3.91	3.91
- Later than one year and not later than five years	16.54	16.01
- Later than five years	112.09	121.42

**35 Value of Import on CIF basis**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
Raw Materials	-	171.91
<b>Total</b>	<b>-</b>	<b>171.91</b>

**KALANA ISPAT LIMITED**

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

(₹ in lakhs)

Particulars	As at 31-March-2026		As at 31-March-2025	
	Amount	%	Amount	%
Raw Materials				
- Imported	-	0.00%	61.86	1.43%
- Indigenous	4,089.85	100.00%	4,262.28	98.57%
<b>Total</b>	<b>4,089.85</b>		<b>4,324.15</b>	

**37 Related Party Disclosure**

(i) List of Related Parties	Relationship
Varghese Joseph Pottakerry	Managing Director
Aftabhusen S Khandwawala	Director
Gurubaxsing Jamiatsing Bagga	Director
Manoj Gopinathan Pillai (Appointed as CFO w.e.f 17 June,2024)	Key Managerial Personnel
Preeti Sethi (Appointed as Independent Director w.e.f 27 August,2025)	Key Managerial Personnel
Rachna Sandeep Luthra (Appointed as Independent Director w.e.f 17 June, 2024)	Key Managerial Personnel
Manishi Jain (Appointed as Company Secretary w.e.f 20 January,2024)	Key Managerial Personnel
Nishant Bali (Resigned as Director w.e.f 27 August, 2025)	Key Managerial Personnel
Sadik Nannabhai Qureshi (Resigned as Director w.e.f 2 October, 2023)	Shareholder & Promoter
Pashmin A Khandwawala	Shareholder & Relative of Key Managerial Personnel
Riya Varghese Pottakerry	Shareholder & Relative of Key Managerial Personnel
Mit Iron and Steel Pvt Ltd	Shareholder & Enterprise under influence by Key Managerial Personnel
Metal India Trade Link (Prop. Varghese Joseph Potterterly)	Enterprise under influence by Key Managerial Personnel
Mit Impex (Prop. Aftabhusen S Khandwawala)	Enterprise under influence by Key Managerial Personnel
Eagle steels (Prop. Sadik Nannabhai Qureshi )	Enterprise under influence by Key Managerial Personnel
Mika Steel & Alloys LLP	Shareholder and Enterprise under influence by Key Managerial Personnel
Mit Developers	Enterprise under influence by Key Managerial Personnel
Seeba Developers	Enterprise under influence by Key Managerial Personnel
Zakirbhai Qureshi (Prop. Zaara Steel Traders)	Relatives of Key Managerial Personnel
Asif Nannabhai Qureshi (Prop. Shifa Steel Traders)	Relatives of Key Managerial Personnel

**(ii) Related Party Transactions**

(₹ in lakhs)

Particulars	For the year ended 31-March-2026	For the year ended 31-March-2025
<b>Transactions with Managing Director</b>		
Director's Remuneration		
- Varghese Joseph Pottakerry	10.00	4.80
<b>Transactions with Director</b>		
Director's Remuneration		
- Aftabhusen S Khandwawala	10.00	-
Gurbaxsingh Bagga- Professional Fees		
- Gurubaxsing Jamiatsing Bagga	-	1.14
<b>Transactions with Key Managerial Personnel</b>		
Salary Expenses		
- Manishi Jain (Appointed as Company Secretary w.e.f 20 January,2024)	2.00	2.40
<b>Continued to next page</b>		

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

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
<b>Continued from previous page</b>		
<b>Transactions with Shareholder &amp; Enterprise under influence by Key Managerial Personnel</b>		
Interest Expense		
- Mit Iron and Steel Pvt Ltd	-	0.18
Rent Expense		
- Mit Iron and Steel Pvt Ltd	2.40	2.40
<b>Transactions with Enterprise under influence by Key Managerial Personnel</b>		
Purchase of Goods		
- Eagle steels (Prop. Sadik Nannabhai Qureshi )	2.07	0.47
- Seebaat Developers	0.75	-
Sales of Goods		
- Eagle steels (Prop. Sadik Nannabhai Qureshi )	-	19.54
Purchase of Capital Goods		
- Eagle steels (Prop. Sadik Nannabhai Qureshi )	26.93	0.26
<b>Transactions with Shareholder and Enterprise under influence by Key Managerial Personnel</b>		
Purchase of Goods		
- Mika Steel & Alloys LLP	42.21	28.14
Sales of Goods		
- Mika Steel & Alloys LLP	80.53	108.63
Job work (Service Income)		
- Mika Steel & Alloys LLP	-	61.95
Interest Income		
- Mika Steel & Alloys LLP	22.73	12.72
Loan Granted		
- Mika Steel & Alloys LLP	13.45	257.00
Purchase of Capital Goods		
- Mika Steel & Alloys LLP	81.15	-
<b>Transactions with Relatives of Key Managerial Personnel</b>		
Purchase of Goods		
- Asif Nannabhai Qureshi (Prop. Shifa Steel Traders)	76.07	239.84
- Zakirbhai Qureshi (Prop. Zaara Steel Traders)	327.51	470.99
Sales of Goods		
- Asif Nannabhai Qureshi (Prop. Shifa Steel Traders)	2.69	33.58
- Zakirbhai Qureshi (Prop. Zaara Steel Traders)	22.27	38.25

**(iii) Related Party Balances**

(₹ in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
<b>Balances with Relatives of Key Managerial Personnel</b>		
Advance to Suppliers		
- Zakirbhai Qureshi (Prop. Zaara Steel Traders)	143.78	144.14
- Asif Nannabhai Qureshi (Prop. Shifa Steel Traders)	132.25	129.67
<b>Balances with Key Managerial Personnel</b>		
<b>Continued to next page</b>		

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Related Party Balances		(₹ in lakhs)	
Particulars	As at 31-March-2026	As at 31-March-2025	
<b>Continued from previous page</b>			
Salary Payable			
- Manishi Jain (Appointed as Company Secretary w.e.f 20 January,2024)	0.20	2.40	
<b>Balances with Enterprise under influence by Key Managerial Personnel</b>			
Trade Payable			
- Eagle steels (Prop. Sadik Nannabhai Qureshi )	0.38	0.55	
- Seebaat Developers	0.88	-	
<b>Balances with Shareholder and Enterprise under influence by Key Managerial Personnel</b>			
Trade Receivables			
- Mika Steel & Alloys LLP	78.85	117.00	
Loans and Advances to Related Parties			
- Mika Steel & Alloys LLP	300.41	266.50	
<b>Balances with Shareholder &amp; Enterprise under influence by Key Managerial Personnel</b>			
Trade Payable			
- Mit Iron and Steel Pvt Ltd	2.59	0.37	
<b>Balances with Managing Director</b>			
Director's Remuneration Payable			
- Varghese Joseph Pottakerry	4.58	-	
<b>Balances with Director</b>			
- Aftabhusen S Khandwawala	0.41	-	

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

Name of the Party	Details of Loan	As at 31-March-2026	As at 31-March-2025
Mika Steel and Alloys LLP (Unsecured)	Rate of Interest: 8% Purpose of Loan: For business purpose	300.41	266.50

**39 Other Explanatory Notes**

Particulars		(₹ in lakhs)	
Particulars	As at 31-March-2026	As at 31-March-2025	
(a) A One Scrap Traders	5.99	5.99	
(b) Roshni Scrap Traders	9.28	9.28	
(c) F. K. Impex	5.54	5.54	
(d) U K Steel	7.16	7.16	
<b>Total</b>	<b>27.98</b>	<b>27.98</b>	

During the FY 2023-24, the debit note issued to following Raw Material suppliers for inferior quality supply, the effects for the same given in books of accounts of the company. However, the suppliers had not accounted the said debit note in their respective books of accounts on verification of balance confirmation. The said matter is under negotiation, no legal action taken by the company till date.

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

(₹ in lakhs)

Particulars	Original Allocation	Modified Allocation*	Funds Utilised till March 31,2026	Funds Unutilised as at March 31, 2026
a) Capital Expenditure for Installation of 4 MW DC & 3.5 MW AC Ground Mounted Solar Power Plant - TPSAT Structure	2,298.75	1,103.65	903.19	200.46
b) Capital expenditure for setting up of rolling mill at Survey No. 4/1 Taluka Sanand, Mouje Kalana village, Ahmedabad by construction of the industrial Shed, purchase of equipment/machineries, other assets etc.	799.45	1,994.55	1,994.55	-
c) Issue related expenses	100.00	100.00	100.00	-
d) General corporate purpose	60.88	60.88	60.88	-
<b>Total</b>	<b>3,259.08</b>	<b>3,259.08</b>	<b>3,058.62</b>	<b>200.46</b>

The Modification in the allocation of funds was approved by the shareholders through a special resolution passed via postal ballot through e- voting concluded on March 19, 2025. Variation in the amount of object for which fund originally allocated as stated in the prospectus of the Company dated September 12, 2024. However, there is no deviation or variation in the utilization of the funds raised as of March 31, 2026.

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

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

(₹ in lakhs)

Type of Borrower	As at 31-March-2026		As at 31-March-2025	
	Amount outstanding	% of Total	Amount outstanding	% of Total
Related Parties	300.41	100.00%	266.50	100.00%
<b>Total</b>	<b>300.41</b>	<b>100.00%</b>	<b>266.50</b>	<b>100.00%</b>

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

**42 Security of Current Assets Against Borrowings**

During the year, the company has renewed its credit facilities the aggregated sanctioned amount of Rs 997.00 Lakhs on the basis of security of current assets from the bank.

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

(₹ in lakhs)

**Reconciliation between Inventories as per Quarterly statement filed with Bank and Inventories as per Books of Account**

Particulars	Jun, 2025	Sept, 2025	Dec, 2025	Mar, 2026
Inventories as per Quarterly Return filed with Bank	261.36	289.47	310.83	413.04
<b>Add:</b>				
Reason (a)	28.22	13.63	56.99	-
<b>Less:</b>				
Reason (a)	-	-	-	3.13
<b>Inventories as per Books of Account</b>	<b>289.58</b>	<b>303.09</b>	<b>367.83</b>	<b>409.91</b>

(a) Figures reported to banks are excluding Consumable stock and subject to Reconciliation of valuation.

(₹ in lakhs)

**Reconciliation between Trade Receivables as per Quarterly statement filed with Bank and Trade Receivables as per Books of Account**

Particulars	Jun, 2025	Sept, 2025	Dec, 2025	Mar, 2026
Trade Receivables as per Quarterly Return filed with Bank	355.57	336.78	192.51	132.71
<b>Less:</b>				
Reason (b)	284.98	292.66	132.55	1.01
<b>Trade Receivables as per Books of Account</b>	<b>70.59</b>	<b>44.12</b>	<b>59.96</b>	<b>131.70</b>

(b) Advance to supplier has been also considered as Trade Receivable.

(₹ in lakhs)

**Reconciliation between Trade Payables as per Quarterly statement filed with Bank and Trade Payables as per Books of Account**

Particulars	Jun, 2025	Sept, 2025	Dec, 2025	Mar, 2026
Trade Payables as per Quarterly Return filed with Bank	80.72	40.28	29.76	124.84
<b>Add:</b>				
Reason (c)	-	-	96.89	3.71
<b>Less:</b>				
Reason (c)	4.36	1.91	-	-
<b>Trade Payables as per Books of Account</b>	<b>76.36</b>	<b>38.36</b>	<b>126.65</b>	<b>128.55</b>

(c) Provisional Figures reported to banks earlier to finalization of quarterly accounts.

**43 Details of Benami Property held**

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

**44 Wilful Defaulter**

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

**45 Relationship with Struck off Companies**

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

**46 Registration of Charge**

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

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

There are no charges or satisfaction thereof pending for registration with the Registrar of Companies beyond the statutory period prescribed under the Companies Act, 2013.

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**47 Compliance with number of layers of companies**

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

**48 Ratio Analysis**

Particulars	Numerator/Denominator	As at 31-March-2024	As at 31-March-2025	Change in %
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	3.38	7.55	-55.27%
(b) Debt-Equity Ratio	$\frac{\text{Total Debts}}{\text{Shareholder's Equity}}$	0.05	0.06	-20.12%
(c) Debt Service Coverage Ratio	$\frac{\text{Earning available for Debt Service}}{\text{Debt Service}}$	17.97	1,793.10	-99.00%
(d) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	2.22%	4.50%	-50.62%
(e) Inventory turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Inventories}}$	13.70	12.98	5.54%
(f) Trade receivables turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Trade Receivable}}$	24.08	13.16	82.94%
(g) Trade payables turnover ratio	$\frac{\text{Total Purchases}}{\text{Average Trade Payable}}$	24.82	32.93	-24.63%
(h) Net capital turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Working Capital}}$	2.66	3.21	-17.11%
(i) Net profit ratio	$\frac{\text{Net Profit}}{\text{Total Turnover}}$	1.87%	2.19%	-15.00%
(j) Return on Capital employed	$\frac{\text{Earning before interest and taxes}}{\text{Capital Employed}}$	3.43%	4.46%	-23.19%
(k) Return on investment	$\frac{\text{Return on Investment}}{\text{Total Investment}}$	0.00%	0.00%	

**Reasons for Variances**

- a) The ratio decreased as IPO funds unutilised amount included in Previous Year's in Current Assets, is utilised in Current Year.
- c) The ratio decreased due to slight decrease in current year Earnings simultaneously increase in Debt service as compared to previous year.
- d) The ratio decreased due to increase in average share holders equity due to IPO in previous year simultaneously slight decrease in profit during the current year as compared to previous year.
- f) The ratio increased due to better receivable management as compared to previous year .

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

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate beneficiaries) by or on behalf of the company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

## **KALANA ISPAT LIMITED**

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Notes forming part of the Financial Statements

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

No funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

### **51 Undisclosed Income**

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

### **52 Details of Crypto Currency**

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

### **53 Other Statutory Disclosures as per the Companies Act, 2013**

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

2. The Company has not obtained any borrowings from banks or financial institutions during the year ended March 31, 2026 for specific purposes. Accordingly, disclosure requirements relating to utilization of such borrowings do not arise.

### **54 Subsequent Events**

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

### **55 Regrouping**

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

### **56 Approval of financial statements**

The financial statements for the year ended March 31, 2026 were approved by the Board of Directors on May 14, 2026.

As per our report of even date

**For DINESH R THAKKAR & CO**

Chartered Accountants

Firm's Registration No. 102612W

**For and on behalf of the Board of**

**KALANA ISPAT LIMITED**

**KEYUR M THAKKAR**

Partner

Membership No. 190243

**VARGHESE JOSEPH**

**POTTAKERRY**

Chairman & Managing Director

DIN:02771578

**AFTABHUSEN S**

**KHANDWAWALA**

Director

DIN:02771726

**MANOJ GOPINATHAN PILLAI**

Chief Financial Officer

**MANISHI JAIN**

Company Secretary

Place: AHMEDABAD

Date: 14-May-2026

Place: AHMEDABAD

Date: 14-May-2026

M.No A55193