

July 8, 2025

To,
BSE Limited
Listing Department,
P. J. Towers, Dalal Street,
Mumbai – 400 001
(Scrip Code: 500365)

Dear Sir/Madam,

Sub.: Submission of Annual Report 2024-25, Notice of 43rd AGM & E-voting information.

Pursuant to Regulations 30, 34 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report for the financial year 2024-25 along with the Notice of 43rd Annual General Meeting (AGM) of the Company to be held on Wednesday, **July 30, 2025 at 4.p.m.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The Annual Report 2024-25 and the Notice of AGM is being sent only through electronic mode to the Members of the Company whose e-mail address are registered with Depositories/ the Company/ the Registrar and Share Transfer Agent in compliance with the applicable circulars issued by the SEBI and the Ministry of Corporate Affairs in this regard from time to time.

The Company is providing e-voting facility to its shareholders in respect of resolutions to be passed at the AGM. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency to provide remote e-voting facility. The remote e-voting facility shall be kept open from Sunday, July 27, 2025, at 9:00 am to Tuesday, July 29, 2025 at 5:00 pm for shareholders to cast their votes electronically. The cut-off date for voting (including remote e-voting) shall be Wednesday, July 23, 2025. The detailed instructions with respect to voting have been mentioned in the Notice of AGM.

The Annual Report along with the Notice of AGM is also available on the website of the Company at www.welspunspecialty.com

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For **Welspun Specialty Solutions Limited**

Suhas Pawar
Company Secretary & Compliance Officer
A-36560

Encl.: as above

Welspun Specialty Solutions Limited

Welspun House, 5th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.

T: +91 22 6613 6000 / 2490 8000 | F: +91 22 2490 8020

E-mail: companysecretary_wssl@welspun.com | Website: www.welspunspecialty.com

Registered Address & Works: Plot No. 1, GIDC Industrial Estate, Valia Road, Dist. Bharuch, Jhagadia, Gujarat - 393110. India

Corporate Identity Number: L27100GJ1980PLC020358

GROWTH UNSTOPPABLE



ANNUAL REPORT
2024-25

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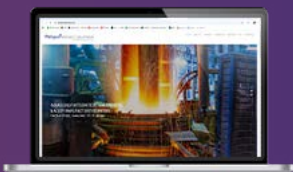
Statement of Changes In Equity

99

Notes to Financial Statements

Forward-looking statements

Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.



Scan the QR code or visit our website to know know more about the Company

GROWTH UNSTOPPABLE

The future belongs to those with vision, purpose and resilience. At Welspun Specialty Solutions Limited (WSSL), decades of dedication have shaped not just products—but a spirit of enduring strength. We have built our legacy through persistence, precision and an unswerving commitment to excellence.

As industries evolve, expectations intensify and traditional boundaries dissolve, we stand at the cusp of a new chapter—one that calls for bold thinking and decisive action. We are primed for the next wave of breakthroughs and milestones, guided by a growth model rooted in resilience and purpose.

Our approach to innovation is driven by curiosity and shaped by impact—translating ideas into real-world value. Our commitment to sustainability extends beyond regulatory mandates, embedding responsibility into every facet of our operations.

With expanding demand visibility, emerging opportunities across new geographies, and the rise of next-generation applications, we are entering a

phase of meaningful, future-ready growth—built on insight, intent and enduring value.

Across continents and critical sectors, our Stainless Steel and Alloy Solutions carry more than just metallurgical precision. In Oilfields and Power Grids, Defence, Space applications and industrial machinery, our materials do not just meet standards, but also add value. Because this is not just about what we make.

It is about the integrity, intention and human effort behind it.

That is what defines us and that is what makes us poised for the next.

About Welspun Specialty Solutions Limited

Engineered for What's Next

WSSL, a part of the esteemed Welspun World, is a fully integrated manufacturer of stainless-steel products, located in Jhagadia, Gujarat. With substantial industry expertise and an experienced workforce, we deliver high-quality products for critical applications across sectors such as Power and Energy, Petrochemicals, Defense, Oil & Gas, Space, Nuclear Power, etc.

Our state-of-the-art manufacturing capabilities, combined with an unwavering focus on innovation, quality and customer-centricity, have enabled us to position ourselves as a credible player. Backed by a reputation for excellence and a progressive outlook, we remain a trusted partner for mission-critical and technologically sophisticated applications across industries.

Our scale

15+

Industries served

691

Employees

Our capabilities



Only integrated Stainless Steel facility in India from steel-making to Seamless Pipes and Tubes



Consistent focus on Digitalization and technology upgradation



Catering to both domestic and international markets



Strong focus on R&D and value-added products



Accreditations from marquee customers across industries



Integrating sustainable initiatives

Key Achievement During FY25

Momentum for the Future

Financial



**Rs. 749.1
Crore**

Total Income

**Rs. 56.2
Crore**

EBITDA

Operational



01

State-of-the-art facility

**4,050 MT
Order**

From BHEL for SS boiler tubes
AS-9100D project

ESG



7%

Emissions reduced compared to FY24

50%

Independent board

31%

Renewable Electricity Consumption

Chairman's Message

Dear Shareholders,

It is with great pleasure and a profound sense of gratitude that I present the Welspun Specialty Solutions Limited (WSSL) Annual Report FY 2024-25. The Company continues its endeavor to strengthen its position as one of the key players in niche stainless steel and nickel alloys product segments. Strong relations with our customers and our consistency in developing and delivering quality products has garnered constant support for our business and in securing critical orders. We have faced and yet overcome several challenges in our journey, however, our strategic focus on progress and a deep-seated dedication to our long-term goals has kept us poised for a promising future. Before we delve into the year's achievements and share our vision for the path ahead, it is important to acknowledge our shareholders—your support has been the cornerstone of our journey, consistently encouraging us to push our limits.

Harnessing India's Economic Momentum

India's robust domestic demand and supportive government policies, such as Make in India are fostering a favorable environment for domestic manufacturers. Significant investments in sectors such as Energy, Defence, Aerospace, Power Generation, Oil and Gas, Petrochemicals, Space and Public Infrastructure are fuelling growth opportunities. We are strategically positioned to capitalize on this momentum, particularly in high-value segments. Our integrated manufacturing unit, combined with our expertise in high grade as well as customized grades of stainless steel, aids in manufacturing state-of-the-art products and meet the demand for specialized products, both domestically and globally.

Measuring our Performance

In FY25, WSSL achieved a total income of INR 749.1 crore, marking a 4% increase from INR 718.2 crore in FY24. Our EBITDA and Cash profit were recorded at Rs 56.2 Crore and Rs 12.1 Crore respectively. Our inherent resilience and unwavering focus on financial discipline was crucial, enabling us to skillfully navigate headwinds and establish a fruitful journey in the years ahead.

Creating Value over Volume

Our sales volumes remained steady, with stainless steel bars at 18,860 MT and stainless steel pipes at 4,807 MT. We centered our strategy on pursuing value added businesses over volume-driven growth. With a view to strengthen our balance sheet and being future ready, we raised INR 350 core through rights issue. We strategically deployed these funds for debt repayment, debottlenecking, capability upgrades, working capital augmentation, and other purposes as deemed appropriate by the Board. Consequently, we became a debt free Company.

I am happy to share that we achieved a landmark moment by securing a 4,050 MT order from BHEL for super-critical category boiler tubes; this represents the single highest-value order in our history. This milestone reinforces our leadership in the power generation sector and showcases our ability to deliver complex, high-quality solutions from our integrated facility in Jhagadia, Gujarat.

We have always believed that significant accomplishments are achieved not in haste but in patience and perseverance. Further, it is our uncompromised commitment to quality that grants us a competitive edge. Our milestones uphold this commitment, providing our focus on delivering value-added products and solutions that precisely

align with market needs and meet stakeholder expectations.

Leveraging Innovation as our Growth Compass

At WSSL, innovation holds the key to infinite possibilities. We leverage our innovative spirit to develop new products and confidently tap into high-growth sectors. In FY25, we received the recommendation for AS 9100D certification for aerospace applications. Additionally, we successfully delivered orders for new and advanced grades such as Welsonic-60 (UNS S21800) and Super-13Cr for oil well applications, further strengthening our product portfolio.

The company's foray into new markets, including initial orders from South Africa, marks a step forward in expanding our global footprint. Supported by our ISO/IEC 17025 accredited testing facilities, we continue to deliver innovative, high-quality solutions that consistently meets industry standards.

Committed to a Sustainable Tomorrow

Teamwork and collaboration are central to achieving long-term success and sustainability. This belief underpins our core strategy and upholds our unwavering promise to the planet, society and all our stakeholders.

In FY 25, we reduced our emission intensity per MT of bloom production by 12%, moving from 1.20 tCO₂e/MT in FY24 to 1.06 tCO₂e/MT. This significant improvement was driven by an increased reliance on renewable electricity, which now constitutes 31% of our energy mix, up from 28% in FY24. This is expected to reach upto 70% with new renewable energy initiatives in near future. We remain vigilant to reduce

emissions considerably and commit to sustainable growth.

We are stringent in creating good governance within the Company, anchored by a Board with 50% independent directors and professional management. Our robust framework is supported by key policies, including a Code of Conduct for insider trading, a Whistle Blower Policy, and a Nomination and Remuneration Policy, all reinforcing our commitment to integrity. Equally, we champion our people, cultivating an inclusive environment where growth and empowerment thrive. Through our Board Diversity Policy and Familiarization Policy, we continue to invest in our team's development, building a culture of trust and shared success.

Looking Ahead

As we look beyond, we remain optimistic about India's growth trajectory and rising global demand for sustainable, high-quality specialty steel products. Our focus is clear-- to diversify our product portfolio, expand our presence in high-value sectors and enhance operational efficiencies.

The year gone by may reflect a transitional phase in our financial performance, but the potential for significant growth and profitability remains clear. We are eager for the journey that lies ahead of us. By keeping innovation and sustainability as our growth compass, we aim to ensure progress, performance and profitability. Lastly, I wish to extend my heartfelt gratitude to our employees, customers, business partners and our valued shareholders.

Yours sincerely,

B K Goenka

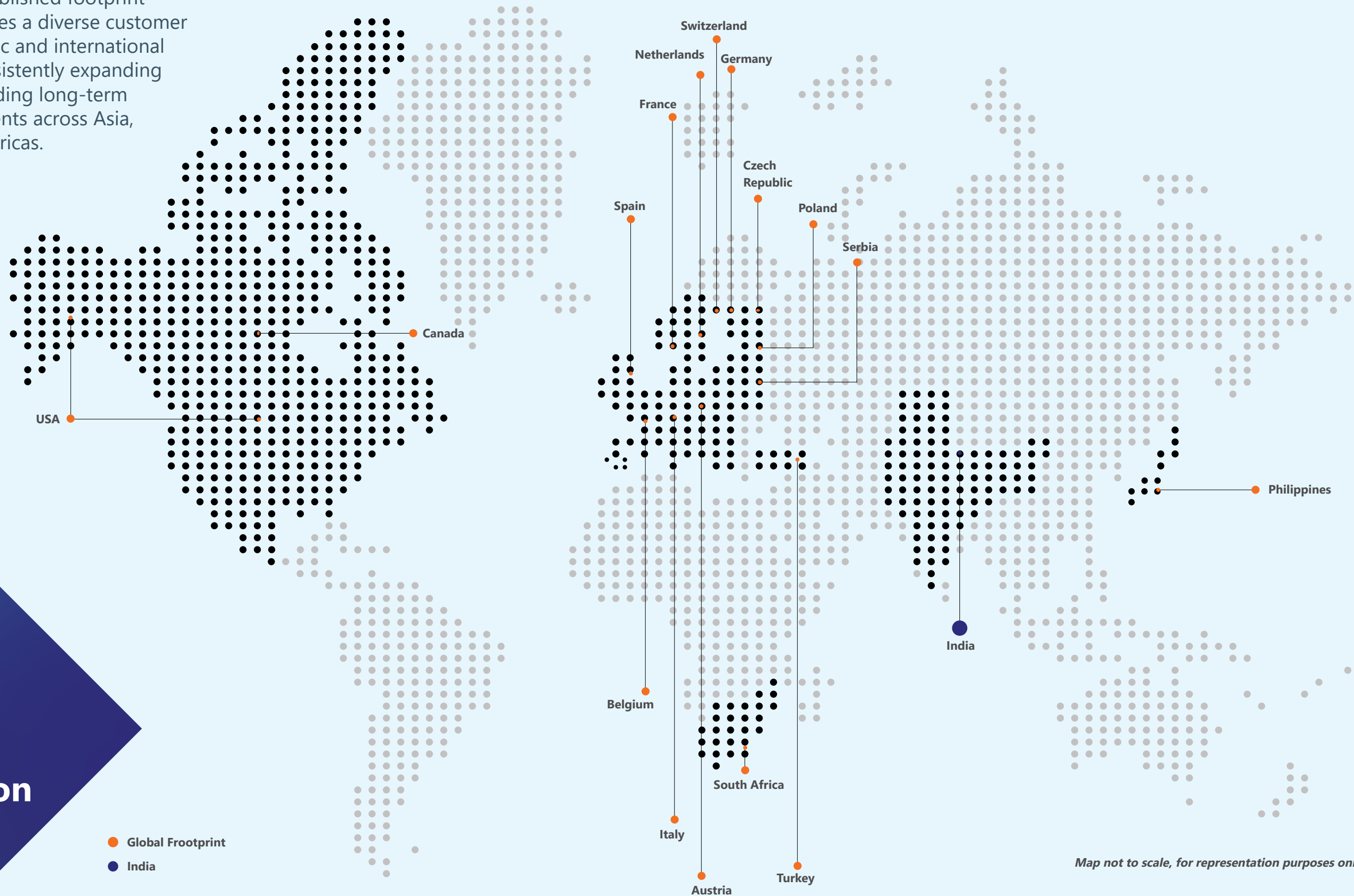
Chairman,
Welspun Specialty Solutions Limited

“Teamwork and collaboration are central to achieving long-term success and sustainability.”

Geographic Footprint

Beyond Steel, Beyond Borders

WSSL has a well-established footprint across India and serves a diverse customer base in both domestic and international markets. We are consistently expanding our presence by building long-term partnerships with clients across Asia, Europe, and the Americas.



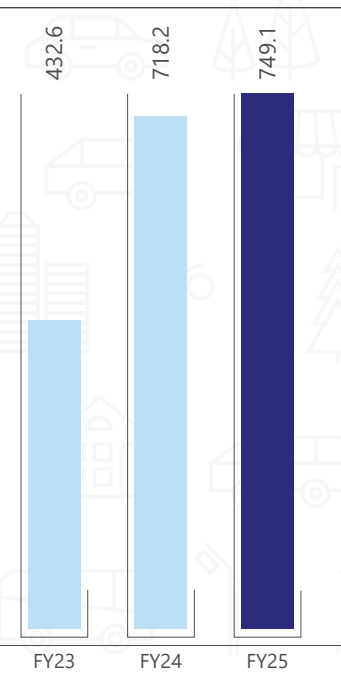
Plant Location

Jhagadia, Gujarat, India

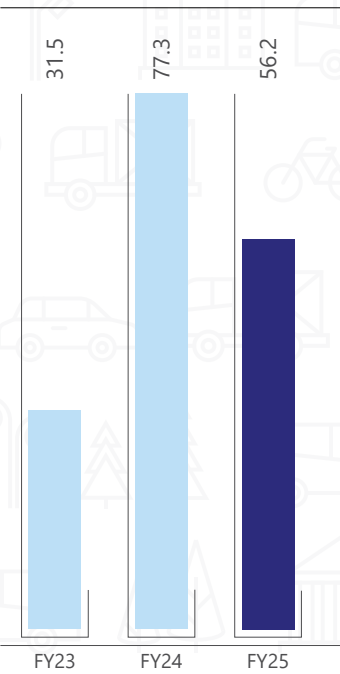
Financial Highlights

Powering Performance for the Next Leap

Total Income
(Rs. in Crore)



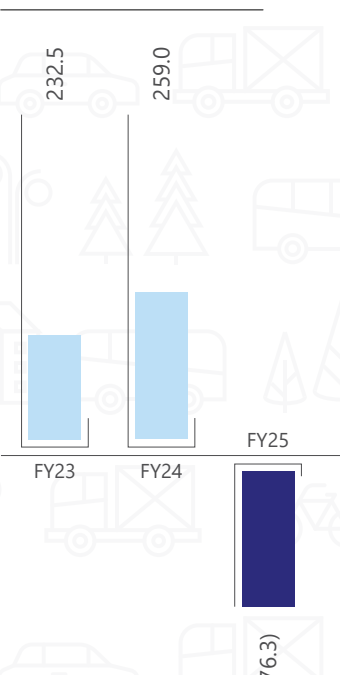
EBITDA
(Rs. in Crore)



Net worth
(Rs. in Crore)



Net Debt
(Rs. in Crore)



Business Operation

Poised for the Next Phase

WSSL is a backward-integrated Company that operates in a heavily competitive environment. Our expertise, ability to meet customer requirements, strong relationship with the customers and integration of advanced technology help us to remain ahead of the curve.

Further strengthening our foundation, we continue to drive operational efficiency while thoughtfully expanding our market presence. Backed by a healthy order pipeline and a focus on continuous improvement across functions, we are staying agile and responsive—well-positioned to support our customers’ evolving needs for value-added products and critical applications.

This disciplined approach ensures we are meeting current demand and also building resilience for long-term growth. Moreover, we have established ourselves as a credible player in both domestic and international markets with a strong commitment to deliver niche products across various industries.

Integrated Process

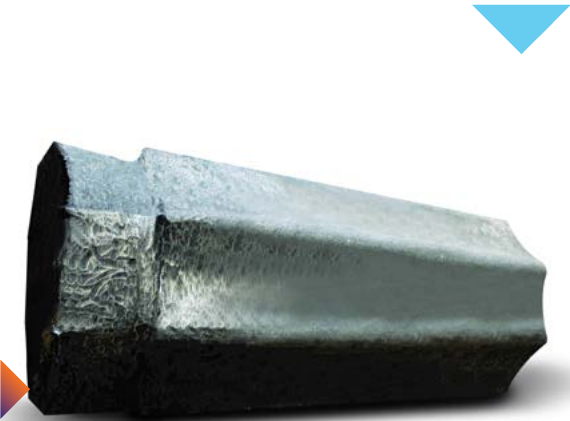


Product Portfolio

Designed for Today, Poised for Tomorrow

Our product portfolio is crafted to meet the diverse demands of industries that rely on high-performance materials. With everything developed in-house, from steel melting to the final product, we uphold the highest standards of quality and ensure that our products consistently meet the requirements of our customers for value-added products.

Stainless Steel & Alloys



Ingots



Blooms



Rolled Bars (Rounds)



Bright Bars



Round-Cornered Squares

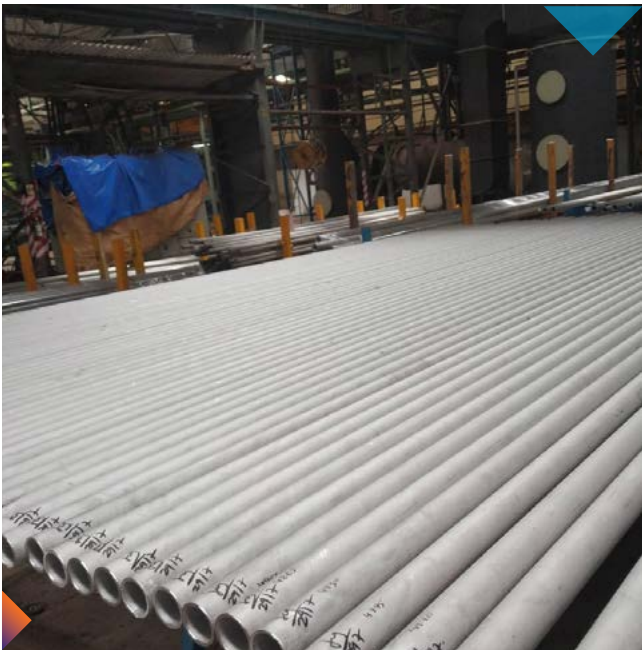
Stainless Steel Pipes & Tubes



Extruded Seamless Schedule Pipes



Hollow Bars



Cold Finished Pipes and Tubes



U-bend Tubes

Industries Served



Operational Excellence
Where Efficiency
Meets Reliability

We focus on efficiency, consistency and reliability in everything we deliver. This helps us earn the confidence of our customers, time and again.

126 acres

Area of the facility

150,000 MT

Installed capacity for Steel

18,000 MT

Installed capacity for pipes

Jhagadia,
Gujarat,
India

Plant location

Manufacturing Facility

Our state-of-the-art manufacturing facility is the only integrated stainless-steel plant in India, equipped with comprehensive in-house capabilities for steel melting, rolling, finishing and testing. Through our vertically integrated operations, we maintain stringent control over quality. This ensures superior quality, operational agility and enables us to deliver rapid, customised solutions that meet the evolving demands of our global clientele.

- ▶ The hot extrusion process manufacturing technology for seamless stainless-steel pipes ensures superior material properties, precision and strength for various high-performance applications
- ▶ Our state-of-the-art facility accommodates lengths of up to 18 meters, ensuring a superior surface finish and corrosion resistance
- ▶ We have strong expertise in developing specialised stainless-steel grades with tightly controlled chemical compositions, tailored to meet the specific requirements of our customers
- ▶ Our in-house steel making capabilities significantly reduce turnaround times, enabling faster production cycles and accelerated deliveries to market

Quality Practices

At Welspun Specialty Solutions Limited, quality is built into every stage of our operations. From the raw materials we source to the final product that reaches our customers, every stage undergoes rigorous scrutiny to ensure we exceed

industry standards. Using advanced equipment and globally recognized best practices, we uphold strict quality control measures that guarantee reliability and performance. This commitment allows us to deliver solutions that our clients trust.

Quality Certifications



Supply Chain Management

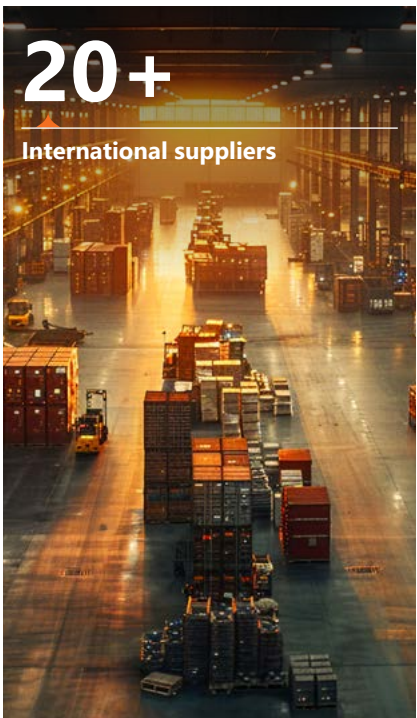
Our supply chain plays a crucial role in ensuring seamless operations and timely delivery of high-quality products to our customers. We focus on building strong and reliable relationships with suppliers and partners to maintain high standards of quality, safety and compliance. We continue to enhance our supply chain by integrating digital tools and improving logistics efficiency.

100+

Indian suppliers

20+

International suppliers



R&D and Innovation

Innovation in Motion: Powering the Next Frontier

Innovation has played a key role in our growth journey by enabling us to meet the evolving needs of the industry. This is further supported by our R&D initiatives that help us to strengthen our product portfolio and ensure that it meets quality requirements. The key focus of the R&D remains on developing new grades of stainless steel and value-added products for niche and critical sectors like Power and Energy, Petrochemicals, Defense, Oil & Gas, Space, Nuclear Power, etc. In addition, we integrate automation, smart manufacturing tools and energy-efficient systems to reduce our environmental footprint.

Identification and Collaboration

Our R&D team works closely with the marketing and quality control teams to stay ahead of emerging customer needs and industry-specific applications in industries like Automotive, Renewable Energy, Nuclear, or Aerospace.

We also maintain strong collaboration with PSU clients to develop highly-specialized products, such as stainless-steel boiler tubes for super-critical power plants.

Significant Milestones

- ▶ Honored by the Indian Stainless Steel Development Association (ISSDA) with the 'Best Energy Transition Initiative' award in 2024.
- ▶ Successfully developed stainless steel boiler tubes for super-critical power plants in collaboration with BHEL, marking a first-of-its-kind achievement in India.

Focus Ahead

- ▶ We aim to meet the specific needs of emerging markets like the USA, South Africa and Southeast Asia, where there is growing demand for green steel and specialty alloys.
- ▶ We are scaling up investments in emission-reducing technologies and energy efficiency projects to align with India's climate goals and global ESG expectations.

New Product Development

Our growth and expansion have been driven by the consistent development of new products tailored to the evolving needs of our diverse consumer base.

Key milestones:

- ▶ Secured a high-value order for **Alloy K500** (Nickel-Copper grade) from a German customer, which is currently under execution
- ▶ Produced, delivered and commercialized **Welsonic 50** (XM 19), strengthening our premium alloy portfolio
- ▶ Launched **Welsonic-60** (UNS S21800), a new high-value grade, further enhancing our specialty product range
- ▶ Delivered the first order of Super-13Cr for oil well applications, creating new opportunities in the energy sector
- ▶ Intensified global marketing efforts to prepare for anticipated demand revival in CY25
- ▶ Initiated exploratory efforts in new markets. First order received from South Africa
- ▶ Successfully developed and delivered 13Cr and 9Cr bars for a US-based client in the Oil and Gas sector
- ▶ The Company successfully cleared the stringent **AS9100D** accreditation audit, unlocking new growth opportunities in aerospace applications
- ▶ Booked the first order for **T91/P91 tubes**, marking a significant step into a high-potential market segment

Technological Adoption

We leverage technology to make our operations smarter, faster and more efficient. By modernizing our manufacturing processes and integrating advanced machinery, we are improving product consistency while staying agile in a dynamic market. With better tools, we can make quicker decisions, optimize resources and respond swiftly to evolving customer needs.

Our information technology systems support every aspect of our business i.e., manufacturing and sales, planning,

operations, documentation, accounts, and customer service. We conduct regular inspections and audits of our network systems and servers to protect them from external threats.

By leveraging advanced IT systems, we improve operational efficiency, enhance customer service, and reduce costs. These systems also help us respond quickly to market changes and manage emergencies more effectively, making us more competitive overall.

Environment, Social and Governance

Thoughtful Growth. Sustainable Future.

We believe that true progress comes from growing responsibly and staying grounded to our values. Our sustainable approach focuses on making thoughtful choices that reduce our environmental impact, ensure a safe and inclusive workplace and uphold ethical business practices. We strive to create long-term value for all our stakeholders by integrating sustainability into every aspect of our operations.

Environment



We are committed to minimizing our environmental footprint through responsible and sustainable practices. Our initiatives focus on effective energy management, water management, reducing waste and adoption of cleaner technologies. Through these efforts, we strive to support a healthier planet and play our part in building a more sustainable future. We are in compliance with stringent applicable Indian environmental norms covering air, water and noise pollution

Our approach to sustainability

- ▶ We are committed to sustainable development by adopting low emission energy sources to extent possible, renewable energy, energy efficient technologies, improving water efficiency and promoting circular economy practices.
- ▶ We support and align our approach to the 'Make in India' initiative by focusing on producing steel with low carbon footprint

12,303 MWh

Share of Renewable electricity

~12%

Reduction in CO₂ emissions
compared to FY24

Social



We place people at the core of our growth journey, encouraging an inclusive, safe and empowering workplace that prioritizes the well-being and development of our employees. Our social initiatives aim to create a positive impact in the communities we serve. These efforts reflect our strong commitment to social responsibility and sustainable development. Our efforts to promote diversity, equity and inclusion ensure a fair and empowering workplace for all. We foster a motivated and future-ready workforce.

- ▶ The HCGA team and department heads work together to map employee skills using a skill matrix aligned with job roles and business goals.
- ▶ We offer on-the-job training, classroom sessions and online learning modules to build knowledge and capabilities. We support career growth through clear career paths and defined milestones.
- ▶ Our training programs are aligned with business needs and are delivered both in-house and through certified training partners.
- ▶ We are shaping future leaders through our succession initiatives viz. group leadership programs like WLP, FLP and GLP to groom talent across all levels to identifies potential successors.
- ▶ Senior leaders, including our COO and ED & CEO, regularly engage with Section and Sub-Section Heads to mentor and build the next line of leadership.



**Certified as
Great Place
to Work**



Governance

We believe that long-term success is built on a foundation of strong corporate ethics and responsible conduct. We strive to earn and maintain the trust of our stakeholders, including employees, investors, shareholders, customers and the communities we serve. We are committed to upholding these values in all our decisions and actions.

Policies

Our corporate governance policies ensure responsible and ethical conduct across the organization. They guide our decision-making, support effective risk management. We regularly review and update these policies to remain aligned with evolving regulatory requirements and industry best practices.

 Code of conduct for regulating, monitoring and reporting of trading by insiders	 Quality Policy; ABAC Policy; HSE Policy	 Policy on Related Party Transactions
 Board Diversity Policy	 Disclosure of the policy for determination of materiality of events or information	 Nomination and Remuneration Policy
 Whistle Blower Policy and Vigil Mechanism	 Familiarization Policy	 Dividend Distribution Policy

To know more about our policies, refer to <https://www.welspunspecialty.com/policy.php>

Committees

Our Board is supported by well-structured committees that oversee critical areas of governance. Each committee operates with clearly defined roles and responsibilities, ensuring compliance, transparency and balanced decision-making. They play a vital role in monitoring performance, managing risks and safeguarding the interests of our stakeholders.



Audit committee



Nomination and remuneration committee



Stakeholders' relationship committee



Risk management committee



ESG Committee

Diversity

By Gender

7

Male

1

Female

By Skills

Technical Manufacturing Process

1 2 3 4 5 6 7 8



Marketing & Sales

1 2 3 4 5 6 7 8



Finance

1 2 3 4 5 6 7 8



Strategy

1 2 3 4 5 6 7 8



Legal & Compliance

1 2 3 4 5 6 7 8



Research & Development

1 2 3 4 5 6 7 8



Human Resource Management

1 2 3 4 5 6 7 8



◆ Number of board members with skill

○ % of board members with skill

Corporate Information

Board of Directors

Mr. Balkrishan Goenka
Chairman

Mr. Anuj Burakia
CEO & Whole Time Director

Ms. Amita Misra
Independent Director

Mr. Prakashmal Tatia
Non-Executive Director

Mr. M. Narayana Rao
Independent Director

Mr. Ravindra Pandey
Independent Director

Mr. K. H. Viswanathan
Independent Director

Mr. Vipul Mathur
Non-Executive Director

Key Managerial Personnel

(other than directors)

Mr. Navin Agarwal
Chief Financial Officer

Mr. Suhas Pawar
Company Secretary

Auditors

B S R & Co. LLP

Bankers

Indusind Bank Ltd.
Union Bank of India

Registered Office and Manufacturing Facility

Plot No. 1, G. I. D. C. Industrial Estate,
Valia Road, Jhagadia,
Dist. Bharuch, Gujarat 393 110

Corporate Office

5th Floor, Welspun House, Kamala Mills
Compound, S. B. Marg, Lower Parel
(W), Mumbai 400 013

Tel No.: 022 6133 6796 / 2490 8000

Email ID:
companysecretary_wssl@welspun.com

Website: www.welspunspecialty.com

CIN: L27100GJ1980PLC020358

Listing of Shares

BSE Limited,
Phiroze Jeejeebhoy Tower, Dalal
Street, Mumbai 400 001

Registrar and Transfer Agent

Bigshare Services Private Limited
(Unit: Welspun Specialty Solutions
Limited) Office No S6-2, 6th Floor,
Pinnacle Business Park, Next to Ahura
Centre, Mahakali Caves Road, Andheri
(East), Mumbai 400 093

Email ID: Investor@bigshareonline.com

Tel No.: 022 6263 8200

Audit Committee

Mr. K. H. Viswanathan
Chairman

Ms. Amita Misra
Member

Mr. M Narayana Rao
Member

Nomination and Remuneration Committee

Mr. K. H. Viswanathan
Chairman

Ms. Amita Misra
Member

Mr. M Narayana Rao
Member

Stakeholders Relationship Committee

Mr. K. H. Viswanathan
Chairman

Ms. Amita Misra
Member

Mr. Anuj Burakia
Member

Risk Management Committee

Mr. K. H. Viswanathan
Chairman

Ms. Amita Misra
Member

Mr. M Narayana Rao
Member

Mr. Anuj Burakia
Member

Mr. Navin Agarwal
Member

ESG Committee

Mr. K. H. Viswanathan
Chairman

Mr. M Narayana Rao
Member

Mr. Anuj Burakia
Member

Board's Report

Dear Members,

Your Directors are pleased to present the 43rd Annual Report along with the Audited Financial Statement of the Company for the year ended March 31, 2025.

FINANCIAL RESULTS

(Rs. in Lakhs)

Particulars	2024-25	2023-24
Sales and other income	74,909	71,817
Profit/(Loss) before interest, depreciation and exceptional items	5,616	7,733
Interest and Financial charges	4,397	3,325
Depreciation and Amortization	1,619	1,548
Profit/ (Loss) before exceptional items and tax	(400)	2,860
Profit/(Loss) before tax	(400)	2,860

OPERATIONS

Operations of the Company were as under:

(Rs. in Lakhs)

Particulars	2024-25			2023-24		
	Production (Qty M.T.)	Sales (Qty M.T.)	Gross Sales	Production (Qty M.T.)	Sales (Qty M.T.)	Gross Sales
Pipe	4,731	4,807	26,208	4,683	4,785	25,294
Steel	29,989*	18,860	45,536	28,439*	15,903	43,762
Others	-	-	628	-	-	611
Total	34,720	23,667	72,372	33,122	20,688	69,667

*Includes produced for Captive Consumption

By focusing on the core competencies and emphasizing on value over only volume, the Company could perform satisfactorily in the FY2025.

During FY25, the Company had to face lots of challenges viz. concentration of container traffic on China- US corridor resulting into lower container availability and higher freight costs, geo political tensions in various parts of the world, demand slowdown in Europe and uncertainty due to US tariff decisions. Despite these, we continue to engage with all our customers to manage these ongoing uncertainties and operational stability.

Welspun Specialty remains sharp focused on buoyant domestic Indian market which is steadily growing and offering significant opportunities specially in value segments like energy, defence, space, powergen, oil & gas, petrochemicals, engineering, public infrastructure etc. Spend on various strategic sectors combined with preference for domestic manufacturing under Make in India policy is creating demand thrust in the country. The growth spend is expected to continue and increase further in times to come. In this scenario an integrated special steels & seamless tubes player like Welspun Specialty offering end-to-end product solutions has incredible opportunities coming its way.

Major highlights of FY25:

- After getting felicitated by BHEL Samvaad 4.0 for developing SUP304H & T91 SS boiler tubes for super critical power

plants, Welspun Specialty received 4,050 MT order from BHEL for SS boiler tubes for super critical power plant.

- Our Company has got AS 9100D accreditation for aerospace application. Recommendation letter is already received and certification is to follow.
- First tubes order successfully booked for Grades T91 / P91, marking a key step toward establishing regular business in this high-potential segment.
- A new high-value grade, Welsonic-60 (UNS S21800) was produced and delivered, adding to the Company's premium alloy portfolio.
- Our Company has booked first order and delivered successfully for Super-13Cr for oil well applications, opening new avenues in this sector.
- Exploratory initiatives in new geographic markets have also begun yielding results, with first orders received from South Africa.
- Your Company successfully raised Rs 350 Crore through Rights Issue, which got oversubscribed by 3.41%.
- Share of renewable electricity in the overall electricity consumption rose to 31%.

Welspun Specialty continues to remain optimistic focusing on the core competencies – development and delivery of value added products, Innovative product offerings that meet critical market needs, building strategic partnerships, securing approvals and accreditations to enhance our capabilities, embracing technology, fostering innovation and digitalization to streamline our processes and drive growth and consistent thrust on sustainability.

The strategy is to enhance the competitive market position by diversifying into sustainable, high-growth industries and expanding into new grades and applications. The key differentiators will be a) focus on manufacturing and technology upgradation, b) build global customer base and enter new geographical segments, c) research, development and technological capabilities and d) quality control and quality certifications.

With expected higher utilization and well planned business strategy, the profitability of the Company is likely to improve with stronger balance sheet.

SHARE CAPITAL

During the year under review, the following are some of changes which happened and resulted into increase in paid up share capital of the Company.

- **Reclassification of authorised share capital:**

The Members of the Company at their Annual General Meeting held on September 25, 2024 by passing a special resolution reclassified the authorized share capital of the Company from Rs.565,00,00,000/- (Rupees Five Hundred and Sixty Five Crores Only) divided into: (i) 55,00,00,000 (Fifty Five Crores) Equity Shares of Rs.6/- (Rupees Six Only) each and (ii) 23,50,00,000 (Twenty Three Crores Fifty Lakh) Preference Shares of Rs.10/- (Rupees Ten Only) each to Rs.565,00,00,000/- (Rupees Five Hundred and Sixty Five Crores Only) divided into: (i) 85,00,00,000 (Eighty Five Crores) Equity Shares of Rs.6/- (Rupees Six Only) each and (ii) 5,50,00,000 (Five Crore Fifty Lakh) Preference Shares of Rs.10/- (Rupees Ten Only) each, which led to consequential alteration of clause V of the Memorandum of Association of the Company.

- **Rights Issue of equity shares:**

During the year under review, the Company has allotted 13,25,22,289 equity shares by the approval of the Rights Issue Committee of the Board of Directors at its meeting held on March 24, 2025 at a face value of Rs. 6/- each at an issue price of Rs. 26.40 per equity share (including Rs. 20.40 premium) aggregating to Rs. 349,85,88,429.60 to all the eligible equity shareholders in the ratio of 1 Rights equity share for every 4 equity shares held by the eligible equity shareholders of the Company. The issue was oversubscribed by 3.41%.

In view of the above, paid-up equity share capital of the Company was increased from Rs.368,95,77,646/- to Rs.3,97,56,68,670/- divided into 66,26,11,445 equity shares of Re. 6/- each.

The issued, subscribed and paid up share capital of the Company as on March 31, 2025, stood at Rs. 448,47,11,380/- (Rupees Four Hundred Forty Eight Crore Forty Seven Lacs Eleven Thousand Three Hundred Eighty only) comprising of 66,26,11,445 (Sixty Six Crore Twenty Six Lacs Eleven Thousand Four Hundred Forty Five) equity shares of Rs.6/- (Rupees Six only) each fully paid up and 5,09,04,271 (Five Crore Nine Lacs Four Thousand Two Hundred Seventy One) preference shares of Rs.10/- (Rupees Ten Only) each fully paid up.

DIVIDEND

With a view to maintain sufficient funds for working capital and growth of business, your Directors do not recommend any dividend for the financial year ended March 31, 2025.

DIVIDEND DISTRIBUTION POLICY

In terms of the Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Board of Directors approved and adopted Dividend Distribution Policy of the Company setting out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to the shareholders and/ or retaining the profits earned by the Company. The Policy is available on the Company's website at <https://welspunspecialty.com/policy.php>.

TRANSFER TO RESERVE

During the year under review, the Company did not transfer any amount to the general reserve.

SUBSIDIARIES, ASSOCIATE AND JOINT VENTURES COMPANIES

The Company does not have subsidiary, associate and joint ventures companies.

DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)

a. Board of Directors:

Details of changes in the Board of Directors of the Company during the year under review are as under:

i. Mr. Atul Desai (DIN: 00019443)

Mr. Atul Desai, an Independent Director of the Company retired from the post of Independent Directorship of the Company from the closure of business hours of May 26, 2024 on account of completion of his second term of 5 consecutive years as Independent Director.

The Directors place on record its sincere appreciation for the valuable contributions and guidance provided by Mr. Desai during his tenure.

ii. Mr. Anuj Burakia (DIN: 02840211)

Mr. Anuj Burakia was reappointed as CEO & Whole Time Director of the Company with effect from July 29, 2024, for further period of three years pursuant

to the approval accorded by the Members of the Company through postal ballot on July 21, 2024.

iii. Mr. Balkrishan Goenka (DIN: 00270175)

In terms of Regulation 17(1D) of the SEBI Listing Regulations, the Members of the Company at their Annual General Meeting held on September 25, 2024, accorded their approval for continuation of directorship of Mr. Balkrishan Goenka, Non-Executive and Non-Independent Director, not liable to retire by rotation, on the Board of Company for the period of five years commencing from April 1, 2024 to March 31, 2029.

iv. Mrs. Dipali Sheth (DIN: 07556685)

Mrs. Dipali Sheth who was appointed as Independent Director of the Company with effect from April 26, 2024, resigned from the post of Independent Director of the Company from the closure of business hours of November 23, 2024, due to additional responsibilities taken by her in other organizations.

The Directors place on record its sincere appreciation for the guidance and support provided by Mrs. Sheth during her tenure.

v. Mr. Ravindra Pandey (DIN: 07188637)

Mr. Ravindra Pandey was appointed as Independent Director of the Company with effect from November 23, 2024 for a period of three consecutive years commencing from November 23, 2024, pursuant to the approval accorded by the Members of the Company through postal ballot on February 16, 2025.

In terms of the provisions of the Act and the SEBI Listing Regulations, the Nomination & Remuneration Committee, after reviewing and evaluating the composition of the Board, including the skills, knowledge and experience of the Directors had recommended the aforesaid appointments/re-appointments to the Board.

Further, in accordance with the provisions of the Act, and the Articles of Association of the Company, Mr. Anuj Burakia (DIN: 02840211), is liable to retire by rotation at the 43rd Annual General Meeting of the Company.

b. Key Managerial Personnel:

Details of changes in the Key Managerial Personnel of the Company during the year under review are as under:

i. Mr. Brijveer Singh

Mr. Singh resigned as the Chief Financial Officer of the Company with effect from December 19, 2024 due to personal family reasons.

The Directors place on record its sincere appreciation for the contribution and support provided by Mr. Singh during his tenure.

ii. Mr. Navin Agarwal

Mr. Agarwal was appointed as the Chief Financial Officer of the Company with effect from December 19, 2024.

c. Declaration by Independent Directors:

The Company has received declarations from each Independent Director as per the provisions of Section 149 (7) of the Act and the Regulation 25(8) of the SEBI Listing Regulations, as amended from time to time, confirming he / she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. There has been no change in the circumstances as on the date of this Report which may affect his / her respective status as an Independent Director.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and they hold highest standard of integrity.

All the Independent Directors on the Board of the Company are registered with the Indian Institute of Corporate Affairs, Manesar, Gurgaon as notified by the Central Government under Section 150(1) of the Act. As per the proviso to Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors of the Company shall undergo online proficiency self-assessment test, as may be applicable, within the time prescribed by the IICA.

d. Annual Evaluation of Board, its Committees and Directors :

The performance evaluation of the Board of Directors, its Committees and of Individual Directors were conducted by the entire Board (excluding the Director being evaluated) on the basis of a structured questionnaire which was prepared after taking into consideration SEBI's guidance note on board evaluation and inputs received from the Directors, covering various aspects of the Board's functioning viz. adequacy of the composition of the Board and its Committees, time spent by each of the Directors; accomplishment of specific responsibilities and expertise; conflict of interest; integrity of the Director; active participation and contribution during discussions and governance.

For the financial year 2024-25, the annual performance evaluation was carried out by the Independent Directors, the Nomination and Remuneration Committee and the Board, which included evaluation of the Board, Independent Directors, Non-Independent Directors, Executive Director, Chairman, Committees of the Board, Quantity, Quality and Timeliness of Information to the Board. All the results were satisfactory to the Board.

e. Remuneration policy and criteria for making payment to Non-Executive Directors:

Pursuant to Section 178 (3) of the Act and provisions of SEBI Listing Regulations, the Nomination and Remuneration

Committee (NRC) and the Board of Directors at their respective meetings held on 5th February, 2019 had approved and recommended a revamped policy relating to criteria for determining qualifications, positive attributes and Independence of Directors, the remuneration for the Directors, Key Managerial Personnel and other employees.

For the Company's policy on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Sub-section 3 of Section 178 of the Act, please refer to the Para of the "Corporate Governance Report" annexed to this Report as '**Annexure II**'.

f. Meeting of the Board of Directors :

Eight (8) meetings of Board of Directors were held during the financial year 2024-25, the details of which are given in point 2(b) of the "Corporate Governance Report" annexed to this Report as '**Annexure II**'.

g. Committees of the Board of Directors :

Information on the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders' Relationship Committee, the Risk Management Committee, as applicable, and details of meetings of those committees held during the year under review are given in the "Corporate Governance Report" annexed to this Report as '**Annexure II**'.

There have been no instances where the Board did not accept the recommendations of its committees, including the Audit Committee.

DISCLOSURE AS PER SECTION 197(12) AND RULE 5 (1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

The Independent Directors are paid sitting fees at a fixed rate per meeting of the Board or the Committee attended by them and as such the same can't compare with the remuneration to the employees.

(i)	the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Ratio in case of Mr. Anuj Burakia, CEO & WTD is 1:75		
(ii)	the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:	Anuj Burakia	CEO & WTD	8.36%
		Navin Agarwal*	CFO	-
		Brijveer Singh#	CFO	22.8%
		Suhas Pawar	CS	25.1%
(iii)	the percentage increase in the median remuneration of employees in the financial year:	Median remuneration decreased by 1.90%.		
(iv)	the number of permanent employees on the rolls of company	691 as on March 31, 2025		
(v)	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:	The average increase in remuneration of employees excluding KMP in last financial year was 8%. The remuneration of the KMP is decided based on the individual performance as well as performance of the Company, inflation, prevailing industry trends and benchmarks.		
(vi)	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration paid during the year ended March 31, 2025, was as per the Remuneration Policy of the Company.		

* Appointed as CFO w.e.f. December 19, 2024.

Resigned as CFO on December 19, 2024.

PARTICULARS OF EMPLOYEES

The details of employees of the Company drawing remuneration as prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is made available on the website of the Company at <https://www.welspunspecialty.com/notice.php>.

EMPLOYEE STOCK OPTIONS

The Company have not granted stock options during the year under review. The disclosures in compliance with the Regulation 14 of the SEBI (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 and Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 are available on the website of the Company at <https://www.welspunspecialty.com/notice.php>.

Certificate from M/s. JMJA & Associates LLP, Company Secretaries, Secretarial Auditors of the Company with respect to the implementation of Welspun Employee Stock Option Scheme would be placed before the Members at the ensuing Annual General Meeting of the Company and a copy of the same shall be available for inspection at the Registered office of the Company.

DEPOSITS

The Company has not accepted any deposit within the meaning of Chapter V to the Act. Further, no amount on account of principal or interest on deposit was outstanding or unclaimed or unpaid as at the end of the financial year under the Report.

ANNUAL RETURN

Pursuant to Sections 92 and 134 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return in form MGT-7 is placed on the website of the Company and can be accessed at <https://www.welspunspecialty.com/notice.php>.

DETAILS OF RELATED PARTY TRANSACTIONS

All transactions entered into by the Company with related parties were in the ordinary course of business and at arm's length basis. The Audit Committee grants an omnibus approval for the transactions that are in the ordinary course of the business and repetitive in nature. For other transactions, the Company obtains specific approval of the Audit Committee before entering into any such transactions. For material related party transaction, the Company obtains prior approval of the Members of the Company. A statement giving details of all Related Party Transactions is placed before the Audit Committee on a quarterly basis for its review. The disclosure of Related Party Transactions as required in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 in Form AOC -2 is not applicable for this year.

The Company's policy on Related Party Transactions as approved by the Board is uploaded on the Company's website <https://www.welspunspecialty.com/policy.php>

Save and except as disclosed in the financial statements, none of the Directors had any pecuniary relationships or transactions vis-à-vis the Company.

Pursuant to Regulation 34 read with Schedule V of the SEBI Listing Regulations, please refer Note no.39 for details of related party transactions.

AUDITORS AND THEIR REPORTS

a. Statutory Auditors:

During the year under review, M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016) resigned as the Statutory Auditors of the Company with effect from July 23, 2024, due to change in auditors at holding company level, which resulted into arising of casual vacancy in the office of the Statutory Auditors of the Company.

M/s. BSR & Co. LLP (BSR), Chartered Accountants, (Firm Reg. No.101248W/W-100022), was appointed as the Statutory Auditors with effect from July 23, 2024 to fill the said casual vacancy till the conclusion of the Annual General Meeting and thereafter for a period of five years commencing from the conclusion of Forty Second Annual General Meeting till the conclusion of Forty Seventh Annual General Meeting of the Company.

The Audit Report did not contain any qualifications, reservations, adverse remarks or disclaimers and no fraud was reported by the Statutory Auditors of the Company to the Audit Committee pursuant to Section 143(12) of the Act.

b. Internal Auditors:

Based on the recommendation of the Audit Committee, the Board of Directors appointed M/s. Deloitte Touche Tomastu

India LLP as the Internal Auditors of the Company for the financial year 2024-25.

The internal audit was completed as per the scope defined by the Audit Committee.

c. Cost Auditors:

The Company maintains cost records as specified by the Central Government under sub-section (1) of Section 148 of the Act. As per Section 148 of the Act, the Board of Directors have appointed M/s. Kiran J. Mehta & Co, Cost Accountants, (Firm Registration No.000025) as the Cost Auditors for the financial year 2025-26 at a remuneration of Rs.1,25,000/- p.a. on the recommendations of the Audit Committee.

The Board recommends ratification of the remuneration payable to the Cost Auditors for the year ending on March 31, 2026 by the Members at the ensuing Annual General Meeting.

The Cost Auditors' Report did not contain any qualifications, reservations, adverse remarks or disclaimers and no frauds were reported by the Cost Auditors to the Company pursuant to Section 143(12) of the Act. The Cost Audit Report for the financial year 2023-24 was e-filed on August 22, 2024. The Cost Audit Report for the financial year 2024-25 is in progress and the report will be filed with the Ministry of Corporate Affairs, Government of India, within the statutory timeline.

d. Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. JMJA & Associates LLP, Practising Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2024-25. The Secretarial Audit Report issued by the Secretarial Auditors for the financial year 2024-25 is annexed herewith as '**Annexure I**' to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks and no frauds were reported by the Secretarial Auditors to the Company under Section 143(12) of the Act.

Further, as per Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and SEBI Listing Regulation read with SEBI (LODR) (Third Amendment) Regulations, 2024, the Board has recommended to appoint M/s. MNB & Co LLP, Company Secretaries (Firm Registration No. L2020MH009600) as the Secretarial Auditors of the Company for the term of 5 (five) consecutive years i.e. from April 1, 2025 to March 31, 2030.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186.

The Company has not made any investment nor given any loan or provide any guarantee / security for repayment of loan under Section 186 of the Act.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Board has adopted vigil mechanism in the form of Whistle Blower Policy, to deal with instances of fraud or unethical behaviour or misconduct etc. For the Company's policy on establishment of Vigil Mechanism for Directors and Employees, please refer to the point no.13 (iii) of the "Corporate Governance Report" annexed to the Board's Report as 'Annexure II'.

The details of Whistle Blower Policy and Vigil Mechanism is also available on the Company's website at <https://www.welspunspecialty.com/policy.php>.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo required pursuant to the Rule 8(3) of the Companies (Accounts) Rules, 2014 are given below.

During year under review, the Company has taken various initiatives to conserve energy and improve technology being used for production as discussed in detail hereunder. This has helped the Company in its journey on moving up the value chain.

A. Conservation of Energy

(i) the steps taken or impact on conservation of energy;

The following are measures taken during the year under review:

- Installed energy efficient pump at Rolling Mill Scale Pit (Replaced 55 KW to 35 KW).
- Used alternate cooling pump for compressor cooling, which has eliminated 90 KW pump operation during SMS shutdown.
- Installed 5.5 KW scale water pump for water recirculation in WHF during roll change/breakdown.
- Put in place the Occupancy sensor for controlling air-conditioners and lighting at Pipe plant offices.
- Installed auto level controller to control pump operation at various locations, eliminated the manual intervention, and reduced operational time.

(ii) the steps taken by the company for utilizing alternate sources of energy;

- The Company has signed agreement for procurement of hybrid (solar +wind) power supply. During the year under review, the Company utilised 31 % Hybrid units against total power consumption.
- Continued use of cleaner source of energy as NG with improved efficiency.

(iii) the capital investment on energy conservation equipment;

- Energy conservation equipment were added to the production facility during the year under review with approximate cost Rs. 6.5 Lakhs.

B. Technology Absorption:

(i) the efforts made towards technology absorption;

- SCADA implemented for bright bar peeling, reeler and belt polish for controlled force operation.
- SCADA implemented in 3.5 & 4.5" pilger for auto control instead of manual control.
- Auto control of gases in AOD instead of manual control to improve consistent quality
- Developed largest section in caster having dimension of 375 x 400 to meet specific customer requirement
- SCADA implementation in WHF for individual room traceability
- AMLC Installed at caster
- Introduction of shot peening operation to meet specific product application for heat exchanger tubes

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;

- Development of roll set in blooming mill for processing of 140-150 mm dia from blooming mill only (Eliminate use of 3HI)
- New Casting Size 375X 400
- New product development – 9Cr, 13Cr, Super 13Cr, Super 304, Nitronic 60, 17-4Ph with new cycle to meet specific product requirement.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

Upgradation of Auto Mould Level Control at caster.

(iv) the expenditure incurred on Research and Development.

The products and process development are undertaken by the Company internally.

C. Capacity Enhancement & Technological Upgradation:

- Extrusion PRESS with SCADA control in build with robotic loading.
- Improved ball screw length in double hole drilling machine to accommodate billet upto 700 mm Length
- Improved loading and unloading mechanism along with clamping position and methodology to improve throughput to double

- Activated one more probe in ROTA UT to ensure consistent thickness check.
- ROTA UT and Immersion UT upgradation.

D. Foreign exchange earnings and outgo

- Foreign exchange earned in terms of actual inflows during the year;
FOB Value of exports Rs.26,159 Lakhs (Previous Year Rs. 25,724 Lakhs).
- Foreign exchange outgo during the year in terms of actual outflows;
Imports on CIF Basis/expenditure in foreign currency Rs. 5,551 Lakhs (Previous Year Rs. 11,862 Lakhs).

CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

In compliance with Regulation 34 of the SEBI Listing Regulations, a separate report on Corporate Governance is annexed hereto as a part of this Report as 'Annexure II'. A certificate from the Secretarial Auditors of the Company regarding compliance of conditions of Corporate Governance as prescribed under the SEBI Listing Regulations is attached to this report as 'Annexure III'. Management Discussion and Analysis is separately given in this Report as 'Annexure V'.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Company has provided the Business Responsibility and Sustainability Report on voluntary basis which is annexed hereto as 'Annexure VI'.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, your Directors, based on the representations received from the Operating Management, and after due enquiry, hereby confirm that:

- in the preparation of the annual accounts for the financial year ended March 31, 2025, 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 March 31, 2025, 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 the 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;

- the directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively; 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.

RISK MANAGEMENT

The Company has constituted a Risk Management Committee in compliance with the SEBI Listing Regulations. The details of this Committee and its terms of reference are set out in the Corporate Governance Report.

The Board has approved Risk Management Policy (RMP) to effectively address financial, operational, compliance and strategic risk. A structured enterprise risk management program has been formulated and implemented. The Risk Management Committee was formed and adopted its charter to periodically review the risk management process, risks and mitigation plans and provide appropriate advise in the improvement areas, if any, identified during the review.

Please refer to the Management Discussion and Analysis section attached to this Report for risks and threats relevant to the Company.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTOR

The details of familiarization programme conducted for Independent Directors are disclosed on the website of the Company at link: <https://www.welspunspecialty.com/policy.php>. More than 2 hours were spent by the Independent Directors cumulatively in several familiarization program during the year under review.

CODE OF CONDUCT

The Company has a Code of Conduct for Board members and Senior Management Personnel. A copy of the Code has been put on the website of the Company for information of all the members of the Board and Senior Management Personnel at <https://www.welspunspecialty.com/policy.php>. Each Director and Senior Management Personnel including all functional heads, to which this code has been made applicable, have affirmed their compliance with the Code. A declaration by Mr. Anuj Burakia, CEO & Whole Time Director, to this effect given in the Corporate Governance Report forms part of this report.

PROHIBITION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

In compliance with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has put in place a Policy on Prohibition and Prevention of Sexual harassment of women at the workplace.

The Company has complied with the provisions relating to constitution of Internal Complaint Committee ("ICC") under

Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. The ICC comprises of internal as well as external members. Further, based on the Policy on Prevention, Prohibition and Redressal of Sexual Harassment of women at workplace and confirmation received from the Internal Complaints Committee of your Company, one case of sexual harassment was reported during the year under review which was resolved.

INTERNAL FINANCIAL CONTROLS

The Company has adequate internal control system, which is commensurate with the size, scale and complexity of its operations. The Company has designed and implemented a process driven framework for Internal Financial Controls ("IFC") within the meaning of the explanation of Section 134(5)(e) of the Act, the SEBI Listing Regulations and other relevant statutes applicable to the Company. The executive management and Internal Auditors continuously monitors the efficiency of the internal controls / compliance, with the objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance of the adequacy and effectiveness of the organization's risk management, control and governance processes. For the year ended March 31, 2025, the Board is of the opinion that the Company has sound IFC commensurate with the nature of its business operations; wherein adequate controls are in place and operating effectively and no material weakness exists. Also refer paragraph under caption "internal control system" in Management Discussion and Analysis forming part of this report.

The Internal Audit is carried by independent external audit firm consisting of qualified accountants, domain & industry experts, fraud risk and information technology specialists.

MISCELLANEOUS

The Board of Directors affirms that the Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Companies Secretaries of India and that such systems are adequate and operating effectively. The Company has complied with the applicable Secretarial Standards.

The Company has not made any provision of money for the purchase of, or subscription for, shares of the Company or its holding company, to be held by or for the benefit of the employees of the Company and hence the disclosure as required under Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is not required

During the year under review,

- There was no change in the general nature of business of the Company;
- No material change or commitment has occurred which would have adversely affected the financial position of the

Company between the end of the financial year to which the financial statements relate and the date of this report;

- No share with differential rights was issued by the Company nor did the Company issue any equity share as sweat equity share;
- No fraud took place in the Company during the year under review and hence, no such reporting was made to the Audit Committee and the Board under Rule 13(3) of the Companies (Audit and Auditors) Rules, 2014;
- No significant and material order was passed by the regulators or courts or tribunals which would have impacted the going concern status and the Company's operations in future;
- There was no revision in the financial statements.
- There was no instance of one-time settlement with any Bank or Financial Institution.
- There are no agreements defined under clause 5A of paragraph A of part A of schedule III of the SEBI Listing Regulations that are binding on the Company.
- No application was made or proceeding initiated against the Company under the Insolvency and Bankruptcy Code, 2016, nor any such proceeding was pending at the end of the financial year under review.

SAFETY

The Company conducts regularly Safety audit through competent authorities for its manufacturing facility located at Jhagadia, Bharuch, Gujarat. The Company also organizes various safety awareness programs to impart safety training to its employees.

ACKNOWLEDGEMENT

Your Directors take this opportunity to express gratitude for valuable assistance and cooperation extended to the Company by financial institutions, banks, statutory and regulatory authorities, customers, suppliers and other agencies engaged with the Company. Your Directors also wish to place on record their sincere appreciation of the dedicated services, hard work, solidarity and profuse support by all the employees of the Company.

For and on behalf of the Board of Directors

Balkrishan Goenka

Chairman

DIN: 00270175

Anuj Burakia

CEO & Whole Time Director

DIN: 02840211

Place: Mumbai

Date: April 29, 2025

Annexure I

JMJA & ASSOCIATES LLP

Practising Company Secretaries

102, Accord Commercial Complex, Jay Prakash Nagar, Near Goregaon Railway Station, Goregaon (East),
Mumbai-4000 063. Contact : +91 22 4010 9730. Email: info@jmja.in

FORM NO. MR-3

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

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

To,
The Members,
Welspun Specialty Solutions Limited,
Plot No 1, G I D C Industrial Estate, Valia Road,
Jhagadia, Bharuch,
Gujarat-393110.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Welspun Specialty Solutions Limited (CIN: L27100GJ1980PLC020358)** (hereinafter referred as "**the Company**") having its registered office situated at Plot No 1, G I D C Industrial Estate, Valia Road, Jhagadia, Bharuch, Gujarat-393110. The 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 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 **April 01, 2024 to March 31, 2025** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period **April 01, 2024 to March 31, 2025** as per the provisions of

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and 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
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable to the Company during the Audit Period**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable to the Company during the Audit Period**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not applicable to the Company during the Audit Period**
- (vi) We have relied on the representations made by the Company and its officers for systems and mechanism formed by the

Company for compliances under other various applicable Acts, Laws, Rules and Regulations to the Company.

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

- (a) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to the Board and General Meetings.
- (b) Listing Agreements entered into by the Company with BSE Ltd. read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that:

- a) The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 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 or at shorter notice, if any, 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) During the period under review, resolutions were carried unanimously by the Board. The minutes of the meeting did not reveal any dissenting views by any member of the Board of Directors during the period under review;

Based on the information provided and the representations made by the Company, its officers, and also on review of the compliance reports of the Company Secretary, in our opinion, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has following major events:

1. During the period, Mr. Navin Agarwal was duly appointed as CFO of the Company.
2. During the period, the Company issued 13,25,22,289 Equity shares of Rs. 26.40 per Equity Share (including premium of Rs.20.40 per equity share) on Rights basis to existing equity shareholders in compliance with the provisions of the Companies Act 2013, and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws and other guidelines.

For **JMJA & Associates LLP**,
Practising Company Secretaries
Peer Review Certificate No. 980/2020

CS Mansi Damania

Founder Partner

Place: Mumbai
Date: April 29, 2025

FCS: 7447 | COP: 8120
UDIN: F007447G000230692

NOTE: This report is to be read with our letter of even date which is annexed as 'Annexure' and forms an integral part of this report.

Annexure

To,
The Members,
Welspun Specialty Solutions Limited

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

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

For **JMJA & Associates LLP**,
Practising Company Secretaries
Peer Review Certificate No. 980/2020

CS Mansi Damania
Founder Partner
FCS: 7447| COP: 8120
UDIN: F007447G000230692

Place: Mumbai
Date: April 29, 2025

Annexure II

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY

Welspun Specialty Solutions Limited (Formerly known as RMG Alloy Steel Limited) believes that for a company to succeed on a sustained basis, it must maintain global standards of corporate conduct towards its employees, stakeholders, consumers and society.

The primary objective is to create and adhere to a corporate culture of conscience and consciousness, transparency and openness.

2. BOARD OF DIRECTORS

a) Composition

The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of composition of the existing Board of Directors as on March 31, 2025 are given below:

Sr. No.	Name of Director	Age	Category	No. of Shares Held	Attendance Particulars		No. of other Directorship (as last declared to the Company)			Member / Chairman in No. Committees including other Companies (as last declared to the Company) [®]
					Last Annual General Meeting	Board Meeting	Pub.	Pvt.	Other Body Corporate	
1	Mr. Anuj Burakia	45	E	12,35,000	Yes	8/8	0	1	0	C-0, M-1
2	Mr. Balkrishan Goenka*	58	P, C, NE	85,73,078	Yes	5/8	7	2	11	C-0, M-0
3	Mr. Prakashmal Tatia	72	NE	4,28,213	Yes	8/8	1	0	0	C-0, M-0
4	Mr. M. Narayana Rao	69	I, NE	17,789	Yes	8/8	1	1	0	C-1, M-3
5	Mr. K.H. Viswanathan	62	I, NE	2,00,000	Yes	8/8	2	2	0	C-3, M-5
6	Ms. Amita Misra	69	I, NE	-	Yes	7/8	5	0	0	C-1, M-3
7	Mr. Vipul Mathur	55	NE	-	Yes	8/8	2	1	0	C-0, M-2
8	Mr. Ravindra Pandey [#]	62	I, NE	-	NA	2/2	5	3	0	C-3, M-7

[#] Appointed as Independent Director on November 23, 2024.

* Holds shares in the capacity of Trustee of Welspun Group Master Trust.

[®] Chairmanship/membership of the Audit Committee and the Stakeholders' Relationship Committee only has been considered.

Abbreviations:

P = Promoter, E = Executive Director, NE = Non-Executive Director, I = Independent, C = Chairman, M = Member.

Average age of the present Board members - ~62 years.

Average attendance at the Board meetings - ~94%

None of the Board Members is a member of more than ten committees or chairman of more than five committees across all the public limited companies in which he/she is a director.

b) Names of the listed entities where the person is a director and the category of directorship:

Sr. No.	Name of Director	Name of Listed Companies	Category of Directorship
1.	Mr. Anuj Burakia	Welspun Specialty Solutions Limited	Executive Director
2.	Mr. Balkrishan Goenka	Welspun Specialty Solutions Limited	Non-Executive, Non-Independent Director
		Welspun Living Limited	Non-Executive, Non-Independent Director
		Welspun Corp Limited	Non-Executive, Non-Independent Director
		Welspun Enterprises Limited	Executive Director

Sr. No.	Name of Director	Name of Listed Companies	Category of Directorship
3.	Mr. Prakashmal Tatia	Welspun Specialty Solutions Limited	Non-Executive, Non-Independent Director
4.	Mr. M. Narayana Rao	Welspun Specialty Solutions Limited	Non-Executive, Independent Director
		Avantel Limited	Non-Executive, Independent Director
5.	Mr. K. H. Viswanathan	Welspun Specialty Solutions Limited	Non-Executive, Independent Director
6.	Ms. Amita Misra	Welspun Specialty Solutions Limited	Non-Executive, Independent Director
		Dalmia Bharat Sugar and Industries Limited	Non-Executive, Independent Director
7.	Mr. Vipul Mathur	Welspun Specialty Solutions Limited	Non-Executive, Non-Independent Director
		Welspun Corp Limited	Executive Director
8.	Mr. Ravindra Pandey	Dreamfolks Services Limited	Non-Executive, Independent Director
		Welspun Corp Limited	Non-Executive, Independent Director
		Welspun Specialty Solutions Limited	Non-Executive, Independent Director

c) Key Board qualifications, expertise and attributes:

The Board has identified skills/expertise/competence required in the context of its business(es) and sector(s) for the Board to function effectively viz. Technical-Manufacturing Process, Marketing and Sales, Finance, Strategy, Legal and Compliance, Research & Development and Human Resource Management.

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Name of Director	Area of skills / expertise / competence						
	Technical Manufacturing Process	Marketing & Sales	Finance	Strategy	Legal & Compliance	Research & Development	Human Resource Management
Mr. Anuj Burakia	☑	☑	☑	☑	☑	☑	☑
Mr. Balkrishan Goenka	☑	☑	☑	☑	-	-	-
Mr. Prakashmal Tatia	☑	☑	-	☑	☑	-	-
Mr. M. Narayana Rao	☑	☑	-	☑	☑	☑	☑
Mr. K. H. Viswanathan	-	-	☑	☑	☑	☑	☑
Ms. Amita Misra	-	☑	☑	☑	☑	-	☑
Mr. Vipul Mathur	☑	☑	☑	☑	☑	☑	☑
Mr. Ravindra Pandey	-	☑	☑	☑	☑	-	☑

- d)** During the year 2024-25, the Board of Directors met Eight times on the following dates: 26.04.2024, 01.06.2024, 23.07.2024, 09.09.2024, 22.10.2024, 13.11.2024, 19.12.2024 and 27.01.2025
- e)** In addition to the above, a meeting of the Independent Directors was held on March 27, 2025 pursuant to Section 149(8) read with Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said meeting was attended by all the Independent Directors of the Company.
- f)** It is confirmed that in the opinion of the Board, the Independent Directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Companies Act, 2013 and rules made thereunder ('the Act') and are independent of the management. Further, there is no relationship between the Directors inter-se.

- g)** The detailed Charter of the Board is available at the web-link : <https://www.welspunspecialty.com/policy.php>

- h)** The Board is updated on a regular basis through presentations and discussions on the overall performance of the Company and steel industry, economic scenario, marketing strategy, statutory amendments, various initiatives taken or proposed to be taken in line with the business plan and growth of the Company, business risks and mitigation plans thereof, etc.

The details of familiarization programme conducted for Independent Directors are disclosed on the website of the Company at link: <https://www.welspunspecialty.com/policy.php>

- i)** During the year 2024-25, Mrs. Dipali Sheth (DIN: 07556685) resigned as Independent Director of the Company on November 23, 2024 due to additional responsibilities taken in other organizations. Mrs. Sheth has confirmed that there is no other material reasons other than stated above.

3. AUDIT COMMITTEE

Terms of reference:

The terms of reference stipulated by the Board of Directors to the Audit Committee are as contained under Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Act.

The detailed Charter of the Audit Committee is available at the web-link: <https://www.welspunspecialty.com/policy.php>

Composition:

The Audit Committee consists of three Independent Directors viz. Mr. K. H. Viswanathan, Mr. M. Narayana Rao and Ms. Amita Misra. Mr. K. H. Viswanathan is the Chairman of the Committee. Mr. Suhas Pawar, Company Secretary acts as the Secretary to the Committee. The composition of the Audit Committee complies with the requirements laid down in Regulation 18 of the SEBI Listing Regulations.

Meetings and attendance during the financial year:

During the financial year under review, Ten meetings of the Audit Committee were held on 26.04.2024, 01.06.2024, 10.07.2024, 23.07.2024, 10.10.2024, 22.10.2024, 19.12.2024, 22.01.2025, 27.01.2025 and 27.03.2025. The details of attendance of members at the Audit Committee meetings held during the financial year are as follows:

Sr. No.	Name of the Member	Number of Meetings Attended
1	Mr. K.H. Viswanathan	10/10
2	Mr. M. Narayana Rao	10/10
3	Ms. Amita Misra	9/10

None of the recommendations made by the Audit Committee were rejected by the Board. The Statutory Auditors and Internal Auditors had periodic and exclusive meetings with the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE

Terms of reference:

The terms of reference stipulated by the Board of Directors to the Nomination and Remuneration Committee are as contained under Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations and Section 178 of the Act.

The detailed Charter of the Nomination and Remuneration Committee is available at the web-link: <https://www.welspunspecialty.com/policy.php>

Composition:

The Nomination & Remuneration Committee consists of three Independent Directors viz. Mr. K. H. Viswanathan, Mr. M. Narayana Rao and Ms. Amita Misra. Mr. K. H. Viswanathan is the Chairman of the Committee. The composition of the Nomination and Remuneration Committee complies with the requirements laid down in Regulation 19 of the SEBI Listing Regulations.

Meetings and attendance during the financial year:

During the financial year under review, Three meetings of the Committee were held on 26.04.2024, 23.07.2024, 19.12.2024. The details of attendance of Members at the Nomination and Remuneration Committee meetings held during the financial year are as follows:

Sr. No.	Name of the Member	Number of Meetings Attended
1	Mr. K. H. Viswanathan	3/3
2	Mr. M. Narayana Rao	3/3
3	Ms. Amita Misra	3/3

None of the recommendations made by the Nomination and Remuneration Committee were rejected by the Board.

Nomination & Remuneration Policy:

The Company follows a policy on remuneration of directors and senior management employees and the salient features thereof are as under:

Appointment of Directors:

While identifying persons who may be appointed as a director(s), the Committee shall consider business of the Company, strength, weakness, opportunity and threat to Company's business, existing composition of the board of directors, diversity, skills, expertise of existing directors and background, skills, expertise, reputation and qualification possessed by the person being considered, specific requirements under the Act, SEBI Listing Regulations and any other laws as applicable.

While identifying persons who may be appointed as independent directors, the Committee shall review their qualifications and suitability to ensure that such candidates will be able to function as directors 'Independently' and void of any conflict of interest, obligations, pressure from other Board members, KMPs, senior management and other persons associated with the Company.

Remuneration of Directors, Key Managerial Personnel, Senior Management Personnel:

The Non-Executive Directors including independent directors may receive remuneration by way of fees for attending meetings of Board or Committee thereof provided that the amount of such fees shall not exceed Rs.100,000/- per meeting to each independent director of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

The Non-Executive Directors shall not be eligible for any remuneration / commission, unless specifically approved by the Board of Directors on recommendation of the Nomination and Remuneration Committee and by the Shareholders. There are no pecuniary transactions entered by the Non-Executive Directors with the Company.

The remuneration to Executive Directors, Key Managerial Personnel and Senior Management Personnel at the time of appointment shall be mutually agreed. The Committee

shall consider industry indicators, requirements of role, qualification and experience of candidate, expected contribution of executive to the profitability challenges specific to the Company and such other matters as the Committee may deem fit. The remuneration must motivate individuals to achieve benchmarks which must be aligned to the vision of the Company. The management shall periodically find out the remuneration scale prevalent in the industry / peer group to the extent possible to assess if there is a need for revision in remuneration for retaining the talent. The non-executive Directors may be paid commission after complying with required provisions of the Act. Besides, the Committee shall take into consideration performance,

of the concerned executive as well as the Company, the growth of business, profitability, Company's business plan and critical role played / initiatives taken while considering pay hike / increment to the concerned executives.

The Policy is available on your Company's website at: <https://www.welspunspecialty.com/policy.php>

5. REMUNERATION OF DIRECTORS:

Remuneration to Whole Time Director:

Details pursuant to Schedule V of the Act and Schedule V of SEBI Listing Regulations:

Sr. No.	Particulars	Mr. Anuj Burakia, CEO & Whole Time Director
1.	Salary (during FY25)	Rs.2,49,22,287/-
2.	Commission	NIL
3.	Service Contract	July 29, 2024 to July 28, 2027
4.	Notice Period	3 months
5.	Severance Fees	3 months compensation in lieu of notice period
6.	Stock Options	NIL

Remuneration to Non-Executive Directors:

The details of payments made to the Non-Executive Directors during the financial year ended March 31, 2025 are as follows:

Sr. No.	Particulars of Remuneration	Name of Directors						Total amount (Amount in Rs.)
		K H Viswanathan	Atul Desai*	M. Narayana Rao	Amita Misra	Dipali Sheth\$	Ravindra Pandey#	
1	Independent Directors							
	Fee for attending Board & Committee meetings	7,50,500	15,000	5,77,000	5,26,000	2,15,000	95,000	21,78,500
	Commission	-	-	-	-	-	-	-
	Others	-	-	-	-	-	-	-
	Total	7,50,500	15,000	5,77,000	5,26,000	2,15,000	95,000	21,78,500

* Atul Desai retired on May 26, 2024

\$ Dipali Sheth appointed on April 26, 2024 and resigned on November 23, 2024

Ravindra Pandey appointed on November 23, 2024.

6. BOARD EVALUATION

The Annual Board Evaluation has been discussed at length in the Board's Report.

7. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee is formed in accordance with the Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations, inter-alia, to look into various aspects of interest of shareholders and other stakeholders.

Composition:

The Stakeholders' Relationship Committee consists of three non-executive directors and one executive director viz.

Mr. K H Viswanathan, Ms. Amita Misra, Mr. Vipul Mathur and Mr. Anuj Burakia respectively. Mr. K H Viswanathan is the Chairman of the Committee.

Terms of reference:

The terms of reference stipulated by the Board of Directors to the Stakeholders Relationship Committee are as contained under Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations.

The detailed Charter of the Stakeholders' Relationship Committee is available at the web-link: <https://www.welspunspecialty.com/policy.php>

Meetings and attendance during the financial year:

During the financial year under review, Three meetings of the Committee were held on 23.07.2024, 10.10.2024 and 12.03.2025. The details of attendance of Members at the Stakeholders' Relationship Committee meetings held during the financial year are as follows:

Sr. No.	Name of the Member	Number of Meetings Attended
1.	Mr. K H Viswanathan	3/3
2.	Ms. Amita Misra	3/3
3.	Mr. Vipul Mathur*	1/3
4.	Mr. Anuj Burakia	3/3

* ceased to be member w.e.f April 29, 2025

Mr. Suhas Pawar, Company Secretary is the Compliance Officer of the Company.

Details of number of shareholders complaints/ requests received during the financial year:

Breakup of the complaints/request received by the Company under different category is given hereunder:

Sr. No.	Category	Nos.
1	BSE Complaint	0
2	Legal Cases / Court Cases	0
3	Non Receipt of Demat Rejection Documents	0
4	Non Receipt of exchange Share Certificate	0
5	SEBI Scores	7
6	ODR	0
7	Other	0
Total Complaints Received		7

All the complaints/ requests received during the year under report were resolved within the time limit to the satisfaction of the investors/ shareholders.

- Number of complaints not solved to the satisfaction of shareholders: Nil
- Number of pending complaints: Nil

8. RISK MANAGEMENT COMMITTEE

In accordance with Regulation 21 of SEBI Listing Regulations, the Company had constituted a Risk Management Committee in compliance with the SEBI Listing Regulations.

The objectives and scope of the Committee broadly comprise of monitoring and reviewing risk management plan including cyber security, insurance and ESG risks. The Company has a Risk Management Framework to identify, monitor, mitigate and minimize risks.

Terms of Reference:

The terms of reference stipulated by the Board of Directors to the Risk Management Committee are as contained under Regulation 21 read with Part D of Schedule II of the SEBI Listing Regulations.

The detailed Charter of the Risk Management Committee is available at the web-link: <https://www.welspunspecialty.com/policy.php>

Composition:

The Risk Management Committee consists of six members i.e. five directors namely Mr. K. H Viswanathan, Mr. M Narayana Rao, Ms. Amita Misra, Mr. Vipul Mathur and Mr. Anuj Burakia and one non-director Mr. Navin Agarwal, CFO. Mr. K H Viswanathan is the Chairman of the Committee.

Meetings and attendance during the financial year:

During the financial year under review, Three meetings of the Committee were held on 10.06.2024, 10.10.2024 and 12.03.2025. The details of attendance of Members at the Risk Management Committee meetings held during the financial year are as follows:

Sr. No.	Name of the Member	Number of Meetings Attended
1	Mr. K H Viswanathan	3/3
2	Mr. M. Narayana Rao	3/3
3	Ms. Amita Misra	2/3
4	Mr. Vipul Mathur [§]	0/3
5	Mr. Anuj Burakia	2/3
6	Mr. Brijveer Singh - CFO*	2/2
7	Mr. Navin Agarwal - CFO [#]	1/1

* Resigned on December 19, 2024

[#] appointed on December 19, 2024

[§] ceased to be member w.e.f. April 29, 2025

9. SENIOR MANAGEMENT

Sr. No.	Name of the Member	Designation
1.	Mr. Vipul Sutaria [^]	President - Sales & Marketing
2.	Mr. Gouri Shankar Roy	Chief Operating Officer
3.	Mr. Brijveer Singh [#]	Chief Financial Officer
4.	Mr. Navin Agarwal*	Chief Financial Officer
5.	Mr. Suhas Pawar	Company Secretary

*Appointed w.e.f. December 19, 2024

[^]Resigned on December 13, 2024

[#]Resigned on December 19, 2024

10. GENERAL BODY MEETINGS

i. The details of General Meetings held and special resolutions passed in the last three years are given hereunder:

Date	Type of meeting	Location	Time	Special Resolutions Passed
29.06.2022	Annual General Meeting	Held through Video Conference or Other Audio-Visual Means (VC/OAVM)	11:30 AM	i. Appointment of Ms. Amita Misra as an Independent Director for the first term of four years w.e.f. 27.04.2022. ii. Appointment of Mr. K H Viswanathan as an Independent Director for the first term of four years w.e.f. 27.04.2022. iii. Adoption of new set of Articles of Association.
20.09.2023	Annual General Meeting	Held through Video Conference or Other Audio-Visual Means (VC/OAVM)	12:00 Noon	i. Increase in remuneration of Mr. Anuj Burakia, CEO & Whole Time Director.
25.09.2024	Annual General Meeting	Held through Video Conference or Other Audio-Visual Means (VC/OAVM)	12:00 Noon	i. Reclassification of Authorised Share Capital and consequent alteration of Memorandum of Association.

ii. Postal Ballot

A. Details of Special Resolutions passed by Postal Ballot

- Re-appointment of and payment of remuneration to Mr. Anuj Burakia (DIN:02840211) as CEO & Whole Time Director of the Company for a period of 3 years. (Special resolution was passed by postal ballot on July 21, 2024).
- Appointment of Mrs. Dipali Sheth (DIN:07556685) as an Independent Director of the company for a term of four consecutive years (Special resolution was passed by postal ballot on July 21, 2024)
- Appointment of Mr. Ravindra Pandey (DIN:07188637) as an Independent Director of the company for a term of three consecutive years (Special resolution was passed by postal ballot on February 16, 2025)

B. Details of Voting Pattern

Results of Postal ballot dated July 21, 2024

Mode of Voting	Total Shares	No. of votes polled	In favour		Against	
			No. of Votes	% of Votes	No. of Votes	% of Votes
E-Voting (a)	53,00,89,156	29,42,96,374	29,41,88,317	99.96	1,08,057	0.04
E-Voting (b)	53,00,89,156	29,42,96,374	29,41,87,053	99.96	1,09,321	0.04

Results of Postal ballot dated February 16, 2025

Mode of Voting	Total Shares	No. of votes polled	In favour		Against	
			No. of Votes	% of Votes	No. of Votes	% of Votes
E-Voting (c)	53,00,89,156	29,45,08,695	29,43,98,715	99.96	1,09,980	0.04

C. Person who conducted the aforesaid postal ballot exercise:

Ms. Mansi Damania, Partner of M/s. JMJA & Associates LLP, a Practising Company Secretary, conducted the aforesaid postal ballot exercise in a fair and transparent manner.

D. Procedure adopted for Postal Ballot

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and Regulation 44 of the Listing Regulations, Secretarial Standard-2 on General Meetings ('SS-2') read with the Rules framed thereunder and read with the General

Circular nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and subsequent circulars issued in this regard issued by the Ministry of Corporate Affairs.

iii. Whether any special resolution is proposed to be conducted through postal ballot:

No Special Resolution is currently proposed to be conducted through postal ballot.

11. MEANS OF COMMUNICATION

The quarterly financial results are announced within forty five days from the end of quarter and annual audited financial results are announced within sixty days from the end of the financial year to the stock exchange, as per

Regulation 33 of SEBI Listing Regulations and are published in Financial Express (English+Gujarati) newspapers, within 48 hours from the date of respective Board meetings held for approval of the financial results.

The financial results, investor presentation and official news releases are available on the stock exchange (BSE Ltd) as well as on the website of the Company at www.welspunspecialty.com

12. GENERAL SHAREHOLDER INFORMATION

The next Annual General Meeting shall be held at –

- (i) Day and Date : Wednesday, July 30, 2025
Venue Through Video Conferencing/ Other Audio Visual Means at 4:00 p.m.
- (ii) Financial year starts from 1st April and ends on 31st March.
- (iii) Dividend payment date: No dividend has been recommended for the financial year 2024-25.
- (iv) Listing on Stock Exchanges, Stock code and confirmation about payment of listing fee:

The securities of the Company are listed on the BSE Limited (Scrip code – 500365) (ISIN:INE731F01037). The Company will make the payment of listing fee to the BSE Limited for the financial year 2025-26.

- (v) During the year under review, the securities of the Company were not suspended from trading by the Stock Exchange at which the securities of the Company are listed.

(vi) Registrar and Share Transfer Agents:

Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai – 400093.
Email ID: Investor@bigshareonline.com

Contact Person:

Mr. Prasad Madiwale,

DGM (Department General Manager) / Mr. Vinod Yadav, Client Coordinator
Tel: 91226263 8200/ 22/ 23
Fax: 91226263 8261
Email: vinod.y@bigshareonline.com

(vii) Share Transfer System:

Pursuant to Regulation 40 of SEBI Listing Regulations, as amended from time to time, requests for transfer of securities held in physical form are not being processed with effect from April 1, 2021. Further, SEBI vide its Circular No SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that certain Service Requests including transmission or transposition of securities held in physical form shall be processed by issuing securities in dematerialised form only and physical Share Certificates shall not be issued by the Company to the Securities holder/claimant.

Shareholders holding share certificate(s) in physical form have been advised to dematerialise their shareholding to facilitate transfers and avail other inherent benefits of dematerialisation.

Pursuance to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has sent reminder letter along with requisite forms to shareholders holding shares in physical mode requesting them to update/furnish prescribed details such as PAN, KYC and Nomination, to the Registrar and Share Transfer Agent of the Company viz Bigshare Services Private Limited. The process along with requisite forms are also made available at <https://www.welspunspecialty.com/shares-in-physical-mode.php>. Members holding shares in physical mode are requested to ensure the aforesaid KYC details are updated with the Company's Registrar and Share Transfer Agents.

(viii) Distribution of shareholding of equity shares as on March 31, 2025 is as follows:

Sr. No.	Shareholding of Nominal Value (Rs.)	Number of Shareholders	% To Total	Share Amount	% of Total
1	1 – 5000	92,634	92.30	311,22,096	0.78
2	5001 – 10000	3,020	3.00	203,14,758	0.51
3	10001 – 20000	1,927	1.92	268,42,404	0.68
4	20001 – 30000	851	0.85	222,45,510	0.56
5	30001 – 40000	318	0.32	111,81,102	0.28
6	40001 – 50000	269	0.27	119,40,708	0.30
7	50001 – 100000	627	0.62	437,78,664	1.10
8	100001 - 999999999	721	0.72	305,47,08,660	95.79
TOTAL		100367	100.00	318,05,34,936	100.00

- (ix) Dematerialization of shares and liquidity: 66,16,52,775 equity shares constituting 99.86% of the outstanding equity shares are in demat form as on 31.03.2025 and have reasonable liquidity on the BSE Limited.
- (x) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and impact on equity:
- There are no outstanding ADR/GDR/ Warrants/ convertible instruments as on 31.03.2025.
- (xi) Disclosure of commodity price risks and commodity hedging activities.

Details of commodity price risks and commodity hedging activities as required under Schedule V to the SEBI Listing Regulations.

- Risk Management Policy of the listed entity with respect to commodities including through hedging:-

The Company proactively manages price fluctuation risks by endeavoring real time raw material procurement backed up by confirmed finished goods sale orders.

- Foreign currency exposure are fully hedged on confirmation of procurement/Sales orders.
- Exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year:
 - a. Total exposure of the listed entity to commodities is Rs. 44,146 Lakhs.

b. Exposure of the listed entity to various commodities:

Commodity Name	Exposure in INR towards the particular commodity Rs. (Lakhs)	Exposure in Quantity terms towards the particular commodity (in MT)	% of such exposure hedged through commodity derivatives				Total
			Domestic market		International market		
			OTC	Exchange	OTC	Exchange	
Scrap	32,064	22,267	-	-	-	-	
Ferro Alloys	11,978	4,047	-	-	-	-	
Rolled Bars (Black)	104	33	-	-	-	-	

- Commodity risks faced by the listed entity during the year and how they have been managed. The company manages the commodity risk by covering the Raw materials procurement at the inception of the sales orders with no open exposures.

time are considered in the costing. Once an offer converts into the order, back to back raw material is booked to minimize any risk.

Also refer to the Management Discussion and Analysis forming part of this Annual Report.

Stainless Steel and Stainless Steel Pipe / Tube Business:

- Stainless steel Seamless Pipes & Tubes, is an engineering product with specific standards/ stringent quality requirements with its application primarily in critical sectors like Oil & Gas, Power (including nuclear), Defense, aviation, chemical, fertilizer, etc.
- Based on the end user's requirement (including technical specifications), prevailing key raw material prices in real

(xii) Plant Location:

Plot No.1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. – Bharuch, Gujarat 393110.

(xiii) Address of Correspondence:

5th Floor, Welspun House, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400013.
Tel No. +91 22 6133 6796, Fax No.:+91 22 2490 8020

(xiv) Email ID : companysecretary_wssl@welspun.com

(xv) Website : www.welspunspecialty.com

(xvi) Credit Ratings:

During the year under review, Care Ratings Limited, a rating agency has reaffirmed ratings to the following credit facilities of the Company:

Facilities	Amount (Rs. in Crore)	Rating
Long Term Bank Facilities	16.87 (Reduced from 26.54)	CARE AA (CE); Positive [Double A (Credit Enhancement); Outlook: Positive]
Long Term / Short Term Bank Facilities	285.00	CARE AA (CE); Positive / CARE A1+ (CE) [Double A (Credit Enhancement) ; Outlook: Positive / A One Plus (Credit Enhancement)]
Short Term Bank Facilities	15.00	CARE A1+ (CE) [A One Plus (Credit Enhancement)]

13. OTHER DISCLOSURES

(i) Related Party Transactions

Transactions with related parties are disclosed in Note No.39 of the Notes forming part of the financial statements. None of these are in conflict with the interests of the Company.

The Company's policy on dealing with Related Party Transactions as required under Regulation 23 of the SEBI Listing Regulations is disclosed on the Company's website and a web link thereto is as under: <https://www.welspunspecialty.com/policy.php>

(ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital market during the last 3 years:

During the last 3 years, no penalties, strictures was imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital market.

(iii) Vigil Mechanism and Whistle Blower Policy:

The Company has a Whistle Blower Policy and Vigil Mechanism for employees of the Company; former employees, trainees and contractual employees of the Company; employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location; existing / prospective contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company; customers, bankers of the Company; and any other person having an association with the Company, and no persons had been denied access to the Audit Committee Chairman. The Policy provide adequate safeguard against victimization and even the disclosures expressed anonymously may be considered. A copy of the policy is displayed on the website of the Company at: <https://www.welspunspecialty.com/policy.php>

A Protected Disclosure can be made in writing by an email or by Post to:

- a) Third party Ethics Helpline:-
India : 000-800-919-0236

b) Head-Ethics(WSSL):- Postal Address:

7th Floor, Kamala Mills Compound,
Mumbai 400 013, Maharashtra,

Email id: whistleblower_wssl@welspun.com

c) The Chairman of the Audit Committee:-
khviswanathan@gmail.com

d) By accessing the Company

Website :- www.welspun.ethicspoint.com

(iv) Details of establishment of code of conduct for regulating, monitoring and reporting of trading by insiders.

The Company has a Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders ("PIT Policy") for connected persons, designated persons and the insiders as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"). The Policy provide adequate safeguard against victimization. The Audit Committee reviews the Institutional Mechanism for prevention of insider trading.

Web-link where details of the PIT Policy are available at <https://www.welspunspecialty.com/policy.php>

(v) Utilization of funds:

The Company did not raise any funds through preferential allotment or qualified institutions placement during the year under review. However, the Company issued and allotted 13,25,22,289 fully paid-up equity Share face value of ₹ 6 each for cash at a price of ₹ 26.40 per equity share (including premium of ₹ 20.40 per equity share) aggregating to ₹ 349.86 Crores by way of a rights issue. The funds raised by the Company through rights issue have been utilised towards object of the Issue as stated in the Letter of Offer dated February 25, 2025.

(vi) A certificate from a company secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority is enclosed herewith as 'Annexure IV'.

- (vii) Fees paid to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part:

Particulars	Amount (Rs. in Lakhs)
Statutory Audit	18
Income Tax Audit	2
Certification Fees	15
Reimbursement of expenses	2
To other entities in the same network	0
Total	37

- (viii) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

This matter has been discussed at length in the Board's Report.

- (ix) **Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:**

The Company has not given any loan to entities in which directors are interested.

- (x) **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

The Company does not have material subsidiary.

- (xi) **Disclosure of certain type of agreements binding the company.**

There is no agreement impacting management or control of the Company or imposing any restriction or creating any

liability upon the Company as stated under schedule III para A, clause 5A of the SEBI Listing regulations.

- (xii) The Company is in compliance with the mandatory requirements mentioned under Regulation 27(1) of the SEBI Listing Regulations to the extent applicable and in addition the Company at its discretion adopted requirements mentioned at "(C) Modified Opinion(s) in Audit Report", "(D) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer " and "(E) Reporting of Internal Auditor" of Part "E" of Schedule II to the SEBI Listing Regulations.

- (xiii) The Company is in compliance with corporate governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of Sub-regulation (2) of Regulation 46.

- (xiv) **Code of Conduct:**

The Company has framed the Code of Conduct for Board members and Senior Management Personnel. A copy of the Code has been hosted on the Company's website viz. <https://www.welspunspecialty.com/policy.php>

All Board members and senior management personnel have affirmed compliance of the same.

A declaration signed by the CEO & Whole Time Director of the Company with respect to Compliance of Code of Conduct is given below:

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the Code of Conduct for the financial year 2024-25.

- (xv) **Disclosure of Shares held in suspense account under Clause F of Schedule V to the SEBI Listing Regulations.**

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year		Number of shareholders who approached issuer for transfer of shares from suspense account during the year		Number of shareholders to whom shares were transferred from suspense account during the year		Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	
No of Shares	No of Holders	No of Shares	No of Holders	No of Shares	No of Holders	No of Shares	No of Holders
120080	7384	280	14	280	14	119800	7370

The voting rights on these shares shall remain frozen until the shares have been claimed by, and transferred to, the rightful owner.

For **Welspun Specialty Solutions Limited**

Anuj Burakia

CEO & Whole Time Director
(DIN: 02840211)

Annexure III

JMJA & ASSOCIATES LLP
Practising Company Secretaries

102, Accord Commercial Complex, Jay Prakash Nagar, Near Goregaon Railway Station, Goregaon (East),
Mumbai-4000 063. Contact : +91 22 4010 9730. Email: info@jmja.in

**CERTIFICATE OF PRACTISING COMPANY SECRETARY ON COMPLIANCE
WITH THE CONDITIONS OF CORPORATE GOVERNANCE**

[Under Regulation 34(3) read with Schedule V(E) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Welspun Specialty Solutions Limited,
Plot No 1, G I D C Industrial Estate, Valia Road,
Jhagadia, Bharuch,
Gujarat-393110.

We have examined the compliance of conditions of Corporate Governance by Welspun Specialty Solutions Limited having CIN:L27100GJ1980PLC020358 and registered office situated at Plot No 1, G I D C Industrial Estate, Valia Road, Jhagadia, Bharuch, Gujarat-393110. ("the Company"), for the year ended on March 31, 2025, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of Corporate Governance stipulated in the SEBI Listing Regulations.

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

In our opinion and to the best of our information and according to the explanation given to us, and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For **JMJA & Associates LLP,**
Practising Company Secretaries
Peer Review Certificate No. 980/2020

CS Mansi Damania
Founder Partner
FCS: 7447| COP: 8120
UDIN: F007447G000231550

Place: Mumbai
Date: April 29, 2025

Annexure IV

JMJA & ASSOCIATES LLP**Practising Company Secretaries**

102, Accord Commercial Complex, Jay Prakash Nagar, Near Goregaon Railway Station, Goregaon (East),
Mumbai-4000 063. Contact : +91 22 40109730. Email: info@jmja.in

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members,
Welspun Specialty Solutions Limited
Plot No 1, G I D C Industrial Estate,
Valia Road, Jhagadia, Bharuch,
Gujarat- 393110.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Welspun Specialty Solutions Limited having CIN L27100GJ1980PLC020358 and registered office at Plot No 1, G I D C Industrial Estate, Valia Road, Jhagadia, Bharuch, Gujarat, 393110 ('the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as listed herein for the Financial Year ending as on **March 31, 2025**, are debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in the Company
1.	Mr. Balkrishan Goenka	00270175	August 06, 2018
2.	Mr. Anuj Burakia	02840211	May 28, 2015
3.	Mr. Prakashmal Ranjeetmal Tatia	06559106	August 28, 2018
4.	Mr. Myneni Narayana Rao	00577494	August 28, 2018
5.	Mr. Viswanathan H. Kollengode	00391263	April 27, 2022
6.	Ms. Amita Misra	07942122	April 27, 2022
7.	Mr. Vipul Mathur	07990476	April 27, 2022
8.	Mr. Ravindra Pandey	07188637	November 23, 2024

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **JMJA & Associates LLP**,
Practising Company Secretaries
Peer Review Certificate No. 980/2020

CS Mansi Damania

Founder Partner
FCS: 7447 | COP: 8120
UDIN: F007447G000232201

Place: Mumbai
Date: April 29, 2025

Management Discussion and Analysis

Economic Overview

Global Economy¹

Overview

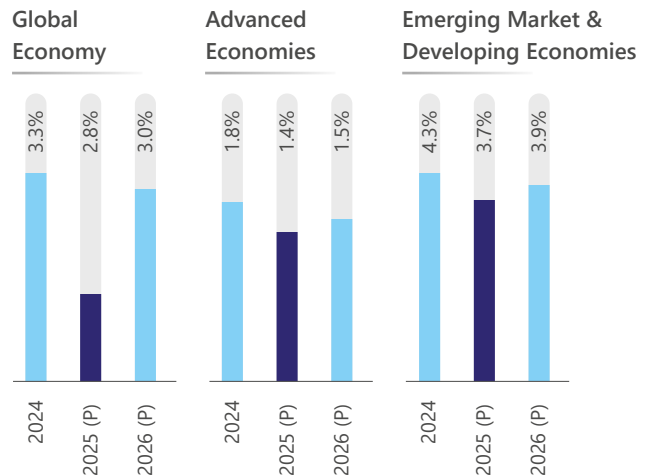
The Global economy grew at 3.3% in CY 2024. This growth was driven by moderating inflation, technological advancements and structural economic shifts across regions. The growth was achieved in a turbulent macroeconomic environment with geopolitical unrest and supply chain disruptions and heightened economic fragmentation. Despite the resilient performance, growth remains below the historical average of 3.7%. Emerging Market and Developing Economies (EMDEs) delivered a better performance by growing at 4.3%. Conversely, the advanced economies exhibited a growth of 1.8%. Proactive monetary policies by Central Banks across the world further stabilised the economy. Monetary policy interventions played an important role in checking inflation, which declined from 6.7% in CY 2023 to 5.7% in CY 2024.² The easing inflation led to moderation in price levels which helped stabilise consumer confidence and accelerated economic activity.

Outlook

The Global economy is expected to maintain a modest growth, with a growth forecast of 2.8% for CY 2025 and 3.0% for CY 2026. This growth will be supported by more accommodative monetary policies aimed at ensuring price stability, stimulating economic activity and boosting employment. However, the recent uncertainty around the reciprocal tariffs imposed by the US on its import is disrupting global trade which can lead to increased costs, supply chain uncertainties and heightened recession risks. In response businesses all around the world are delaying investments and restructuring operations. To mitigate the impact of the tariffs, leaders around the world are undertaking diplomatic and economic steps through dialogue, trade alliances and strategic negotiations to ease rising tariff tensions and stabilise global trade.

If the current uncertainty around the US tariffs settles down, then the inflationary pressures are expected to settle down gradually, with global headline inflation projected to decline to 4.3% in CY 2025 and further to 3.6% in CY 2026. The outlook of the Emerging Market and Developing Economies (EMDEs) is positive where it is projected that they will sustain their momentum with a 3.7% growth in CY 2025 and 3.9% in CY 2026 and advanced economies will clock in a growth of 1.4% in CY 2025 and 1.5% in CY 2026.

World GDP Growth Trends



P – Projected

Source: IMF

Indian Economy³

Overview

The Indian economy was successful in maintaining its status as one of the world's fastest growing major economy by achieving a GDP growth rate of 6.5% in FY 2025. The growth was achieved amidst a disrupted global economic landscape and geopolitical tensions in Europe and the Middle East. One of the major factors that facilitated this growth was the targeted government initiatives aimed at stimulating economic activity through infrastructure development. The government has allocated 11.21 lakh crore⁴ in the Union Budget and has heightened its focus on rural connectivity. With such large capital infusion, India still managed to keep its fiscal deficit at 4.4% of GDP⁵, providing the government more room to increase spending and stimulate demand.

Additionally, the growth was further propelled by declining inflation from 5.4% in FY 2024⁶ to 4.7% in FY 2025 that bolstered consumer confidence and stimulated both urban and rural consumption. The easing inflation has further pushed RBI to infuse ₹1.5 trillion into the banking system to support the demand for liquidity and propel economic activity.⁷

¹<https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025>

²<https://www.imf.org/en/Publications/WEO/Issues/2025/01/17/world-economic-outlook-update-january-2025>

³<https://rbidocs.rbi.org.in/rdocs/Bulletin/PDFs/0BULL22042025F03F83AE118C4B3B84E662D980C8DE33.PDF>

⁴<https://pib.gov.in/PressReleaseframePage.aspx?PRID=2098353>

⁵<https://pib.gov.in/PressReleaseframePage.aspx?PRID=2098353>

⁶<https://www.pib.gov.in/PressReleasePage.aspx?PRID=2097919#:~:text=India's%20real%20GDP%20growth%20is,by%206.4%20per%20cent%20FY25.>

⁷<https://www.livemint.com/economy/rbi-1-5-trillion-liquidity-boost-how-will-it-help-dollar-rupee-rate-cut-mint-primer-11738086455919.html>

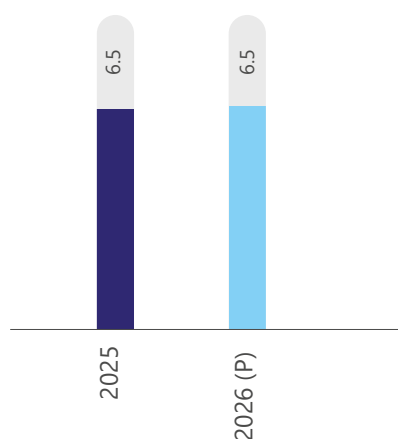
Outlook

The Indian economy is expected to maintain its positive growth momentum where the growth rate is projected to sustain at 6.5% in FY 2026. This strong growth will be backed by the government's income tax reform, which has exempted salaried individuals earning up to INR 12.75 lakh from income tax.⁸ In accordance with the government, the Reserve Bank of India (RBI) is also aiming to augment economic activity by implementing expansionary monetary strategies. The RBI has reduced the repo rate by 50 basis points through consecutive cuts⁹ to further boost consumption and inject liquidity.

The US tariff imposed on India may create a negative sentiment in the export market for the nation as US is a major importer of several Indian products. In FY 2024, the US traded a total of USD 129.2 billion worth of goods with India. The US sold USD 41.8 billion worth of goods to India, which was 3.4% more than that of FY 2023. At the same time, the US bought USD 87.4 billion worth of goods from India, a 4.5% increase from the year before. This means the US bought a lot more from India than it sold, leading to a trade deficit of USD 45.7 billion. Bilateral talks between the officials of both the economies is going on and expected to bring an end to current volatility w.r.t. India- US trade.

India is closely monitoring the evolving tariff scenario and is calibrating its response. Inflation is expected to fall further if the current situation regarding tariffs is clarified. This will strengthen the economic growth momentum by enhancing purchasing power. With strong foreign reserves, smart government spending and stable policies, India's economy is perfectly positioned for a continued growth, making it a significant player on the global stage.

GDP growth trend in India



P – Projected

Source: RBI¹¹

Industry Overview

Stainless Steel Industry¹²

Global

The global stainless steel market is growing steadily owing to expanding industrial applications and regional development. The global stainless steel market has shown consistent growth, with projections indicating a continued growth till 2032. Valued at USD 200.02 billion in 2024, the market is expected to reach USD 211.89 billion by 2032, growing at a CAGR of 7.4%.

Global stainless steel consumption is likely to grow by 3% in CY2025 after growing at 4% in the previous year. Long products growth is likely to be 3% as well in CY2025 from a growth of just 1% in CY2024.

Asia-Pacific, especially China and India, are the biggest markets for stainless steel, commanding over 68% of the total market in CY 2023. This expedited growth can be attributed to accelerated urban development, new infrastructure projects and elevated demand from automotive and construction industries.

Emerging technology and its eco-friendly nature will further augment its prominence across industries. Asia-Pacific is expected to lead the market. India is expected to exhibit the fastest growth due to heightened manufacturing in the automotive sector and large-scale construction projects.

Meanwhile, the global Stainless Steel meltshop production rose to 62.6 million tonne in 2024 as per the Worldstainless.

Indian¹³

Over the past five years, India's stainless-steel consumption has grown at an average rate of 4.36% annually. In FY 2023-24 the consumption reached 3.75 million tonnes which is up from 3.03 million tonnes in FY 2019. Despite declines in FY 2020 and FY 2021, the industry rebounded with significant growth in subsequent years. The Indian Government has implemented several policies to support the steel sector. These include the Domestically Manufactured Iron and Steel Products (DMI&SP) Policy to promote 'Made in India' steel and the Production Linked Incentive (PLI) Scheme for specialty steel. Additional initiatives include the 'Make in India' campaign, the PM Gati Shakti National Master Plan and the Steel Scrap Recycling Policy. Overall, the government initiatives are designed to enhance domestic production and reduce reliance on imports.

Looking ahead, India's stainless-steel industry is poised for sustained growth, driven by government initiatives and increasing demand from sectors like thermal, energy, defence, space, Oil&Gas, nuclear power etc. The "Make in India" Scheme is expected to augment domestic manufacturing and reduce imports. Additionally, policies like the Steel Scrap Recycling Policy aim to improve the domestic availability of raw materials. With these measures, the industry anticipates a steady increase in production and consumption, contributing to India's economic development and self-reliance in the steel sector.

⁸<https://pib.gov.in/PressReleaseSelfframePage.aspx?PRID=2098353>

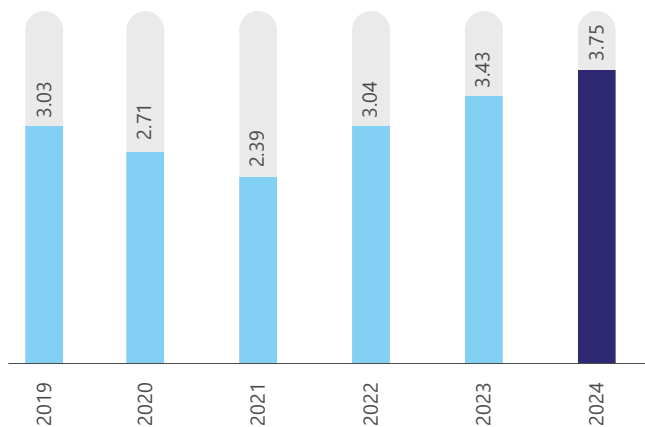
⁹https://www.rbi.org.in/Scripts/BS_PressReleaseDisplay.aspx?prid=60176

¹⁰[https://ustr.gov/countries-regions/south-central-asia/india#:~:text=U.S.%20total%20goods%20trade%20with,\(%243.7%20billion\)%20from%202023.](https://ustr.gov/countries-regions/south-central-asia/india#:~:text=U.S.%20total%20goods%20trade%20with,(%243.7%20billion)%20from%202023.)

¹¹ <https://rbidocs.rbi.org.in/rdocs/Bulletin/PDFs/0BULL22042025F03F83AE118C4B3B84E662D980C8DE33.PDF>

¹²<https://www.mordorintelligence.com/industry-reports/stainless-steel-market>

¹³<https://pib.gov.in/PressReleaseSelfframePage.aspx?PRID=2039006>



Source: Joint Plant Committee; mt=million tonnes

Avg. CAGR: 4.36 %

Seamless Pipes and Tubes Industry¹⁴

The Global Stainless Steel Seamless pipes & tubes market has grown at a CAGR of 0.6% between 2019 and 2023 to reach 0.8 million tonne. It is forecasted to reach 0.9 mn tonne during 2027, growing at a CAGR of 4.0%. Globally, the Stainless Steel pipes & tubes industry was estimated to be valued at nearly USD 32.6 billion in 2023 contributing ~25% share in global pipe & tube industry. In coming years too, the Stainless Steel pipes & tubes industry is expected to observe stable growth of ~5% through 2032 with market size estimated to cross USD 49.5 billion. Attributed to its metal properties, Stainless Steel tubes are expected to witness growing applications in global petrochemical, energy & power, chemical, chemical industry and automobile.

Production of Stainless Steel seamless pipes & tubes in India grew at a CAGR of 10.7% between 2019 and 2023 to 0.12 million tonne. Going forward too it is likely to grow at a CAGR of 7.2% between 2023 and 2027 to reach to 0.16 million tonne.

End User Industries

Power and Energy¹⁵

India's power sector is growing strongly where the total installed capacity has reached 456.7 GW by November 2024 which is 7.2% higher than the last year. The country is moving fast towards renewable energy, mainly through big solar and wind projects with renewable capacity growing by 15.8% to 209.4 GW by December 2024. This growth is made possible because of the new schemes like the Revamped Distribution Sector Scheme, people now.

Petrochemicals¹⁶

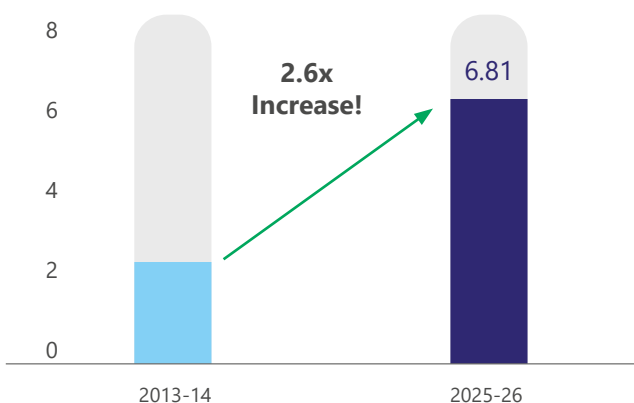
India's petrochemical industry is in a steady growth path and is expected to reach a market size of USD 300 billion by 2025, with projections of hitting USD 1 trillion by 2040. This growth is driven by increasing demand across various sectors like agriculture, automotive, packaging, and construction. The government is supporting this expansion through initiatives like the Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIRs) and plastic parks, aiming to attract significant investments and reduce import dependency. With rising domestic consumption and strategic investments, India's petrochemical sector is poised for substantial growth in the coming years.

Specialty Chemicals

India's specialty chemicals sector is growing fast because of rising demand in areas like personal care, construction, and medicines, along with more urbanization and better living standards. Government support for research and new infrastructure is also boosting the industry. Specialty chemicals like agrochemicals, dyes, pigments, and ingredients for medicines are very important, and the future looks bright with lots of growth ahead. To succeed, companies need to focus on making products at lower costs and investing in new ideas, while reducing dependence on imported raw materials. Supportive government policies and the "China plus one" strategy are encouraging more domestic production. With global demand rising in fields like electric vehicles, green energy, and digital infrastructure, India is in a strong position to grow its share in the world market. Its low manufacturing costs and strong technical skills make India an attractive place for both local and international companies, setting it up to become a major global player in specialty chemicals.

Defence¹⁷

India's Defence Budget Growth (in ₹ lakh Crore)



Source: Ministry of Defence

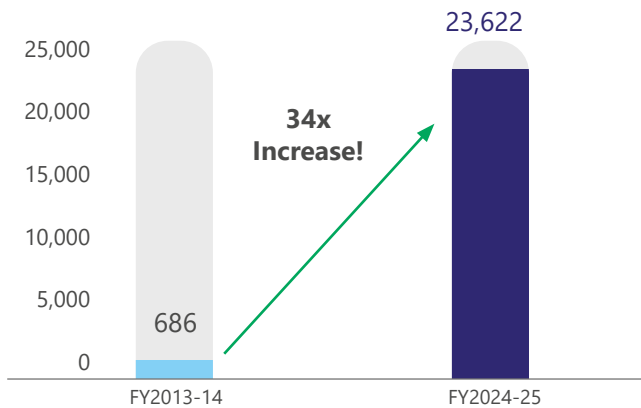
India's Defence Exports Growth (in ₹ lakh Crore)

¹⁴<https://www.imarctgroup.com/seamless-pipe-market>

¹⁵<https://pib.gov.in/PressReleaseSelfFramePage.aspx?PRID=2097902>

¹⁶https://www.ey.com/en_in/insights/chemicals/catalyzing-growth-india-s-chemicals-and-petrochemicals-drive-growth

¹⁷<https://static.pib.gov.in/WriteReadData/specificdocs/documents/2025/apr/doc202543531401.pdf>



Source: Ministry of Defence

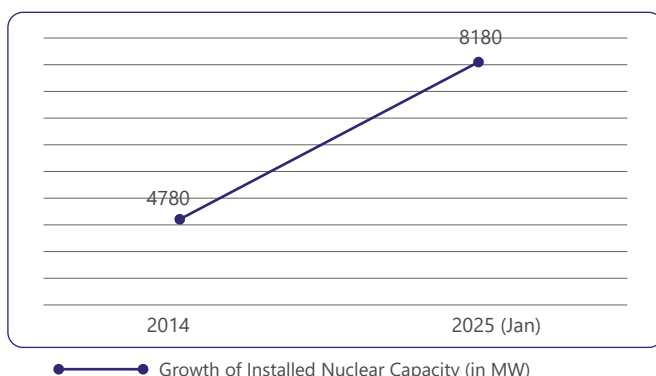
India's defence has shown a robust growth, thanks to the 'Make in India' program, which boosted local manufacturing and reduced reliance on imports. In FY 2023-24, defence production hit a record ₹1.27 lakh crore, a 174% jump since FY 2014-15, and defence exports soared to ₹23,622 crore in FY 2024-25, growing 34 times over the last decade. The government is signing more contracts with Indian companies, supporting innovation through start-ups, and building new military equipment like fighter jets, warships, and missiles within the country. With strong government policies, increasing private sector participation, and a goal to reach ₹3 lakh crore in production and ₹50,000 crore in exports by 2029, India's defence sector is set to become a major global player in the coming years.

Nuclear Energy

India's nuclear energy sector is poised for significant growth, with the government setting an ambitious target to increase nuclear power capacity from the current 8,180 MW to 100 GW by 2047. This expansion is part of the "Nuclear Energy Mission for Viksit Bharat," aiming to enhance energy security and reduce reliance on fossil fuels. Key initiatives include the development of Bharat Small Reactors (BSRs) and Small Modular Reactors (SMRs), which are designed for efficient and flexible deployment, particularly near industrial hubs. To facilitate private sector participation, legislative amendments to the Atomic Energy Act and Civil Liability for Nuclear Damage Act are being considered. With a focus on indigenous technology and public-private partnerships, India is strategically positioning nuclear energy as a cornerstone of its clean energy future.

India's Installed Nuclear Capacity Growth (in MW)

Growth of Installed Nuclear Capacity (in MW)



Company Overview

Welspun Specialty Solutions Limited (WSSL) is the only fully integrated stainless steel and seamless pipes and tubes manufacturer in India. The Company has garnered the trust of eminent customers both in domestic and overseas markets with world class manufacturing facility in Bharuch, Gujarat and globally benchmarked quality standards, WSSL supplies critical materials for sectors like Oil and Gas, Automotive, Defence and Energy.

Currently, the Company is undergoing a phase of transformation. Over the next few years, WSSL expects to benefit from operating leverage as it ramps up production and improves capacity utilisation. The Company has already started securing esteemed orders from large organisations which reflects the rising trust of its clients in its abilities.

Earlier, exports made up to 70% of WSSL's sales. The Company is gradually shifting its focus towards the domestic market, with 60% sales generated within India and 40% through exports. Going forward, WSSL plans to increase domestic sales further to around 70%, driven by strong local demand. WSSL is committed to continuous innovation, operational excellence and customer satisfaction as it strengthens its position both in India and outside.

BHEL Order

Welspun Specialty Solutions Limited (WSSL) recently secured its biggest order ever from Bharat Heavy Electricals Limited (BHEL) to supply 4,000 tons of seamless tubes. These tubes of Super-304 H grade, are used in super-critical power plants that operate at high temperatures and pressures. The entire order will be delivered within the financial year 2026.

This is a major achievement for WSSL, highlighting its ability to produce high-quality, critical components for the power sector and helps strengthen its market position. The tubes will be manufactured using WSSL's vertical extrusion technology, which ensures better quality compared to other methods. The deal also aligns with WSSL's focus on the domestic market, where demand for infrastructure and energy projects is growing.

¹⁸<https://pib.gov.in/PressReleasePage.aspx?PRID=2099244>

Key Focus Areas



Value Over Volume

The Company is focused on expanding its portfolio of high value products to enhance profitability and cater to evolving customer demands. By offering differentiated and specialised products, the Company aims to establish a strong competitive edge in both domestic and international markets.

Niche and Critical Application Products



By strategically targeting niche markets, the Company is in the process of developing products for critical and high-value applications. This approach reduces exposure to mass-market competition and strengthens the Company's position in specialised sectors with higher margins.



Innovation

The Company's focus on Innovation remains at the core of its growth strategy. Sustained efforts are being channelled into enhancement of product designs, manufacturing processes and material technologies to meet future industry needs and to maintain technological leadership.

Improving Capacity Utilisation



Heightening operational efficiency through better capacity utilisation is a key focus. The Company aims to maximise output from existing infrastructure, leading to better cost management, higher productivity and improved returns on investment.



Margin Improvement

Strategic initiatives are underway to drive margin enhancement through cost optimisation, operational excellence and a shift toward premium and specialised product segments. This will help strengthen overall profitability and financial resilience.

Domestic Focus



The Company is strengthening its presence in the domestic market by aligning its product offerings with local demand trends. Emphasis is also being placed on leveraging government initiatives like 'Make in India' to capitalise on domestic growth opportunities.



Improvement in Balance Sheet

A disciplined approach towards financial management is being pursued to improve the balance sheet. Key measures include the Right Issue which will help the Company to improve its profitability by reducing reliance on debt, helping the Company to significantly reduce the interest expense for the Company. Further, optimising asset utilisation will ensure a stronger and more sustainable financial position.

Innovations and Progress

Welspun Specialty Solutions Limited (WSSL) has introduced several innovations to improve its products and operations. These efforts focus on product development, technology upgrades, market expansion, and better efficiency.

One major area of innovation is product development. WSSL has introduced high-value steel grades like Welsonic-60 and Super-13 Chrome, designed for specialized applications such as oil wells. The company also developed Grade T91 for power plants. Additionally, WSSL achieved AS9100D certification for aerospace applications and is working on NORSOK M-650 certification for the North Sea market.

WSSL has also improved its manufacturing processes. It developed Super-304 H and T91 tubes for power plants, produced entirely under one roof. The company uses vertical

extrusion technology for better control during production. On the sustainability front, WSSL reduced emission intensity per MT of bloom production by 12% and increased renewable energy use from 26% to 31% in FY25. This is expected to reach upto 70% with new renewable energy initiatives in near future.

The company is focusing more on the domestic market, leveraging initiatives like Make in India to increase its presence in sectors like energy, space, defence and oil & gas. Internationally, WSSL has also entered new markets like South Africa for steel bars.

Operational improvements include better equipment, streamlined processes, and efficient maintenance to minimize downtime. The company has also earned the 'Great Place to Work' certification, reflecting its commitment to employee well-being. In summary, WSSL is committed to innovation in products, technology and operations, aiming to be a leader in high-value stainless steel solutions.

SWOT Analysis

Category	Key Points
 Strengths	- Fully integrated stainless steel production capabilities with advanced forward integration into bright bars, seamless pipes and tubes. - Fast turnaround time ensuring timely deliveries. - Expanding and geographically diverse customer base. - Strong leadership and experienced management team. - Diverse product portfolio supported by robust new product development initiatives. - Capability to offer unique size ranges in steel bars. - Superior hot extrusion technology for stainless steel pipes. - Accredited with key industry certifications ensuring quality and compliance.
 Weaknesses	- Suboptimal capacity utilisation impacting operational efficiency. - Intense competition in certain segments. - Challenges in attracting and retaining skilled and experienced talent in the sector.
 Opportunities	- Development of innovative and value-added product lines. - Growth potential through PSU business under the 'Make in India' initiative. - Rising global demand for sustainable, low-emission products aligning with global trends. - Increasing domestic consumption and robust demand growth in India.
 Threats	- Exposure to volatile commodity prices and fluctuations in raw material costs. - Trade barriers and preference for local producers in many export markets. - Potential delays in scaling up newly launched business segments. - Macroeconomic uncertainties and evolving geopolitical dynamics.

Segment wise and product wise performance

Product wise performance is given in Board's Report under the heading 'Operations'.

Financials

Operational performance vis-a-vis financial performance of the Company is discussed in detail in Board's Report.

Discussion on Changes in Key Financial Ratios

Ratio	FY 2025	FY 2024	Remarks
Debtors Turnover	8.41	15.51	Due to higher debtors with letter of credit at the end of the year
Inventory Turnover	1.83	1.88	Marginal change
Interest Coverage Ratio	0.91	1.86	Higher interest cost and lower operating profit (EBIT) during the year
Current Ratio	1.81	0.95	Repayment of loans with proceeds of rights issue has improved the ratio
Debt Equity Ratio	0.05	2.92	Repayment of loans with proceeds of rights issue has improved the ratio
Operating Profit Margin (%)	5.52%	8.88%	Lower operating profit (EBIT) during the year
Net Profit Margin (%)	-0.56%	8.97	Due to loss at net profit for the year
Return on Net Worth (ROE)	-1.55%	102.03%	Due to loss at net profit level for the year. Net worth has increased with Rights Issue

Risk Management

Category	Key Points	Key Points
 Rising Input Costs	The Company faces the risk of increasing prices for raw materials like metals and other inputs. Higher input costs can directly affect production expenses and reduce profit margins if not managed properly.	The Company is sources key raw materials from multiple cost-competitive suppliers. It is also diversifying into interchangeable raw materials to reduce dependency and manage costs better.
 Labour Availability	Availability of skilled and experienced workers is crucial for smooth operations. Challenges in hiring or retaining talent can impact production quality, timelines, and overall operational efficiency.	To retain skilled workers, the Company provides regular skill development training and has introduced performance-linked incentive programmes to keep employees motivated and productive.
 Competition	The Company operates in a highly competitive industry where rivals may offer better products at lower prices. Without strong differentiation, the Company could lose market share and profitability.	The Company addresses competitive threats by focusing on niche and high-value segments. It is also strengthening customer relationships through the adoption of a customer-centric approach and securing new product approvals to expand its market share.
 Trade Barriers	Changes in trade policies, such as new tariffs, duties or import/export restrictions can disrupt the Company's ability to sell products internationally or source materials competitively.	In response to the increasing cheaper imports the Company actively engages with business associations to work with government authorities and seek protective or corrective measures when necessary.
 Foreign Exchange Fluctuations	Since the Company deals with international markets, changes in currency exchange rates can affect costs for imported materials and revenues from exports, leading to financial volatility.	The Company use hedging instruments like forward contracts to minimize risks arising from currency volatility, especially given exposure to imports and exports.
 Supply Chain Disruptions	Any disruption in the supply chain, whether due to supplier issues, transportation problems or geopolitical events, can delay production schedules and increase costs.	To cushion the effect of any disruption in supply chain the Company has developed multiple sourcing strategies across geographies, maintain safety stock of critical materials.
 Geopolitical Risks	Political instability, economic sanctions, or regulatory changes in countries where the Company operates can affect its market access, supply chains, and overall business continuity.	The Company has diversified its global market presence and also focuses on maintaining a presence in politically stable regions to reduce overdependence on any one market.
 Technological Obsolescence	Advancements in manufacturing technology and changing customer requirements can make existing processes and products outdated. The Company must continuously innovate to stay competitive.	The Company has a strong focus on R&D and continuously upgrade production technology to maintain efficiency and meet evolving customer specifications.

Human Resource

Welspun Specialty Solutions Ltd. is focused on building a friendly, fair and productive workplace where both the Company and its employees can grow together. The HR team is dedicated to recruiting the right talent for key roles and ensures that new employees have a smooth on-boarding experience. Continuous learning and development opportunities are also provided to help employees enhance their skills.

The Company supports its workforce by acknowledging and appreciating quality performance. Competitive salaries and benefits are offered to establish a culture of employee-wellbeing. A positive and inclusive work culture is encouraged through regular activities, open communication and a strong emphasis on diversity.

Welspun's performance management system emphasises regular feedback and clear goal-setting, helping employees reach their full potential. Overall, the HR initiatives aim to make every employee feel valued, supported and empowered to grow within the organisation.

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Total Workforce

Internal Control System and Their Adequacy

The Company's internal control system includes the rules, processes, activities and behaviours that help it operate smoothly and effectively.

It has a strong and reliable system in place to ensure:

- i) The security of its assets
- ii) An efficient management information system
- iii) Compliance with all laws and regulations
- iv) Adherence to all system and quality standards

Cautionary Statement

In accordance with relevant securities laws and regulations, comments in the Management Discussion and Analysis that describe the Company's goals, plans, estimates, or expectations may be deemed to be "forward-looking statements." Actual outcomes could significantly vary from those that were stated or indicated.

Economic conditions affecting supply and demand, price conditions in domestic and international markets where the Company operates, competitive pressures in these markets, changes in governmental regulations, tax laws and other statutes, as well as incidental factors, are significant variables that could have an impact on results.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

S. No	Details of the listed entity	Data/Information
1	Corporate Identity Number (CIN) of the Listed Entity	L27100GJ1980PLC020358
2	Name of the Listed Entity	Welspun Specialty Solutions Limited (Formerly known as RMG Alloy Steel Limited)
3	Year of incorporation	1980
4	Registered office address	Plot No. 1, G. I. D. C. Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat 393 110
5	Corporate address	5th Floor, Welspun House, Kamala Mills Compound, S. B. Marg, Lower Parel (W), Mumbai 400 013
6	E-mail	companysecretary_wssl@welspun.com
7	Telephone	022 6133 6796 / 2490 8000
8	Website	www.welspunspecialty.com
9	Financial year for which reporting is being done	1st April 2024 - 31st March 2025
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited
11	Paid-up equity capital	₹ 3,97,56,68,670/-
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Alok Mishra, Group Head - Sustainability Phone: 022 6613 6000 Email: alok_mishra@welspun.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	The disclosures under this report are on a standalone basis. This year the report is published on a voluntary basis. The reporting boundary consists of 1 nos. of manufacturing facility of Welspun Specialty Solutions Ltd. located at Jhagadia, Dist. Bharuch, Gujarat.
14	Name of assurance provider	Not Applicable
15	Type of assurance obtained	Not Applicable

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Welspun Specialty Solutions Ltd. is a world class manufacturer of Alloy & Stainless-Steel products which includes billets, ingots, black bars, tubes, pipes and hollow profiles of tube or pipe fittings.	The products are industrial B2B products that are engineered to order and hence very specific to the project for which they are to be used.	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No	Product/Service	NIC Code	% of total Turnover contributed
i	Blooms and Ingots	24103	5%
ii	Hot-rolled and cold-rolled Steel products	24105	58%
iii	Tube and tube fittings of Steel	24106	36%

III. Operations**18. Number of locations where plants and/or operations/offices of the entity are situated:**

Location	Number of plants	Number of plants	Total
National	1	1	2
International	0	0	0

19. Markets served by the entity:**a. Number of locations**

Locations	Number
National (No. of States)	More than 10 states
International (No. of Countries)	More than 15 countries

b. What is the contribution of exports as a percentage of the total turnover of the entity?

36.14% is the contribution of exports as a percentage of the total turnover of the entity.

c. A brief on types of customers

Welspun Specialty Solutions Limited (WSSL) trades its products in the B2B segment, and its major clientele includes steel manufacturers, stockists, Government entities (nuclear, thermal, oil and gas. etc), EPC's and Fabricators.

IV. Employees**20. Details as at the end of Financial Year:****a. Employees and workers (including differently abled):**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	268	250	93%	18	7%
2.	Other than Permanent (E)	0	0	0%	0	0%
3.	Total employees (D + E)	268	250	93%	18	7%
WORKERS						
4.	Permanent (F)	423	419	99%	4	1%
5.	Other than Permanent (G)	347	346	100%	1	0%
6.	Total workers (F + G)	770	765	99%	5	1%

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	0	0	0	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total differently abled employees (D + E)	0	0	0	0	0
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	0	0	0	0	0
5.	Other than Permanent (G)	0	0	0	0	0
6.	Total workers (F + G)	0	0	0	0	0

21. Participation/Inclusion/Representation of women

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8	1	12.5%
Key Management Personnel	3	0	0%

22. Turnover rate for permanent employees and workers

Particulars	FY 2024-25			FY 2023-24			FY 2022-23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	35.2%	22.9%	34.4%	31.3%	42.9%	31.9%	37.5%	37.5%	37.5%
Permanent Workers	25.1%	0.0%	24.9%	22.2%	0.0%	22.2%	20.3%	0.0%	20.3%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Welspun Corp Limited	Holding Company	51.06%	Holding Company is a listed company managing its own Business Responsibility initiatives as per the legal requirements applicable to them.

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: - No

- Turnover (in ₹) : 749.10 crores
- Net worth (in ₹) : 434.40 crores

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism inPlace (Yes/No)	If Yes, then provide web-link for grievance redress policy)	FY 2024-25			FY 2023-24		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes		0	0	-	0	0	-
Investors (other than shareholders)	Yes		0	0	-	0	0	-
Shareholders	Yes	https://www.welspunspecialty.com/policy.php	7	0	-	6	0	-
Employees and workers	Yes		0	0	-	0	0	-
Customers	Yes		0	0	-	0	0	-
Value Chain Partners	-		0	0	-	0	0	-
Other (please specify)	-		0	0	-	0	0	-

26. Overview of the entity's material responsible business conduct issues

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Climate Change	Risk	Changing climatic pattern and increased unfavourable weather events	WSSL has adopted Climatic change strategies including renewable power, water recycling, alternate fuels etc.	Negative implication
2	Energy and Carbon	Risk	Recognizing energy and carbon as risks can help in taking prompts proactive measures to enhance energy efficiency, transition to renewable sources, and mitigate carbon emissions	WSSL has a Power Purchase Agreement and is integrating renewable energy along with grid energy.	Negative implication
3	Occupational Health & Safety	Risk	Identifying occupational health and safety as a risk is critical due to its direct impact on employee well-being, productivity, and legal compliance	WSSL has Safety Committees in its facilities that ensure adherence to WSSL's Occupational Health, Safety and Environment (OHSE) policy, compliance with regulations and provide safety trainings to its employees and contract staff. Additionally, they monitor safety parameters to identify the gaps in preventive risk mitigation, improving processes and procedures	Negative implication
4	Water management	Risk	Water scarcity, pollution incidents, or improper discharge practices can lead to environmental and regulatory challenges. Recognizing these factors as risks helps take proactive measures to enhance water management.	WSSL measures and monitors the quantity of water consumed across all operations. WSSL aims to ensure water stewardship by identifying operations where water conservation techniques can be implemented and using recycled water to limit water consumption. It also ensures proper treatment of wastewater from its facilities in line with applicable standards and regulations.	Negative implication
5	Human Rights	Risk	Violations related to human rights, such as employee exploitation, discrimination, or unsafe working conditions, can lead to legal liabilities, regulatory fines, and reputational harm.	Our Code of Conduct and Ethics Policy, Prevention of Sexual Harassment (PoSH) Policy, and HR practices covers aspects of human rights for WSSL's operations	Negative implication

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Waste management	Risk	Various concerns viz. Land pollution, improper disposal techniques, resource efficiency, regulatory challenges etc. can arise due to improper waste management	WSSL has undertaken initiatives towards reducing waste generation and effectively segregate, treat and dispose it based on the type of waste generated in line with guidelines from Pollution Control Boards. It has adopted the 3R approach (i.e., Reduce, Reuse, Recycle) to monitor the waste generated from its operations and identify areas for waste reduction, recycling and reuse.	Negative implication
7	Risk identification & management	Risk	Failure to effectively manage risks can lead to financial losses, reputational damage and operational disruptions.	WSSL has established a risk management policy that defines the overall risk management framework covering guidelines for risk identification, assessment, prioritization, mitigation and monitoring. The risk management committee of the Board oversees and reviews the risk management framework as well as the assessment of risks, its management and mitigation procedures. The committee reports its findings and recommendations to the Board.	Negative implication
8	Circular economy	Opportunity		Not Applicable	Positive implication
9	Sustainable product (Green Steel)	Opportunity		Not Applicable	Positive implication
10	Supply chain sustainability/ value chain	Risk	Recognizing supply chain sustainability as a risk enables proactive measures to be taken to enhance resilience, optimize processes, and mitigate potential disruptions, safeguarding business continuity and long term success.	WSSL is going to implement a Supplier Code of Conduct based on ESG parameters for its suppliers to adhere and follow. It will regularly evaluate its vendors on required quality standards to ensure the highest standards in material procurement	Negative implication
11	Biodiversity	Risk	Biodiversity loss disrupt ecosystems impacting microclimate thereby impacting surrounding areas and may cause reputational damage	Promoting plantation initiatives across surrounding areas.	Negative implication

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	https://www.welspunspecialty.com/policy.php								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	No								
4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The policies are based on prescribed principles, conformance to the spirit of international standards like ISO 9001, ISO 14001, ISO 45001 and applicable local byelaws. Certifications BIS - Bureau of Indian Standards, EN 9100:2018, EN 10088-5:2009, NORSOK M-6s0 Ed.4, RINA - Marine Product Certification, REACH's SVHC, RoHS								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	-								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	-								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	WSSL has integrated ESG considerations into its foundational principles, aligning them with the company's purpose, mission, and core values. The firm is dedicated to offering steel solutions that are not only profitable but also contribute to a sustainable future for all stakeholders. By actively managing and overseeing ESG elements, WSSL ensures these factors have a positive influence on its business operations, workforce, local communities, and future endeavours. The company's primary goals include enhancing its market competitiveness, increasing profitability, and generating substantial value for its stakeholders.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Anuj Burakia - CEO & Whole time Director, +91 22 266136000 anuj_burakia@welspun.com								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes. ESG Committee consists of Mr. K. H. Viswanathan - Chairman, Mr. M Narayana Rao - Member and Mr. Anuj Burakia - Member.								

10. Details of Review of NGRBCs by the Company:

Disclosure Questions	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	ESG Committee									Half yearly								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	ESG Committee									Half yearly								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
	No								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Not Applicable

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	Multiple trainings/ programmes throughout the year.	Raw material, Brands and Marketing,	100.00%
Key Managerial Personnel		Consumer Insights, Business specific updates, Health and safety, Different channels of customers, CSR activities, Code of conduct.	100.00%
Employees other than BoD and KMPs		Health and safety, Business specific & operations updates, Skill upgradation, Code of conduct and other trainings as per business requirement.	100.00%
Workers			100.00%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
Type	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Nil	Nil	Nil	Nil	Not Applicable
Settlement	Nil	Nil	Nil	Nil	Not Applicable
Compounding fee	Nil	Nil	Nil	Nil	Not Applicable
Imprisonment	Nil	Nil	Nil	Nil	Not Applicable
Punishment	Nil	Nil	Nil	Nil	Not Applicable

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

No.

Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, WSSL does have an anti-corruption and anti-bribery policy. The policy is available publicly on the following web link.
<https://www.welspunspecialty.com/policy.php>

4. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2024-25	FY 2023-24
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

5. Details of complaints with regard to conflict of interest:

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	Nil	0	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	Nil	0	Nil

6. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

7. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2024-25	FY 2023-24
Number of days of accounts payables	201	173

8. Open-ness of business

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	93%	90%
	b. Number of trading houses where purchases are made from	40	52
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	83%	73%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	0%	0%
	b. Number of dealers / distributors to whom sales are made	0	0
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	0%	0%
Share of RPTs	a. Purchases (Purchases with related parties / Total Purchases)	2.57%	2.38%
	b. Sales (Sales to related parties / Total Sales)	0%	0.34%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0%	0%
	d. Investments (Investments in related parties / Total Investments made)	0%	0%

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Nil	Nil	Nil

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes. Evaluation processes are established to prevent any conflicts of interest among board members.

PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
R&D	Nil	Nil	
Capex	Nil	Nil	

- Does the entity have procedures in place for sustainable sourcing? - No
 - If yes, what percentage of inputs were sourced sustainably? - Not Applicable
- Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

	Process to safely reclaim the product
Plastics (including packaging)	Sent to authorized recyclers
E-waste	Sent to authorized recyclers
Hazardous waste	Transported to vendors designated by the pollution control board for disposal/ recycling/ co-processing.
Other waste.	Other waste material includes stainless steel scrap which is mostly recycled. Any other waste is disposed/recycled as per the applicable regulations.

- Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No).
No.
- If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.
Not Applicable

Leadership Indicators

- Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)?
No.
- If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.
No
- Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2024-25	FY 2023-24
Scrap Stainless steel	73%	78%

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

Particulars	FY 2024-25			FY 2023-24		
	Male	Female	Total	Male	Female	Total
Plastics (including packaging)	NA			NA		
E-waste						
Hazardous waste						
Other waste						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
NA	NA

PRINCIPLE 3

Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	250	250	100%	250	100%	0	0%	250	100%	0	0%
Female	18	18	100%	18	100%	18	100%	0	0%	18	100%
Total	268	268	100%	268	100%	18	7%	250	93%	18	7%
Other than Permanent employees											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

- b. Details of measures for the well-being of workers:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	419	419	100%	419	100%	0	0%	419	100%	0	0%
Female	4	4	100%	4	100%	4	100%	0	0%	4	100%
Total	423	423	100%	423	100%	4	1%	419	99%	4	1%
Other than Permanent employees											
Male	346	0	0%	346	100%	0	0%	0	0%	0	0%
Female	1	0	0%	1	100%	0	0%	0	0%	0	0%
Total	347	0	0%	347	100%	0	0%	0	0%	0	0%

- c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2024-25	FY 2023-24
Cost incurred on well- being measures as % of total revenue of the company	0.19%	0.19%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	NA	NA	NA	NA	NA	NA
Others – please specify	NA	NA	NA	NA	NA	NA

3. Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the offices of the entity are accessible to differently abled employees and workers

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

No

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	67%	0	0
Female	0%	0%	0	0
Total	100%	67%	0	0

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes, A Grievance Register is maintained to record grievances if any.
Other than Permanent Workers	A designated team on site is responsible to redress the grievances at the earliest.
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2024-25			FY 2023-24		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (C)	% (D / C)
Total Permanent Employees	-					
-	-					
Total Permanent Workers	-					
-	-					
			NA			

8. Details of training given to employees and workers:

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	250	250	100%	143	57%	239	239	100%	141	59%
Female	18	18	100%	7	39%	17	17	100%	6	35%
Total	268	268	100%	150	56%	256	256	100%	147	57%
Workers										
Male	765	765	100%	180	24%	760	760	100%	118	16%
Female	5	5	100%	0	0%	0	0	0%	0	0%
Total	770	770	100%	180	23%	760	760	100%	118	16%

9. Details of performance and career development reviews of employees and workers:

Benefits	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	250	216	86%	239	197	82%
Female	18	16	89%	17	7	41%
Total	268	232	87%	256	204	80%
Workers						
Male	765	392	51%	760	349	46%
Female	5	0	0%	0	0	0%
Total	770	392	51%	760	349	46%

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? If yes, the coverage such system?

Yes, we have 100% coverage of HSE management system across our plant.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Yes,

- Step 1: Collect Existing Information about Workplace Hazards.
- Step 2: Inspect the Workplace for Safety Hazards.

- Step 3: Identify Health & Work-Related Hazards.
- Step 4: Conduct Incident Investigations.
- Step 5: Identify Hazards Associated with Emergency Situations

We have initiated our digitalization, through "WELSAFE" - an in-house portal created for enhancing our safety standards.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks.

Yes

d. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services?

Yes

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.00	0
	Workers	0.64	0
Total recordable work-related injuries	Employees	0	0
	Workers	2	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

*Including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

Safety is important aspect of our organization. At WSSL, we take various measures to ensure health & safety across organization which is described below:

- Safety training to employees and workers
- Establishment of safety committee and appointment of site managers to increase the responsibility of our teams
- Reviewing workplace HSE inspections performance
- Review employee complaints regarding safety and health hazards
- Regular safety inspections and audits

13. Number of Complaints on the following made by employees and workers:

Benefits	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	0	0	0	0
Health Safety	0	0	0	0	0	0

14. Assessments for the year:

Safety Incident/Number	FY 2024-25
% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	100%
Health and safety practices	To ensure a comprehensive assessment of our workplace, we have implemented multiple evaluation methods for the fiscal year FY '25 as mentioned below. Internal Audits: Certified Internal Auditors conduct internal audits to assess our adherence to safety standards and protocols. External Audit: Accredited 3rd party audit completed successfully providing an independent and external perspective on our workplace safety practices. Apex Committee Member's Plant Visit: Members of the Apex Committee visit our plants with the specific objective of identifying any gaps in workplace management. This helps in addressing potential issues and implementing necessary measures to enhance safety protocols.
Working Conditions	The assessment of working conditions encompasses the entire premises, which includes all operational and production activities, health and hygiene facilities, administrative and office buildings, the canteen, Admin building, and the store. This comprehensive evaluation ensures that all aspects of our facilities are thoroughly examined to promote a safe and conducive working environment for our employees.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

We have established an Environmental, Health, and Safety (EHS) team that is dedicated to ensuring a safe and secure working environment. This team plays a crucial role in proactively identifying potential safety-related risks and hazards within our operations. They conduct regular assessments, inspections, and evaluations to identify areas of concern and take necessary measures to address them promptly.

The EHS team works closely with various departments and employees at all levels of the organization to gather information and feedback regarding safety issues. They analyse data, conduct risk assessments, and develop appropriate strategies to mitigate risks and enhance safety measures. They also provide guidance and training to employees on best practices, safety protocols, and the proper use of safety equipment.

Additionally, the EHS team stays updated on relevant regulations, industry standards, and emerging safety practices to ensure our organization remains compliant and adopts the most effective safety measures. Their efforts are vital in creating a safety-conscious culture and promoting a work environment where every individual feels safe, protected, and empowered to raise any safety concerns.

Our EHS team demonstrates our commitment to maintaining a high standard of safety and risk management throughout our operations, prioritizing the well-being of our employees and stakeholders.

Leadership Indicators**1. Does the entity extend any life insurance or any compensatory package in the event of death of**

- (A) Employees - Yes
- (B) Workers - Yes

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

WSSL conducts vendor onboarding checks to verify statutory registrations. Partners are required to submit proof of compliance such as tax challans, PF payment receipts etc on a regular basis. Additionally, the company conducts audits to monitor vendor compliance.

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	0	0	0	0
Workers	0	0	0	0

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?

Yes, for selected roles based on business requirements.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	0%
Working Conditions	0%

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not Applicable

PRINCIPLE 4

Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

WSSL routinely interacts with its internal and external stakeholders through organised procedures such as meetings, workshops, one-on-one conversations etc.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Advertisement, Community, Meetings, Notice, Board, Website), Other	Frequency of engagement (Annually/Half yearly/Quarterly/ others please Specify	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors	No	Quarterly results calls, Participation in investor conferences, Media releases and investor presentations	Quarterly	Financial performance, Capital allocation, Risk management
Government and regulators	No	Engagement on a need basis, participation in industry level consultation groups, participation in forums	Continuous	Compliance, Sustainable practices, Inclusive growth

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Advertisement, Community, Meetings, Notice, Board, Website), Other	Frequency of engagement (Annually/Half yearly/Quarterly/ others please Specify	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Employee surveys, Team building workshop, Capacity building and training, Annual appraisals, Employee newsletters, Rewards and recognitions, Volunteering opportunities	Continuous	Professional growth, Diversity at the workplace, Leadership Connect sessions, Workplace safety, Equal opportunities, Worklife balance, Wages and benefits
Business partners / suppliers and contractors	No	Contract agreements, Direct interactions, Supplier meets, Membership in industry associations	Continuous	Business ethics, Transparency, Compliance, Payment processing cycles
Communities & NGOs	Yes	Direct engagement, Dedicated CSR team, CSR projects and initiatives, Visits and camps, Community assessments	Continuous	Infrastructure development, Education & healthcare, Environmental protection, Employment opportunities, Human rights
Customers	No	Active Participation in Prequalification Processes, Business Development Visits and Presentations, Participation in Product Development Programs for Specific Projects and Applications, Multi-level Relationship Management, Promoting Ethical Business Practices	Continuous	Increasing customer base, winning over competition, Providing Customized Solutions, Enhancing Collaboration, Ethical Transparency

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Stakeholder feedback is collected by various function heads and passed on to the board members in the stakeholder relationship committee through the agenda of meetings. The committee provides feedback and necessary corrective actions.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, stakeholder consultations is used to support the identification and management of environmental and social topics. The concern raised by the stakeholder are analysed by the concerned team members and after detailed evaluation with the respective support team, necessary actions are taken by the top management to resolve the same.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

WSSL has consulted with the vulnerable stakeholder groups in nearby villages and has undertaken CSR initiatives in terms of sanitation, installation of street light, assistance in infrastructure construction etc. to address their concerns

PRINCIPLE 5

Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Benefits	FY 2024-25			FY 2023-24		
	Total (A)	No. employees workers covered (B)	% (B / A)	Total (C)	No. employees workers covered (D)	% (D / C)
Employees						
Permanent	268	268	100%	256	256	100%
Other than permanent	0	0	0%	0	0	0%
Total Employees	268	268	100%	256	256	100%
Workers						
Permanent	423	423	100%	387	387	100%
Other permanent than	347	0	0%	373	0	0%
Total Workers	770	423	55%	760	387	51%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024-25					% of employees covered by				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent	268	0	0%	268	100%	256	0	0%	256	100%
Male	250	0	0%	250	100%	239	0	0%	239	100%
Female	18	0	0%	18	100%	17	0	0%	17	100%
Other than Permanent	0	0	0%	0	0%	0	0	0%	0	0%
Male	0	0	0%	0	0%	0	0	0%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Workers										
Permanent	423	0	0%	423	100%	387	0	0%	387	100%
Male	419	0	0%	419	100%	387	0	0%	387	100%
Female	4	0	0%	4	100%	0	0	0%	0	0%
Other than Permanent	347	0	0%	347	100%	373	0	0%	373	100%
Male	346	0	0%	346	100%	373	0	0%	373	100%
Female	1	0	0%	1	100%	0	0	0%	0	0%

3. Details of remuneration/salary/wages**a. Median remuneration / wages:**

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	7	No fixed remuneration is paid to the non-executive / independent directors. They are paid fees for attending meetings of the Board/ Committees of the Board. (Remuneration is paid to the CEO & Whole time director)	1	No fixed remuneration is paid to the non-executive / independent directors. They are paid fees for attending meetings of the Board/ Committees of the Board.
Key Managerial Personnel	2	65,50,036	0	0
Employees other than BoD and KMP	247	5,76,000	18	3,56,501
Workers	765	2,53,200	5	2,04,000

b. Gross wages paid to females as % of total wages paid by the entity, in the following

	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	2.56%	2.38%

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

Yes, Human Resource (HR) team acts as focal point responsible for addressing issues pertaining to human rights.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The issues raised pertaining to human rights are brought to attention of the HR team. Based on the grievance, HR brings the necessary stakeholders including the board members, KMP's or/and internal employees as and when required to redress the same after detailed scrutinisation.

6. Number of Complaints on the following made by employees and workers:

Benefits	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	1	0	Received & Resolved.	0	0	No Complaints
Discrimination at workplace	0	0	No Complaints	0	0	No Complaints
Child Labour	0	0	No Complaints	0	0	No Complaints
Forced Labour/ Involuntary Labour	0	0	No Complaints	0	0	No Complaints
Wages	0	0	No Complaints	0	0	No Complaints
Other human rights related issues	0	0	No Complaints	0	0	No Complaints

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	1	0
Complaints on POSH as a % of female employees / workers	4.35%	0
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

An internal committee for POSH is in place to prevent adverse consequences to the complainant in discrimination and harassment cases.

9. Do human rights requirements form part of your business agreements and contracts?

Yes

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	-

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

There were no corrective actions taken as no concerns were registered during the year.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.

No business procedures have been altered or added as a result of resolving human rights complaints or grievances

2. Details of the scope and coverage of any Human rights due-diligence conducted.

No due diligence conducted

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	0
Discrimination at workplace	0
Child Labour	0
Forced Labour/Involuntary Labour	0
Wages	0
Others – please specify	0

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not Applicable

PRINCIPLE 6

Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2024-25	FY 2023-24
From renewable sources		
Total electricity consumption (A)	44,294 GJ	37,393 GJ
Total fuel consumption (B)	0	12,947 GJ
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	44,294 GJ	50,340 GJ
From non-renewable sources		
Total electricity consumption (D)	98,594 GJ	1,08,396 GJ
Total fuel consumption (E)	1,67,518 GJ	1,49,590 GJ
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	2,66,112 GJ	2,57,986 GJ
Total energy consumed (A+B+C+D+E+F)	3,10,406 GJ	3,08,326 GJ
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	414 GJ/ INR crore	443 GJ/INR crore
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	855 GJ/USD million	982 GJ/ USD million
Energy intensity in terms of physical output	10.31 GJ/MT of bloom	10.78 GJ/MT of bloom
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	2,29,429	2,60,447
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	2,29,429	2,60,447
Total volume of water consumption (in kilolitres)	2,29,429	2,60,447
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	306 KL/INR crore	374 KL/INR crore
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	633 KL/USD million	829 KL/ USD million
Water intensity in terms of physical output	7.64 KL/MT of bloom	9.15 KL/MT of bloom
Water relevant entity Intensity (optional) – the metric may be selected by the entity.	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

4. Provide the following details related to water discharged:

Parameter	FY 2024-25	FY 2023-24
(i) To Surface water		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(ii) To Groundwater		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(iii) To Seawater		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(iv) Sent to third-parties		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(v) Others		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
Total water discharged (in kilolitres)	0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, Zero Liquid Discharge is implemented on site.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
NOx	Ton	10.43	13.82
SOx	Ton	3.43	3.70
Particulate matter (PM)	Ton	5.11	5.94
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
HF	Ton	0.64	0.70

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	12,467	12,870
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	19,445	21,378
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	MT.CO ₂ e/INR crore	43	49
Total Scope 1 and Scope 2 Emission intensity Per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	MT.CO ₂ e/USD million	88	109
Total Scope 1 and Scope 2 emission intensity in terms of physical output	MT.CO ₂ e /MT of bloom	1.06	1.20
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No.

Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Yes, the electricity sourced is partially renewable electricity along with other low emission fuels.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2024-25	FY 2023-24
Total Waste generated (in metric tonnes)		
Plastic waste (A)	-	-
E-waste (B)	0.2	-
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	ETP Sludge – 44 Empty containers – 5 Used waste oil – 14	ETP Sludge – 17.24 Empty containers – 11.78

Parameter	FY 2024-25	FY 2023-24
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by	Wood – 4 Metal scrap – 122 FES dust – 31 Slag – 6405	Wood – 12.37 MS scrap – 2.44 Slag – 5285
Total (A+B + C + D + E + F + G + H)	6,625	5328.83
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	8.84 MT/INR crore	7.64 MT/INR crore
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	19 MT/USD million	17 MT/USD million
Waste intensity in terms of physical output	0.22 MT/MT of bloom	0.18 MT/MT of bloom
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		

Category of waste		
(i) Recycled	126	26.59
(ii) Re-used	-	-
(iii) Other recovery operations	14	-
Total	140	26.59

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	17.24
(iii) Other disposal operations	6,375	5285
Total	6,375	5302.24

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – No

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

- The generated waste on site waste are managed and handled as per their characteristic i.e. Non-hazardous & Hazardous.
- Collection and Segregation of different types of wastes into designated Waste Storage Yard as identified.
- Standard Operating Procedure (SOP) has been developed for smooth operation, handling, and transportation.
- As per the classification of the waste, they are transported to the Vendor or Recycler authorized by Pollution Control Boards.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not applicable as there are no operations near above-mentioned zones			

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
No environmental impact assessments was carried out in the FY 2024-25					

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, WSSL is compliant with applicable environmental law/ regulations/ guidelines in India"

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
1	Water Act	Accidental spillage of process water into storm water drain for a brief period of less than 1.0 hour	Interim environmental compensation deposited pending closure of the matter.	The waste water including the limited impacted soil was collected and sent to Bharuch TSDF facility for neutralization & landfill purpose. The drain infrastructure was rectified and intimated to the Regulatory Authority.

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

Not Applicable as the manufacturing facility is not located in water stressed area.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	Not available	Not available
Total Scope 3 emissions per rupee of turnover		Not available	Not available
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity		Not available	Not available

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable as the facility is not located at an ecological sensitive area

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided alongwith summary)	Outcome of the initiative
1	Onsite STP and ETP	The in-situ ETP and STP recycles the process based effluent and sewage respectively.	Availability of recycled water for reuse for internal processes and landscaping thereby achieving Zero water discharge.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Yes, WSSL has business continuity and disaster management plan.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

There is no significant adverse impact to the environment, arising from the value chain of WSSL.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

No value chain partners assessed for environmental impacts

PRINCIPLE 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations. - 7 nos.
b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Indian Stainless and Seamless pipe Manufacturers Association (ISSMA)	National
2	Indian Stainless Steel Development Association (ISSDA)	National
3	Sponge Iron Manufacturers Association (SIMA)	National
4	Indian Merchants Chamber (IMC)	National
5	Engineering Export Promotion Council (EEPC)	National
6	Material Recycling Association of India (MRAI)	National
7	Association Italian Pressure Equipment (AIPE)	International

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
Nil	Nil	Nil

Leadership Indicators

1. Details of public policy positions advocated by the entity:

Sr. No	Public policy advocated	Method advocated for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
Not Applicable					

PRINCIPLE 8

Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Not Applicable

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Not Applicable.

3. Describe the mechanisms to receive and redress grievances of the community.

Community complaints are initially brought to the WSSL's attention, if any. The issue is discussed with the appropriate department depending on the type of grievance. Accordingly, actions are taken to address the grievance. The action plan is carried out in accordance with mutual agreement.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	38%	16.41%
Directly from within India	93%	94.33%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2024-25	FY 2023-24
Rural	41.34%	37.30%
Semi-urban	4.42%	3.43%
Urban	41.34%	40.08%
Metropolitan	12.86%	19.19%

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

No negative social impact identified

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In INR)
1	Gujarat	Bharuch district	5,50,000

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? - No

(b) From which marginalized /vulnerable groups do you procure? - Not Applicable

(c) What percentage of total procurement (by value) does it constitute? - Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

- Not Applicable

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

- Not Applicable

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Assistance to nearby villages - Shelod & Motipura for road infrastructure repair	More than 2000	100%
2	RO plant installation to ensure pure water is made available to childrens - 5 nos in nearby village schools and 1 in Anganwadi	More than 600	100%

PRINCIPLE 9

Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

In case any product supplied to the client is found to not conform to the specifications, the Clients can raise a formal customer complaint. Upon receiving the complaint, we review the same, refer the data of the testing done at our mills and if need arises, we mobilise our inspector to the site to verify the complaint. Once the complaint is verified as genuine, a root cause analysis is done to identify the root cause/s and a Corrective And Preventive Actions (CAPA) is prepared and presented to the customer. Any commercial issues, costs for repair/ rectification, rectification plan schedule etc is negotiated with the customer and the rectification/ repairs are completed. As a preventive action, any lessons learnt from the project are discussed at quarterly review meetings and any modifications needed to the SOP's/ Quality Assurance Plans are made. The lessons learnt are taken into consideration while negotiating any future project contracts.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%. The information wherever applicable is provided in the contract/user manual/technical specification sheet.
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

Benefits	FY 2024-25		Remarks	FY 2023-24		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential Services	0	0	-	0	0	-
Restrictive Trade Practices Unfair Trade Practices Other	0	0	-	0	0	-
	0	0	-	0	0	-

4. Details of instances of product recalls on account of safety issues:

S. No.	Number	Reasons for recall
Voluntary recalls	0	0
Forced recalls	0	0

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, Weblink: <https://www.welspunspecialty.com/policy.php>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Cyber Security and Data privacy of customers: We have project specific server/ share point for each project where the data pertaining to that project is stored. The access to this is controlled and provided to only select persons handling the project. Generally, project contracts have a secrecy/ non-disclosure clause wherein a specific period is mentioned up to which we must store the project data with us. If not, then the project data is stored for a period of 5 years. Re-occurrence of instances of product recalls: In case even after taking the preventive actions and modifications to SOP's Quality plans as mentioned above, there is an instance of a re-occurrence of defects, then a re-assessment of the root cause analysis is done any parameters that were previously overlooked are identified. A new CAPA is made and accordingly actions taken, and any further necessary changes made to the SOP's and Quality plans Penalty/ action taken by regulatory authorities.

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches – 0.
- b. Percentage of data breaches involving personally identifiable information of customers – 0.
- c. Impact, if any, of the data breaches – 0.

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

The information pertaining to products and services can be accessed at the web-link - <https://www.welspunspecialty.com>

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

The safety instructions differ from product to product. Safety and responsible usage is communicated to the customers during product delivery

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Yes, there are mechanisms in place to notify in case of disruption/discontinuation of essential services. The customers are informed through emails/phone call.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief.

No.

5. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes



Financial Statements

Independent Auditor's Report

To
The Members of **Welspun Specialty Solutions Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Welspun Specialty Solutions Limited** (the "Company") which comprise the balance sheet as at 31 March 2025, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material 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 financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its loss and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act.

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

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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.

See Note 40 to financial statements

Key audit matter	How the matter was addressed in our audit
Deferred Tax Asset As outlined in Note 40 of the financial statements, the Company has recognised deferred tax assets (DTA) of ₹ 3340. lakhs as at 31 March 2025 (previous year: ₹ 3387 lakhs), towards accumulated tax losses carried forward under the Indian Income-tax Act, 1961 ('the Act'). Further, the Company has not recognised DTA of ₹25,965 lakhs on unabsorbed depreciation which has unlimited expiry as stipulated under the Act. The Company has recognized deferred tax assets to the extent it is probable that future taxable profits will be available against which such carried forward tax losses can be utilized before they expire. The management believes that the Company will be able to utilize the accumulated tax losses within the timeframe allowed under the Act due to: - enhanced operational performance; and - reduced interest expenses, facilitated by the repayment of borrowings through capital raised via a Rights Issue during the current year.	In view of the significance of the matter, we applied the following audit procedures in this area to obtain sufficient appropriate audit evidence. Test of Controls: We tested the design, implementation, and operating effectiveness of key controls over the critical inputs and assumptions used in projecting future taxable profits of the Company. Test of details: - Challenged the key underlying assumptions used in forecasting future taxable profits and the expected timing of utilization of the carried forward tax losses; - Assessed the historical accuracy of key inputs and assumptions such as volume and revenue growth rate, by comparing management's projections of the prior years to actual outcomes. - Read the minutes of relevant board meetings to verify the budgets have been formally approved by the Board of Directors.

Key audit matter	How the matter was addressed in our audit
The Company's assessment of the recoverability of DTA involves significant judgments and estimates in forecasting future taxable profits that will result in utilization of the accumulated tax losses. This is considered to be a key audit matter considering the Company's past history of losses, complexity of tax rules, and subjectivity involved in assumptions used in preparing the forecasts of future taxable profits.	- Performed sensitivity analysis of the key assumptions to evaluate the impact of change in key assumptions on future taxable profits. - Tested the arithmetical accuracy of computation of deferred tax. - Performed necessary procedures to verify the adequacy of disclosures made in the financial statements, in compliance with the applicable accounting standards and accounting principles generally accepted in India.

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 Company's Annual report, but does not include the financial statements and 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 financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the 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 financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) 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 Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Other Matter

- a. The financial statements of the Company for the year ended 31 March 2024 were audited by the predecessor auditor who had expressed an unmodified opinion on 26 April 2024.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. 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 except for the matter stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors on 1 April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. the modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its

financial position in its financial statements -
Refer Note 37 to the financial statements.

- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d.
 - (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 50(vii) to the financial statements, 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(ies), 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 by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 50(vii) to the financial statements, 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 directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used an accounting software for maintaining its books of account, which have 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 respective software:

- i) The feature of recording audit trail (edit log) facility was not enabled at the application level for certain fields and changes performed by users having privileged access for the accounting software.
- ii) The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software.

Further, where audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instance of audit trail feature being tampered with.

Additionally, where audit trail (edit log) facility was enabled and operated in the previous year, the audit trail has been preserved by the Company as per the statutory requirements for record retention

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Bhavesh Dhupelia
Partner

Place: Mumbai
Date: April 29, 2025

Membership No.: 042070
ICAI UDIN:25042070BMKVBF1025

Annexure A to the Independent Auditor's Report on the Financial Statements of Welspun Specialty Solutions Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company :

Description of property	Gross carrying value (₹. in Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Freehold Land	14	RMG Alloy Steel Limited	No	30 Years	Title deeds are held in the former name of the Company
Right of use assets	351	RMG Alloy Steel Limited	No	30 Years	Title deeds are held in the former name of the Company

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has made investments in government bonds. The Company has not made any investments in companies, firms and limited liability partnerships. Accordingly, provisions of clauses 3(iii)(a), 3(iii)(c) to 3(iii)(f) of the Order are not applicable to the Company.

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year are not prejudicial to the interest of the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of products and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Services Tax, Provident Fund, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods and Service Tax, Provident Fund, Income-Tax, Duty of Customs or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.
- However, the Company has received a demand under the Gujarat Sales Tax Act for ₹ 20.27 lakhs for the financial year 2003-04. This amount has been paid under protest and the matter is currently pending with the Joint Commissioner of Sales Tax (Appeal), Vadodara.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans during the year and the term loans obtained in the previous periods were fully utilised in the respective periods. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2025. Accordingly, clause 3(ix)(e) is not applicable.
- (f) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2025. Accordingly, clause 3(ix)(e) is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the 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) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank)

Directions, 2016) has more than one CIC as part of the Group. The Group has three CICs as part of the Group

- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been resignation of the statutory auditors during the year and we have duly taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, 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 the 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.
- Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in annual report is expected to be made available to us after the date of this auditor's report.
- (xx) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly clauses 3 (xx) (a) and 3 (xx) (b) of the order are not applicable.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Bhavesh Dhupelia
Partner

Place: Mumbai
Date: April 29, 2025

Membership No.: 042070
ICAI UDIN:25042070BMKVBF1025

Annexure B to the Independent Auditor's Report on the financial statements of Welspun Specialty Solutions Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Welspun Specialty Solutions Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

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 controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to 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 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 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation

of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility

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

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Place: Mumbai
Date: April 29, 2025

Bhavesh Dhupelia
Partner
Membership No.: 042070
ICAI UDIN:25042070BMKVBF1025

Balance Sheet as at March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)	19,253	19,453
Capital work-in-progress	3(b)	249	523
Right-of-use assets	3(c)	246	249
Intangible assets	4	44	104
Other tax assets	5	111	44
Financial assets			
Other financial assets	6	68	109
Deferred tax assets (net)	40	3,340	3,387
Other non-current assets	7	606	169
Total non-current assets		23,917	24,038
Current assets			
Inventories	8	24,268	26,856
Financial assets			
Investments	12(a)	2,431	-
Trade receivables	9	12,367	4,853
Cash and cash equivalents	10	7,213	1
Bank balances other than cash and cash equivalents	11	73	55
Other financial assets	12	75	67
Other current assets	13	2,442	2,848
Total current assets		48,869	34,680
Total assets		72,786	58,718
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	39,756	31,805
Other equity			
Equity component of compound financial instruments	16(a)	3,775	3,775
Reserves and surplus	15(a)	(3)	(26,316)
Items of other comprehensive income	15(b)	(91)	44
Total equity		43,437	9,308
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	16	2,092	12,232
Other financial liabilities	17	-	615
Provisions	18	306	195
Total non-current liabilities		2,398	13,042
Current liabilities			
Financial liabilities			
Borrowings	19	-	13,719
Trade payables	20		
- total outstanding dues of micro enterprises and small enterprises		1,470	511
- total outstanding dues other than above		24,300	20,317
Other financial liabilities	21	139	620
Other current liabilities	22	837	1,044
Provisions	23	205	157
Total current liabilities		26,951	36,368
Total liabilities		29,349	49,410
Total equity and liabilities		72,786	58,718

The above balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Bhavesh Dhupelia
Partner
Membership No.042070
Place: Mumbai
Date: April 29, 2025

For and on behalf of the Board of Directors

Welspun Specialty Solutions Limited
CIN: L27100GJ1980PLC020358

B.K. Goenka
Chairman
DIN: 00270175
Place: Mumbai
Date: April 29, 2025

Navin Agarwal
Chief Financial Officer
Place: Mumbai
Date: April 29, 2025

Anuj Burakia
CEO & Whole Time Director
DIN: 02840211
Place: Mumbai
Date: April 29, 2025

Suhas Pawar
Company Secretary
ACS: 36560
Place: Mumbai
Date: April 29, 2025

Statement of Profit and Loss

for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

Particulars	Notes	Year ended March 31, 2025	Year ended March 31, 2024
Income			
Revenue from operations	24	72,372	69,667
Other income	25	2,537	2,150
Total income		74,909	71,817
Expenses			
Cost of materials consumed	26	43,114	48,427
Changes in inventories of work-in-progress and finished goods	27	3,651	(4,546)
Employee benefits expense	28	4,440	4,165
Finance costs	29	4,397	3,325
Depreciation and amortisation expense	30	1,619	1,548
Power and Fuel Expense		6,438	6,196
Consumption of Stores and Spares		4,682	4,750
Other expenses	31	6,968	5,092
Total expenses		75,309	68,957
Profit / (Loss) before tax		(400)	2,860
Income tax expense / (credit)			
Current tax	41	-	-
Deferred tax	40	9	(3,387)
Total income tax expense/ (credit)		9	(3,387)
Profit / (Loss) for the year (A)		(409)	6,247
Other comprehensive income			
Items that may be reclassified to profit or loss			
Fair value change gain/ (loss) on derivatives designated as cash flow hedge (net)		(135)	137
Income tax relating to this item		(23)	-
		(158)	137
Items that will not be reclassified to profit or loss			
Remeasurements gain/ (loss) on defined benefit obligations		(59)	(13)
Income tax relating to this item		(15)	-
		(74)	(13)
Other comprehensive income for the year, net of tax (B)		(232)	124
Total comprehensive income for the year (A+B)		(641)	6,371
Earnings per equity share			
Basic earnings per share of face value of ₹ 6 each (in Rupees)	35	(0.08)	1.18
Diluted earnings per share of face value of ₹ 6 each (in Rupees)	35	(0.08)	1.18

The above statement of profit and loss should be read in conjunction with the accompanying notes.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Bhavesdh Dhupelia
Partner
Membership No.042070
Place: Mumbai
Date: April 29, 2025

For and on behalf of the Board of Directors

Welspun Specialty Solutions Limited
CIN: L27100GJ1980PLC020358

B.K. Goenka
Chairman
DIN: 00270175
Place: Mumbai
Date: April 29, 2025

Navin Agarwal
Chief Financial Officer
Place: Mumbai
Date: April 29, 2025

Anuj Burakia
CEO & Whole Time Director
DIN: 02840211
Place: Mumbai
Date: April 29, 2025

Suhas Pawar
Company Secretary
ACS: 36560
Place: Mumbai
Date: April 29, 2025

Statement of Cash Flows for the period year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
A) Cash flow from operating activities		
(Loss)/Profit before tax	(400)	2,860
Adjustments for:		
Depreciation and amortisation expense	1,619	1,548
Loss/(Gain) on sale/discarding of property, plant and equipment (net)	7	(20)
Finance costs	4,397	3,325
Gain on sales of investments	(42)	(4)
Loss allowance on trade receivables	125	-
Interest income	(95)	(6)
Unrealised (gain) / loss on foreign currency transactions and translations	(194)	106
Liabilities/ provisions no longer required written back	(65)	(119)
	5,792	4,829
Operating profit before changes in working capital	5,392	7,689
Movement in working capital		
Movement in other non-current financial assets	41	(37)
Movement in inventories	2,588	(7,019)
Movement in trade receivables	(7,584)	(690)
Movement in other current financial assets	(2)	(58)
Movement in other current assets	406	(246)
Movement in current provisions	159	39
Movement in trade payables	5,039	946
Movement in other current financial liabilities	13	(214)
Movement in other current liabilities	(208)	348
Movement in current provisions	-	1
Net movement in working capital	452	(6,930)
Cash flow from operations	5,844	759
Income taxes paid	(67)	(12)
Net cash generated from operating activities (A)	5,777	747
B) Cash flow from investing activities		
Payments for property, plant and equipment (including Capital work-in-progress, capital advance and capital creditors)	(1,591)	(1,266)
Proceeds from disposal of property, plant and equipments	30	20
Proceeds from redemption of investments	9,875	3,489
Purchase of investments	(12,264)	(3,485)
Purchase of intangible assets	(3)	(4)
Investments in fixed deposits (net)	(18)	(4)
Interest received	88	6
Net cash used in investing activities (B)	(3,883)	(1,244)

Statement of Cash Flows

for the period year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
C) Cash flow from financing activities		
Proceeds from issue of equity share capital	34,769	-
Repayment of non current borrowings	(10,140)	(965)
Proceeds from current borrowings	10,000	3,387
Repayment of current borrowings	(23,719)	-
Interest paid	(5,592)	(1,953)
Net cash generated from financing activities (C)	5,318	469
Net increase/decrease in cash and cash equivalents (A+B+C)	7,212	(28)
Cash and cash equivalents at the beginning of the year	1	29
Cash and cash equivalents at the end of the year	7,213	1
Net increase/decrease in cash and cash equivalents	7,212	(28)
Cash and cash equivalents as per above comprise of the following:		
Cash on hand	1	1
Balances with banks		
- In current accounts	1,241	-
Deposits with original maturity of less than three months	5,971	
Balance per statement of cash flows	7,213	1

The above statement of cash flows should be read in conjunction with the accompanying notes.

As per our report of even date attached

For and on behalf of the Board of Directors

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Welspun Specialty Solutions Limited

CIN: L27100GJ1980PLC020358

Bhavesh Dhupelia

Partner

Membership No.042070

Place: Mumbai

Date: April 29, 2025

B.K. Goenka

Chairman

DIN: 00270175

Place: Mumbai

Date: April 29, 2025

Anuj Burakia

CEO & Whole Time Director

DIN: 02840211

Place: Mumbai

Date: April 29, 2025

Navin Agarwal

Chief Financial Officer

Place: Mumbai

Date: April 29, 2025

Suhas Pawar

Company Secretary

ACS: 36560

Place: Mumbai

Date: April 29, 2025

Statement of Changes In Equity for the period year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

A. Equity share capital

Particulars	Amount
Balance as at April 01, 2023	31,805
Changes in equity share capital during the year	-
Balance as at March 31, 2024	31,805
Changes in equity share capital during the year (refer Note 14)	7,951
Balance as at March 31, 2025	39,756

B. Other equity [refer note 15(a), 15(b) and 16(a)]

Particulars	Reserves and surplus				Items of Other comprehensive income	Equity Component of compound financial instruments	Total other equity
	Retained earnings	Securities premium	General reserve	Total reserve and surplus	Cash flow hedging reserve	Equity Component of 12% Non-cumulative redeemable preference shares (Refer note 16(a))	
Balance as at April 01, 2023	(61,952)	28,849	553	(32,550)	(93)	3,775	(28,868)
Profit for the year	6,247	-	-	6,247	-	-	6,247
Other comprehensive income / (loss) for the year	(13)	-	-	(13)	137	-	124
Total comprehensive income for the year	6,234	-	-	6,234	137	-	6,371
Balance as at March 31, 2024	(55,718)	28,849	553	(26,316)	44	3,775	(22,497)
Opening Balance as at April 01, 2024	(55,718)	28,849	553	(26,316)	44	3,775	(22,497)
Loss for the year	(409)	-	-	(409)	-	-	(409)
Other comprehensive income / (loss) for the year	(97)	-	-	(97)	(135)	-	(232)
Share Premium on Right Issue (refer Note 14)	-	26,819	-	26,819	-	-	26,819
Total comprehensive income for the year	(506)	26,819	-	26,313	(135)	-	26,178
Balance as at March 31, 2025	(56,224)	55,668	553	(3)	(91)	3,775	3,681

The above statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Bhavesdh Dhupelia
Partner
Membership No.042070
Place: Mumbai
Date: April 29, 2025

For and on behalf of the Board of Directors

Welspun Specialty Solutions Limited
CIN: L27100GJ1980PLC020358

B.K. Goenka
Chairman
DIN: 00270175
Place: Mumbai
Date: April 29, 2025

Navin Agarwal
Chief Financial Officer
Place: Mumbai
Date: April 29, 2025

Anuj Burakia
CEO & Whole Time Director
DIN: 02840211
Place: Mumbai
Date: April 29, 2025

Suhas Pawar
Company Secretary
ACS: 36560
Place: Mumbai
Date: April 29, 2025

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

General Information

Welspun Specialty Solutions Limited ("the Company") is a public limited Company incorporated in India with its registered office in Plot No 1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat – 393 110. The Company is listed on the Bombay Stock Exchange (BSE). The Company is a multi-product manufacturer of Billet, Rolled Bar, Black Bar, Ingot, Bloom and Seamless Pipe and Tubes.

The financial statements as at March 31, 2025 were approved for issue by the Board of Directors on April 29, 2025.

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements have been presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest lakhs unless otherwise stated.

Note 1: Material Accounting Policies

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1.1 Basis of preparation of financial statements

a) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The Financial statements present the financial position of the Company.

b) Historical cost convention

The financial statements have been prepared on an accrual and going concern basis. The financial statements have been prepared on a historical cost basis, except for the following items:

Items	Measurement basis
Certain financial assets and liabilities (including derivatives instruments)	Fair value
Net defined benefit (asset)/liability	Fair value of plan assets less present value of defined benefit obligations

c) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (i.e. 12 months) and other criteria set out in Schedule III (Division II) to the Act.

d) Recent Pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS- 117 Insurance Contracts and amendments to Ind AS 116- Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

1.2 Revenue recognition

a) Sale of goods

The Company derives revenue principally from sale of Stainless Steel (SS) bars, SS pipes and tubes (including Billet, Rolled Bar, Black Bar, Ingot, Bloom and Seamless Pipe and Tubes).

The Company recognises revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when control of the product has been transferred to the customer, which is generally determined when title, ownership, risk of obsolescence and loss pass to the customer and the Company has the present right to payment, all of which occurs at a point in time upon shipment or delivery of the product. The Company considers freight activities as costs to fulfil the promise to transfer the related products and the payments by the customers for freight costs are recorded as a component of revenue.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

The Company considers the terms of the contract in determining the transaction price. The transaction price is based upon the amount the Company expects to be entitled to in exchange for transferring of promised goods and services to the customer after deducting incentive programs, included but not limited to discounts, volume rebates, etc.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

Revenue is recognized at a determined transaction price when identified performance obligations are satisfied. The bill and hold contracts are entered at the request of the customer. Revenue excludes any taxes and duties collected on behalf of the government.

The Company's payment terms range from 0 to 120 days from date of delivery, depending on the market and product sold.

b) Sale of services

Revenue from job work charges are recognised based on stage of completion of the contract. Stage of completion is determined using "Input methods" as a proportion of cost incurred to date to the total estimated contract cost.

1.3 Government grants

Other income includes export and other recurring and non-recurring incentives from Government (referred as "incentives"). Government grants are recognised when there is reasonable assurance that the Company will comply with the relevant conditions and the grant will be received. Government grants are recognised in the consolidated statement of profit and loss, either on a systematic basis when the Company recognises, as expenses, the related costs that the grants are intended to compensate or, immediately if the costs have already been incurred. Government grants related to assets are deferred and amortised over the useful life of the asset. Government grants related to income are presented as an offset against the related expenditure, and government grants that are awarded as incentives with no ongoing performance obligations to the Company are recognised as income in the period in which the grant is received.

In case of SGST incentive, the Company is following the gross basis of accounting of government grants. As per this method, the balance sheet would reflect the cumulative net amount of grant that has been amortised to date and the cash that has been received / reasonably assured to be received under the terms of the grant and corresponding government grant is recognised in the statement of profit and loss.

Export Benefits

In case of sale made by the Company as Support Manufacturer, export benefits arising from Duty Entitlement Pass Book (DEPB), Remission of Duties and Taxes on Export Products ("RoDTEP") and Duty Drawback scheme are recognised on export of such goods in accordance with the agreed terms and conditions with customers. In case of direct exports made by the Company, export benefits arising from DEPB, Duty Drawback scheme and RoDTEP are recognised on shipment of direct exports.

1.4 Income tax and deferred tax

The Income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

a) Current income tax

Current tax charge is based on taxable profit for the year. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that the taxation authority will accept an uncertain tax treatment. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

b) Deferred tax

Deferred tax is, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred taxes are not recognized if they arise from the initial recognition of goodwill.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax assets is realized or deferred tax liability is settled.

Deferred tax is recognised for all deductible temporary difference and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss) and does not give rise to equal taxable and deductible temporary differences.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient future taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are offset if there is a

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

1.5 Property, plant and equipment

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning.

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred. Overhaul expenditure is capitalised where the activities undertaken improves the economic benefits expected to arise from the asset.

Cost of Capital Work in Progress ('CWIP') comprises amount paid towards acquisition of property, plant and equipment outstanding as of each balance sheet date and construction expenditures, other expenditures necessary for the purpose of preparing the CWIP for its intended use and borrowing cost incurred before the qualifying asset is ready for intended use. CWIP is not depreciated until such time as the relevant asset is completed and ready for its intended use.

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Depreciation methods, estimated useful lives and residual value

Freehold land is not depreciated. Leasehold improvements is amortised over the shorter of estimated useful life or the related lease term. Depreciation is calculated using the straight-line method to allocate the cost of the assets, net of their residual values, over their estimated useful lives as follows:

Assets	Estimated Useful Lives (in years)	Useful Life as per Companies Act, 2013
Buildings		
Building	30	30
Residential buildings and other	60	60
Electrical Installation.	10	10
Office and Other Equipment		
Office equipment	Ranging between 3 to 5 years	5 years
Computer	3 years except Networking equipment's which are depreciated over useful life of 5 years	Ranging between 3 to 6 years
Plant and Machinery	Ranging years between 5-30	Ranging between 5-25 years
Vehicles	10	Ranging between 6 to 10 years
Furniture and fixtures	10	Ranging between 8 to 10 years

The useful lives have been determined based on technical evaluation done by management's expert which may differ from those specified in Schedule II of the Companies Act, 2013 (as indicated in table above) in order to reflect the actual usage of the assets.

The estimated useful lives of plant and machinery, determined based on internal technical advice, considers the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, etc.

The residual values are not more than 5% of the original cost of the asset.

Major overhaul costs are depreciated over the estimated life of the economic benefit derived from the overhaul. The

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

carrying amount of the remaining previous overhaul cost is charged to the Statement of Profit and Loss.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other expenses or other income or other expenses, as applicable.

1.6 Impairment of assets

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Impairment of assets excludes: other than investment property, inventories, contract assets and deferred tax assets

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of

money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

Where an impairment loss subsequently reverses, the carrying value of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Company has a policy of writing off the gross carrying amount when the financial asset is 180 days past due based on historical experience of recoveries of similar assets. For corporate customers, the Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable

expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due

1.7 Inventories

Raw materials (including acquired scrap), stores and spares, work in progress, traded goods, and finished goods

Raw materials (including acquired scrap), stores and spares, work in progress, traded goods, and finished goods are stated at the lower of cost and net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis. Cost of raw materials, traded goods and acquired scrap comprises cost of purchases on moving weighted average basis. Cost of work-in progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also includes all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on moving weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Raw materials, components and other supplies held for use in the production of finished products are not written down

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

below cost except in cases when increase in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.

1.8 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Financial assets

(I) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held.

For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(II) Measurement

At initial recognition, the Company measures a financial asset (excluding trade receivables) at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. However, trade receivables do not contain significant financing component are measured at transaction price. After initial recognition, financial assets not measured at fair value through profit & Loss are measured using effective interest method. The effective interest rate is

the rate that exactly discounts estimated future cash flow through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(i) Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost** : Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through other comprehensive income (FVOCI)** : Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other income or other expenses (as applicable). Interest income from these financial assets is included in other income using the effective interest rate method.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other income or other expenses (as applicable) in the period in which it arises. Interest income from these financial assets is included in other income.

(ii) Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income and there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments and gain/loss on restatement of equity shares held in foreign currency are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other income or other expenses, as applicable in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(III) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables and contract assets, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(IV) Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(V) Income recognition

(i) Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time basis by reference to principal outstanding and the effective interest rate applicable which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Interest on income tax and indirect tax are recognised in the year in which it is received.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

(VI) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, short-term deposits with an original maturity of three months or less and short term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(VII) Trade receivable

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

b) Financial liabilities

(I) Measurement

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liability not at fair value through profit or loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortised cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through profit or loss.

(II) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(III) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit and loss as other income or other expenses, as applicable.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(IV) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to

Notes Forming part of the Financial Statements

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the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. Trade and other payables are recognised, initially at fair value, and subsequently measured at amortised cost using effective interest rate method.

Trade payables includes acceptances arrangements where operational suppliers of goods are paid by banks while the Company continues to recognise the liability till settlement with the banks.

c) Derivatives and hedging activities

In order to hedge its exposure to foreign exchange and interest rate, the Company enters into forward and interest rate swap contracts and other derivative financial instruments. The Company does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

The Company designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions and variable interest rate risk associated with borrowings (cash flow hedges).

The Company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The Company documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

(I) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other income or other expenses (as applicable).

When forward contracts are used to hedge forecast transactions, the Company generally designates the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss.

Where the hedged item subsequently results in the recognition of a non-financial asset (such as inventory), both the deferred hedging gains and losses and the deferred time value of the deferred forward contracts, if any are included within the initial cost of the asset.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately reclassified to profit or loss within other income or other expense (as applicable). If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in statement of profit or loss at the time of the hedge relationship rebalancing.

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(II) Derivatives that are not designated as hedges

The Company enters into derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other income or other expenses (as applicable).

d) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

e) Compound financial instruments

Compound financial instruments issued by the Company comprise Non-cumulative redeemable preference shares denominated in INR that can be converted to equity shares at the option of the holder, when the number of shares to be issued is fixed and does not vary with changes in fair value.

The liability component of compound financial instruments is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not remeasured subsequently.

Interest related to the financial liability is recognised in profit or loss (unless it qualified for inclusion in the cost of an asset). On conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognised.

1.9 Provisions, contingent liabilities and contingent assets

a) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of

past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

b) Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of the amount cannot be made.

c) Contingent Assets

Contingent Assets is not recognised in the financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

1.10 Other accounting policy

a) Contract assets and contract liabilities

When the Company performs a service or transfers a good in advance of receiving consideration, it recognises a contract asset or receivable.

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A contract asset is a Company's right to consideration in exchange for goods or services that the Company has transferred to a customer. If the Company transfers control of goods or services to a customer before the customer pays consideration, the Company records a contract asset when the nature of the Company's right to consideration for its performance is other than passage of time. A contract asset will be classified as a receivable when the Company's right to consideration is unconditional (that is, when payment is due only on the passage of time). The Company assesses a contract asset for impairment in accordance with Ind AS 109. Impairment of a contract asset is measured, presented and disclosed on similar basis as other financial asset in nature of trade receivable within the scope of Ind AS 109. The Company discloses contract assets under "Other Assets".

The Company recognises a contract liability if the customer's payment of consideration precedes the Company's performance. A contract liability is recognised if the Company receives consideration (or if it has the unconditional right to receive consideration) in advance of performance. The Company discloses contract liabilities under "Other Liabilities".

b) Intangible assets

Intangible assets with finite useful lives acquired by the Company are measured at cost less accumulated amortization and accumulated impairment losses. Amortization is charged on a straight-line basis over the estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each annual reporting period, with the effect of any changes in the estimate being accounted for on a prospective basis.

Amortisation methods and periods

Intangible assets comprise of computer software which is amortised on a straight-line basis over its expected useful life of five years which is based on a technical evaluation done by the Management.

c) Leases

As a lessee

The Company leases various leasehold lands, buildings, vehicles, and office and other equipments. Rental contracts are typically made for fixed periods of three to ninety-nine years but may have extension options as described in note 3(b). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments, as applicable:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payment to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following, wherever applicable:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are measured at cost, less any accumulated depreciation and accumulated impairment losses, and adjusted for any remeasurement of lease liabilities.

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Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term (including extension considering reasonable certainty), on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less, without a purchase option. Low-value assets and short term lease assets comprises of dumpsite land, laptops and other office equipment.

d) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are expensed in the period in which they are incurred.

Borrowing Cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

e) Employee benefits

1) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

2) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the

end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

3) Post-employment obligations

The Company operates the following post-employment schemes:

- defined benefit plans such as gratuity; and
- defined contribution plans such as provident fund, superannuation fund and pension fund.

(I) Defined Benefit Plans

(i) Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR/Rs. is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the

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net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Remeasurement gains and losses are not reclassified to profit or loss in the subsequent periods.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

(II) Defined contribution plans

(i) Provident Fund, Employee State Insurance Corporation (ESIC) and Pension Fund

The Contribution towards provident fund, ESIC and pension fund for certain employees is made to the regulatory authorities where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations apart from the contributions made on a monthly basis.

(ii) Superannuation Fund

Contribution towards superannuation fund for certain employees is made to SBI Life Insurance Company where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from contribution made on monthly basis.

4) Bonus Plan

The Company recognises a liability and an expense for bonus. The Company recognises

a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

5) Equity-settled share-based payments (ESOP)

Equity-settled share-based payments to employees are measured at the fair value of the options at the grant date. The fair value of option at the grant date is expensed over the vesting period with a corresponding increase in equity as "Equity settled share-based payments". In case of forfeiture of unvested option, portion of amount already expensed is reversed. In a situation where the vested option forfeited or expires unexercised, the related balance standing to the credit of the "Equity settled share-based payments" are transferred to the "General Reserve".

When the options are exercised, the Company issues new equity shares of the Company of Rs. 6 each fully paid-up. The proceeds received and the related balance standing to credit of the Equity settled share-based payments, are credited to share capital (nominal value) and Securities Premium.

f) Contributed Equity

Equity shares are classified as equity.

g) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

h) Earnings per share

1) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company; and
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

2) Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

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- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares; and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

i) Cash Flow Statement

Cash flows are reported using the indirect method set out in Ind AS 7 'Statement of Cash Flows', whereby net loss/profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals, or accruals of past or future operating cash receipts or payments and items of expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

j) Segment reporting

The board of directors of the Company assesses the financial performance and position of the Company, and makes strategic decisions. The chief operating decision makers are the Board of Directors of the Company. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company is engaged in the business of manufacturing of steel and steel products which in the opinion of the management is a single business segment in the context of Ind AS 108 on "Operating Segment".

k) Foreign currency translation

1) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian rupee (INR/Rs.), which is the Company's functional and presentation currency.

2) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other expenses or other income, as applicable.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the date of initial transaction.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

The Company has elected to apply the exemption from the transition date i.e. April 01, 2015 in respect of accounting policy followed for long term foreign currency monetary items. Accordingly, long term foreign currency monetary items in the financial statement have been accounted in accordance with previous GAAP as given below:

- Foreign exchange differences on account of depreciable assets are adjusted in the cost of depreciable assets and depreciated over the balance life of the assets.

In other cases, foreign exchange differences are accumulated in "Foreign Currency Monetary Item Translation Difference Account" and amortised over the balance period of such long term assets / liabilities.

Note 2: Critical estimates and judgments

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the Company's accounting policies. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Notes Forming part of the Financial Statements

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Critical estimates and judgments

i) Estimation of Provisions and Contingent Liabilities

The Company exercises judgment in measuring and recognising provisions and the exposures to contingent liabilities which is related to pending litigation or other outstanding claims. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual liability may be different from the originally estimated as provision.

ii) Estimation of useful life of Property, Plant and Equipment

Property, Plant and Equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

iii) Estimation of Provision for Inventory

The Company writes down inventories to net realisable value based on an estimate of the realisability of inventories. Write downs on inventories are recorded where events or changes in circumstances indicate that the balances may

not realised. The identification of write-downs requires the use of estimates of net selling prices of the down-graded inventories. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-downs of inventories in the periods in which such estimate has been changed.

iv) Estimated fair value of Financial Instruments

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Management uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

v) Recoverability of deferred tax asset on unabsorbed losses and unabsorbed depreciation

Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax assets is realized or deferred tax liability is settled.

Deferred tax is recognised for all deductible temporary difference and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient future taxable profits will be available to allow all or part of the asset to be recovered.

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3 (a) Property, plant and equipment

	Freehold land	Buildings	Plant and machinery	Electrical Installation	Furniture and fixtures	Vehicles	Office equipments	Total
Carrying amounts								
Year ended March 31, 2023								
Gross carrying amount								
Balance as at April 01, 2023	14	11,683	39,536	2,682	70	29	217	54,231
Additions	-	18	556	-	6	0	39	619
Disposals	-	-	4	97	-	-	-	101
Gross carrying amount as at March 31, 2024	14	11,701	40,088	2,585	76	29	256	54,749
Year ended March 31, 2024								
Gross carrying amount						-		
Additions	-	35	1,328	-	1	-	27	1,391
Disposals	-	-	50	-	-	-	5	55
Gross carrying amount as at March 31, 2025	14	11,736	41,366	2,585	76	29	279	56,085
Accumulated depreciation								
Year ended March 31, 2023								
Balance as at April 01, 2023	-	6,173	25,325	2,211	51	14	143	33,917
Additions	-	319	1,056	61	3	4	36	1,478
Disposals	-	-	4	97	-	-	-	100
Accumulated depreciation as at March 31, 2024	-	6,492	26,378	2,175	54	18	179	35,294
Year ended March 31, 2024								
Additions	-	342	1,107	63	4	4	34	1,553
Disposals	-	-	14	-	-	-	4	18
Accumulated depreciation as at March 31, 2025	-	6,833	27,470	2,237	58	21	210	36,829
Net carrying amount of property, plant and equipment								
Balance as at March 31, 2024	14	5,209	13,711	410	22	11	76	19,453
Balance as at March 31, 2025	14	4,903	13,896	348	18	8	69	19,253

* Amount is below the rounding off norm adopted by the Company.

Note:

- For property, plant and equipment pledged as security, refer note 16 and note 19.

3 (b) Capital work-in-progress

Opening balance as at April 01, 2023	117
Additions	979
Capitalisation	573
Closing balance as at March 31, 2024	523
Opening balance as at April 01, 2024	523
Additions	1,063
Capitalisation	1,337
Closing balance as at March 31, 2025	249

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3 (b) Capital work-in-progress

Capital work-in-progress aging :

Aging for capital work-in-progress (CWIP) as at March 31, 2025 is as follows:

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	249	-	-	-	249
Total	249	-	-	-	249

Capital work-in-progress aging :

Aging for capital work-in-progress (CWIP) as at March 31, 2024 is as follows:

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	523	-	-	-	523
Total	523	-	-	-	523

Notes:

- For Capital work-in-progress pledged as security, refer note 16 and note 19.
- There are no projects temporarily suspended as at March 31, 2025 and March 31, 2024.
- The completion schedule for the above capital work-in-progress is not overdue nor has exceeded its cost compared to its original plan.
- Capital work-in-progress majorly comprises of plant and machinery and buildings.

3 (c) Right-of-use assets

	As at March 31, 2025	As at March 31, 2024
Right-of-use assets		
Leasehold land	351	351
Accumulated Depreciation		
Opening balance	102	99
Amortisation accounted in statement of Profit and Loss	4	3
Closing balance	106	102
Net carrying amount	245	249

(i) Amount recognised in balance sheet

The Balance sheet shows the following amounts relating to leases:

	As at March 31, 2025	As at March 31, 2024
Right-of-use asset		
Leasehold land	245	249
	245	249

Notes Forming part of the Financial Statements

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(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

(ii) Amount recognised in the statement of profit and loss

The statement of profit or loss shows the following amounts relating to leases

	As at March 31, 2025	As at March 31, 2024
Depreciation charge of Right-of-use assets	4	3
Expense relating to low value leases (included in other expenses)	14	14
Total	4	17

Note:

1. The lease period for land is 99 years and the Company has made upfront payment for lease rentals at the time of inception of lease. Therefore there is no lease liability and finance cost in relation to right-of-use asset
2. For right-of-use asset pledged as security refer note 16 and note 19.
3. The Company has leases of Delhi and Mumbai offices which are of low value. The Company elected not to recognise right to use assets and lease liabilities for these leases. The lease payment of such leases are directly debited to Statement of Profit and Loss.

4 Intangible assets

	Computer Software
Carrying amounts	
Gross carrying amount	
Balance as at April 01, 2023	379
Additions	4
Disposals	-
Gross carrying amount as at March 31, 2024	383
Gross carrying amount	383
Additions	3
Disposals	-
Gross carrying amount as at March 31, 2025	386
Accumulated amortisation	
Balance as at April 01, 2023	214
Additions	65
Disposals	-
Accumulated amortisation as at March 31, 2024	279
Additions	62
Disposals	-
Accumulated amortisation as at March 31, 2025	342
Net carrying amount of Intangible assets	
As at March 31, 2024	104
As at March 31, 2025	44

Note:

1. None of the above intangible assets are internally generated.

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as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

5 Other tax assets

	As at March 31, 2025	As at March 31, 2024
Advance taxes paid including tax deducted at source [net of provision for tax March 31, 2025: Nil (March 31, 2024: Nil)] (Refer Note 41(d))	111	44
Total income tax assets	111	44

6 Other non current financial assets

	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Security deposits	68	109
Total other non-current financial assets	68	109

7 Other non current assets

	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Capital advances	606	169
Total other non-current assets	606	169

8 Inventories

	As at March 31, 2025	As at March 31, 2024
Raw materials	4,870	4,469
Goods-in-transit for raw materials	410	-
Work-in-progress	5,887	9,860
Finished goods	9,300	8,978
Stores and spares	3,801	3,549
Total inventories	24,268	26,856

Note:

Write-downs of inventories to net realisable value amounted to ₹ 400 lakhs (₹ 80 lakhs as on March 31, 2024). These were recognised as an expense during the year and included in changes in value of inventories of work-in-progress and finished goods in statement of profit and loss.

For inventories pledged as security, refer note 16 and note 19.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

9 Trade receivables

	As at March 31, 2025	As at March 31, 2024
Trade receivables from others	13,101	5,462
Less: Loss allowance	(734)	(609)
Total	12,367	4,853
Break up of security details		
Considered good - Unsecured	12,367	4,853
Trade Receivables which have significant increase in credit risk	734	609
Total	13,101	5,462
Loss allowance	(734)	(609)
Total trade receivables	12,367	4,853

Note:

1. Refer note 46 for ageing schedule of trade receivables.
2. For trade receivables pledged as security, refer note 16 and note 19.

10 Cash and cash equivalent

	As at March 31, 2025	As at March 31, 2024
Cash on hand	1	1
Balances with banks		
- in current accounts	1,241	-
Deposits with original maturity of less than three months	5,971	-
Total cash and cash equivalents	7,213	1

11 Bank balances other than cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Other bank balances:		
Deposits with original maturity of more than three months but less than twelve months# (including Interest accrued on deposits)	67	53
Margin money deposits	6	2
Total bank balances other than cash and cash equivalents	73	55

includes ₹ 67 Lakhs (March 31, 2024: 53 Lakhs) on which a lien has been created.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

12 Other current financial assets

	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Security deposits		
- Others	67	-
	67	-
Interest accrued on		
Current investments	6	-
	6	(0)
Unsecured, considered good		
Others Receivables	2	67
	2	67
Total other current financial assets	75	67

12 (a) Current investments

	As at March 31, 2025	As at March 31, 2024
Bonds	2,431	-
Total current investments	2,431	-

Unquoted

Investment carried at fair value through profit and loss

I. Investments in bonds

	As at March 31, 2025		As at March 31, 2024	
	Units	Amount	Units	Amount
8.40% Indian Renewable Energy Development Agency Ltd. Perpetual NCD (Series PD1)	24	2,431	-	-
Total investments in bonds	24	2,431	-	-

Note : The Company had acquired 24 units of the above mentioned Bond at the acquisition cost of ₹ 1,01,30,000 per Bond which had a face value of ₹ 1,00,00,000.

13 Other current assets

	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Balance with statutory authorities	1,233	1,906
Advance to suppliers	358	339
Prepaid expenses	303	307
Advance to employees	14	2
Export benefit receivable	63	51
Incentive receivable (refer note 34)	426	243
Other receivables*	45	0
Total other current assets	2,442	2,848

* Amount is below the rounding off norm adopted by the Company.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

14 Equity share capital

	Equity shares		
	Number of Shares	Par value	Amount
Authorised share capital			
As at April 01, 2023	55,00,00,000	6	33,000
Increase/ (decrease) during the year	-	-	-
As at March 31, 2024	55,00,00,000	6	33,000
Increase/ (decrease) during the year	30,00,00,000	6	18,000
As at March 31, 2025	85,00,00,000	6	51,000
Issued, subscribed and paid up capital	53,00,89,156	6	31,805
Equity shares of ₹ 6 each	13,25,22,289	6	7,951
Total equity share capital	66,26,11,445	6	39,756

a) Movement in equity shares capital

	Number of Shares	Par value	Amount
Issued, subscribed and paid up capital			
As at April 01, 2023	53,00,89,156	6	31,805
Increase/ (decrease) during the year	-	-	-
As at March 31, 2024	53,00,89,156	6	31,805
Increase/ (decrease) during the year (refer Note 14(b))	13,25,22,289	6	7,951
As at March 31, 2025	66,26,11,445	6	39,756

Note on Rights Issue (refer Note 49)

b) Terms and rights attached to equity shares

The Company has 662,611,445 equity shares having (March 31, 2024: 530,089,156 equity shares) par value of ₹ 6/- each fully paid up. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends, if any, in Indian rupees. The dividend proposed if any, by the Board of Directors is subject to the approval of the Shareholders in ensuing annual general meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shareholders holding more than 5% shares in the company

Name of the Shareholders	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% of total number of shares	No. of shares	% of total number of shares
Welspun Corp Limited (Holding company)	33,82,97,477	51.06%	26,51,90,034	50.03%
Dilipkumar Lakhi	15,26,65,717	23.04%	12,21,32,717	23.04%

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

14 Equity share capital (Contd..)

d) Details of shareholding of promoters

Name of the Shareholders Equity Shares	As at March 31, 2025		
	No. of shares	% of total number of shares	Percentage of change during the year
Welspun Corp Limited	33,82,97,477	51.06%	1.03%
MGN Agro Properties Private Limited	1,86,66,666	2.82%	-0.70%
Welspun Group Master Trust	85,73,078	1.29%	-0.33%

Name of the Shareholders Equity Shares	As at March 31, 2024		
	No. of shares	% of total number of shares	Percentage of change during the year
Welspun Corp Limited	26,51,90,034	50.03%	0.00%
MGN Agro Properties Private Limited	1,86,66,666	3.52%	0.00%
Welspun Group Master Trust	85,73,078	1.62%	100.00%

e) Share Pledge details

No shares are pledged by the promoter and promoter group companies as on March 31, 2025 (March 31, 2024: Nil).

15 (a) Reserves & Surplus

	As at March 31, 2025	As at March 31, 2024
(i) Securities premium		
Opening balance	28,849	28,849
Movement during the year (refer note (i) below)	26,819	-
Closing balance	55,668	28,849
(ii) General reserve		
Opening balance	553	553
Movement during the year	-	-
Closing balance	553	553
(iii) Retained earnings		
Opening balance	(55,718)	(61,952)
Net profit / (loss) for the year	(447)	6,247
Item of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post employment benefit obligations, net of tax	(59)	(13)
Closing balance	(56,224)	(55,718)
Total Reserves & Surplus	(3)	(26,316)

Nature and purpose of other equity

(i) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013. On February 24, 2025, the Rights Issue Committee of the Board of Directors of the Company approved issuance of 13,25,22,289 Equity Shares of Face Value of ₹ 6 each at a price of ₹ 26.40 per Rights Equity Share (including Premium of ₹ 20.40 per Rights Equity Share), in the ratio of 1 Rights Equity Share for every 4 existing fully paid equity shares held by the eligible equity shareholders as on March 01, 2025, the Record Date. Rights issue expenses of ₹ 217 lakhs has been adjusted against securities premium account.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

15 (a) Reserves & Surplus (Contd..)

(ii) General reserve

General Reserve represents appropriation of profit by the Company. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

(iii) Retained Earnings

Retained earnings comprises of prior years as well as current year's undistributed earnings after taxes.

15 (b) Items of Other comprehensive income

	As at March 31, 2025	As at March 31, 2024
Cash flow hedging reserve		
Opening balance	44	(93)
Amount recognised in cash flow hedging reserve during the year (net)	(118)	243
Gain transferred to statement of profit and loss	(17)	(106)
Closing balance	(91)	44

Nature and purpose of other reserve

Cash flow hedging reserve

The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulating gain or loss arising on changes in the fair value of the designated portion of hedging instruments that are recognised and accumulated under the heading of cash flow reserve will be reclassified to statement of profit and loss only when the hedged transaction affects the profit or loss or included as a basis adjustment to the non-financial hedged item.

16 Non- current Borrowings

	As at March 31, 2025	As at March 31, 2024
Secured		
Measured at amortised cost		
- Rupee Term Loan from bank (refer note (i) below)	-	965
Unsecured		
Loan from related party (Refer note (ii) below and note 39)	-	9,400
Liability component of compound financial instruments		
12% Non-cumulative redeemable preference shares of ₹ 10/- each fully paid up (Refer note 16(a)(iv))	2,092	1,867
Total borrowings	2,092	12,232

(i) Term loan

Rupee term loan of ₹ Nil (March 31, 2024: ₹ 1,930 Lakhs (including current maturities of ₹ 965 Lakhs) (Previous year ₹ 2,895 Lakhs, including current maturities of ₹ 965 Lakhs) is secured as per details below:

1. First Pari Passu charge on Property, plant and equipment and Right-of-use assets of the Company both present and future.
2. Second Pari Passu charge on all current assets of the Company both present and future.
3. Corporate Guarantee by Welspun Corp Limited.

The Rupee term loan carries interest rate of 8.72%-9.25% p.a. (March 31, 2024: 8.26%-8.85% p.a.). varies from bank to bank. It is reset after every 3 months based on the RBI interest rate. Interest are charged either on 3MT-Bill plus margin or 1 YR MCLR plus margin.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

16 Non- current Borrowings (Contd..)

(ii) Loan from related party

1. The loan from related party carries interest rate of 7.25% p.a. (March 31, 2024: 7.25% p.a.).

16 (a) Details of preference shareholders

i Preference share capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Authorised:				
Preference Shares of ₹ 10/- each	23,50,00,000	23,500	23,50,00,000	23,500
Increase/ (decrease) during the year	(18,00,00,000)	(18,000)	-	-
As at March 31, 2025	5,50,00,000	5,500	23,50,00,000	23,500
Issued, Subscribed and Paid up:				
12% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each	5,09,04,271	5,090	5,09,04,271	5,090

Note:

Authorised preference share capital reduced during the FY 24-25 by ₹ 18,000 lakhs (Face value ₹ 10/-) on account of increase in Authorised equity share capital by ₹ 18,000 lakhs (Face value ₹ 6/-)

ii Reconciliation of the number of shares

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Preference shares : face value of ₹ 10 each				
As at beginning of the year	5,09,04,271	5,090	5,09,04,271	5,090
Increase/ (decrease) during the year	-	-	-	-
Outstanding at the end of the year	5,09,04,271	5,090	5,09,04,271	5,090

iii Details of preference shareholders holding more than 5% shares

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% holding	No. of shares	% holding
Right Growth Trading Private Limited	5,09,04,271	100%	5,09,04,271	100%

iv Rights, preference and restrictions attached to preference shares

- a. The non-cumulative redeemable preference shares carry dividend of 12% per annum;
- b. The non-cumulative redeemable preference shares are redeemable at par on February 19, 2033 or any date before based on the availability of the cash flow.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

16 Non- current Borrowings (Contd..)

- c. Preference shares does not carry any voting rights in the Company, except as provided in the Companies Act, 2013. Preference share will have priority over equity shares in the payment of dividend and repayment of capital.
- d. Refer note 33 and note 42 for recognition of the fair value of the preference shares.

	As at March 31, 2025	As at March 31, 2024
12% Non-cumulative redeemable preference shares		
Face value	5,090	5,090
Equity component	3,775	3,775
Accumulated Interest expense	777	552
Interest paid	-	-
Non-current borrowings portion	2,092	1,867

17 Other non-current financial liabilities

	As at March 31, 2025	As at March 31, 2024
Interest accrued on borrowings	-	615
Total other non-current financial liabilities	-	615

18 Non Current Provisions

	As at March 31, 2025	As at March 31, 2024
Employee benefit obligations		
Gratuity (refer note 36)	306	195
Total non-current provisions	306	195

19 Current borrowings

	As at March 31, 2025	As at March 31, 2024
Secured		
Cash credit from banks (Refer note below)	-	3,891
Current maturities of long-term borrowings (Refer note 16(i))	-	965
Unsecured		
Loan from related party (Refer note 16(ii) and note 39)	-	8,863
Total current borrowings	-	13,719

Note:

Cash credit from banks is secured by way of:

- i. First Pari Passu charge on all current assets of the Company both present and future.
- ii. Second Pari Passu charge on Property, plant and equipment and Right-of-use assets of the Company both present and future.
- iii. Corporate Guarantee by Welspun Corp Limited.

Interest on cash credit ranges from 8.72% to 9.25% (March 31, 2024: 8.50% to 9.65%) varies from bank to bank. It is reset after every 3 months based on the RBI interest rate. Interest are charged either on 3 months T-Bill plus margin or 1 year MCLR plus margin.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

20 Trade payables

	As at March 31, 2025	As at March 31, 2024
Trade payables: dues of micro and small enterprises (refer note 20(a))	1,470	511
Trade payables other than above:		
Trade payables for acceptances (refer note 20(b))	13,924	15,045
Trade payable to related parties (refer note 39)	1,130	724
Trade payables others	9,246	4,548
Total trade payables	25,770	20,828

Refer note 47 for ageing schedule of trade payable.

20 (a) Micro, Small and Medium Enterprises Development Act, 2016

Disclosure of amount due to suppliers under "The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act)" is as under:

Particulars	As at March 31, 2025	As at March 31, 2024
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	1,456	511
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	*	*
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	1,513	668
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	14	9
Interest accrued and remaining unpaid at the end of the accounting year	14	9
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 MSMED Act	24	13

* Amount is below the rounding off norm adopted by the Company.

20 (b) Trade payables for acceptances represents the interest bearing credit offered by the supplier which is secured against Usance Letter of Credit (LC) Under this arrangement, the supplier is eligible to receive payment from negotiating bank prior to the expiry of the credit period. The interest for the credit period payable to the bank on maturity of the LC has been presented under Finance Cost.

21 Other current financial liabilities

	As at March 31, 2025	As at March 31, 2024
Interest accrued on borrowings	-	580
Security deposits*	13	0
Capital creditors	-	38
Foreign exchange forward contracts	126	2
Total other current financial liabilities	139	620

* Amount is below the rounding off norm adopted by the Company.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

22 Other current liabilities

	As at March 31, 2025	As at March 31, 2024
Advance received from customers	194	582
Statutory dues payable	433	297
Employee dues payable	210	165
Total other current liabilities	837	1,044

23 Current Provisions

	As at March 31, 2025	As at March 31, 2024
Employee benefit obligations		
Gratuity (refer note 36)	84	56
Leave obligations (refer note 36)	121	101
Total current provisions	205	157

24 Revenue from operations

	Year ended March 31, 2025	Year ended March 31, 2024
Sale of products		
Sale of products	71,110	68,135
	71,110	68,135
Other operating revenue		
Export incentives	415	478
Scrap sales	583	133
Job-work sales	199	921
Liabilities/ Provision no longer required written back	65	-
	1,262	1,532
Product		
Total revenue from operations	72,372	69,667

The Company is primarily engaged in the business of manufacture and distribution of steel and steel products and revenue from such products is derived from transfer at a point in time which is shown under sale of products as above.

Revenue from operations is same as contract price and no discount or any other adjustments required to be done.

The amount of ₹ 582 lakhs included in contract liabilities at 31 March 2024 has been recognised as revenue during the year ended 31 March 2025. (The amount of ₹ 498 lakhs included in contract liabilities at 31 March 2023 has been recognised as revenue during the year ended 31 March 2024).

No information is provided about remaining performance obligations at 31 March 2025 or at 31 March 2024 that have an original expected duration of one year or less, as allowed by Ind AS 115.

The Company applies the optional practical expedient to immediately expense sales commission since the amortisation period of the asset that would have been recognised is one year or less.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

25 Other income

	Year ended March 31, 2025	Year ended March 31, 2024
Interest income under effective interest rate method on Fixed deposits	92	6
Interest income on investments through FVPL	3	-
Interest Income on tax refund	9	-
Interest from Customers & others	64	85
Other non-operating income		
Incentive income (Refer note 34)	1,559	1,181
Net foreign exchange differences	755	736
Net gain on sale of property plant and equipments	-	20
Gain on sale of investments	42	4
Liabilities/ Provision no longer required written back	-	118
Miscellaneous income	13	0
Total other income	2,537	2,150

26 Cost of materials consumed

	Year ended March 31, 2025	Year ended March 31, 2024
Raw materials at the beginning of the year	4,469	2,708
Add: Purchases	43,925	50,188
	48,394	52,896
Less : Raw materials at the end of the year (including Goods in transit)	5,280	4,469
Total cost of materials consumed	43,114	48,427

27 Changes in inventories of work-in-progress and finished goods

	Year ended March 31, 2025	Year ended March 31, 2024
Opening balance		
Work-in-progress	9,860	8,681
Finished goods	8,978	5,611
Total opening balance	18,838	14,292
Closing balance		
Work-in-progress	5,887	9,860
Finished goods	9,300	8,978
Total closing balance	15,187	18,838
Net (Increase)/Decrease		
Work-in-progress	3,973	(1,179)
Finished Goods	(322)	(3,367)
Total changes in inventories of work-in-progress and finished goods	3,651	(4,546)

28 Employee benefits expense

	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages and bonus	4,010	3,797
Contribution to provident and other funds (refer note 36)	210	176
Gratuity expense (refer note 36)	80	63
Staff welfare expenses	140	129
Total employee benefits expense	4,440	4,165

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

29 Finance costs

	Year ended March 31, 2025	Year ended March 31, 2024
Interest on financial liabilities not at fair value through profit and loss		
Interest on Term Loan	130	225
Interest on working capital loan	210	100
Interest on loan from related party	1,193	1,328
Interest on inter corporate deposit	492	-
Interest on others*	704	197
Interest on acceptances and charges on letter of credit	1,089	724
Interest on 12% Non-cumulative redeemable preference shares (Refer note 16)	225	201
Other finance cost (including corporate guarantee charges)	354	551
Total finance cost	4,397	3,325

* Note: This pertains to interest paid on discounting of vendor bill of exchange

30 Depreciation and amortisation expense

	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation of property, plant and equipment	1,553	1,480
Depreciation of right-of-use assets	4	3
Amortisation of intangible assets	62	65
Total depreciation and amortisation expense	1,619	1,548

31 Other expenses

	Year ended March 31, 2025	Year ended March 31, 2024
Labour charges	1,091	966
Job work charges	1,297	753
Freight, material handling and transportation	1,740	988
Hire charges-Equipments	141	91
Hire charges-Vehicle	124	116
Rental charges	14	14
Rates and taxes	165	129
Repairs and maintenance		
Plant and machinery	168	186
Buildings	62	32
Others	209	170
Travel and conveyance expenses	166	195
Communication expenses	11	12
Legal and professional fees	571	482
Insurance	199	163
Directors' sitting fees (refer note 39)	22	9
Printing and stationery	22	24
Security charges	137	103
Membership and fees	15	19
Payment to auditors (refer note 30(a) below)	22	26

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

31 Other expenses (Contd..)

	Year ended March 31, 2025	Year ended March 31, 2024
Sales promotion expenses	160	124
Commission on sales to agents	268	324
Loss allowance on trade receivables (net)	48	-
Loss on disposal of property, plant and equipment (net)	7	-
Donation	8	0
Miscellaneous expenses	301	166
Total other expenses	6,968	5,092

31(a) Payment to auditors

	Year ended March 31, 2025	Year ended March 31, 2024
As auditor:		
Audit fees	18	18
Tax audit fees	3	2
In other capacities		
Certification fees (Refer note below)	15	4
Reimbursement of expenses	2	2
Total payment to auditors	37	26

Note :

₹ 15 Lakhs paid to statutory auditors for certification fees pertaining to rights issue and other certification work.

32 Going Concern

During the current year, the Company has raised funds by way of Rights issue, for an aggregate amount of ₹ 34,986 lakhs to the eligible equity shareholders. The net worth of the Company is positive as at March 31, 2025. The Company also has positive cashflows for the year ended March 31, 2025.

The Company is confident of its ability to meet the funds requirement and to continue its business as a going concern and accordingly, the financial statements have been prepared on that basis.

- 33** In the FY 2022-23, the Company reassessed the nature of 12% Non-Cumulative Redeemable Preference Shares (NCRPS), resulting in change in liability portion of the same. On initial recognition the fair value of the instrument is bifurcated into liability and equity component. The fair value of the liability component on initial recognition was determined as the present value of the eventual redemption amount discounted at the market rate of return. The equity component was the residual amount. (Refer Note 16 a(iv))
- 34** The Company is eligible for refund of State Goods and Service Tax paid through cash ledger under the "Scheme for Relief and Concessions to the viable sick industrial enterprises" issued by the Government of Gujarat Industries & Mines Department. The scheme was launched by the Government of Gujarat for the rehabilitation of sick enterprises registered with the Board for Industrial and Financial Reconstruction/ Gujarat Board for Industrial and Financial Reconstruction. During the year, the Company has recognised an income of ₹ 1,559 Lakhs (Previous year - ₹ 1,181 Lakhs) on account of such refund and the same has been recognised under the head 'Other Income'.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

35 Earnings / (loss) per share

	Year ended March 31, 2025	Year ended March 31, 2024
Nominal value of an equity shares	6.00	6.00
Profit / (Loss) after tax attributable to the equity holders of the Company	(409)	6,247
Basic earnings/ (loss) per share:		
Weighted average number of equity shares used as denominator for calculating basic EPS	54,46,12,147	53,00,89,156
Basic earnings per share (₹)	(0.08)	1.18
Diluted earnings/ (loss) per share:		
Profit / (Loss) after tax attributable to the equity holders of the Company	(409)	6,247
Weighted average number of equity shares used as denominator for calculating diluted EPS	54,46,12,147	53,00,89,156
Diluted earnings per share (₹)	(0.08)	1.18
Reconciliation of weighted average number of shares outstanding		
Weighted Average number of equity shares used as denominator for calculating basic EPS	54,46,12,147	53,00,89,156
Total weighted average potential equity shares	-	-
Weighted average number of equity shares used as denominator for calculating diluted EPS	54,46,12,147	53,00,89,156

36 Employee benefit obligations

A. Defined contribution plans

The Company has recognised the following amounts in the Statement of Profit & Loss:

	As at March 31, 2025	As at March 31, 2024
Employer's Contribution to Provident Fund	207	173
Employer's Contribution to Employees' State Insurance Corporation	-	-
Employer's Contribution to Superannuation fund	3	3
Total expense recognised in the statement of Profit and loss	210	176

* Amount is below the rounding off norm adopted by the Company.

B. Defined Benefit Obligations

(i) Gratuity

The Company has a defined benefit gratuity plan in India, governed by the Payment of Gratuity Act, 1972. The plan entitles an employee, who has rendered at least five years of continuous service, to gratuity at the rate of fifteen day wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned. The gratuity plan is unfunded and the Company does not make any contributions to funds.

This defined benefit plans expose the Company to actuarial risks, such as interest rate risk.

As per Ind AS "Employee Benefits " (Ind AS - 19), the disclosures of Employee Benefits as defined in the Standard are given below:

Particulars	As at March 31, 2025	As at March 31, 2024
i) Amount recognised in the balance sheet		
Present value of obligations	390	251
Fair value of plan assets	-	-
Net liability recognised in balance sheet	390	251

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

36 Employee benefit obligations (Contd..)

Particulars	As at March 31, 2025	As at March 31, 2024
ii) Statement of profit and loss		
Current service cost	59	48
Interest cost	21	15
Total amount recognised in profit or loss	80	63
Remeasurements		
(Gain) from change in demographic assumptions	-	(1)
(Gain) from change in financial assumptions	85	(29)
Loss from change in experience adjustment	(26)	43
Total loss amount recognised in other comprehensive income	59	13
iii) Reconciliation of defined benefit obligation		
Opening defined benefit obligation	251	207
Adjustment due to transfer in	40	-
Current Service cost	59	48
Interest cost	21	15
Actuarial loss on obligation	59	13
Benefits paid	(40)	(32)
Closing defined benefit obligation	390	251
iv) Bifurcation of liability as per schedule III		
Current	84	56
Non-Current	306	195
Net Liability	390	251
v) Actuarial assumptions		
Discount Rate	%	%
Salary Growth Rate	6.99%	7.22%
Withdrawal Rates	4.00%	4.00%
Upto 30 Years	30%	30%
From 31 to 44 Years	28%	28%
Above 45 Years	21%	21%
vi) Sensitivity to key assumptions		
Impact on defined benefit obligation:		
Due to the change in discount rate		
increased by 0.5%	(6.60)	(4.10)
decreases by 0.5%	6.82	4.24
Due to the change in salary increase		
increased by 0.5%	6.98	4.35
decreases by 0.5%	6.82	(4.25)

Note : At 31 March 2025, the weighted-average duration of the defined benefit obligation is 11.98 years (31 March 2024: 11.75 years)

vii) Defined benefit liability and employer contributions

Expected contribution to post-employment benefit plans for next year ended March 31, 2026 is ₹ 95 Lakhs.

viii) Maturity Profile of Defined Benefit Obligation

The expected maturity analysis of undiscounted gratuity benefits is as follows:

Year	As at March 31, 2025	As at March 31, 2024
Upto 1 years	109	72
Between 1 to 2 years	16	17
2 years to 5 years	257	192
Over 5 years	52	-
Total	434	281

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

36 Employee benefit obligations (Contd..)

C. Other employee benefits

Provision for leave obligation as at March 31, 2025 is ₹ 121 Lakhs (March 31, 2024 is ₹ 101 Lakhs) recognised under:

	Year ended March 31, 2025	Year ended March 31, 2024
Current	121	101
Non-Current	-	-
Net Liability	121	101

Provision for compensated absences has been made on the basis of actuarial valuation carried out as at the balance sheet date.

37 Contingent liabilities and capital commitments

a) Contingent liabilities

The Company has contingent liabilities as at the year end in respect of:

	As at March 31, 2025	As at March 31, 2024
Claims against the Company not acknowledged as debts	255	328
Disputed indirect taxes:		
Sales tax/ Value Added Tax	20	20

It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of above pending resolution of the respective proceedings.

The Company does not expect any re-imbursements in respect of the above contingent liabilities.

b) Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

	As at March 31, 2025	As at March 31, 2024
Estimated amount of contracts remaining to be executed on capital account (net of advances):	2,031	21

38 Segment information

a) Description of segments and principle activities

The Company's chief operating decision maker consists of the Board of Directors (BOD) and Chief Executive Officer (CEO) of the Company who examines the Company's performance only from the product perspective and has accordingly, identified only one reportable segment which is manufacturing and sale of steel and steel products.

b) The chief operating decision maker primarily uses a measure of profit before tax as included in the internal management report to assess the performance of the operating segment which is measured consistently with profit or loss in the financial statements.

c) Detail of customer contributing 10% or more of total revenue.

For the year ended	Number of Customers	Amount	% to revenue from operations
As at March 31, 2025	1	11,347	16%
As at March 31, 2024	2	17,816	26%

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

38 Segment information (Contd..)

- d) The Company's is domiciled in India. The amount of its revenue recognised from sale at a point in time and other operating income from external customers broken down by location of the customers is shown in the table below:

Revenue From Operation	As at March 31, 2025	As at March 31, 2024
Outside India	26,159	25,724
Within India	46,213	43,943
Total	72,372	69,667

- e) The total of non-current assets other than income tax assets, broken down by location of the assets, is shown below:

Segment assets	As at March 31, 2025	As at March 31, 2024
Outside India	-	-
Within India	20,398	20,607
Total non - current assets	20,398	20,607

39 Related party transactions

a) List of related parties

Parties where control exists

Name	Type	Effective proportion of ownership interest (%)	
		As at March 31, 2025	As at March 31, 2024
Welspun Corp Limited	Holding company	51.06%	50.03%

Fellow Subsidiaries (with whom transactions exist)

Welspun Tradings Limited

Welspun Metalics Limited (merged with Welspun Corp Ltd. w.e.f. October 29, 2023)

Anjar TMT Steel Private Limited

Key management personnel

Name	Nature of relationship
Mr. Balkrishan Goenka*	Non-Executive Chairman
Mr. Vipul Mathur*	Non-Executive Director
Mr. Anuj Burakia	CEO and Whole Time Director
Mr. Prakashmal Tatia*	Non-Executive Director
Mr. Atul Desai	Independent Director (upto May 26, 2024)
Mr. K.H. Viswanathan	Independent Director
Ms. Amita Misra	Independent Director
Mr. Myneni Narayana Rao	Independent Director
Ms. Dipali Sheth	Independent Director (w.e.f. April 26, 2024 till November 23, 2024)
Mr. Ravindra Pandey	Independent Director (w.e.f. November 23, 2024)
Mr. Navin Agarwal	Chief Financial Officer (w.e.f. December 19, 2024)
Mr. Brijveer Singh	Chief Financial Officer (upto December 19, 2024)
Mr. Suhas Pawar	Company Secretary

* No transactions during the year

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

39 Related party transactions (Contd..)

List of others related parties over which key management personnel or relatives of such personnel exercise significant influence or control and entities which are members of same group with whom transaction have taken place during the current year or previous year:

Welspun Realty Private Limited

Welspun Global Brands Limited

Welspun Enterprises Limited

Welassure Private Limited

Welspun Living Limited (Formerly known as Welspun India Limited)

Welspun Transformation Service Limited

Welspun Global Trade LLC

Welspun Steel Limited (merged with Welspun Corp Ltd. w.e.f. March 16, 2022)

Welassure Private Limited (uptill February 12, 2025)

(b) Disclosure in respect of significant transactions with related parties during the year:

	Transactions	
	As at March 31, 2025	As at March 31, 2024
1) Sale of goods and services (including job work)		
Welspun Corp Limited	-	239
Total sale of goods and services	-	239
2) Purchase of goods and expenses incurred		
Welspun Corp Limited	575	805
Welassure Private Limited	76	77
Welspun Global Brands Limited	17	9
Welspun Global Trade	168	88
Anjar TMT Steel Private Limited	60	20
Welspun Transformation Services Limited	222	179
Welspun Realty Private Limited	13	13
Welspun Enterprise Limited	1	1
Total purchase of goods and expenses incurred	1,132	1,192
3) Interest expenses on loan availed		
Welspun Corp Limited	1,193	1,328
Total of Interest expenses on loan availed	1,193	1,328
4) Loans and deposit repaid		
Welspun Corp Limited	18,263	-
Total loans and deposit repaid	18,263	-
5) Interest on Loans and deposit paid		
Welspun Corp Limited	2,269	-
Total interest on loans and deposit repaid	2,269	-
6) Key management personnel compensation #		
Anuj Burakia		
Short-term employee benefit	256	246
Navin Agarwal		
Short-term employee benefit	28	-
Brijveer Singh		
Short-term employee benefit	69	65
Suhas Pawar		
Short-term employee benefit	26	18
Total key management personnel compensation	379	329

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

39 Related party transactions (Contd..)

	Transactions	
	As at March 31, 2025	As at March 31, 2024
7) Directors' sitting fees		
Atul Desai	0	1
Amita Misra	5	3
Myneni Narayana Rao	6	2
K.H. Viswanathan	8	3
Dipali Sheth	2	-
Ravindra Pandey	1	-
Total directors' sitting fees	22	9

Note : Amount is exclusive of applicable taxes

With respect to post-employment benefits, as these liabilities for defined benefit plans are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Management Personnel are not included.

(c) Disclosure of significant closing balances:

	As at March 31, 2025	As at March 31, 2024
1) Trade receivables		
Welspun Transformation Services Limited	0*	-
Welassure Private Limited	0*	-
Welspun Global Trade	0*	-
Total trade receivables	0*	-
2) Trade payables		
Welspun Corp Limited	1,082	626
Welspun Transformation Services Limited	-	13
Welspun Global Trade LLC	-	70
Welassure Private Limited	-	9
Anjar TMT Steel Private Limited	47	5
Welspun Enterprises Limited	0	1
Total trade payables	1,129	724
3) Trade Advance (other current liabilities)		
Welspun Living Limited (Formerly known as Welspun India Limited)	-	0*
Total trade advance	-	0*
4) Security deposits		
Welspun Enterprises Limited	1	1
Total security deposits	1	1
5) Borrowings		
Welspun Corp Limited	-	18,263
Total borrowings	-	18,263
6) Interest accrued on borrowings		
Welspun Corp Limited	-	1,195
Total Interest accrued on borrowings	-	1,195

* Amount is below the rounding off norms adopted by the Company

Apart from above, the Company has taken guarantee from Welspun Corp Limited (Holding company) and guarantee charges paid are included in 'Purchase of goods and expenses incurred' above. Total corporate guarantee given by holding company is ₹ 33,739 Lakhs as on March 31, 2025 (March 31, 2024 - ₹ 33,739 Lakhs)

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

40 Deferred tax assets (net)

	As at March 31, 2025	As at March 31, 2024
The balance comprises of temporary differences attributable to:		
Deferred tax assets:		
Brought forward income tax losses	5,481	5,597
Employee benefit obligations	129	89
Loss allowance on trade receivables (net)	184	153
Others	37	15
	5,831	5,854
Deferred tax liabilities:		
Property, plant and equipment	2,491	2,467
	2,491	2,467
Total Deferred tax assets (net)	3,340	3,387

Note :

The Company has unabsorbed tax losses and depreciation that are available for offsetting against future taxable profits of the Company. The Company had recognised deferred tax assets on the brought forward losses and unabsorbed depreciation

The Company has unabsorbed tax losses and depreciation that are available for offsetting against future taxable profits of the Company. In view of the profit made during the financial year 2023-24 and expected continued profitability in future. The Company has recognised net deferred tax asset of ₹ 3,340 lakhs as at March 31, 2025 (₹ 3,387 lakhs as at March 31, 2024). Based on the projection of taxable profit for the next 3 years on prudent basis.

Estimation of Deferred tax recoverable Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the same can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. The Company has recognised deferred tax assets on carries forward losses and accumulated depreciation. The Company has made losses in the past. In the current year, the Company has made taxable profit and is expected to continue to make profit in the future. Hence the Company has recognises deferred tax assets based on projected profit in the next four years. The Company will continue to evaluate the expected recovery and recognises additional deferred tax assets in the future as considered appropriate.

In the previous year the Company had recognised deferred tax assets on carried forward losses as the Company has made taxable profit and expected to continue to make profit in the future. However, in the current year the company's performance has seen dip in quarter two and then has been improving every quarter, but full year has seen lower profit than previous year. The Company has not made any changes to deferred tax assets based on projected profit in the next three years. The Company will continue to evaluate the expected recovery and recognises additional deferred tax assets in the future as considered appropriate.

Also, refer note 41

41 Income tax expense / (credit)

a) Amounts recognised in profit and loss

Particulars	As at March 31, 2025	As at March 31, 2024
Current income tax		
Current tax on profit for the year	-	-
Total current tax expense	-	-
Increase / (Decrease) in deferred tax assets	47	(3,274)
(Decrease) in deferred tax liabilities	-	(113)
Total deferred tax expense / (credit) (Refer note 40)	47	(3,387)
Total income tax credit recognised in statement of profit and loss	47	(3,387)

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

41 Income tax expense / (credit)

b) Reconciliation of tax expense and the accounting profit multiplied by effective tax rate:

Particulars	As at March 31, 2025	As at March 31, 2024
Profit / (Loss) before tax	(400)	2,860
Tax rate	25.17%	25.17%
Tax at normal rate	(101)	720
Tax effect of:		
Current year losses on which no deferred tax assets is recognised	101	-
Set off of brought forward business loss against taxable income	-	(720)
Reverl / (Recognition) of deferred tax assets	47	(3,387)
Net effective income tax	47	(3,387)
Tax impact on items classified as Other Comprehensive Income	(38)	-
Total income tax	9	(3,387)

c) Brought forward income tax losses and unabsorbed depreciation on which no deferred tax asset is recognised in Balance Sheet

Particulars	As at March 31, 2025	As at March 31, 2024	Expiry period
Brought forward income tax losses	-	-	
Unabsorbed tax depreciation	25,965	36,152	Does not have expiry period
Total	25,965	36,152	

d) Advance taxes paid including tax deducted at source

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	44	30
Current tax expense	-	-
Tax paid during the year including tax deducted at source	67	52
Less: Refund received during the year	-	38
Closing balance	111	44

e) Movement in deferred tax assets and deferred tax liabilities:

Particulars	Deferred tax assets					Deferred tax liabilities		Net deferred tax assets recognised/ reversal
	Brought forward income tax losses	Employee benefit obligations	Loss allowance on trade receivables (net)	Others	Total deferred tax assets	Property, plant and equipment	Total deferred tax liabilities	
As at April 01, 2023	2,328	78	159	15	2,580	2,580	2,580	-
Recognised in the								
Statement of profit and loss	3,269	11	(6)	-	3,274	(113)	(113)	3,387
Other comprehensive income	-	-	-	-	-	-	-	-
As at March 31, 2024	5,597	89	153	15	5,854	2,467	2,467	3,387
Recognised in the								
Statement of profit and loss	(116)	40	31	-	(45)	25	25	(70)
Other comprehensive income	-	-	-	23	23	-	-	23
As at March 31, 2025	5,481	129	184	37	5,831	2,491	2,491	3,340

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

42 Fair value measurements

a) Financial instruments by category

	As at March 31, 2025		As at March 31, 2024	
	FVPL	Amortised cost	FVPL	Amortised cost
Financial assets				
Investments				
Bonds	2,431	-	-	-
Trade receivables	-	12,367	-	4,853
Cash and cash equivalents	-	7,213	-	1
Bank balances other than cash and cash equivalents	-	73	-	55
Other financial assets				
Security deposits	-	68	-	109
Derivatives not designated as hedges				
Forward contracts	75	-	67	-
Total financial assets	2,506	19,721	67	5,018
Financial liabilities				
Borrowings((includes interest accrued)	-	2,092	-	27,146
Trade payables	-	25,770	-	20,828
Other financial liabilities				
Forward contracts	126	-	2	-
Others	-	13	-	38
Total financial liabilities	126	27,875	2	48,012

b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements as at March 31, 2025

Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Investments	-	2,431	-	2,431
Forward Contracts	-	75	-	75
Total financial assets	-	2,506	-	2,506
Financial liabilities				
Borrowings (liability component of Compound financial instrument)	-	-	-	-
Forward contracts	-	126	-	126
Total financial liabilities	-	126	-	126

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

42 Fair value measurements (Contd..)

Assets and liabilities which are measured at amortised cost for which fair value are disclosed as at March 31, 2025

Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Security deposits	-	-	68	68
Others	-	-	-	-
Total financial assets	-	-	68	68
Financial liabilities				
Borrowings (includes interest accrued)	-	-	2,092	2,092
Total financial liabilities	-	-	2,092	2,092

Financial assets and liabilities measured at fair value - recurring fair value measurements as at March 31, 2024

Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Forward contracts	-	67	-	67
Total financial assets	-	67	-	67
Financial liabilities				
Forward contracts	-	2	-	2
Total financial liabilities	-	2	-	2

Assets and liabilities which are measured at amortised cost for which fair value are disclosed as at March 31, 2024

Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Security deposits	-	-	109	109
Total financial assets	-	-	109	109
Financial liabilities				
Borrowings (includes interest accrued)	-	-	27,146	27,146
Total financial liabilities	-	-	27,146	27,146

Level 1: This hierarchy includes financial instruments measured using quoted prices. There is no item under this category as at March 31, 2025 and as at March 31, 2024.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted securities.

c) Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the year ended March 31, 2025 and March 31, 2024

	Borrowings (liability component of Compound financial instrument)
As at April 01, 2023	1,666
Interest expenses charged to profit and loss	201
As at March 31, 2024	1,867
Interest expenses charged to profit and loss	225
As at March 31, 2025	2,092

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

42 Fair value measurements (Contd..)

d) Valuation inputs and relationships to fair value

	Fair value		Significant unobservable inputs	Probability weighted average		Sensitivity
	As at March 31, 2025	As at March 31, 2024		As at March 31, 2025	As at March 31, 2024	
Borrowings (liability component of Compound financial instrument)	2,092	1,867	Risk adjusted discount rate	12.05%	12.05%	The estimated fair value would increase by ₹ 152 lakhs (March 31, 2024 ₹ 152 lakhs) if the discount rate were lower by 1% and the same would decrease by ₹ 139 lakhs (March 31, 2024 ₹ 138 lakhs) if the discount rate were higher by 1%.

e) Valuation techniques used to determine fair value

The fair values of liability component of Compound financial instrument (Borrowing) is based on discounted cash flows using a credit adjusted borrowing rate as at the reporting date.

The fair value of forward contracts is determined using forward exchange rates prevailing with Authorised Dealers dealing in foreign exchange.

The fair value of bonds and government securities are derived based on the indicative quotes of price and yields prevailing in the market or latest available prices.

f) Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at March 31, 2025		As at March 31, 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Security deposits	68	68	109	109
Total	68	68	109	109
Financial liabilities				
Borrowings (includes interest accrued)	2,092	2,092	27,146	27,146
Total	2,092	2,092	27,146	27,146

(i) The carrying amounts of cash and cash equivalents, other bank balances, trade receivables, current borrowings including accrued interest, trade payables and other current financial liabilities are considered to be the same as their fair values due to their short term nature.

(ii) The fair values and carrying values of borrowings (other than that referred in (i) above) are materially the same.

g) Classification of interest income by instrument categories

	Year ended March 31, 2025	Year ended March 31, 2024
Interest income at amortised cost:		
Fixed deposits	92	6
Interest from Customers	64	83
Other Interest Income		
Income tax refund	9	2

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

43 Financial risk management objectives and policies

The Company's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

This note explains the sources of risk which the Company is exposed to and how the Company manages the risk and the impact of hedge accounting in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Trade receivables and other financial assets	Ageing analysis	Diversification of bank deposits, credit limits and letters of credit
Liquidity risk	Borrowings and other financial liabilities	Borrowings maturity and cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk – foreign currency risk	Recognised financial assets and liabilities not denominated in Rupees	Sensitivity analysis	Forward foreign exchange contracts and derivative contracts

The Company's risk management is carried out by treasury department under policies approved by the board of directors. Treasury department identifies, evaluates and hedges financial risks. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments and investment of excess liquidity. There is no change in objectives, policies and process for managing the risk and methods used to measure the risk as compared to previous year.

A Credit risk on financial assets

Credit risk is the risk that counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with bank, foreign exchange transactions and other financial instruments. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition.

a) Trade receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Receivables are deemed to be past due or impaired with reference to the Company's normal terms and conditions of business. The expected loss rates are based on the payment profile of sales over of a period of 36 months before the reporting date and the corresponding historical credit losses experienced within this period.

The credit quality of the Company's customers is monitored on an ongoing basis and assessed for impairment where indicators of such impairment exist. The Company uses simplified approach (i.e. lifetime expected credit loss model) for impairment of trade receivables/ contract assets. The solvency of the debtor and their ability to repay the receivable is considered in assessing receivables for impairment. Where receivables have been impaired, the Company actively seeks to recover the amounts in question and enforce compliance with credit terms.

The Company was engaged in the production of Stainless Steel, Pipe and Alloy. The Company had significant loss allowance on trade receivables from Alloy business. However, the Company is not producing Alloy products currently. Based on the past exposure, there is low credit risk or allowance of trade receivable required on steel and pipe business. Exposures of trade receivable broken into ageing bucket. The Company's trade receivable do not carry a significant financing element. Hence, trade receivables are measured at transaction price. The Company makes a loss allowance using simplified approach for expected credit loss and on a case to case basis.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

43 Financial risk management objectives and policies (Contd..)

Exposure to credit risk

Financial asset for which loss allowance is measured using expected credit loss model

	As at March 31, 2025	As at March 31, 2024
Financial assets		
Trade Receivables	12,367	4,853
Total	12,367	4,853

Reconciliation of loss allowance on trade receivables:

	As at March 31, 2025	As at March 31, 2024
Opening balance	609	609
Changes in loss allowance	125	-
Closing balance	734	609

Ageing analysis of trade receivable amounts that are past due as at the end of reporting year but not impaired:

Particulars	As at March 31, 2025			
	Gross trade receivables	Expected loss rate	Expected loss	Carrying amount of trade receivables
Trade receivables (Refer note 46):				
Not Due	11,202	0.00%	-	11,202
Less than 6 Months	1,037	0.00%	-	1,037
6 Months to 1 Year	182	29.48%	54	128
1 Year to 2 Years	91	100.00%	91	-
2 Years to 3 Years	11	100.00%	11	-
More than 3 Years	578	100.00%	578	-
Total	13,101		734	12,367

Particulars	As at March 31, 2024			
	Gross trade receivables	Expected loss rate	Expected loss	Carrying amount of trade receivables
Trade receivables (Refer note 46):				
Not Due	3,291	0.18%	6	3,285
Less than 6 Months	1,553	0.26%	4	1,549
6 Months to 1 Year	32	46.88%	15	17
1 Year to 2 Years	53	96.23%	51	2
2 Years to 3 Years	17	100.00%	17	-
More than 3 Years	516	100.00%	516	-
Total	5,462		609	4,853

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

43 Financial risk management objectives and policies (Contd..)

b) Other financial assets

The Company maintains exposure in cash and cash equivalents, other bank balances, derivative financial instruments. Credit limits and concentration of exposures are actively monitored by the Company.

Expected credit loss for other than trade receivables has been assessed and based on life-time expected credit loss, no loss allowance provision has been required.

B Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost. The company is also supported by holding company as and when the need arises.

The Company maximum exposure to credit risk for the components of the balance sheet at March 31, 2024 and March 31, 2023 is the carrying amounts. The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The average credit period taken to settle trade payables is about 45 -180 days. The other payables are with short-term durations. The carrying amounts are assumed to be a reasonable approximation of fair value.

a) Financing arrangements

The Company had below undrawn borrowing facilities for working capital as at March 31, 2025 and March 31, 2024.

	As at March 31, 2025	As at March 31, 2024
Floating rate		
Expiring within one year	-	-
Expiring beyond one year	16,075	11,064
Total	16,075	11,064

b) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

All non-derivative financial liabilities, and derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not material.

As at March 31, 2025

Contractual maturities of financial liabilities	< 1 Year	1 - 3 years	3 - 5 years	> 5 years	Total	Carrying value
Non-derivatives						
Borrowings (includes interest accrued and current maturities of long-term debt)	-	-	-	2,092	2,092	2,092
Trade payables	25,770	-	-	-	25,770	25,770
Lease liability	-	-	-	-	-	-
Other financial liabilities	13	-	-	-	13	13
Total non-derivative liabilities	25,783	-	-	2,092	27,875	27,875
Derivatives						
Forward contracts	126	-	-	-	126	126
Total derivative liabilities	126	-	-	-	126	126

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

43 Financial risk management objectives and policies (Contd..)

As at March 31, 2024

Contractual maturities of financial liabilities	< 1 Year	1 - 3 years	3 - 5 years	> 5 years	Total	Carrying value
Non-derivatives						
Borrowings (includes interest accrued and current maturities of long-term debt)	14,299	10,980	-	1,867	27,146	27,146
Trade payables	20,828	-	-	-	20,828	20,828
Other financial liabilities	38	-	-	-	38	38
Total non-derivative liabilities	35,165	10,980	-	1,867	48,012	48,012
Derivatives						
Forward contracts	2	-	-	-	2	2
Total derivative liabilities	2	-	-	-	2	2

C Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments.

(i) Foreign currency risks

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments, highly probable forecast transactions and foreign currency required at the settlement date of certain receivables/payables. The use of foreign currency forward contracts is governed by the Company's strategy approved by the board of directors, which provide principles on the use of such forward contracts consistent with the Company's risk management policy and procedures.

Foreign currency exposures specifically covered by forward exchange contracts as at year end are as follows:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in equivalent in Rupees Lakhs is as follows:

a) Foreign currency risk exposure

	As at March 31, 2025		As at March 31, 2024	
	USD	EUR	USD	EUR
Financial assets				
Investment in preference share	-	-	-	-
Trade receivables	203	235	-	1,725
Derivatives not designated as hedges				
Forward contracts (Sell foreign currency)	(203)	(235)	-	(1,725)
Derivatives designated as hedges				
Forward contracts (Sell foreign currency)	(200)	(5,015)	(313)	(7,495)
Net exposure to foreign currency risk (assets)	(200)	(5,014)	(313)	(7,495)

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

43 Financial risk management objectives and policies (Contd..)

	As at March 31, 2025		As at March 31, 2024	
	USD	EUR	USD	EUR
Financial liabilities				
Trade payables	1,727	7	1,929	32
Derivatives not designated as hedges				
Forward contracts (Buy foreign currency)	(1,727)	(7)	(1,929)	(32)
Derivatives designated as hedges				
Forward contracts (Buy foreign currency)	(1,858)	(2,038)	(630)	(71)
Net exposure to foreign currency risk (liabilities)	(1,858)	(2,038)	(630)	(71)
Total Net exposure to foreign currency risk	(0)	0	-	-
Net Derivatives designated as hedges	1,658	(2,977)	317	(7,424)

Derivative financial instruments such as foreign exchange forward contracts are used for hedging purposes and not as trading or speculative instruments.

Foreign currency exposures not specifically covered by forward exchange contracts as at year end are Nil.

Foreign currency sensitivity

The Company does not have any unhedged foreign currency exposure, hence there is no foreign currency exchange risk.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Company has interest rate risk exposure mainly from changes in rate of interest on borrowing & on deposit with bank. The interest rate is disclosed in the respective notes to the financial statements of the Company. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107. The following table analyses the breakdown of the financial assets and liabilities by type of interest rate:

Particulars	As at March 31, 2025	As at March 31, 2024
Financial assets		
Interest bearing - Fixed interest rate		
Current fixed deposit	67	53

Particulars	As at March 31, 2025	As at March 31, 2024
Financial Liabilities		
Interest bearing		
Borrowings - Floating interest rate		
Cash credit from bank	-	3,891
Rupee term loan from bank	-	1,930
Borrowings - Fixed interest rate		
Loan from related party	-	18,263

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

43 Financial risk management objectives and policies (Contd..)

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the excluding the credit exposure for which interest rate swap has been taken and hence the interest rate is fixed. With all other variables held constant, the Company's profit / (loss) before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Increase in 50 bps points		
Effect on profit/(loss) before tax	-	(29)
Decrease in 50 bps points		
Effect on profit/(loss) before tax	-	29

D Impact of hedging activities

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward contracts.

a) Disclosure of effects of hedge accounting on financial position:

As at March 31, 2025

Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Hedge ratio
	Assets	Liabilities	Assets	Liabilities		
Cash flow hedge						
Foreign exchange risk						
Forward contract	5,215	3,929	(31)	(61)	Apr 25 - Oct 25	1:1

As at March 31, 2024

Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Hedge ratio
	Assets	Liabilities	Assets	Liabilities		
Cash flow hedge						
Foreign exchange risk						
Forward contract	7,808	701	44	(1)	Apr 24 - Nov 24	1:1

As at March 31, 2025

Type of hedge	Change in the Value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash Flow Hedge				
Foreign Exchange Risk	(118)	-	(17)	Revenue

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

43 Financial risk management objectives and policies (Contd..)

As at March 31, 2024

Type of hedge	Change in the Value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash Flow Hedge				
Foreign Exchange Risk	243	-	(106)	Revenue

b) Movements in cash flow hedging reserve

	As at March 31, 2025	As at March 31, 2024
Cash flow hedging reserve		
Opening balance	44	(93)
Amount recognised in cash flow hedging reserve during the year (net)	(118)	243
Gain/ (loss) transferred to statement of profit and loss (net)	(17)	(106)
Closing balance	(91)	44

The Company uses forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments, highly probable forecast transactions and foreign currency required at the settlement date of certain receivables/payables. The use of forward contracts is governed by the Company's strategy approved by the board of directors, which provide principles on the use of such forward contracts consistent with the Company's risk management policy.

The Company's hedging policy only allows for effective hedge relationships to be established. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Company enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item, and so a qualitative assessment of effectiveness is performed. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Company uses the hypothetical derivative method to assess effectiveness. Ineffectiveness is recognised on a cash flow hedge and net investment hedge where the cumulative change in the designated component value of the hedging instrument exceeds on an absolute basis the change in value of the hedged item attributable to the hedged risk. In hedges of foreign currency forecast sale and purchase transactions, hedges of interest rate risk and hedges of net investment, as applicable, this may arise if:

- The critical terms of the hedging instrument and the hedged item differ (i.e. nominal amounts, timing of the forecast transaction, interest resets changes from what was originally estimated), or
- Differences arise between the credit risk inherent within the hedged item and the hedging instrument. There were no ineffectiveness recognised in the statement of profit and loss during March 31, 2025 and March 31, 2024.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

44 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

	As at March 31, 2025	As at March 31, 2024
Borrowings (including interest accrued)	2,092	27,146
Less: Cash and Cash Equivalents	(7,213)	(1)
Net debt (a)	(5,121)	27,145
Equity	43,437	9,308
Total equity (b)	43,437	9,308
Net debt equity ratio (a/b)	(0.12)	2.92

The Company has complied with all the loan covenants applicable.

45 Net debt reconciliation

Particulars	As at March 31, 2025	As at March 31, 2024
Cash and cash equivalents	7,213	1
Borrowings (including interest accrued)	(2,092)	(27,146)
Net Debt	5,121	(27,145)

	Financial assets Cash and cash equivalents [A]	Financial liabilities Borrowings [B]	Total [C] = [A] + [B]
Net debts as at April 1, 2023	29	(23,351)	(23,322)
Cash flow (net)	(28)	(2,423)	(2,451)
Interest expenses	-	(3,325)	(3,325)
Interest paid	-	1,953	1,953
Net debts as at March 31, 2024	1	(27,147)	(27,146)
Cash flow (net)	7,212	23,860	31,072
Interest expenses	-	(4,397)	(4,397)
Interest paid	-	5,592	5,592
Net debts as at March 31, 2025	7,213	(2,092)	5,121

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

46 Ageing for trade receivables as at March 31, 2025 is as follows:

Particulars	Unbilled	Not Due	Outstanding for following periods from due date					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables								
considered good	-	11,202	1,037	128	-	-	-	12,367
which have significant increase in credit risk	-	-	-	53	91	11	132	288
Less: Loss allowance	-	-	-	(53)	(91)	(11)	(132)	(288)
Total Undisputed trade receivables (a)	-	11,202	1,037	128	-	-	-	12,367
Disputed trade receivables								
considered good	-	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	445	445
Less: Loss allowance	-	-	-	-	-	-	(445)	(445)
Total Disputed trade receivables (b)	-	-	-	-	-	-	-	-
Total trade receivables (a + b)	-	11,202	1,037	128	-	-	-	12,367

Ageing for trade receivables as at March 31, 2024 is as follows:

Particulars	Unbilled	Not Due	Outstanding for following periods from due date					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables								
considered good	-	3,285	1,549	17	2	-	-	4,853
which have significant increase in credit risk	-	6	4	15	51	17	71	164
Less: Loss allowance	-	(6)	(4)	(15)	(51)	(17)	(71)	(164)
Total Undisputed trade receivables (a)	-	3,285	1,549	17	2	-	-	4,853
Disputed trade receivables								
considered good	-	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	445	445
Less: Loss allowance	-	-	-	-	-	-	(445)	(445)
Total Disputed trade receivables (b)	-	-	-	-	-	-	-	-
Total trade receivables (a + b)	-	3,285	1,549	17	2	-	-	4,853

47 Ageing for trade payables as at March 31, 2025 is as follows:

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Payables							
(i) Micro enterprise and small enterprises	-	1,469	1	-	-	*	1,470
(ii) Others	893	20,917	1,866	574	10	40	24,300
Total	893	22,386	1,867	574	10	40	25,770

* Amount is below the rounding off norm adopted by the Company.

Ageing for trade payable as at March 31, 2024 is as follows:

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Payables							
(i) Micro enterprise and small enterprises	-	268	243	-	-	-	511
(ii) Others	413	15,490	4,315	17	9	73	20,317
Total	413	15,758	4,559	17	9	73	20,827

There are no disputed trade payables as on March 31, 2025 and March 31, 2024.

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

48 Analytical Ratios to the Financial Statements as of and for the year ended March 31, 2025

Sr. no.	Ratios	Numerator	Denominator	March 31, 2025	March 31, 2024	Variance in %	Remark
1	Current ratio (times)	Current assets	Current liabilities	1.81	0.95	90%	Ratio improved due to prepayment of current portion of long term borrowings.
2	Debt-equity ratio (times)	Total debt	Equity	0.05	2.92	-98%	Ratio improved due to increase in net worth on account of Rights issue of equity share capital and prepayment of major loans during current year
3	Debt service coverage ratio (times)	Earnings available for debt service	Debt Service	-0.13	2.65	-105%	Debt Service Coverage ratio has significantly reduced due to prepayment of all loans during the year.
4	Return on equity ratio (%)	Profit / (Loss) for the year	Average shareholders equity	-1.78%	102.05%	-102%	Return on equity ratio has increased due to increase of share capital on account of Rights issue, issue done at Premium
5	Inventory turnover ratio (times)	Cost of goods sold	Average inventory	1.83	2.08	-12%	Variation is not material (below 25%)
6	Trade receivables turnover ratio (times)	Revenue from operations	Average Trade receivable	8.41	15.51	-46%	Due to higher credit sales during the year
7	Trade payable turnover ratio (times)	Net Credit purchases	Average Trade Payables	2.66	3.28	-19%	Variation is not material (below 25%)
8	Net capital turnover ratio (times)	Revenue from operations	Working capital	3.31	-41.26	-108%	Working capital improved due to prepayment of all current portion of long term liability loans during the year.
9	Net Profit margin (%)	Profit / (Loss) for the year	Revenue from operations	-0.65%	8.97%	-107%	Decrease due to loss during the year .
10	Return on capital employed (%)	Earnings before interest and tax	Capital employed	8.64%	17.54%	-51%	Return on capital employed has decreased due to reduction in the EBIT in the current year.
11	Return on investment (%)	Treasury Income	Average Investment	3.20%	10.64%	-70%	Decrease is on account of increase in the average treasury investment at the year end due temporary fund lying at the yearend from right issue.

Notes:

1. Total debt = Non-current borrowings and Current borrowings
2. Earning for debt service = Profit for the year + Non-cash operating expenses like depreciation and other amortisations + Interest expenses
3. Debt service = Interest and principal repayments
4. Cost of Goods Sold = Cost of material consumed + Changes in inventories of finished goods and work-in progress
5. Working capital =Current assets (-) Current liabilities
6. Capital employed = Tangible net worth + Total debt
7. Net Credit purchases = Raw materials purchase during the year + Stores and spares purchases during the year + Other expenses (excluding non cash expenses)

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

49 Note on Rights Issue

- A) On February 24, 2025, the Rights Issue Committee of the Board of Directors of the Company approved issuance of 13,25,22,289 Equity Shares of Face Value of ₹ 6 each at a price of ₹ 26.40 per Rights Equity Share (including Premium of ₹ 20.40 per Rights Equity Share), in the ratio of 1 Rights Equity Share for every 4 existing fully paid equity shares held by the eligible equity shares as on 1st March 2025, the Record Date.

The Rights Issue Committee (the "Committee") of the Company at its meeting held on March 24, 2025 approved the allotment of 13,25,22,289 fully paid-up Equity Shares at an issue price of ₹ 26.40 per Rights Equity Share (including a premium of ₹ 20.40 per Rights Equity Share) to eligible equity shareholders, pursuant to the Rights Issue.

The objects of the Rights Issue are to utilize the Net Proceeds for Repayment and/or Prepayment, in full or in part, of certain outstanding borrowings availed by the Company and General corporate purposes.

- i) The company has raised ₹ 34,986 lakhs.
 - ii) During the year ended 31st March 2025, the Company has utilized ₹ 28,790 lakhs from the rights issue proceeds for repayment of borrowings and general corporate purpose as mentioned above.
 - iii) Balance proceeds from the rights issue is temporarily parked in the fixed deposits with bank.
- B) There has been no deviation in the use of proceeds of the Rights Issue, from the objects stated in the Offer document.

50 Additional regulatory requirements under Schedule III

(i) Details of Benami Property held

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

(ii) Borrowing secured against current assets

The Company has borrowings from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks and financial institutions are in agreement with the books of accounts.

(iii) Willful defaulter

The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(iv) Relationship with struck off companies

The company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) Compliance with number of layers of companies

The company has complied with the number of layers prescribed under the Companies Act, 2013.

(vi) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) Utilisation of borrowed funds and share premium

The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- a. 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
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

Notes Forming part of the Financial Statements

as at and for the year ended March 31, 2025

(All amounts in Rupees (₹) Lakhs, unless otherwise stated)

(viii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(ix) Details of crypto currency or virtual currency

The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) Valuation of PP&E and intangible asset

The company has not revalued its property, plant and equipment (including Right-of-Use assets) or intangible assets or both during the current or previous year.

(xi) Title deeds of immovable properties not held in name of the company

The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3(a) on property, plant and equipment and 3(b) on right of use assets to the financial statements, are held in the name of the Company, except for the following:

Description of property	Gross carrying value (₹ In Lakhs)	Period held
Freehold Land	14	30 Years
Right of use assets	351	30 Years

Title deeds are held in the former name of the Company.

(xii) Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

(xiii) Registration of Charges or satisfaction with Registrar of Companies (ROC)

The Company does not have any charge or satisfaction not registered with the ROC beyond the statutory period.

51 Core Investment Companies (CIC)

Management has assessed that there are three CIC in the Group ('Companies in the Group' is as defined in Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016, as amended).

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Bhavesh Dhupelia

Partner

Membership No.042070

Place: Mumbai

Date: April 29, 2025

For and on behalf of the Board of Directors

Welspun Specialty Solutions Limited

CIN: L27100GJ1980PLC020358

B.K. Goenka

Chairman

DIN: 00270175

Place: Mumbai

Date: April 29, 2025

Anuj Burakia

CEO & Whole Time Director

DIN: 02840211

Place: Mumbai

Date: April 29, 2025

Navin Agarwal

Chief Financial Officer

Place: Mumbai

Date: April 29, 2025

Suhas Pawar

Company Secretary

ACS: 36560

Place: Mumbai

Date: April 29, 2025

Notes

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Welspun^w SPECIALTY SOLUTIONS
Alloy & Stainless | Bars & Tubes

Welspun Specialty Solutions Limited

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