



TOPWORTH URJA & METALS LIMITED

Annual Report of FY 2024-25



TOPWORTH URJA & METALS LIMITED

Sponge Iron | Billet | TMT | Power | Mining

Registered Office & Works: Mouza - Ukkerwahi, Village - Heti, Post - Udasa, Umrer Road,

Nagpur- 441 204, Maharashtra, India. CIN: U27109MH1993PLC074950

Phone: +91 9112291666

Email: tuml@topworthgroup.com

Website: www.tuml.co.in

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of Topworth Urja and Metals Limited (CIN U27109MH1993PLC074950) will be held on Friday, the 7th Day of November, 2025 at 3:15 P.M. through Video Conferencing (VC) or other Audio Visual means ("OAVM") to on shorter notice, in compliance with the applicable provisions of the Companies Act, 2013 and relevant circulars issued by the Ministry of Corporate Affairs (MCA), to transact the following business:

The proceeding of the 32nd Annual General Meeting shall be deemed to be conducted at the Registered Office of the Company at Mouza - Ukkerwahi, Village - Heti, Post - Udasa, Umrer Road, Nagpur- 441 204, Maharashtra, which shall be deemed venue of the AGM:

ORDINARY BUSINESS:

ITEM NO. 1: Consideration and adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the reports of Board Of Directors and the Auditors thereon:

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

"RESOLVED THAT the Audited Financial Statements for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be considered and adopted.

ITEM NO. 2: Re-appointment of Mrs. Chandani Poddar (DIN:01509023), as Director, liable to retire by rotation:

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Chandani Poddar (DIN: 01509023), who retires by rotation as a Director at this Annual General Meeting, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

ITEM NO. 3 - Ratification of remuneration of Cost Auditor:

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, for the time being in force (including any statutory





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modification(s) or re-enactment thereof), the remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, to be paid to M/s. S. K. Agarwal & Associates, Cost Accountants (Registration Number 100322, Membership No. 7880), for the conduct of the audit of the cost accounting records of the Company for the financial year ending on 31st March, 2026, be and is hereby ratified.

RESOLVED FURTHER THAT any of the Director(s), Company Secretary and/or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**For Topworth Urja & Metals Limited
By Order of the Board**

**Rahul Singh
Company Secretary**



Date: 06.11.2025

Place: Nagpur

Registered Office:

Mouza - Ukkerwahi, Village - Heti, Post - Udasa,

Umrer Road, Nagpur- 441 204, Maharashtra

CIN No: U27109MH1993PLC074950



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NOTES:

1. Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 09/2024 dated 19th September 2024 read with other previous MCA General Circulars No. 09/2023 dated 25th September 2023, 10/2022 dated 28th December 2022, 02/2022 Dated 5th May 2022, No. 20/2020 dated 5th May 2020, No. 17/2021 dated 13th April 2021 and No. 14/2021 dated 8th April 2021 (collectively referred to as "MCA Circulars"), has permitted Companies to hold their Annual General through Video Conference (VC) or Other Audio Visual Means (OAVM).

In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 ("Act") this Annual General Meeting (AGM) is being held through VC / OAVM.

The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Mauza Ukkerwadi, Near Village Heti, Umred Road, Nagpur-441204, Maharashtra, which shall be deemed venue of the AGM.

2. As per the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and, a proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The facility of joining the meeting shall open 15 minutes before the scheduled time and will remain open till the expiry of 15 minutes after the scheduled start time.
4. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
6. Link for joining of the meeting will be shared separately.





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Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 3: Ratification of the remuneration of Cost Auditor

As per the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board, based on the recommendation of the Audit Committee, has approved the appointment of M/s. S. K. Agarwal & Associates, Cost Accountants, (Firm (Registration Number 100322, Membership No. 7880), , as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending 31st March, 2026, at a remuneration of Rs. 1,00,000/- plus applicable taxes and out of pocket expenses, if any.

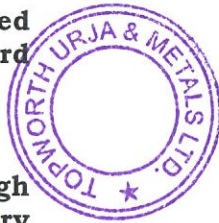
In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.3 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending 31st March, 2026.

The Board commends ratification of remuneration of Cost Auditors, as set out in Resolution no. 3 of the Notice for approval by the Members as an Ordinary Resolution.

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

**For Topworth Urja & Metals Limited
By Order of the Board**

**Rahul Singh
Company Secretary**



Date: 06.11.2025

Place: Nagpur



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DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

| | |
|---|---|
| Name of the Director | Mrs. Chandani Poddar |
| DIN | 01509023 |
| Date of Birth (Age) | 04.02.1985, 40 years |
| Nationality | INDIAN |
| Qualification | B.Com; CA, LLB |
| Experience/Expertise | Skilled in financial analysis, strategic planning, and business advisory services, with a strong focus on accuracy, transparency, and ethical practices. Experienced in mergers and acquisitions, NCLT transactions, and business strategy. |
| Date of Appointment as Director of the Company | 26/08/2025 |
| Other Directorships | NIL |
| Membership/Chairmanship in the committees of other Listed Companies | NIL |
| Shareholding in the Company | One Equity Share (Nominee shareholder on behalf of Unred Steel and Power Private Limited) |
| Relationships between the Directors inter-se, if any | NA |





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DIRECTORS' REPORT

To

The Members,

TOPWORTH URJA & METALS LIMITED

The 32nd Annual Report on the Business and operation of the Company together with the Audited Statement of Annual Accounts for the financial year ended on March 31, 2025 is hereby presented.

The Corporate Insolvency Resolution Process ("CIRP") of Topworth Urja & Metals Limited ("Corporate Debtor" / "Company") was initiated pursuant to the order dated August 12, 2022 ("Admission Order") passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code").

By virtue of the said order, Mr. Alok Saksena was appointed as the Interim Resolution Professional ("IRP"). Subsequently, the IRP was replaced, and Mr. Avil Jerome Menezes was appointed as the Resolution Professional ("RP") in the second meeting of the Committee of Creditors ("CoC") held on February 20, 2023, which appointment was further confirmed by the Hon'ble NCLT vide order dated April 10, 2023.

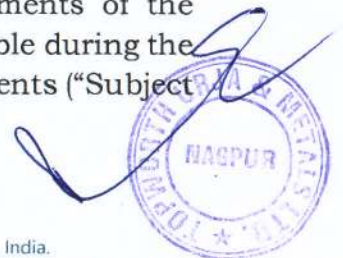
In accordance with Section 17 of the Code, upon commencement of the CIRP, the powers of the Board of Directors of the Company stood suspended and were exercised by Mr. Avil Jerome Menezes, Resolution Professional of the Company.

Subsequently, pursuant to the order dated May 26, 2025 ("Plan Approval Order") passed by the Hon'ble NCLT, the Resolution Plan dated May 29, 2023, as amended and restated on October 16, 2023 ("Approved Resolution Plan"), submitted by M/s Evonith Holdings Pte. Ltd. ("Successful Resolution Applicant" / "SRA"), was approved.

The Hon'ble NCLT, vide the Plan Approval Order, authorized the constitution of a Monitoring Committee ("MC") to supervise the implementation of the Approved Resolution Plan. Accordingly, the Monitoring Committee was constituted on June 7, 2025, and a Board of Directors was appointed in the meeting held on August 26, 2025. The powers of the Board were accordingly exercised on or after August 26, 2025.

It is pertinent to note that these financial statements pertain to the financial year 2024-25, which falls during the CIRP period.

The undersigned, in this regard, has relied solely and exclusively on the audited balance sheet for the previous financial year and the bank statements of the Corporate Debtor (collectively referred to as the "Records") made available during the CIRP of the Company. The undersigned has signed the financial statements ("Subject Accounts") based on the said Records, believing that the same:



- are genuine, correct, and accurate.
- have been prepared and maintained in accordance with the applicable accounting standards, policies, and conventions; and
- are not in any way fraudulent or misleading.

The undersigned is not aware of any significant exercise of judgment that has not been disclosed in writing in this regard. The undersigned does not assume any responsibility or liability for the financial statements for the year ended March 31, 2025. No statement, fact, information (whether current or historical), or opinion contained herein shall be deemed or construed as a representation, warranty, confirmation, undertaking, or assurance, whether express or implied.

The undersigned has furnished and signed these financial statements in good faith, in compliance with statutory requirements, and in a fiduciary capacity, without accepting any personal liability. The financial statements are being signed solely to comply with the provisions of the Companies Act, 2013, and other applicable laws, and strictly on a without-liability basis.

Accordingly, no suit, prosecution, or other legal proceedings shall lie against the undersigned, now or in the future, in relation to or in connection with these financial statements or any matter stated therein.

1. FINANCIAL RESULT:

Financial result of the Company for the year under review are as follows:

(Amount in INR Lakhs)

| PARTICULARS | Year ended on 31 st March, 2025 | Year ended on 31 st March, 2024 |
|---------------------------------------|---|---|
| Revenue from Operations | 33,185.58 | 32,797.53 |
| Other Income | 1,052.33 | 179.83 |
| Total Revenue | 34,237.91 | 32,977.36 |
| Total Expenses | 83,296.17 | 83,091.59 |
| Prior Period Expense | - | 3.12 |
| Profit/Loss Before Tax | (49,058.26) | (50,117.35) |
| Current Tax Expenses for current year | - | - |
| Tax related to earlier years | - | - |
| Net Profit/ (Loss) after tax | (49,058.26) | (50,117.35) |

2. OPERATIONS AND STATE OF COMPANY'S AFFAIRS:

During the year under review, the Company has recorded total revenue of Rs. 34,237.91/- (Amount in INR Lakhs) as against Rs. 32,977.36/- (Amount in INR Lakhs) in the previous year and has incurred net loss of Rs. 49,058.26/- (Amount in INR Lakhs) as against net loss of Rs. 50,117.35/- (Amount in INR Lakhs) in the previous year.

During the year, the Company could not operate its plant at optimum capacity due to various macro as well as micro parameters. The prices of raw material and finished goods for the Company fluctuated sharply. The non-availability of optimum working capital created a negative impact on the Company's financials, leading to operational and procurement issues. Company has made appropriate provisions for unpaid interest of prior period during the year, as the banks had provided the interest workings along with their claims to Interim Resolution Professional, which was not available with the Company earlier.

3. DIVIDEND:

Due to losses in company Directors do not recommend any dividend for the year ended on 31st March, 2025.

4. TRANSFER TO RESERVE:

No amount was proposed to be transferred to General Reserve during the financial year under review.

5. PUBLIC DEPOSITS:

During the year under review, The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance sheet.

6. REVISION OF FINANCIAL STATEMENTS:

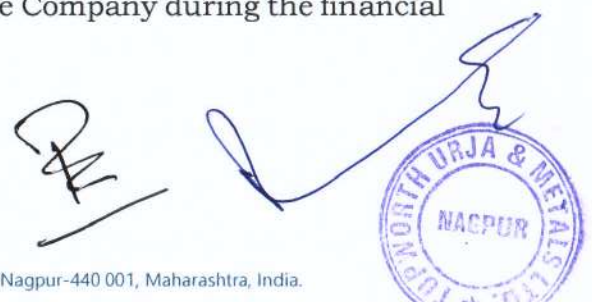
There has been no revision of the financial statements during the year under review.

7. SHARE CAPITAL:

The authorised share capital of the Company stands at Rs. 58,00,00,000/- (Fifty Eight Crores Only), comprising 57,00,000 equity shares of Rs.100/- each and 10,00,000 preference shares of Rs. 10/- each.

The issued, subscribed and fully paid-up capital of the company is Rs. 50,85,82,570 (Rupees Fifty Crore Eighty-Five Lakh Eighty Two Thousand five hundred Seventy Only), comprising 4994159 equity shares of Rs.100/- each and 916667 preference shares Rs.10/- each.

There is no change in the share capital structure of the Company during the financial year under review.





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After the closure of the financial year, the Hon'ble National Company Law Tribunal ("NCLT"), vide its Order dated 26th May 2025 approving the Resolution Plan ("Plan Approval Order"), authorized the constitution of a Monitoring Committee ("MC") to supervise and oversee the implementation of the Approved Resolution Plan.

Pursuant to the powers vested in it, the MC, in its meeting held on 26th August 2025, approved the allotment of up to 1,00,000 (One Lakh) Equity Shares of face value ₹100 (Rupees One Hundred only) each, at par, aggregating to ₹1,00,00,000 (Rupees One Crore only).

Further, in accordance with the said Plan Approval Order, all existing equity shares and preference shares of the Company, held by any person on a fully diluted basis, stood cancelled and extinguished with effect from 26th August 2025, such reduction having been duly confirmed by the Hon'ble NCLT vide its Order dated 26th May 2025.

8. ALLOTMENT OF EQUITY SHARES:

During the financial year under review, the Company has not made any allotment of equity shares under Section 62(1)(a) of the Companies Act, 2013.

9. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL.

Pursuant to the Order passed by Hon'ble National Company Law Tribunal - Mumbai Bench, ("NCLT Order"), dated 12th August, 2022, Corporate Insolvency Resolution Process ("CIR Process") has been initiated for the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code") and the related rules and regulations issued thereunder with effect from 12th August, 2022 (CIRP Commencement Date).

Mr. Alok Kailash Saksena, Registration No. IBBI/IPA-001/IP-P00056/2017-2018/10134, having address at 104, Mysore Colony, Chembur, Mumbai - 400074, appointed as Interim Resolution Professional (IRP) of the Corporate Debtor to conduct the functions as per the IBC.

Further Mr. Avil Menezes, IBBI Registration No. IBBI/IPA-001/IP-P00017/2016-2017/10041 is appointed as Resolution Professional of the Company.

As per section 17 of the Insolvency and Bankruptcy Code, 2016, during the continuation of CIRP Process the powers of the Board of Directors of the Company ("Board of Directors") stand suspended effective from the CIRP Commencement Date and the powers of the Board of Directors and the management of affairs of the Company are vested in the Interim Resolution Professional or Resolution Professional viz., Mr. Avil Menezes ("Resolution Professional").



10. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT.

There have been certain material changes and commitments, members may refer the point number 8 of the said report, affecting the financial position of the Company which have occurred between the end of the financial year of the Company on 31 March 2025 to which the financial statements relate and the date of the report.

11. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186

During the financial year 2024-25 under review, the Company has not granted any loan and advances to any Company

12. DETAILS OF DIRECTORS AND KMP:

During the financial year 2024-25 under review Mr. Vishal Vijay Mandavgade was appointed as the Chief Financial Officer of the Company w.e.f. 08/05/2024.

After implementation of the resolution plan on 26.08.2025 following directors were appointed on Board:

| S. No | Name | DIN | Date of appointment | Designation |
|-------|---------------------------|----------|---------------------|----------------------|
| 1 | Mr. Rajib Ranjan Guha | 09338767 | 26/08/2025 | Director |
| 2 | Mr. Manmohan Dhanuka | 07976017 | 26/08/2025 | Whole-time Director |
| 3 | Mr. Rajendra Prasad Gupta | 09064575 | 26/08/2025 | Director |
| 4 | Ms. Chandani Poddar | 01509023 | 26/08/2025 | Director |
| 5 | Mr. Hariom Patidar | 10631680 | 26/08/2025 | Independent Director |
| 6 | Ms. Devyani Chhajer | 10276186 | 26/08/2025 | Independent Director |

13. NUMBER OF MEETINGS BOARD

Pursuant to the order dated 12th August 2022, passed by the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, initiating the Corporate Insolvency Resolution Process (CIRP) of the Company, the powers of the Board of Directors were suspended with effect from the said date. During the financial year, no meetings of the Board of Directors were held, as the management of the affairs of the Company vested with the Resolution Professional.



14. DETAILS OF MEMBER MEETING

The Company has conducted Annual General Meeting on 30.09.2024 as per the provisions of Company Act, 2013

15. NUMBER OF COMMITTEE MEETING:

Pursuant to the order dated 12th August 2022, passed by the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, commencing the Corporate Insolvency Resolution Process (CIRP) of the Company, the powers of the Board of Directors stood suspended with effect from the said date. During the financial year, no meetings of the Board Committees were held.

However, during the financial year 2024-25, the Resolution Professional (RP), in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC), convened, and chaired the meetings of the Committee of Creditors (CoC).

16. SUBSIDIARY/ ASSOCIATE COMPANIES AND JOINT VENTURE:

The Company does not have any Subsidiary Company or Joint Venture or Associate Company.

Crest Steel and Power Private Limited is the Holding Company during the year under review.

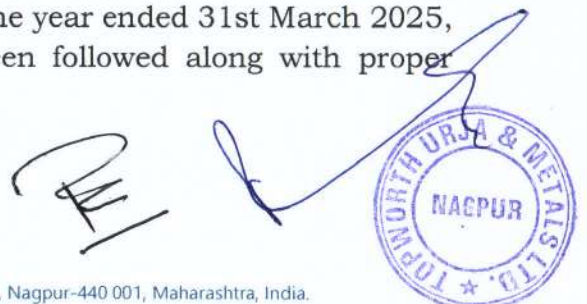
17. DIRECTOR'S RESPONSIBILITY STATEMENT:

Members are kindly informed that during the Corporate Insolvency Resolution Process (CIRP) (commenced on 12th August 2022 and continuing as on the date of this Report), the powers of the Board of Directors have been suspended and stand vested in the Resolution Professional (RP). The RP, under the provisions of the Insolvency and Bankruptcy Code, 2016, is entrusted with the responsibility of managing the affairs of the Company as a going concern.

The financial statements of the Company have been prepared with the assistance and support of the management and officers of the Company.

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, and as required under clause (c) of sub-section (3) of the said Section, it is hereby confirmed that:

- in the preparation of the annual accounts for the year ended 31st March 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures.



- b) the accounting policies have been applied consistently and judgments and estimates made are reasonable and prudent so as to present a true and fair view of the state of affairs of the Company as at 31st March 2025, and of the profit or loss of the Company for the year then ended;
- c) proper and adequate care has been taken for the maintenance of accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts for the financial year ended 31st March 2025, have been prepared on a going concern basis; and
- e) proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

18. WEBLINK OF ANNUAL RETURN AS PER SECTION 134 (3)(a):

In compliance with Section 92(3) of the Companies Act, 2013, as amended, the Annual Return of the Company for the financial year 2024-25 will be placed on the Company's website and can be accessed at www.tuml.co.in.

19. AUDITORS:

During the Corporate Insolvency Resolution Process (CIRP), M/s. Gupta Sarda & Bagdia, Chartered Accountants (Firm Registration No. 103447W), were appointed by the Resolution Professional as the Statutory Auditors of the Company for the financial year 2023-24 with the approval of Committee of Creditors (COC). Their tenure concluded at the end of the Annual General Meeting (AGM) held on 30th September 2024.

After the conclusion of their term, no statutory auditors had been appointed for the financial year 2024-25 onwards, and it was therefore necessary to appoint auditors in accordance with the applicable provisions of the Companies Act, 2013.

Accordingly, the shareholders, at the General Meeting held on 9th September 2025, appointed M/s. Gupta Sarda & Bagdia, Chartered Accountants (FRN: 103447W) as the Statutory Auditors of the Company for a period of five (5) consecutive financial years, commencing from the financial year 2024-25 and ending with the conclusion of the AGM to be held in the year 2029.

20. AUDITOR'S REPORT - Comments on Statutory Auditor's Remarks/Observations:

The observations and qualifications made by the Statutory Auditors in their report on the financial statements for the financial year ended 31st March 2025 pertain to the period during which the Company was under the Corporate Insolvency Resolution Process (CIRP).

It may be noted that the Board of Directors was constituted on 26th August 2025, after the conclusion of the CIRP and the approval of the Resolution Plan by the Hon'ble NCLT. Accordingly, the present Board could not provide comments on the matters forming part of the Statutory Auditors' report, as the financial statements relate entirely to the CIRP period.

Therefore, the Board of Directors cannot be held responsible for or comment upon the implications of the qualifications made by the Statutory Auditors in respect of the financial year 2024-25.

The key observations of the Statutory Auditors are as follows:

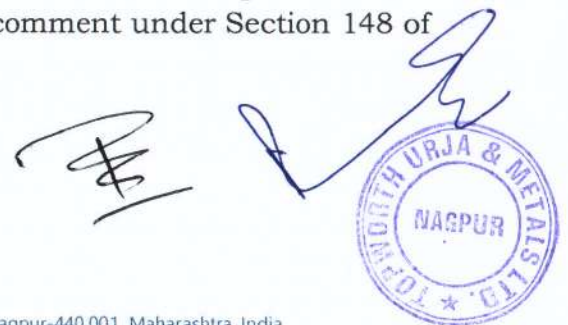
| S. No. | Basis for Disclaimer of Opinion | Response by Management |
|--------|--|---|
| 1 | We have issued "Disclaimer Opinion" on various matters for the previous year ended March 31, 2024 and accordingly we are unable to obtain sufficient and appropriate audit evidence with respect to opening balances. Any changes to the opening balances would materially impact the financial statements including but not limited to the resultant accounting treatment thereof. Accordingly, we are unable to comment on the appropriateness and completeness of the opening balances and related disclosures in the financial statements. | The said opinion is to the period prior when the new management taken the charge so new management was not in control of the operations of the Company during that period and hence cannot comment on the same. |
| 2 | Accordingly, we were unable to obtain sufficient and appropriate audit evidence regarding the accuracy, completeness, existence, and recoverability of the outstanding balances as disclosed in Other non-current financial assets. Further we are unable to determine the consequential impact on the Company's Statement of Profit and Loss | The said opinion is to the period prior when the new management taken the charge. The Company is in the process of reviewing, reconciling, and obtaining necessary documentation and confirmations from the concerned parties to establish the accuracy and recoverability of these balances. Appropriate accounting treatment and adjustments, if any, will be made upon completion of the verification process. |
| 3 | Inventories: we were appointed as statutory auditors of the Company only after the year ending so we could not conduct physical | The physical verification of inventories could not be conducted during the year. |

| | | |
|---|---|--|
| | verification of the inventory. In the absence of sufficient and appropriate audit evidence, we are unable to comment on the values of inventory reflecting in the financial statements | due to the change in management and the timing of the auditor's appointment after the year end. The new management, which took control of the Company pursuant to the approval of the Resolution Plan by the Hon'ble NCLT, is in the process of implementing appropriate systems and controls for proper maintenance, valuation, and periodic verification of inventories. |
| 4 | Borrowings: As at March 31, 2025, the total outstanding balance of borrowings from Banks and others is Rs. 3,83,290.58 lacs. These balances are subject to reconciliation. Also, the lenders have submitted their claims under the CIRP, however the Company has not made any adjustments to the carrying value of these liabilities. Further we have not received direct confirmations from these lenders (Banks and others) and accordingly, we are unable to comment on the completeness and valuation of these balances as at March 31, 2025. | The Company is in the process of reconciling the loan balances with the amounts admitted by the Resolution Professional and/or approved under the Resolution Plan. Appropriate accounting treatment and adjustments, if any, will be made in the books of accounts after completion of the reconciliation and verification process. |

21. COST AUDITORS& THEIR REPORT:

The Company has re-appointed M/s. S. K. Agarwal& Associates as Cost Auditors for the Financial Year 2024-25 to conduct the audit of cost record and they have confirmed that their appointment, is within the limits of section 141(3)(g) of the Companies Act, 2013 and have also certified that they are free from any disqualifications specified under Section 148(5) read with Section 139 and Section

141(3) of the Companies Act, 2013. Their remuneration, approved by the Resolution Professional, is recommended for ratification by the member at the ensuing Annual General Meeting. Observations made by the Cost Auditors in their Report are self-explanatory and therefore, do not call for any further comment under Section 148 of the Companies Act, 2013.



22. SECRETARIAL AUDITORS:

Secretarial Audit was conducted by M/s. Prakul and Kunwarpreet LLP, Practicing Company Secretaries (CP No. 24604, Membership No. 13210), as Secretarial Auditor of the Company for the financial year 2024-25. The detailed reports on the Secretarial Audit are appended as an **Annexure A** to this Report.

It may be noted that the Board of Directors was constituted on 26th August 2025, after the conclusion of the CIRP and the approval of the Resolution Plan by the Hon'ble NCLT. Accordingly, the present Board could not provide comments on the matters forming part of the Secretarial Audit report, as the said reports relate entirely to the CIRP period.

Therefore, the Board of Directors cannot be held responsible for or comment upon the implications of the qualifications made by the Secretarial Auditor in respect of the financial year 2024-25.

The key observations of the Secretarial Audit Report are as follows:

| S. No. | Key Observations of the Secretarial Auditor | Response by Management |
|--------|---|--|
| 1 | <p>Non-Compliance with Minimum Board Composition</p> <p><i>During the audit period covering the financial year ended March 31, 2025, it was observed that the Company had not complied with the statutory provisions relating to the minimum number of directors and the composition of the Board of Directors, as prescribed under the Companies Act, 2013.</i></p> <p><i>In accordance with the provisions of the Insolvency and Bankruptcy Code (IBC), the powers of the Board of Directors were suspended and vested with the Resolution Professional (RP), who was discharging the functions of the Board during the audit period. It was further observed that the Company had not constituted the Audit Committee and the Nomination and Remuneration Committee (NRC) as required under the Companies Act, 2013.</i></p> | <p><i>The non-compliance occurred due to the resignation of certain directors and the ongoing Corporate Insolvency Resolution Process (CIRP), during which the powers of the Board of Directors were suspended and vested with the Resolution Professional in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016.</i></p> <p><i>After the approval of the Resolution Plan by the Hon'ble National Company Law Tribunal (NCLT) and the takeover of management by the new promoters, the Board has been duly reconstituted in compliance with the provisions of the Companies Act, 2013 and applicable</i></p> |

| | | |
|---|---|---|
| | | <p>rules. The Company has ensured that the required composition of the Board is now maintained.</p> |
| 2 | <p>Non-Compliance in Appointment of Auditor <i>The Company appointed its Statutory Auditor for a period of one (1) year, which is inconsistent with the provisions of Section 139 of the Companies Act, 2013, which provides for a minimum appointment term of five (5) years.</i></p> | <p>The appointment of the Statutory Auditor for a period of one (1) year during the Corporate Insolvency Resolution Process is permissible, as the five-year appointment requirement under Section 139(1) of the Companies Act, 2013 does not apply strictly in such circumstances. In view of the suspension of the Board's powers under Section 17 of the IBC, the Resolution Professional or NCLT may appoint the auditor for one year or a shorter period as an interim measure to ensure statutory compliance until the resolution plan is approved.</p> |
| 3 | <p>Delayed Filing of Resolutions with the Registrar of Companies (ROC) <i>During the audit period, the Company has filed various E-Forms (as mentioned in Annexure-A), as required under the provisions of the Companies Act, 2013. However, following filings were not made within the prescribed timelines:</i></p> <p>a. DIR-12 – For the resignation of the CFO. b. CRA-4 – For submission of the Cost Audit Report with the Central Government for the financial year 2023–24. c. AOC-4 XBRL – For submission of the Financial Statements for the period ending March 2024. d. MGT-14 – For approval of the Financial Statements and Board's Report for the year ended March 31, 2024, and for the period April 2024 to September 2024.</p> | <p>The delay occurred primarily due to the transition period following the completion of the Corporate Insolvency Resolution Process (CIRP), limited availability of past records, and procedural delays in obtaining necessary information and documents from the previous management. The new management, after taking control of the Company pursuant to the approval of the Resolution Plan by the Hon'ble National Company Law</p> |

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| | <p>e. <i>MSME-1 – For the period from October 2023 to March 2024.</i></p> <p>Further, during the audit period, it was observed that the Company had a Whole-Time Company Secretary in place and was, therefore, eligible to file Form DIR-12 directly through the MCA portal. However, it was noted that the Resolution Professional (RP) had filed a few DIR-12 forms through Form GNL-2, instead of submitting them directly through the MCA portal, as required under the standard filing procedure</p> | <p>Tribunal (NCLT), has taken necessary steps to regularize the pending compliances. All such delayed filings have since been completed, and the Company has strengthened its internal compliance monitoring system to ensure that all statutory filings are made within the prescribed timelines going forward.</p> |
| 4 | <p>Non-Compliance with Section 203 – Appointment of Key Managerial Personnel (KMP) The Chief Financial Officer (CFO), Mr. Pramod Pramod Tadaiya, resigned on 28/09/2023, and Mr. Vishal Vijay Mandavgade was subsequently appointed as the new CFO on 14/05/2024. As per Section 203(4) of the Companies Act, 2013, any vacancy in the office of a Key Managerial Personnel (KMP) is required to be filled within six months. In this instance, however, the Company did not comply with the prescribed timeline.</p> | <p><i>The non-compliance occurred due to the resignation of certain directors and KMP and the ongoing Corporate Insolvency Resolution Process (CIRP), during which the powers of the Board of Directors were suspended and vested with the Resolution Professional in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016.</i></p> <p><i>After the approval of the Resolution Plan by the Hon'ble National Company Law Tribunal (NCLT) and the takeover of management by the new promoters, the Board along with KMP has been duly reconstituted in compliance with the provisions of the Companies Act, 2013 and applicable rules. The Company has ensured that the required composition of the Board is now maintained.</i></p> |

| | | |
|---|--|--|
| 5 | <p>Non-Compliance with Section 152 (6) - Retirement of Directors by Rotation</p> <p><i>During the audit period, it was observed that the Company did not adhere to the provisions of Section 152(6) of the Companies Act, 2013 regarding the retirement of directors by rotation. At the 31st Annual General Meeting (AGM) held on 30th September 2024, no directors who were liable to retire by rotation were retired. As required under the Companies Act, directors subject to retirement by rotation must retire at the AGM and may seek reappointment by the shareholders.</i></p> | <p>The non-compliance occurred during the period of the Corporate Insolvency Resolution Process (CIRP), when the powers of the Board of Directors were suspended and exercised by the Resolution Professional in accordance with the Insolvency and Bankruptcy Code, 2016. After the approval of the Resolution Plan by the Hon'ble National Company Law Tribunal (NCLT) and takeover by the new management, the Board has been reconstituted and necessary steps have been taken to ensure compliance with the provisions of Section 152(6) of the Companies Act, 2013. The Company will ensure that the retirement of directors by rotation is duly undertaken in accordance with law in subsequent Annual General Meetings.</p> |
| 6 | <p>Non-Appointment of Independent Director (ID)</p> <p><i>During the audit period, it was observed that the Company has not appointed any Independent Director (ID) as required under the Companies Act, 2013. Appointment of Independent Directors is mandatory for certain classes of companies to ensure good corporate governance and independent oversight of the Board's functioning.</i></p> | <p>The non-compliance occurred due to the resignation of certain directors and the ongoing Corporate Insolvency Resolution Process (CIRP), during which the powers of the Board of Directors were suspended and vested with the Resolution Professional in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016. After the approval of the Resolution Plan by the Hon'ble National Company</p> |



| | | |
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| | | <p><i>Law Tribunal (NCLT) and the takeover of management by the new promoters, the Board has been duly reconstituted in compliance with the provisions of the Companies Act, 2013 and applicable rules. The Company has ensured that the required composition of the Board is now maintained.</i></p> |
| 7 | <p>Non-Filing of Form PAS-6 <i>It was observed during the audit period that the Company has not filed Form PAS-6 for the periods ending September 2024 and March 2025. Filing of Form PAS-6 is mandatory under the Companies Act, 2013, as it constitutes the half-yearly Reconciliation of Share Capital Audit Report pursuant to sub-rule (8) of rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Non-filing of this form amounts to statutory non-compliance and may attract penalties</i></p> | <p>The delay in filing Form PAS-6 was due to non-payment of fees to NSDL by the erstwhile management prior to commencement of CIRP, coupled with their lack of cooperation in coordinating with the RTA and providing requisite shareholding details.</p> <p>New management ensure timely compliance for all subsequent half-yearly periods. Internal compliance mechanisms have also been strengthened to avoid such delays in the future.</p> |
| 8 | <p>Non-Compliance in Change of Registered Office During the audit period, it was observed that the Company's registered office was shifted from 308, 3rd Floor, Ceejay House, Dr. A. B. Road, Worli, Mumbai - 400018 to Mauza Ukkerwadi, Near Village Heti, 441204, Umred, Nagpur with effect from 02 May 2024. However, the Company did not pass a Special Resolution for this change of registered office as required under the Companies Act, 2013.</p> | <p><i>The Registered Office of the Company was situated at 308, 3rd Floor, Ceejay House, Dr. A. B. Road, Worli, Mumbai - 400018. The said premises were occupied by the Company on a leave and license basis.</i> <i>It is hereby noted that the said office premises were sold by Punjab National Bank to Nandana Metals and Mining Private Limited,</i></p> |





| | | |
|---|---|--|
| | | <p>which emerged as the highest bidder in the public auction conducted on May 2, 2023, under the provisions of the SARFAESI Act, 2002.</p> <p>Subsequently, Nandana Metals and Mining Private Limited served a notice to the Company to vacate the said premises. Accordingly, the Resolution Professional shifted the Registered Office of the Company from 308, 3rd Floor, Ceejay House, Dr. A. B. Road, Worli, Mumbai - 400018 to Mauza Ukkerwadi, Near Village Heti, Umred, Nagpur - 441204, and the change was intimated to the Registrar of Companies in writing on May 10, 2024.</p> <p>Further, the new management has filed the necessary e-Form with the Registrar of Companies, Mumbai, to record the said change of address.</p> |
| 9 | <p>Non-Compliance with Secretarial Standards on Maintenance of Board Meeting Minutes</p> <p>During the audit period, it was observed that the Company approved the Financial Statement and Board Report in the Board Meeting held on 09 September 2024; however, the minutes of the meeting were not maintained in accordance with the Secretarial Standards (SS-1) issued by the Institute of Company Secretaries of India (ICSI).</p> | <p>The Financial Statement were approved by resolution profession so no Board meeting was held as powers of the Board of Directors were suspended and vested with the Resolution Professional in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016.</p> |

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23. DETAIL OF FRAUD AS PER AUDITORS REPORT

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Act (including any statutory modification(s) or re-enactment(s) for the time being in force).

24. SECRETARIAL STANDARDS

The Company is undergoing the Corporate Insolvency Resolution Process (CIRP) during the year under review, and its affairs were managed by the Resolution Professional (RP). The RP endeavored to ensure compliance with the applicable Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2), issued by the Institute of Company Secretaries of India (ICSI) and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

25. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

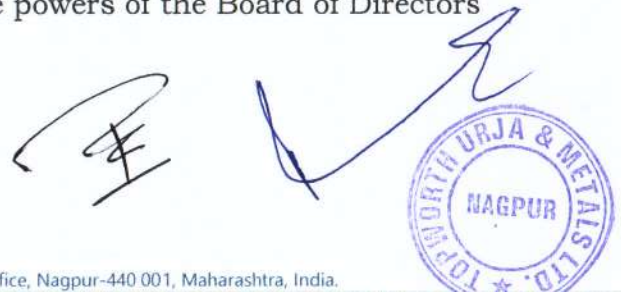
During the financial year 2024-25, the Company has not appointed any Independent Directors, as the Corporate Insolvency Resolution Process (CIRP) of the Company was initiated with effect from 12th August, 2022. Accordingly, the declaration of independence under Section 149(6) of the Companies Act, 2013 has not been received from any Director.

26. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Companies Act, 2013 emphasizes the importance of maintaining an effective system of Internal Financial Controls (IFC) that are adequate and operate effectively. In accordance with Rule 8(5) of the Companies (Accounts) Rules, 2014, the Board is required to provide information regarding the adequacy of IFC with reference to the financial statements.

The Company has adopted policies and procedures commensurate with its size, scale, and nature of operations to ensure the orderly and efficient conduct of its business, adherence to internal policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and the timely preparation of reliable financial information.

Pursuant to Section 17 of the Insolvency and Bankruptcy Code, 2016, with effect from August 12, 2022, the management of the affairs of the Company has been vested in the Resolution Professional (RP), and the powers of the Board of Directors stand suspended.



The financial statements for the year under review have accordingly been prepared during the CIRP period with the assistance of the officers of the Corporate Debtor. In view of the above, the undersigned does not assume responsibility for the correctness or accuracy of the financial information and the effectiveness of the internal financial control system of the Company for the financial year 2024-25.

27. DISCLOSURE OF VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has established a Vigil Mechanism ("Whistle-Blower Policy") to provide Directors and Employees with a secure and transparent channel for reporting genuine concerns or grievances. The mechanism ensures: a) Adequate safeguards to protect individuals from any form of victimization for raising concerns in good faith; and b) Direct access to the Resolution Professional ("RP") of the Company, in appropriate or exceptional cases.

This framework underlines the Company's commitment to ethical conduct, integrity, and compliance with applicable laws and regulations.

28. CHANGE IN NATURE OF BUSINESS, IF ANY:

There was no change in the nature of Business of the Company during the Financial Year.

29. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

| PARTICULARS | UNIT | 2024-25 |
|---|-------|-----------|
| 1. ELECTRICITY | | |
| A Purchased units (Including for Project) | KWH | 1802600 |
| Total Amount | Rs. | 23292571 |
| Rate Per Unit | Rs. | 12.92 |
| B Own Generation through Turbine | | |
| a) AFBC Boiler | MW | 97473.01 |
| b) WHR Boiler | MW | 17875.87 |
| Sub Total | | 115348.88 |
| 2. COAL Including Dolachar (for Power Plant) | | |
| Quantity | M.T. | 115613.62 |
| Total Amount | Rs. | 574310972 |
| Average Rate | Rs | 4967.50 |
| PRODUCT: Power Generated | | |
| Power Generated Ratio of Coal | MT/MW | 1.19 |
| B) Electricity CONSUMPTION PER TONNE OF PRODUCTION | | |
| PRODUCT : Sponge Iron | | |
| Electricity | KWH | 60.57 |
| PRODUCT : Billets | | |
| Electricity | KWH | 935.62 |
| PRODUCT : TMT Bars | | |
| Electricity | KWH | 119.19 |



As a responsible corporate, the Company continues to pursue and adopt appropriate energy conservation programme and review and monitor the same.

30. FOREIGN EXCHANGE EARNING / OUTGO:

There are no Foreign Exchange Earning / Outgo

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

Your Company has in place a policy on prevention, prohibition, and redressal of sexual harassment at the workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. An Internal Complaints Committee (ICC) has been duly constituted to address any complaints of sexual harassment.

During the financial year ended March 31, 2025, the Company did not receive any complaints of sexual harassment, and no complaints were pending as on that date. In compliance with the Companies (Accounts) Second Amendment Rules, 2025, the disclosures are as under:

- Number of complaints of sexual harassment received during the year: NIL
- Number of complaints disposed of during the year: NIL
- Number of complaints pending for more than 90 days: NIL

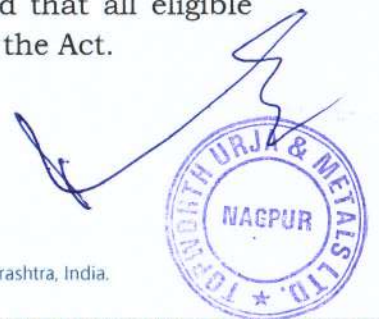
The Company reiterates its stance of zero tolerance towards sexual harassment and remains committed to providing a safe, secure, and respectful work environment for all employees.

32. INVESTOR EDUCATION AND PROTECTION FUND:

During the year under review, there was no amount required to be transferred to the Investor Education and Protection Fund pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, as there was no unclaimed or unpaid dividend, redemption amount of preference shares, or matured deposits (other than those with banking companies) along with interest accrued thereon pending for transfer to the Fund.

33. COMPLIANCE UNDER THE MATERNITY BENEFIT ACT, 1961

The Company confirms that it has complied with the provisions of the Maternity Benefit Act, 1961 during the year under review and has ensured that all eligible women employees were extended the benefits as prescribed under the Act.



34. STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:

During the year under review, the Company has not appointed any Independent Director.

After implementation of Resolution Plan i.e., 26th August 2025, the Company has appointed appropriate Directors (including Independent Director) on the Board

35. DISCLOSURE OF RELATED PARTY TRANSACTIONS:

During the financial year 2024-25 under review, the Company has entered any contracts, arrangements, or transactions with related parties in the ordinary course of business and on an arm's length basis. Accordingly, the filing of e-form AOC-2 is applicable to the Company and attached as **Annexure B**

Members may refer to Note No. 31 of the Financial Statement for the year ended March 31, 2025, which sets out the disclosures relating to Related Party Transactions in compliance with the applicable Accounting Standards.

36. CORPORATE SOCIAL RESPONSIBILITY (CSR POLICY):

The provisions of the Corporate Social Responsibility as contained under the Companies Act, 2013 are not applicable on the Company during the period under review.

37. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

The Corporate Insolvency Resolution Process ("CIRP") of Topworth Urja & Metals Limited ("Corporate Debtor" / "Company") was initiated pursuant to the order dated August 12, 2022 ("Admission Order") passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code").

By virtue of the said order, Mr. Alok Saxena was appointed as the Interim Resolution Professional ("IRP"). Subsequently, the IRP was replaced, and Mr. Avil Jerome Menezes was appointed as the Resolution Professional ("RP") in the second meeting of the Committee of Creditors ("CoC") held on February 20, 2023, which appointment was further confirmed by the Hon'ble NCLT vide order dated April 10, 2023.

In accordance with Section 17 of the Code, upon commencement of the CIRP, the powers of the Board of Directors of the Company stood suspended and were exercised by Mr. Avil Jerome Menezes, Resolution Professional of the Company.

Subsequently, pursuant to the order dated May 26, 2025 ("Plan Approval Order") passed by the Hon'ble NCLT, the Resolution Plan dated May 29, 2023, as amended and restated on October 16, 2023 ("Approved Resolution Plan"), submitted by M/s Evonith Holdings Pte. Ltd. ("Successful Resolution Applicant" / "SRA"), was approved.

The Hon'ble NCLT, vide the Plan Approval Order, authorized the constitution of a Monitoring Committee ("MC") to supervise the implementation of the Approved Resolution Plan. Accordingly, the Monitoring Committee was constituted on June 7, 2025, and a Board of Directors was appointed in the meeting held on August 26, 2025. The powers of the Board were accordingly exercised on or after August 26, 2025.


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

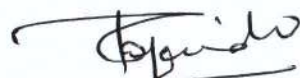
During the year under review, the Company has not entered any one-time settlement with any Bank or Financial Institution. Accordingly, the requirement to provide details of the difference between the valuation carried out at the time of one-time settlement and the valuation undertaken at the time of availing loans from Banks or Financial Institutions, along with the reasons thereof, is not applicable to the Company.

39. ACKNOWLEDGEMENTS:

We extend our sincere gratitude to the shareholders for their continued trust and confidence in the Company. We also place on record our appreciation for the valuable support and cooperation received from customers, bankers, financial institutions, suppliers, local bodies, government authorities, the Committee of Creditors, and various departments of the Central and State Governments.

**FOR AND ON BEHALF OF THE BOARD
TOPWORTH URJA & METALS LIMITED**


Manmohan Dhanuka
Whole-time Director
DIN:07976017


Rajendra Prasad Gupta
Director
DIN:09064575



Date: 06-NOV-2025
Place: Nagpur

ANNEXURE - B
FORM NO. AOC -2

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

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

1. Details of contracts, arrangements, or transactions not at Arm's length basis:

| Sr. No. | Particulars | Details |
|---------|---|---------|
| 1 | Name (s) of the related party & nature of relationship | NIL |
| 2 | Nature of contracts/arrangements/transaction | NIL |
| 3 | Duration of the contracts/arrangements/transaction | NIL |
| 4 | Salient terms of the contracts or arrangements or transaction including the value if any | NIL |
| 5 | Justification for entering such contracts or arrangements or transactions' | NIL |
| 6 | Date of approval by the Board | NIL |
| 7 | Amount paid as advances if any | NIL |
| 8 | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | NIL |

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

| Sr. No. | Name (s) of the related party & nature of relationship | Nature of contracts/arrangements/transaction | Duration of the contracts/arrangements/transaction | Salient terms of the contracts or arrangements or transaction including the value if any | Date of approval by the Board | Amount paid as advances if any |
|---------|---|--|--|--|-------------------------------|--------------------------------|
| 1 | Topworth Steels & Power Private Limited (fellow subsidiary associate) | Trade Receivables | Yearly | Rs. 12,918.71 Lakhs | 01.04.2020 | NIL |



| | | | | | | |
|---|--|-----------------------|--------|---------------------|------------|-----|
| 2 | Crest Steel & Power Private Limited (Holding Company) | Trade Payables | Yearly | Rs. 15,968.06 Lakhs | 01.04.2020 | NIL |
| 3 | Topworth Energy Private Limited (enterprises over which control or significant influence is exercised by individual) | Advances Given | Yearly | Rs. 0.53 Lakhs | 01.04.2020 | NIL |
| 4 | Satyarath Steel and Power Private Limited (enterprises over which control or significant influence is exercised by individual) | Advances Given | Yearly | Rs. 8 17.19 lakhs | 01.04.2020 | NIL |
| 5 | Divya Singh (Wife of Rahul Singh, CS) | Lease rental payables | Yearly | Rs. 0.47 lakhs | 01.04.2020 | NIL |
| 6 | Priti Mandavgade (Wife of Vishal Mandavgade, CFO) | Lease rental payables | Yearly | Rs. 0.60 lakhs | 01.04.2020 | NIL |






PRAKUL & KUNWARPREET LLP
COMPANY SECRETARIES

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 2025

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

To,

The Members,

TOPWORTH URJA & METALS LIMITED

(CIN: U27109MH1993PLC074950)

Mauza Ukkerwadi, Near Village Heti, Umred Road,

Umred Project, Nagpur, Maharashtra, India, 441204

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Topworth Urja & Metals Limited (“Company”)** for the financial year ended March 31, 2025 (**“Audit Period”**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

We have examined only the limited documents, records, forms, and returns filed by the Company and other relevant information made available to us during the course of the secretarial audit. Based on our verification and to the extent of the documents examined, we report that, in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2025, complied with the applicable statutory provisions listed hereunder. We further report that the Company has generally established proper Board processes and compliance mechanisms in place, subject to the observations and qualifications mentioned hereinafter.

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

- i. The Companies Act, 2013 (**“the Act”**) and the rules made there under;
- ii. The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- iii. Foreign Exchange Management Act, 1999 and the Rules and regulations made thereunder to the extent of overseas Direct Investment and External Commercial Borrowings. (**Not applicable for the period under report**);

Being an unlisted public company during the period, the following Acts, Rules, Guidelines and Regulations prescribed under the Securities and Exchange Board of India Act, 1992



PRAKUL & KUNWARPREET LLP
COMPANY SECRETARIES

("SEBI Act"), were **Not Applicable**: -

- (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the rules made there under;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

We have also examined compliance with the applicable clauses of Secretarial Standards with regard to meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

Based on the information provided by the Company, other than general laws like fiscal, labour laws, environmental laws, following laws/Acts are also, inter alia, applicable to the Company:

- i. The Insolvency and Bankruptcy Code, 2016 ("**IBC**") and other applicable rules and regulations.



PRAKUL & KUNWARPREET LLP
COMPANY SECRETARIES

- ii. Sexual Harassment of Women at Workplace (Prevention and Prohibition and Redressal) Act, 2013
- iii. Others Approvals, Licenses, Permit in the various statutory Authorities as per the industry business.

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

1. Non-Compliance with Minimum Board Composition:

During the audit period covering the financial year ended on March 31, 2025, it was observed that the Company had not complied with the statutory provisions relating to the minimum number of directors and the composition of the Board of Directors, as prescribed under the Companies Act, 2013.

In accordance with the provisions of the Insolvency and Bankruptcy Code (IBC), the powers of the Board of Directors were suspended and vested with the Resolution Professional (RP), who was discharging the functions of the Board during the audit period. It was further observed that the Company had not constituted the Audit Committee and the Nomination and Remuneration Committee (NRC) as required under the Companies Act, 2013.

2. Non-Compliance in Appointment of Auditor:

The Company appointed its Statutory Auditor for a period of one (1) year, which is inconsistent with the provisions of Section 139 of the Companies Act, 2013, which provides for a minimum appointment term of five (5) years.

3. Delayed Filing of Resolutions with the Registrar of Companies (ROC):

During the audit period, the Company has filed various E-Forms (as mentioned in Annexure-A), as required under the provisions of the Companies Act, 2013. However, following filings were not made within the prescribed timelines:

- a. DIR-12: For the resignation of the CFO.
- b. CRA-4: For submission of the Cost Audit Report with the Central Government for the financial year 2023-24.
- c. AOC-4 XBRL: For submission of the Financial Statements for the period ending March 2024.
- d. MGT-14: For approval of the Financial Statements and Board's Report for the year ended March 31, 2024, and for the period April 2024 to September 2024.
- e. MSME-1 – For the period from October 2023 to March 2024.

*The details of the forms and returns filed by the Company with the Registrar of Companies during the Audit Period is attached to this Report as **Annexure – A**.*



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During the audit period, it was observed that the Company was under Corporate Insolvency Resolution Process (CIRP), during which filing of certain e-forms on the MCA portal is restricted, as the Digital Signature Certificate (DSC) of the Resolution Professional (RP) is not permitted to be affixed in specific forms. However, certain forms are allowed to be filed using the DSC of the RP.

It was further noted that the Company had a Whole-Time Company Secretary in place, whose DSC could have been utilized for filing applicable forms directly through the MCA portal. Nevertheless, the Resolution Professional had filed all the forms through Form GNL-2, in terms of the MCA General Circular issued for facilitating filings during CIRP.

4. Non-Compliance with Section 203 – Appointment of Key Managerial Personnel (KMP):

The Chief Financial Officer (CFO), Mr. Pramod Pramod Tadaiya, resigned on 28/09/2023, and Mr. Vishal Vijay Mandavgade was subsequently appointed as the new CFO on 14/05/2024. As per Section 203(4) of the Companies Act, 2013, any vacancy in the office of a Key Managerial Personnel (KMP) is required to be filled within six months. In this instance, however, the Company did not comply with the prescribed timeline.

5. Non-Compliance with Section 152 (6) - Retirement of Directors by Rotation

During the audit period, it was observed that the Company did not comply with the provisions of Section 152(6) of the Companies Act, 2013, relating to the retirement of directors by rotation. At the 31st Annual General Meeting (AGM) held on September 30, 2024, no director liable to retire by rotation was retired. As per the said provision, at least one-third of the directors who are liable to retire by rotation are required to retire at every AGM and may, if eligible, offer themselves for re-appointment by the shareholders.

6. Non-Appointment of Independent Director (ID)

During the audit period, it was observed that the Company had not appointed any Independent Director(s) as required under Section 149(4) of the Companies Act, 2013. The said provision mandates the appointment of at least two Independent Directors in every public company having paid-up share capital of ten crore rupees or more, turnover of one hundred crore rupees or more, or outstanding loans, debentures, and deposits exceeding fifty crore rupees. Since the Company falls within the prescribed thresholds, it was required to appoint Independent Directors to ensure independent oversight and good corporate governance practices.



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7. Non-Filing of Form PAS-6

During the audit period, it was observed that the Company had not filed Form PAS-6 for the half-years ended September 30, 2024, and March 31, 2025. Filing of Form PAS-6 is mandatory under sub-rule (8) of Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, for every unlisted public company to reconcile its issued, held, and dematerialised share capital. Non-filing of the said form constitutes a statutory non-compliance under the provisions of the Companies Act, 2013.

8. Non-Compliance in Change of Registered Office

During the audit period, it was observed that the Company had shifted its registered office from 308, 3rd Floor, Ceejay House, Dr. A. B. Road, Worli, Mumbai – 400018 to Mauza Ukkerwadi, Near Village Heti, Umred, Nagpur – 441204 with effect from May 2, 2024. However, the Company did not pass a Special Resolution for the said change of registered office as required under Section 12(5) read with Rule 28 of the Companies (Incorporation) Rules, 2014.

As per the aforesaid provisions, shifting of the registered office from one city, town, or village to another within the same State but outside the local limits of the existing city, town, or village requires approval of the members by way of a Special Resolution and filing of necessary forms with the Registrar of Companies. The absence of such approval constitutes non-compliance with the statutory requirements under the Companies Act, 2013.

9. Non-Compliance with Secretarial Standards

During the audit period, it was observed that the process relating to the convening and conduct of Board and General Meetings was not duly followed in accordance with the applicable provisions of the Companies Act, 2013 and the Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India (ICSI). Further, the requisite records and supporting documents, including minutes and related papers, were not maintained or produced before us to our satisfaction to enable verification of compliance with the said Secretarial Standards.

10. Non-Compliance of Related Party Transactions (RPT)

During the audit period, it was observed that related party transactions (RPTs) were undertaken with Ms. Divya Singh and Ms. Priti Mandavgade towards lease rental, which fall under the purview of Section 188(c) of the Companies Act, 2013.

As per Section 28(f) of the Insolvency and Bankruptcy Code (IBC), 2016, the Resolution Professional (RP) is required to obtain prior approval from the Committee of Creditors (CoC) before entering into any related party transactions on behalf of the corporate debtor.

However, the minutes of the CoC meetings were not made available for audit verification. Accordingly, we were unable to confirm whether the requisite CoC



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approval was obtained prior to execution of the said transactions.

We have not examined compliance by the Company with respect to:

- a) Applicable financial laws, like direct and indirect tax laws, maintenance of financial records, etc., since the same have been subject to review by statutory (financial) auditors, tax auditors and other designated professionals.
- b) The Insolvency and Bankruptcy Code, 2016, as the Company was undergoing Corporate Insolvency Resolution Process during the audit period
- c) As informed by the company the industry specific laws / general laws as applicable to the company has been complied with. The management has also represented and confirmed that all the laws, rules, regulations, orders, standards and guidelines as are specifically applicable to the Company relating to Industry / Labour, etc., have been complied with.

Recommendations as a matter of best practice:

In the course of our audit, we have made certain recommendations for good corporate practices to the compliance team, for its necessary consideration and implementation by the Company.

We Report That:

The Board of Directors of the Company is not duly constituted in terms of proper composition as required under the Companies Act, 2013. The Board lacked an appropriate mix of Executive Directors, Non-Executive Directors, and Independent Directors. Further, the number of Directors on the Board fell below the statutory minimum requirement of three Directors, thereby resulting in non-compliance with Section 149(1)(a) of the Act.

As per the provisions of the Insolvency and Bankruptcy Code, 2016, upon commencement of the Corporate Insolvency Resolution Process, the powers of the Board of Directors of the Company stand suspended and are vested in the Resolution Professional. Further, the Company has not convened any meeting(s) of the suspended Board of Directors during the audit period.

During the CIRP, the affairs and operations of the Company were managed by the RP in accordance with the provisions of the IBC, under the overall supervision and guidance of the Committee of Creditors (“CoC”). All significant decisions relating to the management of the Company during the audit period should have been taken at meetings of the CoC, duly convened by the RP in compliance with the applicable provisions of the IBC. However, we were unable to verify the same, as the RP declined



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our request to provide copies of the CoC meeting minutes, citing confidentiality.

We further report that except to the extent stated above, 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.

The Compliance by the company of applicable Financial Laws as to maintenance of financial record and books of Accounts has not been reviewed in this audit since the same are subject to review by statutory auditor and other designated Professionals.

We further report that during the Audit Period, the Company has not undertaken any specific events/ actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc;

- ~~(i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.~~
- ~~(ii) Redemption / buy back of securities~~
- ~~(iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013~~
- ~~(iv) Merger / amalgamation / reconstruction, etc.~~
- ~~(v) Foreign technical collaborations~~

This Report is to be read with our letter of even date which is annexed as Annexure-B hereto and forms and integral part of this report.

**For Prakul and Kunwarpreet LLP,
Company Secretaries**

Kunwarpreet Singh
Digitally signed by
Kunwarpreet Singh
Date: 2025.11.05
19:41:01 +05'30'

Kunwarpreet Singh

Partner

FCS No. 13210

COP No. 24604

UDIN: F013210G001770042

Date: 05/11/2025

Place: New Delhi

Annexure-A



PRAKUL & KUNWARPREET LLP
COMPANY SECRETARIES

**FORMS AND RETURNS AS FILED BY THE COMPANY DURING THE FINANCIAL YEAR
ENDED ON 31ST MARCH 2025:**

| S. No. | Form | Event Date | Date of filing | Purpose of filing | Filed within time- Yes/No |
|--------|--------|------------|----------------|--|---------------------------|
| 1. | GNL-2* | 20/06/2024 | 09/07/2024 | ADT-1 *** | No |
| 2. | GNL-2* | 28/09/2023 | 13/06/2024 | DIR-12 for Resignation of CFO** | No |
| 3. | GNL-2* | 14/05/2024 | 29/05/2024 | DIR-12 for Appointment of CFO** | Yes |
| 4. | GNL-2* | 09/09/2024 | 09/11/2024 | CRA-4 for submission of cost audit report*** | No |
| 5. | GNL-2* | 30/09/2024 | 04/11/2024 | AOC-4 for XBRL*** | No |
| 6. | GNL-2* | 09/09/2024 | 16/10/2024 | MGT-14 for Approval of Financial & Board Report*** | No |
| 7. | GNL-2* | 31/03/2024 | 14/05/2024 | MSME -1 for Oct'2023 to Mar'2024*** | No |
| 8. | GNL-2* | 30/09/2024 | 19/11/2024 | MGT-7 for Annual Return*** | Yes |
| 9. | GNL-2* | 14/05/2024 | 18/05/2024 | CRA-2 for Appointment of Cost Auditor*** | Yes |
| 10. | GNL-2* | 15/06/2024 | 01/07/2024 | MGT-14 for Appointment of Internal Auditor*** | Yes |
| 11. | GNL-2* | 14/05/2024 | 24/05/2024 | MGT-14 for Appointment of Secretarial Auditor*** | Yes |

****In terms of General Circular No. 08/2020 dated 06th March 2020, companies undergoing Corporate Insolvency Resolution Process may file necessary e-forms and applications by way of attachments to Form GNL-2, duly signed using the Digital Signature Certificate (DSC) of the Resolution Professional (RP), in cases where filing directly through prescribed forms is not technically feasible.***

***** DSC of the Resolution Professional can be used in certain forms. However, the Company choose to file the same through GNL-2 as well.***

****** Also, the DSC of the whole-time company secretary could have been used for filing the forms directly rather that filing the same as an attachment to GNL-2. However, the Company choose to file all the forms through GNL-2.***

Annexure-B



PRAKUL & KUNWARPREET LLP
COMPANY SECRETARIES

**To,
The Members,
TOPWORTH URJA & METALS LIMITED**

(CIN: U27109MH1993PLC074950)

Mauza Ukkerwadi, Near Village Heti, Umred Road,
Umred Project, Nagpur, Maharashtra, India, 441204

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practice and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The Verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. Our Audit examination is restricted only upto legal compliances of the applicable laws to be done by the Company, we have not checked the practical aspects relating to the same.
4. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Compliance of the Provision of Corporate and other applicable laws, rules and regulations, standards are the responsibility of management. Our examination was limited to the verification of the procedures on test basis.
7. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.



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8. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Prakul and Kunwarpreet LLP,
Company Secretaries**

Kunwarpreet Singh
Digitally signed by
Kunwarpreet Singh
Date: 2025.11.05
19:41:25 +05'30'

Kunwarpreet Singh

Partner

FCS No. 13210

COP No. 24604

UDIN: F013210G001770042

Date: 05/11/2025

Place: New Delhi

Purushottam Sarda, B.Com, FCA
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Omprakash Bagdia, B.Com, FCA, FCS,
Ph. (O): 2426645
Nitin Agrawal, B.Com, FCA, DISA
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Amit Lukka, B.Com, FCA, LL.B
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GUPTA SARDA & BAGDIA
CHARTERED ACCOUNTANTS
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FAX: 0712 – 2435068
E Mail: cagsb1@gmail.com

Independent Auditor's Report

To the Members of Topworth Urja & Metals Limited

Report on the Audit of the Financial Statements

Disclaimer of Opinion

1. We were engaged to audit the accompanying financial statements of Topworth Urja & Metals Limited ('the Company'), which comprises of the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. We do not express an opinion on the accompanying financial statements of the Company. Because of the significance of the matter described in the 'Basis for Disclaimer of Opinion' section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Disclaimer of Opinion

3. We were appointed as auditors of the Company on September 09, 2025. Based on the petitions filed by financial creditors, the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai bench, admitted the Corporate Insolvency Resolution Process ("CIRP") application and passed an order dated August 12, 2022 ("Admission Order") and Mr. Alok Saxena was appointed as the Interim Resolution Professional of the Company. Thereafter Hon'ble NCLT vide order dated April 10, 2023, appointed Mr. Avil Menezes (Reg. No IBB/PA-001/IP-P00017/2016-17/10041) as the Resolution Professional ("RP") to carry out the activities relating to CIRP as per the rules, regulations and guidelines prescribed by the Insolvency and Bankruptcy Code, 2016 ("the Code")
4. Points pertaining to various elements of the financial statements as mentioned below may require necessary adjustments/ disclosures in financial statements which may have material and pervasive impact on the financial Position of the Company for the year ended March 31, 2025.
5. We have issued "Disclaimer Opinion" on various matters for the previous year ended March 31, 2024 and accordingly we are unable to obtain sufficient and appropriate audit evidence with respect to opening balances. Any changes to the opening balances would materially impact the financial statements including but not limited to the resultant accounting treatment thereof. Accordingly, we are unable to comment on the appropriateness and completeness of the opening balances and related disclosures in the financial statements.
6. On the basis of information and explanations provided to us, the Resolution Professional (RP)/ management has sent recovery notices to certain entities having outstanding trade receivables/ loans & advances etc., however, the RP/ management could not receive adequate response. As required by Standards on Auditing (SA's), we could not carry out/complete certain mandatory audit procedures like attending physical verification of inventories, obtaining direct confirmations from all the banks/ trade receivables/ loans & advances/ trade and other creditors, etc. due to various factors. Accordingly, we could not obtain sufficient and appropriate audit evidence for adequacy and reasonableness of Company estimates for various provisions, fair valuation/ net realizable value of current and non-current assets. These matters can have material and pervasive impact on the financial statements.



Further consequential impact, if any, of matters described below, on the recognition of certain components in financial statement including its presentation/ disclosure is currently not ascertainable. Certain such matters pertaining to major elements of financial statements are mentioned below:

a) Property, Plant & Equipment and Exploration and Evaluation assets:

- The Company has not carried out impairment testing as at balance sheet date. Accordingly, we are unable to comment on the valuation and appropriateness of these balances and the consequential impact on the Statement of Profit and Loss and related disclosures in the Financial Statements.
- Freehold land includes value of Rs. 15.91 lacs custody of which was handed over to the Company vide vesting order no.104/32/2015/NA by Ministry of Coal, Government of India.
- Freehold land includes value of land amounting to Rs. 7,877.13 Lacs, title deeds of which are in the custody of the Lenders/ Banks. We have not received confirmation regarding the same from the Lenders. Accordingly, the title deeds for such land could not be verified by the us.
- The Company has received notice dated June 07, 2021 from Enforcement Department for taking possession of properties provisionally attached by Deputy Director of the Directorate of Enforcement, Raipur under the Prevention of Money Laundering Act, 2002 vide order dated November 02, 2020 subsequently confirmed on April 29, 2021 by the Adjudicating Authority constituted under Section 6 of the Act. As informed to us, the Resolution professional has filed an application under section 32A of IBC, 2016 with the Hon'ble NCLT at Mumbai for protection and release of assets of the Corporate Debtor from the Directorate of Enforcement. The matter is subjudice.

b) Other non- current financial assets:

- Other non- current financial assets also include Rs. 976.72 lacs as at March 31, 2025, pertaining to receivable on account of Coal Block. Majority of this balance is under dispute, as informed and explained to us, the same is pending final conclusion and reconciliation.

Accordingly, we were unable to obtain sufficient and appropriate audit evidence regarding the accuracy, completeness, existence, and recoverability of the outstanding balances as disclosed in Other non-current financial assets. Further we are unable to determine the consequential impact on the Company's Statement of Profit and Loss.

c) Other non- current assets:

- Includes an amount of Rs. 550.51 lacs (net of provision of Rs. 681.25 lacs) with respect to Capital Advances. The provision has been made on the basis of the best judgement assessment by the Company. Also, we were unable to get the confirmations of these balances. Accordingly, we were unable to obtain sufficient appropriate audit evidence with respect to provision made and recoverability of the outstanding balance and hence are unable to determine the impact on the Company's Statement of Profit and Loss.

d) Inventories: we were appointed as statutory auditors of the Company only after the year ending so we could not conduct physical verification of the inventory. In the absence of sufficient and appropriate audit evidence, we are unable to comment on the values of inventory reflecting in the financial statements.

e) Trade Receivable: As at March 31, 2024; we have issued a disclaimer of opinion on the amount of trade receivable and allowance for doubtful debt balance appearing in the financial statements, since the Company has made such allowance on best judgement basis. Further there is no movement in the amount of allowance for doubtful debts except an amount of Rs. 0.16 lacs on account of recovery of certain trade receivables during the current financial year. In the absence of sufficient audit evidence with respect to provisions made and closing outstanding balance and considering the disclaimer of opinion in the previous year, we are unable to comment on the completeness and valuation of these balances as at March 31, 2025.



f) Cash and Cash Equivalents and Other bank balances:

- We have not received direct confirmations for the following balances as at March 31, 2025:
 - Cash and Cash Equivalents- amounting to Rs. 135.23 lacs.
 - Other Bank balances- Deposits- amounting to Rs. 1,587.82 lacs.
 - Bank deposit with original maturity of more than 12 months- amounting to Rs. 25.56 lacs
(Reported under other Non-current Financial Assets)

Accordingly, we are unable to comment on the accuracy of the above balances as at March 31, 2025.

g) Other current financial assets:

- Includes an amount of Rs. 588.50 towards royalty receivable, as informed and explained, the said amount is under dispute and pending reconciliation and confirmation.

Accordingly, we are unable to comment on the recoverability and valuation of these balances.

h) Other current financial asset and other current assets:

- Advance receivable amounting to Rs. 0.35 Lacs (net of provision of Rs. 1,751.19 lacs) is outstanding as at March 31, 2025.
- Advances to vendors and employees amounting to Rs. 139.29 lacs (net of provision of Rs. 3,581.97 lacs).
- The above balances are subject to reconciliation and confirmations from the parties. Also, the provision has been made based on best judgement assessment by the Company. Accordingly, we are unable to obtain sufficient appropriate audit evidence for such balances.

i) Borrowings: As at March 31, 2025, the total outstanding balance of borrowings from Banks and others is Rs. 3,83,290.58 lacs. These balances are subject to reconciliation. Also, the lenders have submitted their claims under the CIRP, however the Company has not made any adjustments to the carrying value of these liabilities. Further we have not received direct confirmations from these lenders (Banks and others) and accordingly, we are unable to comment on the completeness and valuation of these balances as at March 31, 2025.

j) Trade Payables and other liabilities: These balances including that of related party are subject to confirmation and reconciliation. Further certain parties have submitted their claims under CIRP; however, the Company has not made any adjustments to the carrying value of these liabilities. Accordingly, we are unable to comment on the completeness and valuation of these balances as at March 31, 2025.

k) Non-compliance with Indian Accounting Standards (Ind AS):

- a. The Company has not complied with the requirements of Ind AS 109 Financial Instruments with respect to accounting for Preference shares.
- b. The Company has not complied with the requirements of Ind AS 12 Income Taxes with respect to accounting and disclosure of Deferred Taxes.

l) As informed by the RP/ management, certain information including the minutes of meetings of the Committee of Creditors ("CoC") and the outcome of certain procedures carried out as a part of the CIRP are confidential in nature and same could not be shared with anyone other than the CoC and Hon'ble NCLT. Accordingly, we are unable to comment on the possible financial impact, presentation/ disclosures, if any, that may arise if access to above mentioned documents would have been provided to us.

m) Pursuant to the approval of the Resolution Plan on 26th May 2025 under the Corporate Insolvency Resolution Process (CIRP). The final obligations and liabilities have been determined in accordance with the approved Resolution Plan and the accounting impact of the same has been recognized in the books of accounts after the balance sheet date (Refer note 34)



Emphasis of Matter

7. We draw attention to Note 33 and Note 34 of the financial statements, which state that the Company was admitted into the Corporate Insolvency Resolution Process (CIRP) pursuant to the order of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench, dated 12th August 2022. In furtherance of the CIRP, Mr. Avil Menezes, Resolution Professional ("Applicant" / "Erstwhile Resolution Professional"), filed an application under Section 30 of the Insolvency and Bankruptcy Code, 2016 ("the Code") seeking approval of the Resolution Plan dated 29th May 2023, as amended up to 16th October 2023, submitted by Evonith Holdings Pte. Ltd. ("Successful Resolution Applicant" / "SRA"), which was approved by 100% of the voting share of the Committee of Creditors ("CoC") in its 14th CoC Meeting held on 5th January 2024.
8. The Hon'ble NCLT, Mumbai Bench, vide its order dated 26th May 2025, approved the Resolution Plan submitted by Evonith Holdings Pte. Ltd.
9. We have been provided with an additional affidavit dated 18th September, 2025 filed by the Monitoring Committee post plan approval, from which it has been ascertained that the Company remained under the control and management of the Resolution Professional, Mr. Avil Menezes, until 25th May 2025 (i.e., until the date of plan approval). Thereafter, the management and control of the Company vested with the Monitoring Committee, which oversaw the implementation of the approved Resolution Plan. As per the said affidavit, the Resolution Plan was successfully implemented.

Information other than the Financial Statements and Auditor's Report thereon

10. The management is responsible for the other information. The other information comprises the information included in the Director's Report but does not include the financial statements and our Auditor's report thereon.
11. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
12. In connection with our audit of the financial statements, our responsibility is to read the other information 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. The information included in the Director's Report have not been adjusted for the impacts as described in the 'Basis for Disclaimer' opinion section above. Accordingly, we are unable to comment whether the other information is materially misstated or not.

Responsibilities of Management and Those Charges with Governance for the Financial Statements

13. The Company's Board of Directors is responsible for the preparation of these financial statements that give a true and fair view. These financial statements have been approved by the Board constituted pursuant to the resolution plan approved by the Hon'ble NCLT, whereby the control and management of the Company vested with the acquirer Evonith Holdings Pte Ltd., with effect from 26th May 2025. We draw attention to the fact that during the year ended 31 March 2025, the Company was under Corporate Insolvency Resolution Process (CIRP) and its affairs were managed by the Resolution Professional under the provisions of the Insolvency and Bankruptcy Code, 2016.
14. The management is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of the financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity 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 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
15. In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



16. The management is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

17. Our responsibility is to conduct an audit of the entity's financial statements in accordance with Standards on Auditing and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.
18. We are independent of the entity in accordance with the ethical requirements in accordance with the requirements of the Code of Ethics issued by ICAI and the ethical requirements as prescribed under the laws and regulations applicable to the entity.

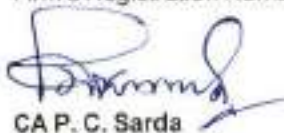
Report on Other Legal and Regulatory Requirements

19. 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 I" a statement on the matters specified in paragraphs 3 and 4 of the Order subject to the possible effect of the matters described in the Basis for Disclaimer of Opinion section above and the Basis of Disclaimer Opinion in our separate Report on the Internal Financial Controls over Financial Reporting.
20. As required by section 143(3) of the Act, based on our audit, we report that:
- Except as described in the 'Basis for Disclaimer' Opinion section above, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - Except for the possible effects of the matter described in the 'Basis for Disclaimer' opinion section above, in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - Except for the possible effects of the matter described in the 'Basis for Disclaimer' opinion section above, in our opinion the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - The matters described in 'Basis for Disclaimer' Opinion, above may have adverse effect on the functioning of the Company.
 - Based on the written representations from the Board Directors none of the director is disqualified as on March 31, 2025 from being appointed as a director.
 - The reservations/ remarks relating to maintenance of accounts and other matters connected therewith are stated in 'Basis for Disclaimer' Opinion section above.
 - With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls refer to our separate Report in "Annexure II" to this report. Our report expresses disclaimer opinion on the Company's internal financial controls over financial reporting for the reasons stated therein.
 - Other than the possible effects of the matters described in the 'Basis for Disclaimer' Opinion section above, with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - The Company, as detailed in note 26 to the financial statements, has disclosed the impact of pending litigations on its financial position as at March 31, 2025;
 - The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as at March 31, 2025;



- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025
- iv. a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on audit procedures which we 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 (a) and (b) contain any material mis-statement.
- v. The Company has neither declared nor paid any dividend during the year.
- vi. (a) The Company is using two different software, for maintaining its books of accounts. Based on our examination which included test checks, both the softwares have features of recording audit trail (edit log) facility.
- In one of the software, which was earlier as well as continued to be used at Plant level, the Company has used accounting software which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that, audit trail feature is not enabled for direct changes to data when using certain access rights, as described in note 35 to the Financial Statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software.
 - In the other software, which was earlier used at H.O. level, later shifted to Plant, recording audit trail (edit log) facility has been made operational throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instances of the audit trail feature being tampered with, since the date it has been made operational.
 - Further, the audit trails have been preserved by the Company in accordance with the applicable statutory requirements for record retention.

For Gupta Sarda & Bagdia
Chartered Accountants
Firm's Registration Number: 103447W


CA P. C. Sarda

Partner
Membership No. 035245



UDIN: 25035245BMNRLE2542

Place: Nagpur

Date : 06.11.2025

Annexure I to the Independent Auditor's Report of even date on the financial statements of Topworth Urja & Metals Limited

(Referred to in paragraph 1, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date and to be read subject to the possible effects of the matters described in the Basis for Disclaimer of Opinion section above and the Basis of Disclaimer Opinion in our separate Report on the Internal Financial Controls Over Financial Reporting)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) During the year, as informed to us, physical verification of all property, plant & equipment has not been carried out by the officers of the Company.
- (c) The records related to immovable properties amounting to Rs. 7,877.13 lacs are in the custody of the Lenders/ Banks. Also, Freehold land includes value of Marki Mangli Coal Mine amounting to Rs. 1,150.65 lacs and Freehold land for mining Rs 15.91 lacs custody of which was handed over to the Company vide vesting order no. 104/32/2015/NA by Ministry of Coal, Government of India. We have verified the said vesting order.
- (d) As informed to us, the Company has not revalued its property, plant and equipment or intangible assets during the year ended March 31, 2025.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Transactions Act, 1988 and rules made thereunder.
- (f) The Company has received notice dated June 07, 2021 from Enforcement Department for taking possession of properties provisionally attached by Deputy Director of the Directorate of Enforcement, Raipur under the Prevention of Money Laundering Act, 2002 vide order dated November 02, 2020 subsequently confirmed on April 29, 2021 by the Adjudicating Authority constituted under Section 6 of the Act.
- (ii) (a) As informed to us, the management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. No material discrepancies were found during such verification.
- (b) The Company had sanctioned working capital limits in excess of five crores rupees, in aggregate, from banks and / or financial institutions on the basis of security of current assets of the Company, which were sanctioned before the start of CIRP process. Pursuant to ongoing CIRP, no quarterly returns/ statements were filed with Banks and hence, we are unable to comment on the same.
- (iii) (a) Apart from opening balance, during the year the Company has not made any investments, provided any guarantee or security, granted any loan or advances in the nature of loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) In respect of manufacturing activities, where maintenance of cost records has been specified by the Central Government under sub-section (1) of Section 148 of the Act, we have been



Annexure I to the Independent Auditor's Report of even date on the financial statements of Topworth Urja & Metals Limited

informed and explanation was given by management that prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

- (vii) (a) According to the information and explanations given to us, undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though there has been a delay in a few cases. Further, according to information and explanations given to us, statutory dues outstanding before the start of CIRP and continuing at the year-end for a period of more than six months from the date they became payable are given as under:

| Particulars | More than 6 months (INR Lacs) |
|--------------------------------------|----------------------------------|
| Provident fund | 38.63 |
| Employee State Insurance Corporation | 2.35 |
| Professional Tax | 1.57 |
| TOTAL | 42.55 |

- (b) We could not get sufficient audit evidence regarding statutory dues referred in (a) above which have not been deposited on account of any dispute and accordingly are not in a position to give required information about the amount involved, the period of the dues and the forum where such disputes are pending. However, as per information and explanations given to us, during the corporate insolvency resolution process ("CIRP"), the company has received claims from government authorities amounting to Rs 27,163.17 Lacs from various department. As informed to us, IRP has admitted claim amounting to Rs. 7,172.36 Lacs.

- viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of accounts, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has defaulted in repayment of loans and borrowings to banks as follows-

| Particulars | Amount of default as at March 31, 2025 (INR lacs) | | | Period of delay |
|----------------------|--|-------------------|------------------|-------------------|
| | Term Loan | Cash credit | Interest * | |
| Allahabad Bank | 16,047.99 | 39,189.07 | 8,438.15 | More than 5 years |
| Bank of Baroda | 26,324.11 | 29,582.49 | 19,509.01 | More than 5 years |
| Canara Bank | - | 17,508.11 | 6,749.27 | More than 5 years |
| State Bank of India | 85,673.29 | 427.00 | 31,512.71 | More than 5 years |
| Bank of India | 6,569.32 | - | 1,602.19 | More than 5 years |
| Punjab National Bank | 8,022.11 | 41,188.80 | 15,836.01 | More than 5 years |
| UCO Bank | 7,218.71 | - | 1,982.27 | More than 5 years |
| TOTAL | 149,855.53 | 127,895.48 | 85,629.60 | |

* Includes interest applied post CIRP process initiation and upto 31st March 2025 (calculated as per sanctioned rate and penal rates).



Annexure I to the Independent Auditor's Report of even date on the financial statements of Topworth Urja & Metals Limited

Details of claims submitted and as accepted by RP of Financial creditors are Rs. 266,241.53 Lacs. Pending outcome of CIRP these balances are not reconciled. The Company does not have loans or borrowings from Government. The amounts of borrowings from banks reflecting in the financial statements is Rs. 3,63,380.61 Lacs which is subject to reconciliations.

- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has been declared wilful defaulter by Bank of Baroda on February 14, 2019.
- (c) The Company has not obtained any term loans during the year. Accordingly, the requirement to report on clause 3 (ix)(c) of the Order is not applicable to the Company.
- (d) On an overall examination of the financial statements of the Company, no funds raised for short term basis have been used for long term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) As informed to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3 (ix)(f) of the Order is not applicable to the Company.
- (x) (a) As informed to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, the provisions of clause 3(x) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares/fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) Except for the possible effects of the matter described in the 'Basis for Disclaimer of Opinion' section on which we are unable to comment, in our opinion and to the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section 12 of section 143 of the Companies Act, 2013 has been filed by cost auditor / secretarial auditor or by using Form ADT -4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company as per the provisions of the Companies Act,2013. Accordingly, provisions of clause 3(xii)(a)/(b)/(c) of the Order is not applicable to the Company.
- (xiii) Subject to our comments in point no. 6 (m) of Basis for Disclaimer of Opinion and according to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.



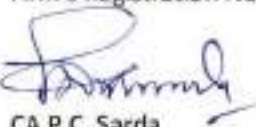
Annexure I to the Independent Auditor's Report of even date on the financial statements of Topworth Urja & Metals Limited

- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them. Hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) There is no Core Investment Company as a part of the Group. Hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has incurred cash losses of Rs. 46,535.31 lacs and Rs. 47,472.99 lacs in the current year and in the immediately preceding financial year respectively.
- (xviii) There has been no resignation of the statutory auditors during the year.
- (xix) Due to possible effects of the matter described in 'Material Uncertainty related to Going Concern' section, we cannot comment on whether any material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.

For Gupta Sarda & Bagdia

Chartered Accountants

Firm's Registration Number: 103447W



CA P.C. Sarda

Partner

Membership No. 035245



UDIN: 25035245BMNRLE2542

Place: Nagpur

Date: 06.11.2025

Annexure II to the Independent Auditor's Report of even date to the members of Topworth Urja & Metals Limited on the financial statements for the year ended March 31, 2025

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

Disclaimer of Opinion

1. We were engaged to audit the internal financial controls over financial reporting of Topworth Urja & Metals Limited ("the Company") as on March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

We do not express an opinion on the internal financial controls over financial reporting of the Company. Because of the significance of the matter described in the 'Basis for Disclaimer of Opinion' section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls over financial reporting of the Company.

Basis of Disclaimer of Opinion

2. The system of internal financial controls over financial reporting with regard to the Company were not made available to us to enable us to determine if the Company has established adequate internal financial control over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2025. We have been informed that all transactions post CIRP period have been duly approved by IRP/ RP. Since we have not been provided with risk control matrix, process notes etc. we are unable to comment on it.
3. We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company, and the disclaimer has affected our opinion on the financial statements of the Company and we have issued a disclaimer of opinion on the financial statements (refer 'basis for disclaimer of opinion' paragraph in our audit report of even date).

Responsibilities of Management for Internal Financial Controls

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

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

5. Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India.
6. Because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls with Reference to Financial Statements

7. 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 **Annexure II to the Independent Auditor's Report of even date to the members of Topworth Urja & Metals Limited on the financial statements for the year ended March 31, 2025.**

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

8. 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 Gupta Sarda & Bagdia

Chartered Accountants

Firm's Registration Number: 103447W


CA P.C. Sarda
Partner

Membership No. 035245



UDIN: 25035245BMNRLE2542

Place: Nagpur

Date: 06.11.2025

Topworth Urja & Metals Limited

Balance Sheet as at March 31, 2025

All amounts in INR Lacs, unless otherwise stated

| PARTICULARS | Notes | March 31, 2025 | March 31, 2024 |
|---|-------|----------------------|----------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 3A | 36,831.72 | 39,261.22 |
| Exploration and Evaluation Assets | 3B | 207.61 | 217.06 |
| Financial assets | | | |
| Investments | 4 | 11.05 | 25.66 |
| Other financial assets | 5 | 1,112.43 | 1,308.26 |
| Current tax assets (net) | | - | - |
| Other non-current assets | 8 | 550.51 | 550.51 |
| Total | | 38,713.32 | 41,962.70 |
| Current assets | | | |
| Inventories | 9 | 2,226.16 | 2,013.65 |
| Financial assets | | | |
| Trade receivables | 6 | 5.12 | 6.66 |
| Cash and cash equivalents | 7 | 135.23 | 2,605.35 |
| Bank balances other than cash and cash equivalents | 7 | 1,587.82 | 1,508.37 |
| Loans | | - | - |
| Other financial assets | 5 | 776.00 | 4,488.02 |
| Other current assets | 8 | 1,556.83 | 727.71 |
| Total | | 6,287.16 | 11,348.75 |
| TOTAL ASSETS | | 45,000.48 | 52,511.45 |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| Equity share capital | 10 | 4,994.16 | 4,994.16 |
| Preference share capital | 11 | 91.67 | 91.67 |
| Other equity (refer Statement of Changes in Equity) | | (3,91,175.50) | (3,62,115.91) |
| Total Equity | | (3,86,089.67) | (3,17,030.08) |
| LIABILITIES | | | |
| Non-current liabilities | | | |
| Financial Liabilities | | | |
| Provisions | 16 | 188.01 | 176.55 |
| Total | | 188.01 | 176.55 |
| Current liabilities | | | |
| Financial liabilities | | | |
| Borrowings | 12 | 3,83,290.58 | 3,41,211.26 |
| Trade payables | 13 | | |
| Total outstanding dues of micro enterprises and small enterprises; and total outstanding dues of creditors other than micro enterprises and small enterprises | | 28.32 | 26.89 |
| | | 32,943.90 | 32,769.70 |
| Other financial liabilities | 14 | 789.39 | 763.55 |
| Liability for current tax (net) | | 10,473.13 | 10,502.01 |
| Other current liabilities | 15 | 3,377.82 | 4,091.57 |
| Total current liabilities | | 4,30,902.14 | 3,89,364.98 |
| Total liabilities | | 4,31,090.15 | 3,89,541.53 |
| TOTAL EQUITY & LIABILITIES | | 45,000.48 | 52,511.45 |

Summary of significant accounting policies

2.1

The accompanying notes form an integral part of the financial statements

As per our report of even date annexed.

FOR GUPTA SARDA & BAGDIA

Chartered Accountants

FRN: 103447W

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For and on behalf of the Board of Directors

Topworth Urja & Metals Limited

Mannohan Dhanuka

Mannohan Dhanuka

Whole Time Director

DIN: 07976017

Vishal Mandavgade

Vishal Mandavgade

Chief Finance Officer

Rajendra Prasad Gupta

Rajendra Prasad Gupta

Director

DIN: 05064575

Rahul Singh

Rahul Singh

Company Secretary

Rahul Singh

Rahul Singh

M.N: 035245

UDIN: 25035245BMNRLR2542

Place: Nagpur

Date: 06/11/2025

Topworth Urja & Metals Limited
Statement of Profit and Loss for the year ended March 31, 2025
All amounts in INR Lacs, unless otherwise stated

| PARTICULARS | Notes | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|-------|------------------------------|------------------------------|
| Continuing operations | | | |
| Revenue from operations | 17 | 33,185.58 | 32,797.53 |
| Other income | 18 | 1,052.33 | 179.83 |
| Total Income | | 34,237.91 | 32,977.36 |
| Expenses | | | |
| Cost of materials consumed | 19 | 32,805.88 | 32,420.16 |
| Changes in inventories of WIP, stock-in-trade and finished goods | 20 | (45.32) | 688.48 |
| Employee benefit expense | 21 | 1,264.93 | 1,181.05 |
| Depreciation expense | | 2,501.90 | 2,616.59 |
| Other expenses | 22 | 3,667.96 | 3,493.08 |
| Finance cost | 23 | 43,100.83 | 42,691.63 |
| Total expenses | | 83,296.17 | 83,091.59 |
| Profit before Exceptional Items and Tax | | (49,058.26) | (50,114.28) |
| Prior period expenses | | - | 3.12 |
| Profit before tax | | (49,058.26) | (50,117.35) |
| Tax expense : | | | |
| Current tax | | - | - |
| Tax related to earlier years | | - | - |
| Deferred tax | | - | - |
| Total tax expense | | - | - |
| Profit for the year | | (49,058.26) | (50,117.35) |
| Other comprehensive income | | | |
| <i>Items that may be reclassified to profit or loss</i> | | | |
| Remeasurements gain on post-employment benefit obligations | | (1.32) | (17.03) |
| Tax relating to these items | | - | - |
| Total Other Comprehensive Income | | (1.32) | (17.03) |
| Total comprehensive income for the year | | (49,059.58) | (50,134.39) |
| Earnings per equity share | | | |
| Basic and Diluted earnings per share (Nominal value of Rs. 30) | 24 | (982.34) | (1,003.86) |

Summary of significant accounting policies 2.1
The accompanying notes form an integral part of the financial statements
As per our report of even date annexed.

FOR GUPTA SARDA & BAGDIA
Chartered Accountants
FRN: 103447W


CA P C Sarda



For and on behalf of the Board of Directors
Topworth Urja & Metals Limited


Manmohan Dhanuka
Whole Time Director
DIN: 07976017


Rajendra Prasad Gupta
Director
DIN: 09064575

M.N: 035245
UDIN: 25035245BMNRLE2542
Place: Nagpur
Date: 06/11/2025


Vishal Mandavgade
Chief Finance Officer


Rishi Singh
Company Secretary

Topworth Urja & Metals Limited
Statement of Cash Flows for the year ended March 31, 2025
 All amounts in INR Lacs, unless otherwise stated

| | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|---------------------------|---------------------------|
| Cash flows from operating activities | | |
| Profit before tax | (49,158.26) | (50,117.35) |
| Adjustments: | | |
| Depreciation and amortisation expense | 2,501.90 | 2,616.59 |
| Dividend and interest income | (117.86) | (110.54) |
| Gain on investment | (0.59) | (9.11) |
| Finance costs | 43,100.83 | 42,691.63 |
| Impairment loss on trade receivable | - | (27.67) |
| Operating profit before working capital changes | (3,573.98) | (4,964.45) |
| Working capital adjustments : | | |
| Decrease/ (Increase) in trade receivables | 1.54 | 48.40 |
| Decrease/ (Increase) in inventories | (215.51) | 881.67 |
| (Decrease)/ Increase in trade payables | 174.63 | 4,889.40 |
| Decrease/ (Increase) in other financial assets | 1,707.65 | 2,510.85 |
| Decrease/ (Increase) in other assets | (829.13) | (516.69) |
| (Decrease)/ Increase in other current liabilities | (713.75) | (327.93) |
| Increase/ (Decrease) in provisions | 10.13 | 38.88 |
| (Decrease)/ Increase in other financial liabilities | 25.84 | 23.02 |
| Cash generated from operations | (1,410.37) | 2,582.95 |
| Less: Income taxes paid | (28.89) | 8.54 |
| Net cash flows from operating activities | (1,439.25) | 2,591.49 |
| Cash flows from investing activities | | |
| Purchase of property, plant and equipment, including capital work in progress and capital advances | (62.97) | (11.67) |
| Other loans given to other parties | - | - |
| Proceeds from fixed deposits | (79.45) | (232.23) |
| Dividend and interest income received | 117.86 | 118.54 |
| Investment proceed | 15.20 | - |
| Net cash used in investing activities | (9.36) | (131.36) |
| Cash flows from financing activities | | |
| Proceeds from current borrowings | 42,075.33 | 41,710.28 |
| Interest paid | (43,100.83) | (42,691.63) |
| Net cash flows from/ (used in) financing activities | (1,025.50) | 18.65 |
| Net increase / (decrease) in cash and cash equivalents | (2,470.12) | 2,478.77 |
| Add: Cash and cash equivalents at the beginning of the year | 2,605.35 | 126.57 |
| Cash and cash equivalents at end of the year (refer note 7) | 135.23 | 2,605.35 |

The accompanying notes form an integral part of the financial statements.
 As per our report of even date annexed.

FOR GUPTA SARDA & BAGDIA
 Chartered Accountants
 F.R. No. 103447W

CA P C Sarda
 M.N. 035245
 UDIN: 25035245BMNRLE2542

Place: Nagpur

Date: 06/11/2025



For and on behalf of the Board of Directors
 Topworth Urja & Metals Limited

Manmohan Dhanuka
 Whole Time Director
 DIN: 07979017

V. J. Mandevgade
 Chief Finance Officer

Rajendra Prasad Gupta
 Director
 DIN: 00064875

Rahul Singh
 Company Secretary

Topworth Urja & Metals Limited

Statement of changes in equity

All amounts in INR Lacs, unless otherwise stated

A. EQUITY SHARE CAPITAL

| Particulars | Number of shares | Amount |
|--|------------------|----------|
| As at March 31, 2024 (Equity Shares of Rs. 100 each issued, subscribed and fully paid) | 49,94,159 | 4,994.16 |
| As at March 31, 2025 (Equity Shares of Rs. 100 each issued, subscribed and fully paid) | 49,94,159 | 4,994.16 |

B. OTHER EQUITY

| Particulars | Reserves & Surplus | | Capital Subsidy | TOTAL |
|-----------------------------------|--------------------|-------------------|-----------------|---------------|
| | Share premium | Retained Earnings | | |
| Balance at March 31, 2023 | 29,323.33 | (3,21,334.85) | 30.00 | (2,91,981.52) |
| Profit for the year | - | (50,117.36) | - | (50,117.36) |
| Other comprehensive income | - | (17.03) | - | (17.03) |
| Prior period Depreciation charged | - | - | - | - |
| Total | - | (50,134.39) | - | (50,134.39) |
| Balance at March 31, 2024 | 29,323.33 | (3,71,469.24) | 30.00 | (3,42,115.91) |
| Profit for the year | - | (49,058.26) | - | (49,058.26) |
| Other comprehensive income | - | (1.32) | - | (1.32) |
| Prior period Depreciation charged | - | - | - | - |
| Total | - | (49,059.58) | - | (49,059.58) |
| Balance at March 31, 2025 | 29,323.33 | (4,20,528.83) | 30.00 | (3,91,175.50) |

** All the shares of the company are pledged in favor of term loan lenders and working capital lenders.

The accompanying notes form an integral part of the financial statements
As per our report of even date annexed.

FOR GUPTA SARDA & BAGDIA

Chartered Accountants

FRN: 103447W


CA P C Sarda

M.N: 035245

UDIN: 25035245BMNRLE2542

Place: Nagpur

Date: 06/11/2025





Manmohan Dhanuka

Whole Time Director

DIN: 07976017

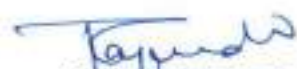


Vishal Mandavgade

Chief Finance Officer

For and on behalf of the Board of Directors

All amounts in INR Lacs, unless otherwise stated



Rajendra Prasad Gupta

Director

DIN: 09064575



Rahul Singh

Company Secretary

Note 1: Corporate Information

Topworth Urja & Metals Limited (the 'Company') is a company domiciled in India, with its registered office situated in Mumbai. The Company has been incorporated under the provisions of Indian Companies Act. The Company is primarily involved in manufacturing of TMT Bar, Electricity Generation, Sponge Iron, Billet and captive coal mines.

Note 2: Significant accounting policies

2.1 Basis of preparation

The financial statements of the Company have been prepared on an accrual basis and under the historical cost convention except for certain financial instruments and defined benefit plans which have been measured at fair value. The accounting policies are consistently applied by the Company to all the period mentioned in the financial statements. The financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015, (as amended)

The financial statements are presented in Indian rupees (INR) and all values are presented in full or lacs, except otherwise indicated.

Current and non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is current when it is:

- i) Expected to be realized or intended to be sold or consumed in normal operating cycle
- ii) Held primarily for the purpose of trading
- iii) Expected to be realized within twelve months after the reporting period, or
- iv) Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current

A liability is current when it is:

- i) Expected to be settled in normal operating cycle
- ii) Held primarily for the purpose of trading
- iii) Due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are treated as non-current

Deferred tax assets and liabilities are classified as non-current assets and liabilities

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.



2.2 Summary of significant accounting policies

a. Use of estimates

The preparation of the financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods

b. Property, Plant and Equipment

Capital work in progress is stated at cost, net of accumulated impairment loss, if any

Property, Plant and Equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. The cost comprises the purchase price and directly attributable costs of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Capital work-in-progress includes cost of Property, Plant and Equipment that are not ready for their intended use.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent expenditure related to an item of Property, Plant and Equipment is added to its book value only if it is probable that future economic benefits associated with the item will flow to the Company. All other expenses on existing Property, Plant and Equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period / year during which such expenses are incurred.

Gains or losses arising from disposal of Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is disposed.

c. Intangible assets

Intangible assets including software licenses of enduring nature and contractual rights acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as



appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is disposed.

d. Exploration and Evaluation Assets

Exploration and evaluation assets comprise capitalized costs which are attributable to the search for coal and related resources, pending the determination of technical feasibility and the assessment of commercial viability of an identified resource which comprises inter alia the following:

- researching and analyzing historical exploration data;
- gathering exploration data through topographical, geo chemical and geo physical studies
- exploratory drilling, trenching and sampling;
- determining and examining the volume and grade of the resource;
- surveying transportation and infrastructure requirements;
- Conducting market and finance studies.

The above includes employee remuneration, cost of materials and fuel used, payments to contractors etc.

As the intangible component represents an insignificant/indistinguishable portion of the overall expected tangible costs to be incurred and recouped from future exploitation, these costs along with other capitalized exploration costs are recorded as exploration and evaluation asset.

Exploration and evaluation costs are capitalized on a project-by-project basis pending determination of technical feasibility and commercial viability of the project and disclosed as a separate line item under non-current assets. They are subsequently measured at cost less accumulated impairment/provision.

Once proved reserves are determined and development of mines/project is sanctioned, exploration and evaluation assets are transferred to "Development" under capital work in progress. However, if proved reserves are not determined, the exploration and evaluation asset is derecognized.

e. Depreciation and amortization

Depreciation on Property, Plant and Equipment is calculated on Straight Line Method (SLM) method using the rates arrived at based on the useful lives estimated by the management. Further, pursuant to the notification of Schedule II of the Companies Act 2013, by the Ministry of Corporate Affairs effective 01st April, 2014, the management has internally reassessed and changed, wherever necessary the useful lives to compute depreciation, to conform to the requirements of the Companies Act, 2013.

| Assets | Company's estimate of useful life (years) | Useful life as prescribed under schedule II (years) |
|-----------------------------|---|---|
| Buildings: | | |
| Factory buildings | 40 Years | 30 Years |
| Other buildings | 60 Years | 60 Years |
| | | |
| Plant and Machinery: | | |
| Factory Plant and Machinery | 18- 25 Years | 15-20 Years |



| | | |
|--------------------------------|--------------|------------|
| Lab equipment | 15- 20 Years | 10 Years |
| Electrical installation | 18- 20 Years | 10 Years |
| Furniture and fixtures | 10 Years | 10 Years |
| Vehicles | 8 Years | 8-10 Years |
| Office equipment and Computers | 15 Years | 3-6 Years |

The management has estimated, supported by independent assessment by professionals, the useful lives of the above classes of assets.

f. Impairment of Property, Plant and Equipment, Intangible Assets and Right of use assets

At each balance sheet date, the Company reviews the carrying values of its assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

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. An impairment loss is recognized in the statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount.

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 recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized in the statement of profit and loss immediately.

g. Borrowing costs

Borrowing costs that are directly attributable to acquisition, construction or production of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. All other borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

h. 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.

i) Financial assets

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 the Statement of Profit and Loss), and
- those measured at amortized cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

A. 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. The Company classifies its debt instruments into following categories:

1. Amortized 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 amortized cost. Interest income from these financial assets is included in other income using effective interest rate method.

2. Fair value through profit and loss:

Assets that do not meet the criteria of amortized cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.

B. Equity instruments:

1. Fair value through OCI:

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

2. Fair value through profit and loss:

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognized in the statement of profit and loss.

This category includes derivative instruments and listed equity investments which the Company had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognized in the statement of profit and loss when the right of payment has been established.

C. De-recognition:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's balance sheet) when:



1. The rights to receive cash flows from the asset have expired, or
2. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

ii) Financial liabilities

Classification

The Company classifies its financial liabilities in the following measurement categories:

- those to be measured subsequently at fair value through the Statement of Profit and Loss, and
- those measured at amortized cost.

Measurement

A. Financial liabilities at amortized cost

Financial liabilities at amortized cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost.

B. Financial liabilities at fair value through profit and loss:

Financial liabilities at fair value through profit and loss are measured at fair value with all changes recognized in the statement of profit and loss.

iii) Impairment of financial assets

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on financial assets. The Company measures the ECL associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Company follows 'simplified approach' for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. As a practical expedient, the Company uses a provision matrix to



determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L.

i. Revenue

Revenue from Contract with customer

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

The specific recognition criteria described below must also be met before revenue is recognized

i) Sale of goods

Revenue from sale of products is recognized at the point in time when control of the goods is transferred to the customer, generally on shipment or delivery. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods or rendering of services, the Company considers the effects of variable consideration and provisional pricing, considering contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

1. Variable Consideration

The volume rebates give rise to variable consideration.

The products are often sold with volume discounts based on aggregate sales over a specific time period, normally 3- 12 months. Revenue from these sales is recognized based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts using either the expected value method or an assessment of the most likely amount. Revenue is only recognized to the extent that it is highly probable that a significant reversal will not occur. A contract liability is recognized for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. The estimated volume discount is revised at each reporting date.

2. Significant Financing Component

In many cases, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract



Inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that goods or services will be one year or less. Hence, there is no financing component which needs to be separated."

a. Interest Income

Interest income is recognized on a time proportion basis taking into account the carrying amount and the effective interest rate. Interest income is included under the head 'Other income' in the statement of profit and loss.

Contract Balances

Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional. Refer to accounting policies of financial assets in note of financial instruments – initial recognition and subsequent measurement.

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Company performs under the contract."

j. Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. Government grant received in the form of State Government GST/ Sales Tax subsidy/Reimbursement of Provident Fund has been considered as revenue grant and the same has been recognized in the statement of profit and loss under the head 'Other operating revenues'

k. Foreign currency translation

i) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

ii) Transactions and balances

Transactions in foreign currencies are recognized at the prevailing exchange rates on the transaction dates. Realized gains and losses on settlement of foreign currency transactions are



recognized in Statement of Profit and Loss except for exchange differences on foreign currency borrowings relating to assets under construction for productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings. Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognized in the statement of profit and loss.

i. Inventories

Inventories are valued at the lower of cost and net realizable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- i) **Raw materials:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- ii) **Finished goods and work in progress:** cost includes cost of direct materials and labor and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.
- iii) **Traded goods:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

m. Retirement and other employee benefits

i) Provident Fund

Provident fund is a defined contribution plan covering eligible employees. The Company and the eligible employees make a monthly contribution to the provident fund maintained by the Regional Provident Fund Commissioner equal to the specified percentage of the basic salary of the eligible employees as per the scheme. The contributions to the provident fund are charged to the statement of profit and loss for the period / year when the contributions are due. The Company has no obligation, other than the contribution payable to the provident fund.

ii) Gratuity

Gratuity is a defined benefit obligation plan operated by the Company for its employees covered under Company Gratuity Scheme. The cost of providing benefit under gratuity plan is determined on the basis of actuarial valuation using the projected unit credit method at the reporting date. The scheme is funded with an insurance company in the form of qualifying insurance policy. Remeasurements, comprising of actuarial gains and losses are recognized in full in the statement of other comprehensive income in the reporting period in which they occur. Remeasurements are not reclassified to profit and loss subsequently. Overseas subsidiaries do not operate any defined benefit plans for employees.

iii) Leave encashment



Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit for measurement purposes. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date. Re-measurements, comprising of actuarial gains and losses are recognized in full in the statement of profit and loss.

The Company presents the entire leave encashment liability as a current liability in the balance sheet, since employee is entitled to avail leave anytime and hence the company does not have an unconditional right to defer its settlement for twelve months after the reporting date.

n. Income taxes

The tax expense for the period comprises of current and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Current income tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income tax

Deferred income taxes are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their tax bases in the financial statements. The effect on deferred tax assets and liabilities of a change in the tax rates is recognized using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount is written down to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

o. Segment reporting

i) Identification of segment

Operating segments are reported in the manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company.

ii) Segment accounting policies



The Company prepares its segment information in conformity with accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

p. Earnings per share (EPS)

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e., the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented

q. Provisions and contingent liabilities

A provision is recognized when there is a present legal or constructive obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, and in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. A disclosure for a contingent liability is made where there is a possible obligation arising out of past event, 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 arising out of past event where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

r. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

s. Fair Value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

1. In the principal market for the asset or liability, or
2. In the absence of a principal market, in the most advantageous market for the asset or liability



The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- i. Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- ii. Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- iii. Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

t. Significant accounting estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Other disclosures relating to the Company's exposure to risks and uncertainties includes:

1. Capital management
2. Financial risk management objectives and policies



3. Sensitivity analysis

Useful lives of Property, Plant & Equipment

The Company uses its technical expertise along with historical trends for determining the useful life of an asset/ component of an asset which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the remaining useful life of the assets.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Recoverability of Trade Receivables

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

Impairment of financial assets

The impairment provisions for financial assets depending on their classification are based on assumptions about risk of default, expected cash loss rates, discounting rates applied to these forecasted future cash flows, recent transactions. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward



looking estimates at the end of each reporting period.

Receivables under Package Scheme of Incentives

The Company is eligible to claim benefits under Package Scheme of Incentives, in the form of State Government GST / Sales tax subsidy / reimbursement of provident fund. The eligibility of the benefits are subject to the Company confirming terms and conditions mentioned in the eligibility certificate. The Company uses judgement to establish the recoverability and the timings of the receipts.

2.3. Changes in accounting policies and disclosures

Application of the following amendments to the existing standards did not have any significant impact on the financial statements of the Company:

- i. Ind AS 16- Property, Plant & Equipment
- ii. Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets
- iii. Ind AS 41- Agriculture
- iv. Ind AS 101- First-time Adoption of Indian Accounting Standards
- v. Ind AS 103- Business Combinations
- vi. Ind AS 109- Financial Instruments

The Company has not early adopted any standards, amendments that have been issued but are not yet effective / notified.



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 26: Property, Plant and Equipment

| Particulars | Freehold land | Computer | Freehold building | Furniture, fixtures and Equipment | Plant and machinery | Vehicles | Office Equipment | Total | Capital Work-in-progress |
|--|------------------|--------------|-------------------|-----------------------------------|---------------------|--------------|------------------|------------------|--------------------------|
| Year ended March 31, 2024 | | | | | | | | | |
| Gross carrying value | | | | | | | | | |
| Carrying value as at April 1, 2023 | 10,841.12 | 13.04 | 7,249.39 | 83.87 | 42,880.89 | 88.83 | 22.02 | 61,264.48 | - |
| Additions | - | 1.20 | - | - | 16.67 | - | - | 17.87 | - |
| Disposals | - | - | - | - | - | - | - | - | - |
| Closing Gross carrying value as at March 31, 2024 | 10,841.12 | 14.24 | 7,249.39 | 83.87 | 42,897.56 | 88.83 | 22.02 | 61,282.16 | - |
| Year ended March 31, 2025 | | | | | | | | | |
| Gross carrying amount | | | | | | | | | |
| Carrying value as at April 1, 2024 | 10,841.12 | 14.24 | 7,249.39 | 83.87 | 42,880.89 | 88.83 | 22.02 | 61,282.16 | - |
| Additions | - | 5.09 | - | - | 55.90 | - | - | 62.97 | - |
| Disposals/Deposits | - | - | - | - | - | - | - | - | - |
| Closing Gross carrying value as at March 31, 2025 | 10,841.12 | 19.33 | 7,249.39 | 83.86 | 42,936.79 | 88.83 | 22.02 | 61,245.13 | - |
| Year ended March 31, 2024 | | | | | | | | | |
| Accumulated depreciation | | | | | | | | | |
| Accumulated Depreciation as at April 1, 2023 | - | 9.94 | 1,155.01 | 63.61 | 18,070.15 | 84.35 | 18.72 | 19,411.79 | - |
| Depreciation charge for the year-2023-2024 | - | 1.15 | 182.10 | 1.11 | 2,422.45 | 0.03 | 0.33 | 2,607.15 | - |
| Closing accumulated depreciation as at March 31, 2024 | - | 11.07 | 1,337.11 | 64.72 | 20,492.60 | 84.38 | 19.05 | 22,021.94 | - |
| Year ended March 31, 2025 | | | | | | | | | |
| Accumulated Depreciation as at April 1, 2024 | - | 11.07 | 1,347.11 | 64.72 | 20,492.60 | 84.38 | 19.05 | 22,021.94 | - |
| Depreciation charge for the year -2024-2025 | - | 0.97 | 182.10 | 1.02 | 2,307.94 | 0.16 | 0.29 | 2,493.46 | - |
| Closing accumulated depreciation as at March 31, 2025 | - | 12.04 | 1,529.21 | 65.74 | 22,800.54 | 84.53 | 19.34 | 24,513.40 | - |
| Net carrying value as at March 31, 2024 | 30,841.12 | 1.17 | 6,002.68 | 19.15 | 22,388.29 | 4.45 | 2.96 | 96,261.22 | - |
| Net carrying value as at March 31, 2025 | 30,841.12 | 7.29 | 5,818.98 | 18.11 | 20,138.25 | 4.30 | 2.67 | 96,251.72 | - |

Notes:

- Freehold land includes value of MAHIL MARGI Coal Mine amounting to Rs. 1150.65 lacs custody of which was handed over to the Company vide vesting order No. 101/2/2020 by Ministry of Coal, Government of India. The title deed of the said coal mine is not in the name of the Company. Also the Company has not accounted for the said land in accordance with the requirements of IND AS 116- Leases.
- Freehold land includes value of land amounting to Rs. 1287.15 lacs, title deeds of which are in the custody of the lenders. The Company and the auditor have not received confirmation regarding the same from the lenders. Accordingly, the title deeds for such land could not be verified by the auditors.
- Disposal of freehold land is with respect to the land which was not in the name of the Company and the Company officials were unable to trace any title deeds/ owners' documents for the same and hence (S/2449) has been as noted/removed off from the block of asset.
- Property documents of freehold land amounting to Rs. 11.91 lacs are not available with the company.



Topworth Urja & Metals Limited
Notes to Financial Statements
For the year ended March 31, 2025
All amounts in INR Lacs, unless otherwise stated

Note 3B: Intangible fixed assets

Exploration and Evaluation Assets

| Particulars | Amount |
|--|---------------|
| Year ended March 31, 2024 | |
| Carrying value as at April 1, 2023 | 284.45 |
| Additions | - |
| Disposals | - |
| Closing gross carrying value as at March 31, 2024 | 284.45 |
| Year ended March 31, 2025 | |
| Carrying value as at April 1, 2024 | 284.45 |
| Additions | - |
| Disposals | - |
| Closing gross carrying value as at March 31, 2025 | 284.45 |
| Year ended March 31, 2024 | |
| Accumulated depreciation | |
| Accumulated Amortisation as at April 1, 2023 | 57.96 |
| Amortisation charge during the year-2023-2024 | 9.44 |
| Closing accumulated Amortisation as at March 31, 2022 | 67.40 |
| Year ended March 31, 2025 | |
| Accumulated depreciation | |
| Accumulated Amortisation as at April 1, 2024 | 67.40 |
| Amortisation charge during the year-2024-25 | 9.44 |
| Closing accumulated Amortisation as at March 31, 2025 | 76.84 |
| Net carrying value as at March 31, 2024 | 217.05 |
| Net carrying value as at March 31, 2025 | 207.61 |

Note 4: Investments

Non-Current Investments

| Particulars | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Investment carried at Fair Value through Profit or Loss | | |
| Quoted | | |
| Investment in Mutual funds (50,000 units) | - | 14.11 |
| Investment carried at amortised cost | | |
| Unquoted | | |
| National saving certificates | 0.05 | 0.55 |
| Investment in equity instruments of others (Punjab & Maharashtra State Co-operative bank Ltd 40,000 shares @ face value of Rs. 25) | 11.00 | 11.00 |
| (Vimla Infrastructure (India) Pvt Ltd 1,000 shares @ face value of Rs. 10) | | |
| Total | 11.05 | 25.66 |



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 5: Other financial assets

| Particulars | March 31, 2025 | | March 31, 2024 | |
|--|----------------|-----------------|-----------------|-----------------|
| | Current | Non-Current | Current | Non-Current |
| Others | | | | |
| IPS Claim receivables | 187.15 | - | 3,890.72 | - |
| Royalty Receivable | 588.50 | - | 588.50 | - |
| Coal Block receivables | - | 976.72 | - | 976.72 |
| Security deposits | - | 141.01 | - | 136.84 |
| Advance receivable | 1,751.53 | - | 1,759.99 | - |
| Bank deposits with original maturity of more than 12 months | - | 25.56 | - | 25.56 |
| Less: Allowance for doubtful debts | (1,751.19) | (30.86) | (1,751.19) | (30.86) |
| Total | 776.00 | 1,112.43 | 4,488.02 | 1,108.26 |

Notes:

The Company has not received balance confirmation in respect of certain Financial Assets.

The management does not expect any material difference affecting the current years financial statement due to the same.



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 5: Trade Receivables

| Particulars | March 31, 2025 | March 31, 2024 |
|------------------------------------|----------------|----------------|
| Trade receivables | 77,824.46 | 77,826.16 |
| Receivables from related parties | 12,533.08 | 12,933.08 |
| Less: Allowance for doubtful debts | (90,752.42) | (90,752.58) |
| Total | 5.12 | 6.66 |

| Particulars | March 31, 2025 | March 31, 2024 |
|------------------------------------|------------------|------------------|
| Unsecured, considered good | 5.12 | 6.66 |
| Doubtful | 90,752.42 | 90,752.57 |
| | 90,757.54 | 90,759.23 |
| Less: Allowance for doubtful debts | (90,752.42) | (90,752.58) |
| Total | 5.12 | 6.66 |

Ageing of Trade Receivables:-

| PARTICULARS | 31-Mar-25 | | | | | Total |
|--|--------------------|-------------------|-----------|--------------|------------------|------------------|
| | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | > 3 years | |
| (i) Undisputed Trade Receivables - Considered good | 3.51 | 1.61 | - | - | - | 5.12 |
| (ii) Undisputed Trade receivables - which have significant increase in credit risk | - | - | - | 58.19 | 90,694.23 | 90,752.42 |
| (iii) Undisputed Trade receivables - credit Impaired | - | - | - | - | - | - |
| (iv) Disputed Trade receivables - Considered Good | - | - | - | - | - | - |
| (v) Disputed Trade receivables - which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade receivables - credit impaired | - | - | - | - | - | - |
| TOTAL BILLED AND DUE (A) | 3.51 | 1.61 | - | 58.19 | 90,694.23 | 90,757.54 |
| UNBILLED DUES (B) | - | - | - | - | - | - |
| TOTAL TRADE RECEIVABLES (A + B) | 3.51 | 1.61 | - | 58.19 | 90,694.23 | 90,757.54 |

| PARTICULARS | 31-Mar-24 | | | | | Total |
|--|--------------------|-------------------|--------------|---------------|------------------|------------------|
| | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | > 3 years | |
| (i) Undisputed Trade Receivables - Considered good | 6.66 | - | - | - | - | 6.66 |
| (ii) Undisputed Trade receivables - which have significant increase in credit risk | - | - | 58.19 | 403.58 | 90,290.80 | 90,752.58 |
| (iii) Undisputed Trade receivables - credit Impaired | - | - | - | - | - | - |
| (iv) Disputed Trade receivables - Considered Good | - | - | - | - | - | - |
| (v) Disputed Trade receivables - which have significant increase in credit risk | - | - | - | - | - | - |
| TOTAL BILLED AND DUE (A) | 6.66 | - | 58.19 | 403.58 | 90,290.80 | 90,759.24 |
| UNBILLED DUES (B) | - | - | - | - | - | - |
| TOTAL TRADE RECEIVABLES (A + B) | 6.66 | - | 58.19 | 403.58 | 90,290.80 | 90,759.24 |



Set out below is the movement in the allowance for expected credit losses of trade receivables :

| Particulars | March 31, 2025 | March 31, 2024 |
|---------------------------------|----------------|----------------|
| As at April 1 | 90,752.58 | 90,752.58 |
| Provision made during the year | - | - |
| (Reversal) made during the year | (0.16) | - |
| As at March 31 | 90,752.42 | 90,752.58 |

Note 7: Cash and Bank Balances

| Particulars | March 31, 2025 | March 31, 2024 |
|----------------------------------|----------------|-----------------|
| Cash and cash equivalents | | |
| Balances with banks | | |
| Current accounts | 135.23 | 2,605.35 |
| Cash on hand | 0.00 | - |
| Total | 135.23 | 2,605.35 |

| Particulars | March 31, 2025 | March 31, 2024 |
|--|-----------------|-----------------|
| Other bank balances | | |
| Deposit accounts - with remaining maturity of less than 12 months held as margin money | 1,587.62 | 1,508.37 |
| Total | 1,587.62 | 1,508.37 |



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 8: Other current / Non-Current assets

| Particulars | March 31, 2025 | | March 31, 2024 | |
|--|-----------------|---------------|----------------|---------------|
| | Current | Non-Current | Current | Non-Current |
| Capital advances | - | 1,231.75 | - | 1,231.75 |
| Advances other than capital advances | | | | |
| Prepayments | 72.14 | - | 43.83 | - |
| Advances to suppliers for goods and services | 3,708.38 | - | 3,599.23 | - |
| Advances to staff | 12.89 | - | 6.72 | - |
| Balances with revenue authorities | 1,345.40 | - | 639.03 | - |
| L : Allowance for doubtful advances | (3,581.97) | (681.25) | (3,561.10) | (681.25) |
| Total | 1,556.83 | 550.51 | 727.71 | 550.51 |

Note 9: Inventories

| Particulars | March 31, 2025 | March 31, 2024 |
|----------------------------------|-----------------|-----------------|
| Raw materials & packing material | 844.86 | 705.36 |
| Finished goods | 476.69 | 374.55 |
| Semi Finished | 145.11 | 201.93 |
| By Product | 46.80 | 12.51 |
| Stores and spares | 680.26 | 718.30 |
| Stock in Transit | 32.44 | - |
| Total | 2,226.16 | 2,012.65 |

Note:

Trade receivable, advances to supplier, Inventories and other Current Assets are hypothecated as security for borrowings from banks.



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 10: Equity share capital

| Particulars | Number of shares | | Amount | |
|---|------------------|------------------|-----------------|-----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Authorised equity share capital (face value Rs.100 each) | 57,00,000 | 57,00,000 | 5,700.00 | 5,700.00 |
| | 57,00,000 | 57,00,000 | 5,700.00 | 5,700.00 |
| Issued, Subscribed and fully paid share capital (face value Rs.100 each) | 49,94,159 | 49,94,159 | 4,994.16 | 4,994.16 |
| Total | 49,94,159 | 49,94,159 | 4,994.16 | 4,994.16 |

(a) Movements in equity share capital

| Particulars | Number of shares | | Amount | |
|--|------------------|------------------|-----------------|-----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Number of shares at the beginning of the year | 49,94,159 | 49,94,159 | 4,994.16 | 4,994.16 |
| Add: Issued during the year | - | - | - | - |
| Number of Shares at the end of the year | 49,94,159 | 49,94,159 | 4,994.16 | 4,994.16 |

(b) Terms/ rights attached to equity shares

- The Company has one class of equity shares having a par value of Rs.100 per share. Each shareholder is eligible for one vote per share held.
- The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(c) Equity shares held by ultimate holding/ holding company

| | Number of shares | | Amount | |
|---|------------------|----------------|----------------|----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Ultimate holding/ Holding Company Crest Steels and Power Pvt. Ltd (refer Note 1) | 47,41,684 | 47,41,684 | 4,741.68 | 4,741.68 |

(d) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

| Name of the shareholder | % of holding | | Number of shares | |
|---------------------------------|----------------|----------------|------------------|----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Crest Steels and Power Pvt. Ltd | 94.94% | 94.94% | 47,41,684 | 47,41,684 |
| Akshita Realtors Pvt. Ltd | 5.06% | 5.06% | 2,52,469 | 2,52,469 |

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents the legal ownership of shares.

(e) Details of Shares held by Promoters

| Sr No. | Promoter's Name | Number of shares | March 31, 2025 | | | March 31, 2024 | | |
|--------|-------------------------------|------------------|-------------------|---------------------------------------|------------------|-------------------|--------------------------|--|
| | | | % of total shares | % Change during the year ¹ | Number of shares | % of total shares | % Change during the year | |
| 1 | Abhay Narendra Lodha | 1 | 0.00% | No Change | 1 | 0.00% | No Change | |
| 2 | Ashwin Narendra Lodha | 1 | 0.00% | No Change | 1 | 0.00% | No Change | |
| 3 | Sheela Abhay Lodha | 1 | 0.00% | No Change | 1 | 0.00% | No Change | |
| 4 | Mona Ashwin Lodha | 1 | 0.00% | No Change | 1 | 0.00% | No Change | |
| 5 | Surendra Champalal Lodha | 1 | 0.00% | No Change | 1 | 0.00% | No Change | |
| 6 | Rajesh Kumar Jain | 1 | 0.00% | No Change | 1 | 0.00% | No Change | |
| 7 | Crest Steel and Power Pvt Ltd | 47,41,684 | 94.94% | No Change | 47,41,684 | 94.94% | No Change | |
| 8 | Akshita Realtors Pvt. Ltd | 2,52,469 | 5.06% | No Change | 2,52,469 | 5.06% | No Change | |
| | | 49,94,159 | 100% | | 49,94,159 | 100% | | |



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 11: Preference Share Capital

| Particulars | Number of shares | | Amount | |
|--|------------------|------------------|----------------|----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Authorised equity preference share capital (face value Rs.10 each) | 10,00,000 | 10,00,000 | 100.00 | 100.00 |
| Total | 10,00,000 | 10,00,000 | 100.00 | 100.00 |
| Issued, Subscribed and fully paid Preference Shares (face value Rs.10 each) | 9,16,667 | 9,16,667 | 91.67 | 91.67 |
| Total | 9,16,667 | 9,16,667 | 91.67 | 91.67 |

(a) Movements in preference share capital

| Particulars | Number of shares | | Amount | |
|--|------------------|-----------------|----------------|----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Number of Shares at the beginning of the year | 9,16,667 | 9,16,667 | 91.67 | 91.67 |
| Add: Issued during the year | - | - | - | - |
| Number of Shares at the end of the year | 9,16,667 | 9,16,667 | 91.67 | 91.67 |

(b) Terms of preference shares

0.01% - Non Cumulative Redeemable Preference Shares shall:

- Carry a preferential right vis a vis Equity share of the company with respect to payment of dividend and repayment in case of a winding up or repayment of capital.
- Be redeemable after a period of 20 years from the date of issue/allotment i.e. on December 13th, 2031.
- The dividend rate on these Preference Shares shall be 0.01% p.a.

Shareholders holding more than 5% preference share capital at the end of the year:

| Name of Shareholders | % of Holding | | Number of shares | |
|-------------------------------------|----------------|----------------|------------------|----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Preference Shares | | | | |
| Crest Steel & Power Private Limited | 100.00% | 100.00% | 9,16,667 | 9,16,667 |

Note:

Preference Shares referred to in the table above are 0.01% Non Cumulative Redeemable Preference Shares of Rs.10/- Par Value Fully paid up



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 12: Borrowings

Current Borrowings

| Particulars | March 31, 2025 | March 31, 2024 |
|---|--------------------|--------------------|
| Secured Borrowings carried at amortised cost | | |
| Indian Rupee term loans | 1,99,998.72 | 1,74,832.30 |
| Indian Rupee working capital loan | 1,63,381.90 | 1,45,471.35 |
| Unsecured | | |
| From others | 19,909.97 | 20,907.61 |
| Total | 3,83,290.58 | 3,41,211.26 |

Note :

- 1 Term loans are secured by first charge on the immovable and movable properties and second charge on current assets, both present and future.
- 2 The working capital facilities include cash credit , bill discounting and LC acceptances facilities from banks. These working capital facilities from banks carries interest rate ranging from 12% to 15% p.a. & penal interest
- 3 The working capital facilities are secured by first charge on current assets and second charge on immovable and movable properties, both present and future.
- 4 Term loans and working capital facilities are secured by personal guaranties of promoter's.
- 5 All the shares of the company are pledged in favour of term loan lenders and working capital lenders.

- Indian rupee term loans have been turned NPA, continuing on the routine compliance, the lenders are moving on recovery measure and already served call up notice for their exposure. Therefore, instead of structured repayment schedule, the entire exposure of banks and financials institution has already fallen due in past year on immediate demand basis.
- 6 Accordingly, all the term loans and cash credit from banks have been classified as loans repayable on demand. Further, the Company has made provision for interest on Term Loan and Cash Credits financed by secured and unsecured lenders for this year which is included in above balances of respective loans



| Securities and Financial Assets | |
|---|--|
| Securities and Financial Assets less margin money | Charged with Consortium of SBI, Indian Bank, PNB and Bank of Baroda towards Working Capital (Manufacturing division) |
| Margin towards Bank Guarantee | Towards Bank Guarantee provided by SBI. |
| PLANT AND MACHINERY | |
| Plant & Machinery excluding Sponge iron plant | Charged with Consortium of SBI, Indian Bank, PNB, Bank of Baroda, UCO Bank and Bank of India towards term loan |
| Plant & Machinery (Sponge Iron Plant) | Charged with Consortium of SBI, Indian Bank, PNB, Canara Bank towards Working Capital (Trading division) |
| BUILDINGS | |
| Building (Excluding Sponge iron plant) | Charged with Consortium of SBI, Indian Bank, PNB, Bank of Baroda, UCO Bank and Bank of India towards term loan |
| Building (Sponge iron plant) | Charged with Consortium of SBI, Indian Bank, PNB, Canara Bank towards Working Capital (Trading division) |
| Land | |
| Odisha Land | Charged with Consortium of SBI, Indian Bank, PNB, Canara Bank towards Working Capital (Trading division) |
| Nagpur Land- Secured against term loan | Charged with Consortium of SBI, Indian Bank, PNB, Bank of Baroda, UCO Bank and Bank of India towards term loan |
| Nagpur Land- Sponge Iron Plant | Charged with Consortium of SBI, Indian Bank, PNB, Canara Bank towards Working Capital (Trading division) |
| Marki Mangli I Mine Land- Secured | Charged with SBI towards Bank Guarantee issue by them |
| Afforestation land Marki Mangli III - Term Loan | Charged with Consortium of SBI, Indian Bank, PNB, Bank of Baroda, UCO Bank and Bank of India towards term loan |



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 18: Trade Payable

| Particulars | March 31, 2025 | March 31, 2024 |
|---|------------------|------------------|
| Total outstanding dues of micro enterprises and small enterprises | 28.32 | 28.89 |
| Total outstanding dues other than micro enterprises and small enterprises | 16,974.83 | 16,801.64 |
| Trade payable to related parties | 15,988.06 | 15,888.06 |
| Total | 32,971.22 | 32,796.59 |

Ageing of Trade Payable

| Particulars | 31-Mar-25 | | | | | Total |
|-------------------|------------------|---------------|-----------------|------------------|------------------|-------|
| | Less than 1 Year | 1-2 Years | 3-8 Years | > 8 Years | | |
| MSME | 28.32 | - | - | - | 28.32 | |
| Others | 8,117.70 | 632.11 | 4,346.18 | 19,845.91 | 32,942.00 | |
| Dispute dues-MSME | - | - | - | - | - | |
| Dispute dues | - | - | - | - | - | |
| Others | - | - | - | - | - | |
| Total | 8,146.02 | 632.11 | 4,346.18 | 19,845.91 | 32,971.22 | |

| Particulars | 31-Mar-24 | | | | | Total |
|-------------------|------------------|-----------------|---------------|------------------|------------------|-------|
| | Less than 1 Year | 1-2 Years | 3-8 Years | > 8 Years | | |
| MSME | 22.30 | 4.49 | - | - | 26.88 | |
| Others | 8,179.48 | 4,732.47 | 716.68 | 19,141.07 | 32,769.70 | |
| Dispute dues-MSME | - | - | - | - | - | |
| Dispute dues | - | - | - | - | - | |
| Others | - | - | - | - | - | |
| Total | 8,201.87 | 4,736.96 | 716.68 | 19,141.07 | 32,796.58 | |

Note 19: Other Financial Liabilities

| Particulars | March 31, 2025 | March 31, 2024 |
|---------------------------------------|----------------|----------------|
| Others | | |
| Capital creditors | 353.89 | 353.89 |
| Liabilities towards employee benefits | 199.06 | 176.80 |
| Security deposits | 236.44 | 230.37 |
| Total | 789.39 | 761.55 |

Note 19: Other Current Liabilities

| Particulars | March 31, 2025 | March 31, 2024 |
|---|-----------------|-----------------|
| Indian rupee term loans have been turned NPA, | | |
| Statutory tax payables | 337.41 | 1,021.56 |
| Advances from customers | 2.10 | 2.30 |
| Coal Bid Price Payable | 5,088.31 | 3,098.31 |
| Total | 3,377.82 | 4,081.57 |

Note 16: Provisions

| Particulars | March 31, 2025 | March 31, 2024 |
|--------------------|----------------|----------------|
| Gratuity provision | 119.64 | 108.00 |
| Leave provision | 88.36 | 68.55 |
| Total | 208.01 | 176.55 |



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 17: Revenue from Operations

| Particulars | March 31, 2025 | March 31, 2024 |
|------------------------|------------------|------------------|
| Sale of products | - | - |
| Sale of finish product | 32,145.08 | 31,222.89 |
| Sale of By product | 240.79 | 444.44 |
| Sale of electricity | 790.70 | 1,130.20 |
| | | - |
| Total | 33,185.58 | 32,797.53 |

Note 18: Other Income & Other Gains/(Losses)

| Particulars | March 31, 2025 | March 31, 2024 |
|--------------------------------|-----------------|----------------|
| Interest on deposit with banks | 117.86 | 118.54 |
| Miscellaneous income | 3.59 | 81.27 |
| MEGA IPS claim | 890.30 | - |
| Gain on sale of mutual fund | 0.59 | - |
| Total | 1,052.33 | 179.81 |

(b) Other Gains/(losses)

| Particulars | (Amount in INR) | |
|--------------------|-----------------|----------------|
| | March 31, 2025 | March 31, 2024 |
| Dividend income | - | 0.02 |
| Total | - | 0.02 |
| Total (a+b) | 1,052.33 | 179.83 |

Note 19: Cost of Materials Consumed

| Particulars | March 31, 2025 | March 31, 2024 |
|--|------------------|------------------|
| Opening stock raw material and stores- spares | 1,436.17 | 1,629.38 |
| Purchase during the year | 32,541.69 | 32,226.96 |
| Less: closing stock of raw material and stores- spares | (1,571.92) | (1,436.17) |
| Total | 32,805.88 | 32,420.16 |

Note 20: Changes in Inventories of Work in Progress, Stock in Trade and Finished Goods

| Particulars | March 31, 2025 | March 31, 2024 |
|----------------------|----------------|-----------------|
| Opening Stock | | |
| Semi finished goods | 201.93 | 333.70 |
| Finished goods | 374.55 | 931.26 |
| | 576.48 | 1,264.96 |
| Closing Stock | | |
| Semi finished goods | 145.11 | 201.93 |
| Finished goods | 476.69 | 374.55 |
| | 621.80 | 576.48 |
| Total | (45.32) | 688.48 |

Note 21: Employee Benefit Expense

| Particulars | March 31, 2025 | March 31, 2024 |
|---------------------------|-----------------|-----------------|
| Salaries, wages and bonus | 1,156.98 | 1,072.26 |
| Provident fund and ESIC | 39.81 | 56.73 |
| Staff welfare expenses | 14.03 | 10.38 |
| Gratuity expenses | 31.74 | 26.42 |
| leave encashment expenses | 1.43 | 15.86 |
| Total | 1,264.99 | 1,181.65 |



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 22: Other Expenses

| Particulars | March 31, 2025 | March 31, 2024 |
|--|-----------------|-----------------|
| Repair & Maintenance to Plant and machinery | 21.71 | 30.48 |
| Repair & Maintenance to Others | 190.74 | 134.33 |
| Water and electricity charges | 298.19 | 245.63 |
| Rates and taxes | 51.95 | 385.57 |
| Legal and professional fees | 685.58 | 234.97 |
| Travel and conveyance | 30.07 | 61.09 |
| Security Charges | 123.00 | 112.52 |
| Labour & contractor charges | 1,485.75 | 1,553.90 |
| Rent | 207.08 | 143.77 |
| Bank Charges | 20.38 | 138.48 |
| Vehicle hire charges | 113.70 | 223.36 |
| Impairment loss on trade receivable (Provision for bad debts) | - | 37.67 |
| Other accounts written off / written back (net) | (0.14) | 0.11 |
| Impairment loss on Advance | 20.87 | - |
| Corporate social responsibility expenditure (refer Note 22(b) below) | - | - |
| Insurance expenses | 51.46 | 36.96 |
| Waste disposal expenses (Fly ash) | 136.77 | 57.60 |
| Miscellaneous expenses | 21.44 | 28.92 |
| Mines closure expenses | 315.13 | 275.27 |
| Interest and Penalty on Sales tax | 21.41 | - |
| Payment to Auditors (refer Note 22(a) below) | 2.75 | 2.75 |
| Total | 3,667.96 | 3,493.08 |

Note 22(a): Details of Payments to Auditors

| Particulars | March 31, 2025 | March 31, 2024 |
|----------------------------|----------------|----------------|
| Payment to auditors | | |
| As auditor: | | |
| Audit fee (Statutory) | 2.75 | 2.75 |
| Total | 2.75 | 2.75 |

Note 22(b): Corporate Social Responsibility Expenditure

| Particulars | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Amount required to be spent as per Section 135 of the Act | - | - |
| Amount spent during the year on: | | |
| (i) Construction/acquisition of an asset | - | - |
| (ii) On purposes other than (i) above | - | - |

Note 23: Finance Cost

| Particulars | March 31, 2025 | March 31, 2024 |
|-------------------------------|------------------|------------------|
| Interest on Borrowings | | |
| Banks | 43,076.94 | 42,552.64 |
| Others | 23.87 | 138.99 |
| Total | 43,100.81 | 42,691.63 |

Note 24: Earnings Per Share (in INR)

| Particulars | March 31, 2025 | March 31, 2024 |
|---|-----------------|-------------------|
| Profit attributable to the equity holders of the Company used in calculating basic and diluted EPS | (69,059.58) | (50,134.99) |
| Weighted average number of equity shares used as the denominator in calculating basic and diluted EPS | 49,94,159 | 49,94,159.00 |
| Basic and diluted EPS attributable to the equity holder of the Company (Rs.) | (582.34) | (1,003.86) |
| Nominal value of share (Rs.) | 100.00 | 100.00 |



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 25: Employee Benefit Obligation

(i) Post Employment Obligation

a) Gratuity

The Company operate a defined gratuity benefit plan for its employees. Under the gratuity plan every employee who has completed at least 5 years of service get a gratuity on departure @ 15 days (minimum) of the last drawn salary for each year of service. The scheme is funded with an insurance company in the form of qualifying insurance policy.

The following table summarized the components of net benefit expense recognized in the statement of profit and loss, other comprehensive income and the funded status and amount recognized in the balance sheet.

The amount recognized in the balance sheet and the movements in the net defined benefit obligation over the year is as follows:

Expense recognized in statement of Profit and Loss

| | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Service cost | 23.98 | 21.57 |
| Net interest cost | 7.77 | 4.85 |
| Expenses recognized in the statement of Profit and Loss | 31.74 | 26.42 |

Actuarial (gain/loss) on Plan Asset

| | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Expected interest income | 3.44 | 3.80 |
| Actual income on plan asset | 3.93 | 3.62 |
| Actual (gain/loss) on Plan Asset | 0.49 | (0.18) |

Other Comprehensive Income

| | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Opening amount recognized in OCI outside profit and loss account | | |
| Actuarial Gain/(loss) on liabilities | (1.81) | (16.86) |
| Actuarial Gain/(loss) on assets | 0.49 | (0.18) |
| Closing amount recognized in OCI outside profit and loss account | (1.32) | (17.03) |

The amount recognized in balance sheet statement

| | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Present value of funded obligation | 175.02 | 155.87 |
| Fair value of plan asset | 55.38 | 47.87 |
| Net defined benefit liability/(assets) recognized in balance sheet | 119.64 | 108.00 |

Change in present value of obligation

| | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Opening of defined benefit obligation | 155.87 | 117.55 |
| Service cost | 23.98 | 21.57 |
| Interest cost | 11.21 | 8.65 |
| Benefit paid | (17.84) | (8.76) |
| Actuarial (gain/loss) on total liabilities | 1.81 | 16.86 |
| | 175.02 | 155.87 |

Change in fair value of plan assets

| | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Opening fair value of plan assets | 47.87 | 51.63 |
| Actual return on plan assets | 3.93 | 3.62 |
| Employer contribution | 21.42 | 1.38 |
| Benefit paid | (17.84) | (8.76) |
| Closing fair value of plan assets | 55.38 | 47.87 |

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows

| | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Investments with insurer (New India Insurance) | 100% | 100% |



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025
All amounts in INR Lacs, unless otherwise stated

The significant actuarial assumptions were as follows

| | March 31, 2025 | March 31, 2024 |
|---|-----------------|-----------------|
| Discount rate | 6.54% per annum | 7.19% per annum |
| Rate of increase in compensation levels | 9.00% per annum | 9.00% per annum |
| Rate of Return on plan assets | 7.19% per annum | 7.36% per annum |

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.

The overall expected rate of return on assets is determined based on the interest rate prevailing in the market on that date applicable to the period over which the obligation is to be settled.

Sensitivity Analysis

Following table shows the sensitivity results on liability due to change in the assumptions:

| | March 31, 2025 | Impact (Absolute) | Impact (%) |
|---|----------------|----------------------|------------|
| Base liability | 175.02 | - | |
| Increase Discount Rate by 0.50% | 170.47 | (4.55) | -2.60% |
| Decrease Discount Rate by 0.50% | 179.82 | 4.80 | 2.74% |
| Increase Salary Inflation by 1% | 184.26 | 9.24 | 5.28% |
| Decrease Salary Inflation by 1% | 166.48 | (8.54) | -4.88% |
| Increase in withdrawal assumption by 5% | 167.73 | (7.29) | -4.17% |
| Decrease in withdrawal assumption by 5% | 185.40 | 10.38 | 5.93% |

Notes:

- Liabilities are very sensitive to discount rate, salary inflation and attrition rate.
- Liabilities are very less sensitive to change in mortality assumptions. Hence, sensitivities due to change in mortality are ignored



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 26: Commitments and contingencies

A. Capital and other commitments

| Particulars | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| 1 Estimated amount of contracts remaining to be executed on capital account (Net of advances) | - | - |

B. Contingent Liabilities

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| 2 Bank guarantees given by the company | 3,793.09 | 3,735.09 |

3 Hon'ble NCLT vide order dated 12th August 2022 ("Insolvency Commencement Order") initiated corporate insolvency resolution process ("CIRP") against the Corporate Debtor under the provisions of Insolvency and Bankruptcy Code, 2016 ("IBC"). Various revenue authorities raised various demands on Company which are Pre CIRP period. There is no new demands made by such authorities post CIRP period. All the claims filed by revenue authorities will be dealt according to sanction plan approved by Hon'ble NCLT.

The IRP pursuant to appointment, gave public notice and invited claims from the creditors of the Company. The summary of claims as received by IRP and as admitted by them till the date of application for approval of Resolution Plan before the Hon'ble NCLT is as under :

| Claimants | Received | Admitted | Rejected |
|--|--------------------|--------------------|------------------|
| Secured Financial Creditors | 2,66,251.53 | 2,66,241.53 | 10.00 |
| Unsecured Financial Creditors | 635.25 | 635.25 | - |
| Government dues | 25,250.75 | 7,172.36 | 18,078.39 |
| Operational Creditors - Employees and Workmen | 125.16 | 117.91 | 7.26 |
| Operational Creditors - other than workmen & Employees and Government dues | 22,053.70 | 21,560.40 | 493.30 |
| | 3,14,316.39 | 2,95,727.45 | 18,588.94 |

4 The Company has received Termination notice of Coal Mine Development & Production Agreement (CMPDA) from Ministry of Coal due to non submission of Performance Bank Guarantee on 12-09-2022 in respect of Marki Mangli-I coal Mine allocated to the Company. The Company has filed an appeal in High court against termination and on 15-09-2022 honourable court has stayed the Termination till the date of next listing and directed the coal mine authority to not to take coercive actions against the Company. The Hon'ble court has extended the period allowed to the Company for submission of enhanced PBG due to escalation in final price offer to December 2024, the nominated Authority - Ministry of Coal has filed a claim of Rs. 4629 lacs under CIRP process out of which Rs. 481 lacs has been admitted.. Also refer point no 3 above.

5 The Company has received Notice dated 07-06-2021 from Enforcement Department for taking possession of properties provisionally attached by Deputy Director of The Directorate of Enforcement, Raipur under The Prevention of Money Laundering Act, 2002, vide order dated 02-11-2020 subsequently confirmed on 29-04-2021 by The Adjudicating Authority constituted under section 6 of the act.

The Resolution professional has filed an application under section 32A of IBC, 2016 with the Hon'ble NCLT at Mumbai for protection and release of assets of the Corporate Debtor from the directorate of Enforcement. The matter is subjudice.

6 Interest on the financial debt (Calculation received as part of Claims by Bank filed with IRP till Aug 12, 2022) and post that upto March 31, 2025 has been accounted for in the books of accounts and charged to Profit and Loss Statement. Interest on the financial debt has been accounted for in the books of account for FY 2024-25 on the basis of account statement received and where account statement do not have interest accounting due to NPA norms are charged on the basis of monthly rest on previous year closing balances along with penal interest. All such liability of interest will be dealt as per the resolution plan approved by NCLT, which approval has subsequently been given on 26th May 2025.

7 The Company has filed an appeal on 19.03.2018 to The Appellate Tribunal for Electricity, New Delhi against an order of Maharashtra Electricity Regulatory Commission (MERC) dated 25-01-2019 against non-payment of Cross Subsidy Surcharge, Excess Export of Power and interest thereon. The said liability will be stand settled as per the resolution plan approved by dated 26th May 2025.

8 Punjab National Bank has filed a claim as per original application bearing number 306 of 2017 at Debt Recovery Tribunal, Punjab National Bank has filed its claim during the CIRP process of Corporate debtor. Pursuant to moratorium under section of 14 of IBC the original application cannot be pursued against the company. Upon approval of resolution plan application by Hon'ble NCLT, the said claim of PNB can stand settled.

9 Bank of Baroda has filed claim as per original application against the Company and the said matter is pending before Debt Recovery Tribunal, Mumbai. Pursuant to moratorium under section of 14 of IBC the original application cannot be pursued against the company. Upon approval of resolution plan application by Hon'ble NCLT, the said claim of Bank of Baroda can stand settled.



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 26: Commitments and contingencies

| | |
|----|---|
| 10 | MSTC Ltd has initiated case bearing no. 55/2801390/2014 under section 138 of Negotiable Instrument Act at Metropolitan Magistrate Court based in Bombay for recovery of dues. Suitable application has been filed upon approval of resolution plan u/s 32A for removal of corporate debtor as party from this case. |
| 11 | The Company has been arraigned as accused in case no. 98/2019 wherein charge sheet has been filed against the Company. The court has imposed a penalty of Rs. 1 crore which is being contested at suitable appeal court. Order challenged before Hon'ble Delhi High Court. Further application u/s 32A has been filed before Delhi High Court which is subjudice. |
| 12 | The Company has been arraigned as accused in case no. 01/2022 wherein charge sheet has been filed by Enforcement Directorate against the Company. Suitable application shall be filed before Rouse Avenue Court Delhi upon approval of resolution plan u/s 32A for removal of Corporate debtors from the said matter. |
| 13 | The Company has filed a writ petition bearing no. 4046/2018 at Bombay High Court with seat at Nagpur challenging the collectors decision of imposition of cost of Rs. 1200 lacs for construction of road from Mukutban to Wani. The matter is subjudice. |
| 14 | The Company has been arraigned as accused in case no. 880/PW/2019 wherein charge sheet has been filed against the Company. Suitable application shall be filed before Hon'ble Judicial Magistrate (First Class), 3rd Court at Esplanade, Mumbai upon approval of resolution plan u/s 32A for removal of corporate debtor as party from this case. |
| 15 | The Company has been arraigned as accused in case no. PW/300229/2022 wherein charge sheet has been filed against the Company. Suitable application shall be filed before Hon'ble Judicial Magistrate (First Class), 3rd Court at Esplanade, Mumbai upon approval of resolution plan u/s 32A for removal of corporate debtor as party from this case. |
| 16 | IRP of Crest Steel & Power Pvt Ltd has filed an application for PUF transactions under various sections of IBC at NCLT Cuttack bench bearing case no. IA158/2020. The matter is subjudice. Suitable application shall be filed at NCLT Cuttack bench upon approval of resolution plan u/s 32A for removal of corporate debtor as party from this case. |
| 17 | IRP of Topworth Pipes & Tubes Pvt Ltd has filed an application for PUF transactions under various sections of IBC at NCLT Bombay bearing case no. 4064/2019. The matter is subjudice. Suitable application shall be filed upon approval of resolution plan u/s 32A for removal of corporate debtor as party from this case. |
| 18 | Company has filed writ petition number 624 of 2019, 625 of 2019 and 626 of 2019 against imposition of liability of additional stamp duty for an amount of Rs. 13.37 lacs for MM-IV and 13.08 lacs for MM-II. The said writ petition are subjudice at Bombay high court with bench at Nagpur. |
| 19 | The Company has filed writ petition number 5771 of 2018 against District mining officer order of imposing excess royalty on coal mined from M-III coal mine. The matter is subjudice at Bombay high court with bench at Nagpur. |
| 20 | The Company has been arraigned as accused in case no. Case No PW/876/2023 wherein charge sheet has been filed against the Company. Suitable application shall be filed before Hon'ble Judicial Magistrate (First Class), 3rd Court at Esplanade, Mumbai upon approval of resolution plan u/s 32A for removal of corporate debtor as party from this case. |



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 27: Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques.

Fair value hierarchy

The Company determines fair values of its financial instruments according to the following hierarchy:

Level 1- This hierarchy uses quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on Company specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

Valuation framework

The Company's valuation framework includes:

- (i) Benchmarking prices against observable market prices or other independent sources.
- (ii) Development and validation of fair valuation models using model logic, inputs, outputs and adjustments.

These valuation models are subject to a process of due diligence and validation before they become operational and are continuously calibrated. These models are subject to approvals by various functions including risk, treasury and finance functions. Finance function is responsible for establishing procedures, governing valuation and ensuring fair values are in compliance with accounting standards.

Valuation methodologies adopted

1. The Company has not disclosed the fair values of financial instruments such as cash and cash equivalents, bank balances, balances other than cash and cash equivalents, trade receivables, loans, other financial assets trade payables and other financial liabilities because their carrying amounts are a reasonable approximation of fair value. Further, for financial assets, the Company has taken into consideration the allowances for expected credit losses and adjusted the carrying values where applicable.



2. Fair values of the Company's interest-bearing borrowings are determined by using amortised cash flow method using the current borrowing rates. Fair value of such instruments are not materially different from their carrying values, accordingly borrowings are classified as level 2 fair values in the fair value hierarchy.

The carrying value and fair value of financial instruments by categories including the quantitative disclosures of fair value measurement hierarchy as at March 31, 2025 is as follows:

| Particulars | Carrying value | Notes | Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
|------------------------------|----------------|-------|---|---|---|
| Financial Assets | | | | | |
| Investments | | | | | |
| Non-current | 11.05 | 4 | - | - | - |
| Trade Receivables | 5.12 | 6 | - | - | - |
| Other Financial assets | | | | | |
| Non-current | 1,112.43 | 5 | - | - | - |
| Current | 776.00 | 5 | - | - | - |
| Cash and bank balances | 1,723.05 | 7 | - | - | - |
| Financial Liabilities | | | | | |
| Borrowings | | | | | |
| Current | 3,83,290.58 | 12 | - | - | - |
| Trade Payables | 32,971.22 | 13 | - | - | - |
| Other Financial liabilities | | | | | |
| Current | 789.39 | 14 | - | - | - |

The carrying value and fair value of financial instruments by categories including the quantitative disclosures of fair value measurement hierarchy as at March 31, 2024 is as follows:

| Particulars | Carrying value | Notes | Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
|------------------------------|----------------|-------|---|---|---|
| Financial Assets | | | | | |
| Investments | | | | | |
| Non-current | 25.66 | 4 | 14.11 | - | - |
| Trade Receivables | 6.66 | 6 | - | - | - |
| Other Financial assets | | | | | |
| Non-current | 1,108.26 | 5 | - | - | - |
| Current | 4,488.02 | 5 | - | - | - |
| Cash and Bank balances | 4,113.72 | 7 | - | - | - |
| Financial Liabilities | | | | | |
| Borrowings | | | | | |
| Current | 3,41,211.26 | 12 | - | - | - |
| Trade Payables | 32,796.59 | 13 | - | - | - |
| Other Financial liabilities | | | | | |
| Current | 763.55 | 14 | - | - | - |



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

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Note 28: Financial Risk Management, objectives and policies

In the course of its business, the Company is exposed primarily to the fluctuation in interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Company has a policy which covers the above mentioned risks associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The risk management framework aims to create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Company's business plan.

(a) **Market risk**

Market risk is the risk of any loss in future earnings, that may result from the change in the price of a financial instrument. The value of a financial instrument may change as a result of a change in the interest rate, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes.

(b) **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations.

(c) **Credit risk**

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

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised as income in the statement of profit and loss.

Trade and other receivables:

The Company measures the expected credit loss of trade receivables and loans from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

Refer note 6 for ageing analysis of the receivables (gross of provisions)

(d) **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company monitors rolling forecasts of its liquidity requirement to ensure it has sufficient cash to meet operational needs.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities as at March 31, 2025

| | On demand | Less than 3 months | 3 to 12 months | 1 to 5 years | more than 5 years | Total |
|-----------------------------|-------------|--------------------|----------------|--------------|-------------------|-------------|
| Borrowings | | | | | | |
| From Banks | 3,63,380.61 | - | - | - | - | 3,63,380.61 |
| From Related Party | - | - | - | - | - | - |
| From others | - | - | 19,909.97 | - | - | 19,909.97 |
| Trade payables | - | 32,971.22 | - | - | - | 32,971.22 |
| Other financial liabilities | - | 789.39 | - | - | - | 789.39 |

The table below provides details regarding the remaining contractual maturities of financial liabilities as at March 31, 2024

| | On demand | Less than 3 months | 3 to 12 months | 1 to 5 years | more than 5 years | Total |
|-----------------------------|-------------|--------------------|----------------|--------------|-------------------|-------------|
| Borrowings | | | | | | |
| From Banks | 3,20,303.65 | - | - | - | - | 3,20,303.65 |
| From Related Party | - | - | - | - | - | - |
| From others | - | - | 20,907.61 | - | - | 20,907.61 |
| Trade payables | - | 32,796.59 | - | - | - | 32,796.59 |
| Other financial liabilities | - | 763.55 | - | - | - | 763.55 |



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

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Note 29: Revenue Recognition

Disaggregated Revenue information

The Company is domiciled in India. The product-wise amount of its revenue from external customers broken down by location of the customers is shown in the table below:

| Particulars | March 31, 2025 | March 31, 2024 |
|----------------|------------------|------------------|
| Domestic Sales | 33,185.58 | 32,797.53 |
| Export Sales | - | - |
| Total | 33,185.58 | 32,797.53 |

Contract Balances

The timing of revenue recognition, billings and cash collection results in trade receivables, and billings in excess of costs and estimated earnings on uncompleted contracts (contract liabilities) on the balance sheet.

The Company discloses receivables from contracts with customer separately in the balance sheet. To comply with the other disclosures requirements for contract assets and contract liabilities following information is disclosed.

| Particulars | March 31, 2025 | March 31, 2024 |
|----------------------|----------------|----------------|
| Trade Receivables | 5.12 | 6.66 |
| Contract Liabilities | - | - |
| Total | 5.12 | 6.66 |

Reconciling the amount of revenue recognised in statement of profit and loss with the contracted price

| Particulars | March 31, 2025 | March 31, 2024 |
|---|------------------|------------------|
| Revenue as per contracted price | 33,185.58 | 32,797.53 |
| Adjustments for: Rebates and Discounts | - | - |
| Revenue from contract with customers | 33,185.58 | 32,797.53 |

Transaction price allocated to the remaining performance obligations

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as of March 31, 2025 amounts to Rs. NIL



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 30: Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Principal amount outstanding (whether due or not) to micro and small enterprises | 28.32 | 26.89 |
| Interest due thereon | - | - |
| The amount of interest paid by the Company in terms of Section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006. | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006 | - | - |

Note : Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by management. This has been relied upon by the auditors.



Topworth Urja & Metals Limited

Notes to Financials Statements

For the year ended March 31, 2025

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Note 31: Disclosure of transactions with related parties as required by Ind AS 24

| Name of the related Party | Relationship |
|--|---|
| Crest Steel & Power Private Limited | Holding Company |
| Topworth Steels & Power Private Limited | Associate Company (till 11th October 2023) |
| Topworth Energy Private Limited Satyarath Steel and Power Private Limited Pheonix Realtors Private Limited | Enterprises in which erstwhile directors have Significant Influence |
| Rahul singh | Key Managerial Person |
| Aditya Tadaiya (Date of resignation Nov 22th,2023) | |
| Vishal Mandavgade (Date of appointment May 8th, 2024) | |
| Divya singh | Relatives of key Managerial Person |
| Pramod Tadaiya | |
| Priti Mandavgade | |

Transactions during the year

| | March 31, 2025 | March 31, 2024 |
|-----------------------|----------------|----------------|
| Salary expense | | |
| Rahul singh | 27.03 | 26.26 |
| Vishal Mandavgade | 11.98 | - |
| Aditya Tadaiya | - | 5.51 |
| Pramod Tadaiya | - | 2.71 |
| Lease rental | | |
| Divya singh | 7.25 | 5.64 |
| Priti Mandavgade | 7.15 | - |



Balances as at the year end

| Nature of Transaction | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Trade Receivables | | |
| Topworth Steels & Power Private Limited * | 12,918.71 | 12,918.71 |
| Trade Payables | | |
| Crest Steel & Power Private Limited | 15,968.06 | 15,968.06 |
| Advances Given | | |
| Topworth Energy Private Limited | 0.53 | 0.53 |
| Satyarath Steel and Power Private Limited | 817.19 | 817.19 |
| Phoenix Realtors Private Limited | - | - |
| Salary payable | | |
| Rahul Singh | 1.77 | 1.48 |
| Aditya Tadaiya | - | 0.68 |
| Vishal Mandavgade | 0.93 | - |
| Lease rental payables | | |
| Divya Singh | 0.47 | 0.47 |
| Pramod Tadaiya | - | 0.35 |
| Priti Mandavgade | 0.60 | - |

Notes:

1. The related parties have been identified by the management and relied upon by the auditors
2. The Holding Company was under Corporate Insolvency Resolution Process and the management of the Holding Company is now changed
3. The Associate company was under Corporate Insolvency Resolution Process and the management of the associate Company is now changed via NCLT order passed dated 11th October 2023.
4. The above trade receivable and advances given to related parties have been fully provided for.



Topworth Urja & Metals Limited

Notes to Financial Statements

For the year ended March 31, 2025

All amounts in INR Lacs, unless otherwise stated

Note 32: Capital Management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Company. The Company determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic investment and expansion plans. The funding needs are met through cash generated from operations, long term and short term bank borrowings. The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company. Net debt includes interest bearing borrowings less cash and cash equivalents, other bank balances and current investments. The table below summarises the capital, net debt and net debt to equity ratio of the Company.

| Particulars | March 31, 2025 | March 31, 2024 |
|---------------------------|----------------|----------------|
| Net Debt (see note below) | 3,81,567.53 | 3,37,097.54 |
| Equity | (3,86,089.67) | (3,37,030.08) |
| Capital and net debt | (4,522.14) | 67.46 |
| Gearing Ratio % | (84.38) | 4,997.07 |

Calculation of Net Debt is as follows:

| Particulars | March 31, 2025 | March 31, 2024 |
|---------------------------|--------------------|--------------------|
| Borrowings | | |
| Non-current | - | - |
| Current | 3,83,290.58 | 3,41,211.26 |
| | 3,83,290.58 | 3,41,211.26 |
| Cash and cash equivalents | 135.23 | 2,605.35 |
| Other bank balances | 1,587.82 | 1,508.37 |
| | 1,723.05 | 4,113.72 |
| Net Debt | 3,81,567.53 | 3,37,097.54 |



Topworth Urja & Metals Limited
Notes to Financials Statements
For the year ended March 31, 2025
All amounts in INR Lacs, unless otherwise stated

Note 33: Going Concern

The Company has incurred a net loss of Rs. 49,059.58 lacs and Rs. 50,134.39 lacs during the current and previous year. The Company's current liabilities exceeded its current assets by Rs. 4,24,614.99 lacs as at the Balance Sheet date. The Company has short term outstanding borrowings repayable over next 12 month aggregating to Rs. 3,83,290.58 lacs.

The Company was under the Corporate Insolvency Resolution Process (CIRP) in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 as at March 31, 2025. However, subsequent to the balance sheet date, the Hon'ble National Company Law Tribunal (NCLT) approved the Resolution Plan vide its order dated 26th May 2025, pursuant to which the Company has been acquired by Evonith Holdings Pte Limited ("Evonith") under the approved Resolution Plan.

Management believes that the financial support and operational plans will enable the Company to continue its operations and meet its obligations as they fall due. Accordingly considering the acquisition of the Company by Evonith, the management has prepared the financial statements on going concern basis.

Note 34: Status of CIRP

The Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, admitted an application filed by Bank of Baroda under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("IBC") against the Company vide its order dated 12 August 2022, initiating the Corporate Insolvency Resolution Process ("CIRP").

Pursuant to the said order, Mr. Alok Saxena was appointed as the Interim Resolution Professional ("IRP"). The Committee of Creditors ("CoC") was constituted on 31 December 2022, and subsequently, Mr. Avil Menezes was appointed as the Resolution Professional ("RP") vide NCLT order dated 10 April 2023.

In furtherance of the CIRP, Mr. Avil Menezes, Resolution Professional ("Applicant" / "Erstwhile Resolution Professional"), filed an application under Section 30 of the Insolvency and Bankruptcy Code, 2016 ("the Code") seeking approval of the Resolution Plan dated 29th May 2023, as amended up to 16th October 2023, submitted by Evonith Holdings Pte. Ltd. ("Successful Resolution Applicant" / "SRA"), which was approved by 100% of the voting share of the Committee of Creditors ("CoC") in its 14th CoC Meeting held on 5th January 2024.

The Hon'ble NCLT, Mumbai Bench, vide its order dated 26th May 2025, approved the Resolution Plan submitted by Evonith Holdings Pte. Ltd.

It has been ascertained from additional affidavit dated 18th September, 2025 filed by the Monitoring Committee post plan approval, that the Company remained under the control and management of the Resolution Professional, Mr. Avil Menezes, until 25th May 2025 (i.e., until the date of plan approval). Thereafter, the management and control of the Company vested with the Monitoring Committee, which oversaw the implementation of the approved Resolution Plan. As per the said affidavit, the Resolution Plan was successfully implemented.



Topworth Urja & Metals Limited

Notes to Financial Statements
For the year ended March 31, 2025
All amounts in INR Lacs, unless otherwise stated

Note 35: Other regulatory information

i. Following is the details of title deeds of immovable property not held in name of the Company:

| Relevant line items in the Balance sheets | Descriptions of item of property | Gross carrying Value (in Lacs) | Title deeds of immovable Property not held in name of the Company | Whether title deed holder is a promoter, director or relative of Promoter/ director or employee of promoters/ directors | Property held since which date | Reason for not being held in the name of company |
|---|----------------------------------|--------------------------------|---|---|--------------------------------|---|
| Property, Plant & Equipment | Freehold land | 15.51 | Yes | No | | Property documents not available with the Company |
| Property, Plant & Equipment | Freehold land | 7877.15 | Yes | No | | Title deeds is in the custody of the Lenders/ Banks. The Company and the auditor have not received confirmation regarding the same from the lenders. Accordingly, the title deeds for such land could not be verified by the auditors |

- ii. The Company does not have any litigated property, where any proceeding has been initiated or pending against the Company for holding any litigated property.
- iii. The Company does not have any transactions with companies struck off.
- iv. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- v. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- vi. The Company has been declared as Willful Defaulter by Bank of Baroda on February 24, 2019.
- vii. The Company has complied with the number of layers prescribed under clause (81) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- viii. During the financial year ended 31st March 2025, other than the transactions undertaken in the normal course of business and in accordance with extant regulatory guidelines as applicable, No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- ix. No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- x. The Company does not have any transactions not recorded in the books of accounts that have been considered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, March or survey or any other relevant provisions of the Income Tax Act, 1961). Also, there are Nil, previously unrecorded income and related assets.
- xi. The Company does not have any CWP and intangible asset under development.
- xii. The Company has not revalued its Property, Plant and Equipment during the year as well as in previous year.
- xiii. Pursuant to ongoing GRP, no quarterly returns/ statements were filed with the banks.



iii - The Company is using two different softwares, for maintaining its books of accounts. Based on our examination which included test checks, both the softwares has features of recording audit trail (edit log) facility.

- In One of the softwares, the Company has used accounting software which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that, audit trail feature is not enabled for direct changes to data when using certain access rights. Further, the Company did not tamper with audit trail feature in respect of this accounting software.

- In the other software, recording audit trail (edit log) facility has been made operational throughout the year for all relevant transactions recorded in the software. Further, the Company did not tamper with the audit trail feature since the date it has been made operational.

Further, the audit trails have been preserved by the Company in accordance with the applicable statutory requirements for record retention.

iv. Analytical Ratios:

| Ratio | Numerator | Denominator | Current Reporting Period | Previous reporting period | % of Change | Remarks |
|----------------------------------|----------------------------------|------------------------------|--------------------------|---------------------------|-------------|--|
| Current ratio | Current assets | Current liabilities | 0.01 | 0.03 | -50% | Variance due to lower current assets relative to current liabilities. |
| Debt Equity Ratio | Debt Capital | Shareholder's Equity | (0.89) | (1.01) | -2% | |
| Debt Service coverage ratio | EBITDA | Debt Service (Int+Prinpal) | (0.06) | (0.11) | -23% | Variance due to insufficient cash flow during the year to meet debt obligations. |
| Return on Equity Ratio | Profit for the year | Average Shareholder's Equity | 0.14 | 0.16 | -16% | |
| Inventory Turnover Ratio | COGS | Average Inventory | 15.46 | 11.89 | 15% | |
| Trade Receivables turnover ratio | Net Sales | Average trade receivables | 5,033.35 | 1,306.00 | 192% | Variance due to better collection efficiency during the year. |
| Trade payables turnover ratio | Cost of material consumed | Average trade Payables | 1.00 | 1.09 | -9% | |
| Net capital turnover ratio | Sales | Working capital (CA-CL) | (0.08) | (0.09) | -11% | |
| Net profit ratio | Net Profit | Sales | (1.48) | (1.53) | -3% | |
| Return on Capital employed | Earnings before interest and tax | Capital Employed | (0.01) | (0.01) | -13% | Variance due to lower operating profits relative to capital employed. |

FOR: GUPTA SARDA & BANSAL

Chartered Accountants

Firm: 10344/W

CA: C Sarda

M.N: 015245

UIN: 250352458M

Place: Nagpur

Date: 06/11/2025



For and on behalf of the Board of Directors

Topworth Urja & Metals Limited

Mamohan Dhanuka

Whole Time Director

DIR: 07926017

V. Nav

Vijay Mandregade

Chief Finance Officer

FAN: BAUPN6744C

Rajendra Prasad Gupta

Director

DIN: 09064375

Katru Singh

Company Secretary

FAN No. BCP51619M