

# **MAGNUS STEEL AND INFRA LIMITED**

**(FORMERLY KNOWN AS MAGNUS RETAIL LIMITED)**

## **47<sup>th</sup> Annual Report 2024-2025**

**Regd. Office:** Unit no 365, Shirshagaon, Niphad,  
Nashik - 422001, Maharashtra, India.

## MAGNUS STEEL AND INFRA LIMITED

<b>Board of Directors</b>	Mr. Karronn Naresh Bajaj	Chairman & Managing Director
	Mr. Aditya Naresh Bajaj	Whole-time Director
	Mr. Naresh Rupchand Bajaj	Non – Executive Director
	Mr. Kunal Sorathia	Independent Director
	Mrs. Priya Gupta	Independent Director
	Mrs. Aarti Horilal Singh	Independent Director

**Chief Executive Officer** Mr. Karronn Naresh Bajaj

**Company Secretary** Ms. Sarita Kumari

**Auditors** M/s. Verma S & Associates  
Chartered Accountants

**Secretarial Auditors** M/s. Ritesh Sharma & Associates  
Company Secretary

**Bankers** Kotak Mahindra bank  
ICICI Bank  
HDFC Bank

**Registered Office** Unit no 365, Shirshagaon,  
Niphad, Nashik 422001,  
Maharashtra, India, 422001  
Tel : 91 91122 71471  
Fax : 91 91122 71471  
E-mail : [magnussteelinfra@gmail.com](mailto:magnussteelinfra@gmail.com)  
Web. : [www.magnusretail.in](http://www.magnusretail.in)

**CIN** L24319MH1978PLC416753

**Registrar & Share Transfer Agents** M/s. MUFG Intime India Private Limited  
C 101, 247 Park, L B S Marg,  
Vikhroli (West), Mumbai – 400083.  
Tel: +91 022 49186000  
Fax : + 91 022 49186060  
E-mail : [rnt.helpdesk@in.mpms.com](mailto:rnt.helpdesk@in.mpms.com)  
Website : <https://in.mpms.mufg.com/>

**ISIN (Demat)** INE898E01011

## NOTICE

Notice is hereby given that the **Forty Seventh Annual General Meeting (“AGM”)** of the Members of **MAGNUS STEEL AND INFRA LIMITED** will be held on **Tuesday, September 30, 2025 at 3:00 p.m. (IST)** through **Video Conferencing/Other Audio Visual Means** to transact the following businesses:

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### **ORDINARY BUSINESS**

**1. Adoption of Financial Statements, Directors’ and Auditors’ Report for the financial year 2024-25:**

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

“**RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Directors’ and Auditors’ Reports thereon, placed before the meeting, be and are hereby approved and adopted.”

**2. Re-appointment of Mr. Karronn Naresh Bajaj (DIN: 09375579) who retires by rotation and being eligible, offers himself for reappointment:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, (hereinafter referred to as “**Act**”) Mr. Karronn Naresh Bajaj (DIN: 09375579), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESS:**

**3. To appoint Secretarial Auditors of the Company**

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

“**RESOLVED THAT** pursuant to Section 204 , 179 (3) and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s Ritesh Sharma & Associates, Practising Company Secretaries (Firm Registration Number 20742) be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.”

**By order of the Board of Director**

**For Magnus Steel and Infra Limited**

Sd/

**Karronn Naresh Bajaj**

Chairman & Managing Director

DIN : 09375579

**Place :** Nashik

**Date :** August 14, 2025

**NOTES:**

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circular") and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing ("VC") or other audio visual means ("OAVM"), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM is annexed hereto as "Annexure – A".
3. The Company has appointed Mr. Ritesh Sharma, Proprietor of M/s. Ritesh Sharma & Associates, Company Secretary in practice, as the Scrutinizer to conduct the e-Voting process in fair and transparent manner.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA circular through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circular and the SEBI circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the proxy form, attendance slip, and route map of AGM are not annexed to this Notice.
5. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC/OAVM and to vote thereat through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at, csriteshsharma@gmail.com with a copy marked to evoting@nsdl.com and magnussteelinfra@gmail.com
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The attendance of the members attending the AGM through VC/OAVM will be counted

for the purpose of reckoning the quorum under Section 103 of the Act.

8. SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024. Shareholders are requested to complete their KYC by writing to the Company's Registrar and Share Transfer Agent ("RTA"), viz MUFG Intime India Private Limited ("MUFG"). The relevant form(s) can be downloaded from the Company's website at <https://www.magnusretail.in/reports/>.
9. Pursuant to SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, has introduced a special six-month window to allow investors to re-lodge their requests for the transfer of physical shares. This initiative is intended to address concerns of investors who had lodged transfer requests prior to April 1, 2019 but whose requests were subsequently rejected or returned due to deficiencies in documentation.
10. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form SH-14. The said form can be downloaded from the Company's website at <https://www.magnusretail.in/reports/>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company or Company's RTA in case the shares are held in physical form, quoting their folio numbers. Members are requested to check that the correct account number has been recorded with the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (both collectively referred to as "Depositories"). Members holding shares in electronic form are requested to intimate any change in their address, email id, signature or bank mandates to their respective DP with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to intimate such changes to the RTA of the Company by furnishing form ISR-1 and ISR-2. The said forms are available on the website of the Company at <https://www.magnusretail.in/reports/>
11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form and also request received for transmission or transposition of securities are to be effected only in dematerialized mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
12. In accordance with the MCA Circular dated September 19, 2024, and SEBI circular dated October 03, 2024, the Notice of AGM along with Annual Report are being sent only through the electronic mode to those Members whose e-mail addresses are registered with the Company/RTA or the Depository Participant(s) and will also be

available on the Company's website at <https://www.magnusretail.in/reports/>. website of the Stock Exchange, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company will not be dispatching physical copies of Annual Report and Notice of AGM to any Member. Members are requested to register/ update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar, by following due procedure.

13. In compliance with the amended Regulation 36(1)(b) of the SEBI Listing Regulations, the Company will send a letter providing the web-link, including the exact path, where complete details of the annual report is available to those shareholder(s) who have not registered their email address(es) either with the Depositories or Company/ RTA of the Company.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, bank mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
15. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
17. To receive communications through electronic means, including Annual Reports and Notices, Members are requested to kindly register/update their e-mail address and mobile number with their respective DPs where shares are held in electronic form. In case of shares held in physical form, Members are advised to register their e-mail address and mobile number with RTA by mailing on [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com).
18. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

19. Members desiring inspection of statutory registers and other relevant documents of the Company during the AGM may send their request in writing to the Company at [magnussteelinfra@gmail.com](mailto:magnussteelinfra@gmail.com) upto the date of the AGM. In accordance with the MCA Circular, the Statutory Registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any Member during the continuance of the 47th AGM.
20. This AGM Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories/the DP/the Company's RTA/the Company before September 02, 2025.
21. **General instructions for accessing and participating in AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting**
- (a) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first-come first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restrictions on account of first come first served basis. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.
- (b) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, and the MCA Circular and Secretarial Standard - 2 issued by Institute of Company Secretaries of India, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
- (c) The remote E-Voting period for all items of businesses contained in this notice of AGM shall commence from 9.00 a.m. (IST) on Saturday, September 27, 2025 and ends at 5.00 p.m. (IST) on Monday, September 29, 2025. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
- (d) The cut-off date for determining the eligibility of shareholders to exercise remote



e-Voting rights and attendance at AGM is Tuesday, September 23, 2025. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the above-mentioned cut-off date, shall be entitled to avail the facility of remote e-Voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cutoff date should treat this Notice for information purpose only

- (e) Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- (f) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for e-voting before casting their vote.
- (g) At the AGM, the Chairperson of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote e-Voting facility.
- (h) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least 2 (two) witnesses not in the employment of the Company. Thereafter the Scrutinizer shall, submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson, or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith. The result of e-voting along with consolidated Scrutinizer's report will be declared upon conclusion of the Meeting, within the permissible timelines.
- (i) The results declared along with the Scrutinizer's report shall be placed on the website of the Company viz. <https://eastcoaststeel.com/> and shall also be communicated to BSE Limited and NSDL. The Resolutions, if approved, shall be deemed to have been passed, on the date of AGM.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING**

The remote e-voting period commences at 9.00 a.m. (IST) on Saturday, September 27, 2025 and ends at 5.00 p.m. (IST) on Manday, September 29, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Tuesday, September 23, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of



the Company as on the cut-off date.

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

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

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





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added</li></ol>

	<p>services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
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	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the</li> </ol>

	Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Members are encouraged to submit their questions in advance with regards to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID /folio number and mobile number, to reach the Company's e-mail address at magnussteelinfra@gmail.com on or before September 23, 2025.

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Your User ID details are given below :

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

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

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

#### **General Guidelines for shareholders**

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



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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [esl.compliance@gmail.com](mailto:esl.compliance@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [esl.compliance@gmail.com](mailto:esl.compliance@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

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

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

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [magnussteelinfra@gmail.com](mailto:magnussteelinfra@gmail.com). The same will be replied by the company suitably.
6. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and become member of the Company after the notice is send through e- mail and holding shares as of the cut-off date i.e. Tuesday, September 23, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or issuer /RTA, However if you are already register with NSDL for remote E-voting then you can use your existing user id and password for casting your vote. If you forgot your password you can reset your password by using “forgot user details/password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-4886 7000 and. In case of Individual Shareholders holding security in demat mode who acquires shares of the company and become Member of the company after sending of Notice and holding shares as of the cut-off date i.e. Tuesday, September 23, 2025, may follow steps mentioned in the Notice of AGM under “Access to NSDL E-voting system”.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT**

Section 204 of the Companies Act, 2013, ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") requires every listed company to inter-alia annex with its Board's Report, a Secretarial Audit Report issued by a Practising Company Secretary.

Further, SEBI vide its notification dated 12 December 2024 read together with SEBI Circular No. SEBI/HO/CFD/ CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024, has further amended Regulation 24A of SEBI Listing Regulations, specifying that, on the basis of recommendation of the Board of Directors, a listed company shall appoint or re-appoint, a Secretarial Audit Firm as Secretarial Auditor for not more than two terms of 5 (five) consecutive years, with the approval of its shareholders in its Annual General Meeting, who is peer reviewed and has not incurred any disqualifications as specified by SEBI.

M/s Ritesh Sharma & Associates, a Practicing Company Secretary (Firm Registration No. 20742) (Peer Review Certificate No.: 5221/2023) has been the Secretarial Auditors of the Company for the FY 2024-25 and have furnished the Secretarial Audit Report of the Company which is annexed as Annexure A to the Board's Report which forms part of the Integrated Annual Report.

After considering the efficiency in conducting Secretarial Audit for the Company, independence, knowledge, expertise and experience, the Board of Directors have recommended for approval of the Members at this AGM, the appointment of Mr. Ritesh Sharma for the first term of 5 (five) consecutive financial years commencing from 1 April 2025 till 31 March 2030 to conduct the Secretarial Audit of the Company.

### **Brief Profile of M/s Ritesh Sharma & Associates**

M/s Ritesh Sharma & Associates is a leading firm of practicing Company Secretaries with over 10 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc.

M/s Ritesh Sharma & Associates has given their consent to act as Secretarial Auditors of the Company and confirmed that aforesaid appointment, if made, will be within the prescribed limits under the Act and the SEBI Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of this Notice.

## ANNEXURE A

**Information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) of The Institute of Company Secretaries of India ("ICSI") in respect of individuals proposed to be appointed / re-appointed as Director.**

Name of Director	Mr. Karronn Naresh Bajaj
DIN	09375579
Date of Birth	February 09, 1993
Age	32 years
Date of Appointment	March 01, 2025
Qualification	MBA in Marketing
Expertise in Specific Functional area	Mr. Karronn Naresh Bajaj is director of Bajaj Tabular Products Pvt Ltd since year 2015. He has experience of over 8 years in the field of Steel Trading and Manufacturing.
Directorship in other Companies (Excludes Directorship in Magnus Retail Limited, Foreign and Section 8 Companies) as on March 31, 2025	1. Bajaj Infra steels India Limited 2. Bajaj Tubular Products Private Limited
Chairmanship/ Membership of the Committee of other Boards	None
Shareholding as on 31st March, 2025	8,04,283
Number of Board Meeting attended (During the F.Y. 2024- 2025)	7 (Seven)
Relationship with other Directors / Key Managerial Personnel	He is brother of Aditya Bajaj and son of Naresh Bajaj.
Terms and conditions of appointment or reappointment	In terms of Section 152(6) of the Act, Mr. Karronn Naresh Bajaj shall be liable to retire by rotation.

**Registered Office:**  
No 365, Shirshagaon,  
Niphad, Nashik 422001.  
Maharashtra, India.

**Place:** Nashik  
**Date :** August 14, 2025

**By order of the Board of Directors Unit  
For Magnus Steel and Infra Limited**

Sd/  
**Karronn Naresh Bajaj**  
Chairman & Managing Director  
DIN : 09375579

## DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the Forty Seventh Annual Report of Magnus Steel and Infra Limited (hereinafter referred to as "the Company") along with the Standalone Audited Financial Statements for the Financial Year ended March 31, 2025 (hereinafter referred to as "year under review" or "year" or "FY 2024-25").

In compliance with the applicable provisions of Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) (hereinafter referred to as "Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"), this Report covers the financial performance and other developments in respect of the Company during the financial year ended March 31, 2025 and upto the date of the Board Meeting held on May 30, 2025 to approve this Report.

### 1. FINANCIAL PERFORMANCE

The financial performance of the Company for the Financial Year ended March 31, 2025 is summarised below:

Sr. No.	Particulars	2024-25	2023-24
1	Revenue from operations	318.81	66.54
2	Other Income	0.20	-
3	<b>Total</b>	<b>319.01</b>	<b>66.54</b>
4	(Loss) Before Exceptional items, Depreciation & Tax (PBDT)	7.16	(37.81)
5	Less: Depreciation	-	-
	Less: Exceptional Items	-	-
6	<b>(Loss) for the year before taxation</b>	<b>7.16</b>	<b>(37.81)</b>
7	Less: Provision for tax	-	-
	Tax paid for earlier year	1.49	-
8	<b>Loss for the year after tax</b>	<b>5.67</b>	<b>(37.81)</b>
9	Other Comprehensive Income	-	-
10.	<b>Total Comprehensive Income for the year</b>	<b>5.67</b>	<b>(37.81)</b>

### 2. REVIEW OF OPERATIONS

The Company had resumed trading in iron & steel products, including engineering products.

During the Financial Year under review, the Company's Total Revenue stood at Rs. 318.81 Lakhs as compared to Rs. 66.54 Lakhs for the previous Financial Year. Resulting during the year ended March 31, 2025 is a Profit of Rs. 7.16 lakhs as against a loss of Rs. 37.81 lakhs in the previous Financial Year. The Net Profit after Tax for the year has been Rs. 5.67 Lakhs as against Net Loss of Rs. 37.81 Lakhs reported in the previous Financial Year.

### **3. DIVIDEND AND RESERVES**

Considering the losses incurred by the Company and with a view to conserve the funds of the Company, your Directors have not recommended any dividend to the equity shareholders for the Financial Year ended March 31, 2025.

Your Company has not transferred any amount to the reserves.

### **4. CHANGE IN NATURE OF BUSINESS, IF ANY**

Company has deviated its line of business activity to trading in iron & steel products, including engineering products, in the India and international market. Although the foreign trade has been confined to steel & engineering products, the company might explore and expand these activities further as and when opportunities arise in the future within the scope of its objects as per the Memorandum of Association.

### **5. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

During the Financial Year under review, the Company did not have any Subsidiary, Joint Venture or Associate Companies.

### **6. MATERIAL CHANGES AND COMMITMENTS IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company have occurred in the Company since the end of Financial Year ended March 31, 2025 till the date of this report.

### **7. SHARE CAPITAL**

The paid up Equity Share Capital of the Company was Rs. 338.03 Lakhs (Rs.3,38,03,000/-) divided into divided into 33.80 Lakhs (33,80,300) shares of Rs. 10/- each as on March 31, 2025.

The Company's Equity Share Capital is listed on the BSE Limited ("BSE") and are infrequently traded shares. The shares of the Company have not been suspended from trading. The annual listing fee had been paid to the stock exchange before due date.

During the year under review, the Company has not issued any shares or other convertible securities, bonus shares or made a rights issue of shares or shares with differential voting rights or granted any stock options or any sweat equity shares. Further, the Company did not buy back any of its shares.

### **8. DEPOSITS**

The Company has not accepted any deposits from public within the meaning of Section 73 and 74 of the Act and Rules framed thereunder (including any amendments thereof) during the Financial Year ended March 31, 2025 and, as such, no amount on account of principal or interest on deposit from public was outstanding as on the date of this report.

### **9. HEALTH, SAFETY AND ENVIRONMENT PROTECTION**

Since the Since the Company has neither any workmen nor engaged in any activity hence environment and safety measures are not required to be followed for the time being.

## **10. PRESENTATION OF FINANCIAL STATEMENTS**

The financial statements of the Company for the Financial Year, on a standalone basis has been prepared in compliance with the Act, applicable Accounting Standards and SEBI Listing Regulations and are disclosed in accordance with Schedule III of the Act.

## **11. DIRECTORS AND KEY MANAGERIAL PERSONNEL (“KMP”)**

### **a) Retirement by rotation**

In terms of the provisions of Section 152(6) of the Act read with Articles of Association of the Company, Mr. Karronn Naresh Bajaj (DIN: 09375579) of the Company, retires by rotation at the ensuing AGM and being eligible offers himself for re-appointment. The Board recommends his re-appointment for the approval of Members. A resolution seeking Members’ approval for his re-appointment forms part of the Notice of the AGM. In accordance with Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, brief particulars and expertise of Director to be re-appointed is given in the annexure to the Notice of the AGM.

### **b) Resignation / Appointment in Directorate**

Mr. Laxman A. Savalkar (DIN: 07883766), Managing Director of the Company tendered his resignation with effect from March 01, 2025. Mr. Laxman A. Savalkar was associated with the Company as director from February 11, 2023. The Board had expressed its sincere appreciation for the valuable contribution made by him during his tenure as Director of the Company.

Mr. Girish K. Sarda (DIN: 07987670), Executive, Non- Independent Director of the Company tendered his resignation with effect from March 01, 2025. Mr. Girish K. Sarda was associated with the Company as director from February 11, 2023. The Board had expressed its sincere appreciation for the valuable contribution made by him during his tenure as Director of the Company.

Mrs. Nivedita Sen (DIN: 07796043), Independent Director of the Company tendered her resignation with effect from March 01, 2025. Mrs. Nivedita Sen was associated with the Company as director from May 22, 2023. The Board had expressed its sincere appreciation for the valuable contribution made by him during his tenure as Director of the Company.

Mr. Tathagata Sarkar (DIN: 08601775), Independent Director of the Company tendered his resignation with effect from March 01, 2025. Mr. Tathagata Sarkar was associated with the Company as director from May 22, 2023. The Board had expressed its sincere appreciation for the valuable contribution made by him during his tenure as Director of the Company.

Mr. Karronn Naresh Bajaj (DIN: 09375579) was appointed as an Managing Director of the Company w.e.f. March 01, 2025.

Mr. Aditya Naresh Bajaj (DIN: 09601315) was appointed as an Whole Time Director of the Company w.e.f. March 01, 2025.

Mr. Naresh Rupchand Bajaj (DIN: 09536773) was appointed as an Non- Executive and Non-Independent Director of the Company w.e.f. March 01, 2025.



Mrs. Aarti Horilal Singh (DIN: 10288981) was appointed as an Independent Director of the Company w.e.f. March 01, 2025.

Mr. Kunal Suresh Sorathia (DIN: 07532414) was appointed as an Independent Director, of the Company w.e.f. March 01, 2025.

**c) Key Managerial Personnel**

Pursuant to the provisions of Section 203 of the Act read with the applicable rules made thereunder, the following employees are appointed as the Whole-Time Key Managerial Personnel of the Company:

1. Mr. Laxman A. Savalkar\* - Managing Director
2. Mr. Girish K. Sarda\*\* - Chief Financial Officer
3. Mr. Karronn Naresh Bajaj - Managing Director & CEO
4. Mr. Aditya Naresh Bajaj\*\*\* - Whole Time Director
5. Ms. Sarita Kumari\*\*\*\* - Company Secretary & Compliance Officer

\* Resigned w.e.f. March 01, 2025

\*\* Resigned w.e.f. March 01, 2025

\*\*\*Appointed w.e.f. March 01, 2025

\*\*\*\*Appointed w.e.f. March 01, 2025

The Company has devised the following Policies viz:

- a) Policy for selection of Directors and determining Directors' independence; and
- b) Remuneration Policy for Directors, Key Managerial Personnel and other employees.

The Policy for selection of Directors and determining Directors' independence sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as Independent Directors of the Company. The Policy also provides for the factors in evaluating the suitability of individual Board members with diverse background and experience that are relevant for the Company's operations.

The Remuneration Policy for Directors, Key Managerial Personnel and other Employees sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board, the remuneration of the Directors, Key Managerial Personnel and other Employees of the Company.

The aforesaid Policies are available on the Company's website at <https://www.magnusretail.in/>

## **12. DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declaration from all the Independent Directors confirming that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 25(8) of SEBI Listing Regulations, and abide by the Code for

Independent Directors as prescribed under Schedule IV of the Act. Further, they have confirmed that there has been no change in the circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact the ability of Independent

Directors to discharge their duties with an objective independent judgment and without any external influence.

### 13. BOARD MEETINGS AND AGM

The Board meets at regular intervals as and when required to discuss the business policies and strategies apart from other routine business matters.

During the financial year 2024-25, the Board met 6 (Six) times i.e. on May 29, 2024, August 13, 2024, November 11, 2024, February 13, 2025, March 01, 2025 and March 28, 2025.

Apart from as aforesaid, the gap between two meetings did not exceed one hundred and twenty days and the necessary quorum was present for all the meetings held during the year.

The attendance of the Directors at the Board Meetings and the AGM held during the Financial Year ended March 31, 2025 is as under:

Name of the Directors	Category	Number of Board Meetings		Last AGM attended
		Entitled to attend	Attended	
Mr. Laxman A. Savalkar*	Chairman & Managing Director	5	5	Yes
Mr. Girish K. Sarda**	Executive Director	5	5	Yes
Mrs. Priya Gupta	Independent, Non-Executive Director	5	5	Yes
Mrs. Nivedita Sen***	Independent, Non-Executive Director	5	4	Yes
Mr. Tathagata Sarkar****	Independent, Non-Executive Director	5	4	Yes
Mr. Karronn Naresh Bajaj*****	Chairman & Managing Director	1	1	No
Mr. Aditya Naresh Bajaj*****	Whole-time Director	1	1	No
Mr. Naresh Rupchand Bajaj*****	Non – Executive & Non-Independent Director	1	1	No
Mr. Kunal Suresh Sorathia*****	Independent, Non-Executive Director	1	1	No.
Mrs. Aarti Horilal Singh*****	Independent, Non-Executive Director	1	1	No

\* Resigned w.e.f. March 01, 2025

\*\* Resigned w.e.f. March 01, 2025

\*\*\*Resigned w.e.f. March 01, 2025

\*\*\*\* Resigned w.e.f. March 01, 2025

\*\*\*\*\*Appointed w.e.f. March 01, 2025

\*\*\*\*\*Appointed w.e.f. March 01, 2025

\*\*\*\*\*Appointed w.e.f. March 01, 2025

\*\*\*\*\*Appointed w.e.f. March 01, 2025

\*\*\*\*\*Appointed w.e.f. March 01, 2025

During the year under review, the Independent Directors met without the presence of non-independent Directors on February 13, 2025 in order to evaluate:

- i. The performance of Non-Independent Directors and Board, as a whole.
- ii. The performance of Chairman of the Company taking into account the views of all the Directors on Board
- iii. The quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors attended the meeting.

#### **14. COMMITTEES OF THE BOARD**

Pursuant to Regulation 15(2) of the SEBI Listing Regulations, provisions of Corporate Governance including Composition of Board are not applicable to the Company.

The composition of the Board of Directors is in conformity with the requirements of the Act read with the Rules framed thereunder.

##### **a) AUDIT COMMITTEE**

###### **Constitution of the Audit Committee**

A qualified and independent Audit Committee has been set up by the Board in compliance with the requirements of Section 177 of the Act read with rules framed thereunder.

The composition, quorum, powers, role and scope are in accordance with Section 177 of the Act. All the members of the Audit Committee are financially literate and have experience in financial management.

The Board has accepted all the recommendations of the Audit Committee during the Financial Year ended March 31, 2025.

###### **Meeting and Attendance**

The Committee met 4 (Four) times during the Financial Year ended March 31, 2025, i.e. on May 29, 2024, August 13, 2024, November 11, 2024 and February 13, 2025. The necessary quorum was present for all the meetings held during the year.

The composition of the Audit Committee and the details of meetings attended by

members of the committee are given below:

Name of the Members	Category	Number of committee meetings	
		Entitled to attend	Attended
Mrs. Priya Gupta Chairman	Independent & Non-Executive Director	4	4
Mrs. Nivedita Sen *	Independent & Non-Executive Director	4	3
Mr. Tathagata Sarkar **	Independent & Non-Executive Director	4	3
Mr. Kunal Suresh Sorathia***	Independent & Non-Executive Director	0	0
Mrs. Aarti Horilal Singh****	Independent & Non-Executive Director	0	0

\*Resigned w.e.f. March 01, 2025

\*\* Resigned w.e.f. March 01, 2025

\*\*\*Appointed w.e.f. March 28, 2025

\*\*\*\*Appointed w.e.f. March 28, 2025

The previous AGM of the Company was held on September 26, 2024 and Mrs. Priya Gupta, Chairman of the Committee, was present at the last AGM to answer the shareholders' queries.

## b) **NOMINATION AND REMUNERATION COMMITTEE**

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

The Nomination and Remuneration Committee of the Company is constituted in compliance with Section 178 of the Act read with rules framed thereunder.

The composition, quorum, powers, role and scope are in accordance with Section 178 of the Act.

The Committee met 1 (one) time during the Financial Year ended March 31, 2025. i.e on March 01, 2025. The necessary quorum was present for the meeting held during the year.

The composition of the Nomination and Remuneration Committee and the details of meetings attended by members of the Committee are given below:

Name of the Members	Category	Number of committee meetings	
		Entitled to attend	Attended
Mr. Tathagata Sarkar*	Independent, Non-Executive Director	1	1
Mrs. Nivedita Sen **	Independent, Non-Executive Director	1	1

Mr. Kunal Suresh Sorathia*** Chairman	Independent, Non-Executive Director	0	0
Mrs. Aarti Horilal Singh**** Member	Independent, Non-Executive Director	0	0
Mrs. Priya Gupta Member	Independent, Non-Executive Director	1	1

\*Resigned w.e.f. March 01, 2025

\*\* Resigned w.e.f. March 01, 2025

\*\*\*Appointed w.e.f. March 28, 2025

\*\*\*\*Appointed w.e.f. March 28, 2025

The previous AGM of the Company was held on September 26, 2024 and Mr. Tathagata Sarkar, Chairman of the Committee, was present at the last AGM to answer the shareholders' queries.

### c) **STAKEHOLDERS RELATIONSHIP COMMITTEE**

#### **Constitution of the Stakeholders Relationship Committee**

The Board has constituted the Stakeholders Relationship Committee comprising of three members. The composition of the Stakeholders Relationship Committee is in compliance with the provisions of Section 178 of the Act read with rules framed thereunder.

The Committee met 4 (Four) times during the Financial Year ended March 31, 2025, i.e. on May 29, 2024, August 13, 2024, November 11, 2024 and February 13, 2025. The necessary quorum was present for all the meetings held during the year.

The composition of the Committee and the attendance of the members of the Stakeholders Relationship Committee during the Financial Year ended March 31, 2025 are as given below:

Name of the Members	Category	Number of committee meetings	
		Entitled to attend	Attended
Mrs. Nivedita Sen *Chairman	Independent, Non-Executive Director	4	3
Mr. Tathagata Sarkar ** Member	Independent, Non-Executive Director	4	3
Mrs. Aarti Horilal Singh*** Chairman	Independent, Non-Executive Director	0	0
Mrs. Priya Gupta Member	Independent, Non-Executive Director	4	4
Mr. Kunal Suresh Sorathia****	Independent, Non-Executive Director	0	0

\*Resigned w.e.f. March 01, 2025

\*\* Resigned w.e.f. March 01, 2025

\*\*\*Appointed w.e.f. March 28, 2025

\*\*\*\*Appointed w.e.f. March 28, 2025

The Company obtains yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc. and submits a copy thereof to the Stock Exchange where the shares of the Company are Listed in terms of Regulation 40(9) of the SEBI Listing Regulations. Further, the Compliance Certificate under Regulation 7(3) of the SEBI Listing Regulations, confirming that all activities in relation to share transfer facility are maintained by Registrar and Share Transfer Agents is also submitted to the Stock Exchange where the shares of the Company are Listed on a yearly basis.

The previous AGM of the Company was held on September 26, 2024 and Mrs. Nivedita Sen, Chairman of the Committee, was present at the last AGM to answer the shareholders queries.

## **15. CORPORATE GOVERNANCE**

Pursuant to Chapter IV of the SEBI Listing Regulations, the provision with regard to Corporate Governance is not applicable to the Company as the paid up equity share capital of the Company does not exceed Rs.10 crores and net worth does not exceed Rs. 25 crores as on the last day of the previous Financial Year.

## **16. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report as required under regulation 34 of the SEBI (LODR) Regulations, 2015 is annexed “**Annexure- A**” to this report.

## **17. ANNUAL EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Act and the SEBI Listing Regulations.

The Board evaluated its performance after seeking inputs from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of board processes, information and functioning etc. Additionally, the Chairman of the Board was also evaluated on key aspects of his role, taking into account the views of non-executive directors in the aforesaid meeting.

The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings etc. The above criteria are as provided by the Guidance Note on Board Evaluation issued by SEBI.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of Independent Directors was done by the entire board, excluding the Independent Director being evaluated.

## 18. TRAINING IMPARTED TO THE INDEPENDENT DIRECTORS

Every Independent Director, Non-Executive Director / Senior Managerial Personnel is familiarized about the Company's strategy, operations, organisation structure, human resources, quality, finance and risk management.

Further, at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a Director. The terms and conditions of letter of appointment is available on the Company's website at <https://www.magnusretail.in/>

## 19. CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

The company has adopted a policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director and also remuneration for key managerial personnel and other employees. The policy is available on the website of the Company at <https://www.magnusretail.in/>

## 20. DETAILS OF LOANS AVAILED FROM DIRECTORS OR THEIR RELATIVES

The Company has availed loan from Mr. Girish K. Sarda\* and Mr. Laxman A. Savalkar\*\*, Directors of the Company, during the year under review:

(Amount in Lakh)

Sr. No.	Name	Opening Balance beginning of the	Amount Borrowed	Amount Repaid	Closing Balance at the end of the year
1.	Mr. Girish K. Sarda*	10.35	5.20	Nil	15.55
2.	Mr. Laxman A. Savalkar**	9.15	4.70	Nil	13.85

\* Resigned w.e.f. March 01, 2025

\*\* Resigned w.e.f. March 01, 2025

## 21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There were no Loan, guarantee given or investment made or security provided pursuant to Section 186 of the Act during the Financial Year under review.

## 22. PARTICULARS OF CONTRACTS OR ARRANGEMENT MADE WITH RELATED PARTIES

All the related party transactions entered into by the Company during the Financial Year were on an arm's length basis and were carried out in the ordinary course of business. There are no materially significant related party transactions made by the Company during the year under consideration with the Promoters, Directors or Key Managerial Personnel which may have a potential conflict with the interest of the Company at large. All the related party transactions as required under Ind-AS 24 'Related Party Disclosures' are reported in other explanatory information, forming part of the financial statements.

Details of related party transactions are regularly placed before the Audit Committee



and also before the Board for its approval. Wherever required prior approval of the Audit Committee is obtained.

The Company has not entered into any related party transaction during the Financial Year pursuant to the provisions of Section 188 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time. Hence, disclosure in Form AOC-2 has not been given.

## 23. PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- The Board affirms that the remuneration paid is as per the Remuneration Policy of the Company.
- The percentage increase in the median remuneration of employees in the Financial Year is - Nil.
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in managerial remuneration: Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year is Nil and the percentile increase in the managerial remuneration is Nil.
- Number of permanent employees on the rolls of the Company as on March 31, 2025 is Nil.
- The ratio of the remuneration paid to each Director to the median remuneration of the employees of the Company during the Financial Year ended March 31, 2025:

Name of Director	Remuneration or sitting fees	Median Remuneration of the employees	Ratio
Mr. Laxman A. Savalkar	-	-	-
Mr. Girish K. Sarda	-	-	-
Mrs. Priya Gupta	-	-	-
Mrs. Nivedita Sen	-	-	-
Mr. Tathagata Sarkar	-	-	-
Mr. Karronn Naresh	-	-	-
Mr. Aditya Naresh Bajaj	-	-	-
Mr. Naresh Rupchand Bajaj	-	-	-
Mrs. Aarti Horilal Singh	-	-	-
Mr. Kunal Suresh Sorathia	-	-	-

- f) The percentage increase in remuneration of Director: Nil
- g) The percentage increase in remuneration of Chief Financial Officer and Chief Executive Officer - Nil
- h) The percentage increase in remuneration of Company Secretary: Nil
- i) There has been no remuneration or sitting fees paid to the Directors during the year under review.

The Company does not have any employee who is drawing a remuneration of Rs.102 Lakhs per annum or Rs.8.50 Lakhs per month as stipulated in the Act and the rules made thereunder. Hence, disclosures required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have not been provided, during the year under review.

The Company does not have any scheme or provision of money for the purchase of or subscription to its own shares by the employees/ directors or by trustees for the benefit of the employees/ directors.

#### **24. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Pursuant to Section 177(9) and (10) of the Act read with the rules framed thereunder, the Company has formulated a Whistle Blower Policy for Directors and Employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimisation of Employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee and no personnel of the Company have been denied access to the Audit Committee. The policy is available on the website of the Company at <https://www.magnusretail.in/>

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

The Company has, during the year, rolled out a policy for prevention of Sexual Harassment of women in the organization, although it has no woman employed in the origination during the period under review.

#### **26. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE**

There are no significant material orders passed by the Regulators/ Courts/ Tribunal which would impact the going concern status of the Company and its future operations. Hence, disclosure pursuant to Rule 8(5)(vii) of Companies (Accounts) Rules, 2014 is not applicable.

#### **27. RISK MANAGEMENT POLICY**

The Company in order to comply with the provisions of the Act and to provide an effective mechanism for implementing risk management system had adopted the policy on risk management for evaluating and monitoring various risks that could threaten the existence of the Company. The Company had not faced any major risks and no major deviations from the actuals as attained by the Company. The Audit Committee has reviewed the policy periodically. The Board takes overall responsibility for the overall process of risk management in the organisation.

The Board shall take note of any future threats and shall report to the Company for formulating an effective mechanism and strategy. The risk management policy is available on the website of the Company at <https://www.magnusretail.in/>

## **28. SECRETARIAL AUDITORS**

### **Appointment**

Pursuant to the provisions of Section 204 of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Ritesh Sharma, Proprietor of M/s. Ritesh Sharma & Associates, Practicing Company Secretary, (COP. No. 20742; A.C.S. 55260) have been appointed as the Secretarial Auditors to conduct the Secretarial Audit of the Company for the Financial Year ended March 31, 2025.

### **Secretarial Audit Report**

The Report of the Secretarial Audit in Form MR-3 for the Financial Year ended March 31, 2025, is annexed herewith as “**Annexure- B**” and forms part of this report.

The Secretarial Audit Report does not contain any adverse remark, reservation, qualification or disclaimer remark.

## **29. STATUTORY AUDITORS**

In compliance with the RBI Guidelines on appointment of statutory auditor(s) by NBFC vide Circular RBI/2021-22/25 Ref. No. DoS.CD.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 (“RBI Guidelines”) and pursuant to Section 139(8)(i) of the Act M/s. Verma S & Associates, Chartered Accountants, Chennai having Firm Registration Number 328962E were appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years at the 45th AGM held on September 26, 2023. Further, they have confirmed that they are not disqualified from continuing as the Statutory Auditors of the Company.

The Auditors’ Report for the financial year ended March 31, 2025, on the financial statements of the Company is a part of this Annual Report. The Auditors’ Report does not contain any adverse remark, qualification, reservation, or disclaimer remark.

## **30. EXTRACT OF THE ANNUAL RETURN**

Pursuant to Section 134(3)(a) read with Section 92(3) of the Act, Annual Return of the Company is available on the website and can be accessed at <https://www.magnusretail.in/>

## **31. COMPLIANCE OF SECRETARIAL STANDARDS**

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, i.e., SS-1 and SS-2, relating to “Meetings of the Board of Directors” and “General Meetings”, respectively.

## **32. COST AUDIT**

The Company is not required to maintain cost record as prescribed by the Central Government under the provisions of Section 148 of the Act in view of the closure of the plant in 1995 and cessation of manufacturing activities. No manufacturing activities or related services have been undertaken by the Company since then.

### **33. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has in place a robust internal financial control system, commensurate with the size of its operations and nature of its business activities. The Company has a standard operating procedure for various activities and operations and follows this standard operating procedure for its internal control procedures. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal financial control system in the Company, its compliance with operating systems, accounting procedures, application of the instructions and policies fixed by the senior management at all locations of the Company. The Audit Committee reviews the report on Internal Control submitted by the Internal Auditors on a quarterly basis.

Based on the assessment carried out by the Audit Committee, the internal financial controls were adequate and effective and no reportable material weakness or significant deficiencies in the design or operation of internal financial controls were observed during the Financial Year ended March 31, 2025.

### **34. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE PERIOD UNDER REVIEW ALONGWITH THEIR STATUS AS AT THE END OF THE PERIOD**

No applications were made or any proceedings are pending by or against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the period under review or as at the end of the period.

### **35. DISCLOSURE REGARDING EXERCISE OF VOTING RIGHTS BY EMPLOYEES UNDER SECTION 67(3)(c) OF ACT**

Disclosure under Section 67(3)(c) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014, with respect to voting rights not exercised directly by the employees of the Company is not required to be given.

### **36. DIRECTORS' RESPONSIBILITY STATEMENT**

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

- a) In the preparation of annual accounts for the Financial Year ended March 31, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) They had in consultation with Statutory Auditors, selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and Loss of the Company for the year ended on that date;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts for the Financial Year ended March 31, 2025 on a "going concern" basis;

- e) They have laid down internal financial controls, which are adequate and operating effectively;
- g) They have devised proper system to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

### **37. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES**

Provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, are not applicable to your Company as the Company does not fall under any of the criteria specified therein.

### **38. CODE FOR PREVENTION OF INSIDER TRADING**

Your Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code for practices and procedures for fair disclosure of unpublished price sensitive information which has been made available on the Company's website and can be accessed at <https://www.magnusretail.in/>

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

No information with regard to conservation of energy and technology absorption is required to be furnished as the Company did not manufacturing activity. Further, there were no foreign exchange earnings and outgo during the year under review.

### **40. CAUTIONARY STATEMENT**

Statements in these reports describing company's projections statements, expectations and hopes are forward looking. Though, these expectations are based on reasonable assumptions, the actual results might differ.

### **41. ACKNOWLEDGEMENT**

Your Directors place on record their sincere appreciation for the assistance and guidance extended by Stock Exchanges, Depositories, other statutory bodies and Company's Bankers for the assistance, cooperation and encouragement to the Company.

**For and on behalf of the Board of Directors**  
**Magnus Steel and Infra Limited**

	Sd/-	Sd/-
	<b>Karronn Naresh Bajaj</b>	<b>Aditya Naresh Bajaj</b>
<b>Place:</b> Nashik	Managing Director	Whole Time Director
<b>Date :</b> August 14, 2025	DIN : 09375579	DIN : 09601315

## **ANNEXURE-A**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31<sup>st</sup> March 2025.

#### **I. INDUSTRY STRUCTURE AND DEVELOPMENT:**

##### **Iron & steel Industry**

The industry is showing some improvement & your Directors are expecting better industrial development in the coming years. We expect to be able to continue to deliver strong growth and take advantage of the significant capital investments

#### **II. SEGMENT-WISE PERFORMANCE:**

The Company trades in a single business segment. The Company has passed through a very unusual phase; any worthwhile comparison of performance between two periods would be inconclusive. There is, yet, considerable scope for improvement

#### **III. OPPORTUNITIES AND THREATS:**

The Company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook in the coming years. The threats to the segment in which the Company operates are pricing pressure arising due to competition from low cost suppliers, technology up gradation, severe competition and newly emerging competitive nations and stricter environment laws.

#### **IV. STRENGTH:**

The existing management has a strong technical, finance and administrative expertise in various industries and corporate sectors including the business of the Company.

#### **V. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliances of guide lines and policies adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management. The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. Efforts for continued improvement of internal control system are being consistently made in this regard

#### **VI. HUMAN RESOURCES / INDUSTRIAL RELATIONS:**

The Company has no employees except Company Secretary on the role of the Company.

#### **VII. RATIOS :**

Please refer Note 24 to the financials for the detailed report on the ratios. Since, the Company is not having any operations, most of the ratios are zeros and the few which are calculated and are varying are also due to very, marginal changes in the financials only.

#### **VIII. CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental facto

**ANNEXURE-B**  
**FORM NO. MR -3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2025**

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

To,  
The Members,  
**MAGNUS STEEL AND INFRA LIMITED**  
**(Formerly known as “Magnus Retail Limited”)**  
Unit No 365, Shirasgaon, Niphad,  
Nashik - 422001, Maharashtra, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Magnus Steel and Infra Limited herein after called (“the Company”) having CIN: L24319MH1978PLC416753 and Registered Office at Unit No 365, Shirasgaon, Niphad, Nashik - 422001, Maharashtra, India. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We have examined the papers, minute books, forms, returns filed and other records maintained by the Company provided to us for the financial year ended on 31st March, 2025. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

The Audit has been conducted for the financial year ended on 31st March, 2025 in accordance with the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not applicable to the Company during the audit period]**



- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **[Not applicable to the Company during the audit period]**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable to the Company during the audit period]**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not applicable as the Company is not registered as a Registrar to an issue and Share Transfer Agent**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable as the Company has not delisted its equity shares from any Stock Exchange during the financial year under review**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not applicable as the Company has not bought back any of its securities during the financial year under review.**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other laws specifically applicable to the Company, namely;
1. Factories Act, 1948
  2. Industrial Disputes Act, 1947
  3. Payment of Wages Act, 1936
  4. The Minimum Wages Act, 1948
  5. Employees' State Insurance Act, 1948
  6. The Payment of Bonus Act, 1965
  7. Payment of Gratuity Act, 1972
  8. The Maternity Benefit Act, 1961
  9. The Child Labour (Prohibition and Regulation) Act, 1986
  10. The Industrial Employment (Standing Orders) Act, 1946
  11. The Employees' Compensation Act, 1923 (earlier known as Workmen's Compensation Act, 1923)
  12. Equal Remuneration Act, 1976
  13. The Environment (Protection) Act, 1986
  14. The Environment (Protection) Rules, 1986
  15. The Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008
  16. The Water (Prevention & Control of Pollution) Act, 1974
  17. Water (Prevention & Control of Pollution) Rules, 1975
  18. The Air (Prevention & Control of Pollution) Act, 1981
  19. The Air (Prevention & Control of Pollution) Rules, 1982
  20. Income Tax Act, 1961
  21. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
  22. Customs Act, 1962
  23. Wealth Tax Act, 1957
  24. The Employee Provident Fund and Miscellaneous Provision Act, 1952
  25. The Trade Union Act, 1926.
  26. The Special Economic Zones Act, 2005.
  27. The Central Goods and Services Tax Act, 2017.

The management of the Company has informed us that other than the Acts as mentioned above, there is no industry specific law which is applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange, National Stock Exchange of India Limited and the Ahmedabad Stock Exchange.

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

**We further report that,**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

**I/we further report that**

1. During the year under review, there was a change in the shareholding pattern and controlling interest of the Company. New promoters have acquired control in accordance with applicable laws. Necessary disclosures and forms have been filed with the Registrar of Companies and Stock Exchange.
2. The name of the Company was changed from “Magnus Retail Limited” to “Magnus Steel and Infra Limited” and necessary changes has been carried out by the Company in this regard as per the Companies Act and various other regulations.
3. *Subsequent the Board of Directors was reconstituted. Resignations of existing directors Mr. Girish Sarda (Also as CFO), Mr. Laxman Savalkar, Ms. Nivedita Sen and Mr. Tathagata Sarkar with effect from 1st March 2025 and taken on record and new directors were appointed.*
4. *The Company has appointed Mr. Karronn Naresh Bajaj as Managing Director and CEO of the Company on 1st March, 2025, Mr. Kunal Sorathia as Independent Director, Ms. Aarti Singh as Independent Director and also appointed Mr. Aditya Naresh Bajaj as Whole-time*

*Director of the Company as on 1st March, 2025.*

5. The Company has reconstituted various committees during the year.
6. The company has shifted the corporate office of the company during the financial year 2024-2025.
7. *Alteration of the Main Object Clause of the Memorandum of Association of the Company.*

**For M/s. Ritesh Sharma & Associates**

**Sd/-**

**Mr. Ritesh Sharma**

**Practising Company Secretary**

M. No. A55260 COP No.: 20742

UDIN: A055260G001168768

**Dated :** 30<sup>th</sup> May 2025

**Place :** Mumbai

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

To,  
The Members,  
**MAGNUS STEEL AND INFRA LIMITED**  
**(Formerly known as “Magnus Retail Limited”)**  
Unit No 365, Shirasgaon, Niphad,  
Nashik - 422001, Maharashtra, India

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

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

**For M/s. Ritesh Sharma & Associates**

**Sd/-**

**Mr. Ritesh Sharma**

**Practising Company Secretary**

M. No. A55260 COP No.: 20742

UDIN: A055260G001168768

**Dated :** 30<sup>th</sup> May 2025

**Place :** Mumbai

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of Magnus Steel & Infra Limited**

### **Report on the Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of **Magnus Steel & Infra Limited** ("the Company") (Formerly Known as Magnus Retail Limited), which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at , 31st March 2025 , its Profit including Other Comprehensive Income and its Cash flows, and the Statement of Changes in Equity for the year ended on that date.

#### **Basis for Opinion**

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

#### **Matters of Emphasis**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

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

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

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

In connection with our audit of the 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. We have nothing to report in this regard.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the Financial Position, Financial Performance including Other Comprehensive Income, Cash Flows and the Statement Of 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 provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that we are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and fair presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, 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.

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

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

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31st March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".



g) With respect to the other matters to be included in the Auditor's Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact on its financial position.
- ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts that require provision under any law or accounting standards for which there were any material foreseeable losses; and
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv.
  - (a) Management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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) Management has represented to us 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
  - (c) Based on our audit procedure conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation given by the management under paragraph (2) (h) (iv) (a) & (b) contain any material misstatement.
- v. No Dividend declared or paid during the Year by the Company.

In terms of our report attached.

**For VERMA S & ASSOCIATES**

(FRN: 328962E)

Chartered Accountants

**Sd/-**

**SUMIT KUMAR VERMA**

**Proprietor**

**M. No. 302320**

**UDIN: 25302320BMNTBN4741**

**Place: Mumbai**

**Date : 30th May 2025**

**“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT ON THE FINANCIAL STATEMENTS OF MAGNUS STEEL & INFRA LIMITED (Formerly Known as Magnus Retail Limited)**

**(Referred to in Paragraph 1 under the heading of “Report on other legal and regulatory requirements” of our report of even date)**

- i. a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment on the basis of available information.  
  
(B) The Company has maintained proper records showing full particulars of intangible assets on the basis of available information.
- b) As explained to us, Property, Plant & Equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- c) According to the information and explanations given to us and the records examined by us in respect of immovable properties disclosed as Property, Plant & Equipment in the financial statements are in the name of the Company.
- d) According to information and explanations given to us and books of accounts and records examined by us, Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- e) According to information & explanations and representation given to us by the management, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- ii. a) The Company does not have any physical Inventories .Hence Clause (ii) (a) of the paragraph 3 is not applicable to the company.
- b) As per the information and explanation given to us and examination of books of accounts and other records produced before us, in our opinion the Company was not sanctioned working capital limits in excess of five crore rupees in aggregate, from banks or financial institutions during the year, hence clause (ii)(b) of the Paragraph 3 is not applicable to the Company.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.
- iv. a) As per the information and explanations given to us and books of accounts and records examined by us, during the year Company has not provided any guarantee or security or has not granted any advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other entities.

- b) In our opinion and according to information and explanations given us and on the basis of our audit procedures, the company has not made any investments, nor provided any guarantee or security and has not provided any loan or advance hence this clause is not applicable to the Company.
  - c) In our opinion and according to information and explanations given us and on the basis of our audit procedures, the company has not made any investments, nor provided any guarantee or security and has not provided any loan or advance hence this clause is not applicable to the Company.
  - d) According to the books of accounts and records examined by us in respect of the loans , there is no amount overdue for more than ninety days
  - e) In our opinion and according to information and explanation given and the books of accounts and records examined by us, loans granted which have fallen due during the year have not been renewed or extended and no fresh loans have been granted to settle the over dues of existing loans given to the same parties.
  - f) In our opinion and according to information and explanation given and records examined by us, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment.
- v. In our opinion and according to the information and explanations provided to us, the Company has not granted any loans or provided any guarantees or security or made investments to the parties covered under Section 185 and 186 of the Act, hence clause (iv) of paragraph 3 of the order is not applicable to the company
- vi. According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.
- vii. The Central Government has not Prescribed the maintenance of records under section 148 of the Act, for any of the services rendered by the company. Hence Clause (vi) of Para 3 of the Order is not applicable
- viii. In respect of Statutory dues :
- a) According to the records of the Company examined by us, undisputed statutory dues including Goods and Service tax, provident fund, employees' state insurance, income tax, duty of customs, cess and any other material statutory dues have been generally regularly deposited with appropriate authorities. According to the information and explanations given to us, there were no undisputed amounts payable in respect of the aforesaid dues, which were outstanding as March 31, 2025 for a period of more than six months from the date they became payable.
  - b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited with the appropriate authority on account of any dispute.
- ix. According to the information and explanations given to us and representation given to us by the management, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- x. a) In our opinion and according to the information and explanations given and books of accounts and records examined by us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

- b) In our opinion, and according to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
  - c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
  - c) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that, *prima facie*, no funds raised on short-term basis have been used during the year for long-term purposes by the Company.
  - d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, Company does not have any subsidiaries, associates, or Joint Ventures Hence Clause 3(ix)d of the order not applicable
  - e) According to the information and explanations given to us and procedures performed by us, we report that the Company does not any Subsidiaries , Joint Ventures or associate companies ,Hence Clause 3(ix)(e) of the Order is not applicable
- xī. a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and hence clause (x)(a) of paragraph 3 of the Order is not applicable to the Company.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xīī. a) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- b) According to the information and explanations given to us, no report under sub-section 12 of section 143 of the Act has been filed by auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xīīī. In our opinion, Company is not a Nidhi company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- xīīv. In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of the Act and their details have been disclosed in the financial statements etc., as required by the applicable accounting standards.

- xv. a) In our opinion, and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- xvi. According to the information and explanations provided by the management, the Company has not entered into any non-cash transaction with directors or persons connected with him as referred to in Section 192 of the Act.
- xvii. a) To the best of our knowledge and as explained, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- b) In our opinion, and according to the information and explanations provided to us and on the basis of our audit procedures, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year as per the Reserve bank of India Act 1934.
- c) In our opinion, and according to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- d) In our opinion, and according to the information and explanations provided to us, the Group has no Core Investment Company (CIC).
- xviii. In our opinion, and according to the information and explanations provided to us, Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xix. There has been no resignation of the statutory auditors during the year. Therefore, provisions of clause (xviii) of Paragraph 3 of the Order are not applicable to the Company.
- xx. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on the assurance and undertaking given by the management to fund the company's obligations and liabilities and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xxi. According to the information and explanations given to us provisions of section 135 is not applicable to the Company. Hence, Clause (xx) of the Paragraph 3 is not applicable to the Company.
- xxii. The Reporting under clause 3(xxi) is not applicable in respect of audit of Standalone Financial Statements of the Company. Accordingly, No Comments has been included in respect of said clause under this report.

## **Annexure-B to the Auditors' Report**

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

We have audited the internal financial controls over financial reporting of **Magnus Steel & Infra Limited** ("the Company") (Formerly Known as Magnus Retail Limited) as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The 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 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.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

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

unauthorized 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 Over Financial Reporting**

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

### **Opinion**

In our opinion, having regard to the size of the Company and its operation, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, 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.

In terms of our report attached.

**For VERMA S & ASSOCIATES**

(FRN: 328962E)

Chartered Accountants

Sd/-

**SUMIT KUMAR VERMA**

**Proprietor**

**M. No. 302320**

**UDIN:25302320BMNTBN4741**

**Place:** Mumbai

**Date :** 30th May 2025



# MAGNUS STEEL & INFRA LIMITED

(Formerly Known as Magnus Retail Limited)

CIN: L72200MH1978PLC416753

REGD OFFICE: Unit no 365, Shirshagaon, Niphad, Nashik 422001 Maharashtra

Tel / Fax : 022 25300993; Email : sil.compliance@gmail.com

## Balance Sheet as at 31 March 2025

(Amount in Lakhs)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
		Audited	Audited
<b>Assets</b>			
<b>Non - Current Assets</b>			
Property, Plant and Equipment	2	0.09	0.09
Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables		-	-
(iii) Loans		-	-
Other Non Current assets	3	0.09	1.49
<b>Sub Total - Non - Current Assets</b>		<b>0.18</b>	<b>1.58</b>
<b>Current Assets</b>			
Financial Assets			
(i) Investments		-	-
(ii) Cash and Cash Equivalents	4	0.09	1.07
(iii) Trade Receivables	5	141.57	36.89
(iv) Other financial assets			0.00
Other Current Assets	6	3.51	2.97
<b>Sub Total - Current Assets</b>		<b>145.17</b>	<b>40.93</b>
<b>Total Assets</b>		<b>145.36</b>	<b>42.51</b>
<b>Equity and Liabilities</b>			
<b>Equity :</b>			
Equity Share Capital	7	338.03	338.03
Other Equity	8	(482.76)	(493.42)
<b>Sub Total - Equity</b>		<b>(144.73)</b>	<b>(155.39)</b>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
Financial Liabilities			
(i) Borrowings	9	176.35	159.66
Provisions			-
<b>Sub Total - Non-Current Liabilities</b>		<b>176.35</b>	<b>159.66</b>
<b>Current Liabilities</b>			
Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables	10	112.36	38.15
(iii) Other Financial Liabilities			
Other Current Liabilities	11	1.38	0.08
<b>Sub Total - Current Liabilities</b>		<b>113.74</b>	<b>38.23</b>
<b>Total Equity and Liabilities</b>		<b>145.36</b>	<b>42.51</b>

### Significant Accounting Policies and Notes to the Financial Statements

1 to 24

For and on behalf of the Board of Directors

As per our report of even date attached

**For VERMA S & ASSOCIATES**

(FIRN: 328962E)

Chartered Accountants

Sd/-

**SUMIT KUMAR VERMA**

Proprietor

M N. 302320

UDIN : 25302320BMNTBN4741

Place: Nashik

Date: May 30, 2025

Sd/-

**KARRONN NARESH BAJAJ**

Managing Director

DIN : 09375579

Sd/-

**ADITYA NARESH BAJAJ**

Whole-time Director

DIN : 09601315

Sd/-

**SARITA KUMARI**

Company Secretary

PAN : EUJPK8746N

# MAGNUS STEEL & INFRA LIMITED

(Formerly Known as Magnus Retail Limited)

CIN : L72200MH1978PLC416753

Statement of Profit and Loss for the year ended 31st March 2025

(Amount in Lakhs)

Particulars	Note	For the Period 31st March 2025	For the Period 31st March 2024
<b>A INCOME</b>			
<b>1 Revenue From Operations (Gross)</b>	<b>12</b>	318.81	66.54
Revenue From Operations (Net)		<b>318.81</b>	<b>66.54</b>
<b>2 Other income</b>		0.20	-
<b>3 Total Revenue</b>		<b>319.01</b>	<b>66.54</b>
<b>4 Expenses</b>			
(a) Purchase	<b>14</b>	277.21	65.19
(b) Employee Benefits	<b>15</b>	1.99	1.44
(c) Finance Costs	<b>16</b>	11.78	22.32
(d) Depreciation and Amortization Expenses		-	-
(e) Other Expenses	<b>17</b>	20.87	15.39
<b>Total Expenses</b>		<b>311.85</b>	<b>104.34</b>
<b>5 Profit/(Loss) Before Exceptional Items and tax</b>		<b>7.16</b>	<b>-37.80</b>
<b>6 Exceptional items</b>			
<b>7 Profit / (Loss) before tax</b>		<b>7.16</b>	<b>-37.80</b>
<b>8 Tax Expense:</b>			
(a) Current Tax		-	-
(b) Deferred tax		-	-
(c) Income Tax Related to Earlier Year		1.49	-
		1.49	-
<b>9 Profit / (Loss) for the Year</b>		<b>5.67</b>	<b>-37.80</b>
<b>10 Other Comprehensive Income</b>			
A. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total Comprehensive Income for the period (9+10) Comprising Profit (Loss) and Other comprehensive Income for the period )</b>		<b>5.67</b>	<b>-37.80</b>
<b>11.1 Earnings per share (of Rs 10/- each):( Amt in Rs.)</b>			
(a) Basic & Diluted *			
(i) Continuing Operations		0.17	-1.12
(ii) Total Operations		0.17	-1.12
See accompanying notes forming part of the financial statements			

## Significant Accounting Policies and Notes to the Financial Statements

1 to 24  
For and on behalf of the Board of Directors

As per our report of even date attached  
For VERMA S & ASSOCIATES  
(FRN: 328962E)  
Chartered Accountants

Sd/-  
SUMIT KUMAR VERMA  
Proprietor  
M N: 302320  
UDIN : 25302320BMNTBN4741  
Place: Nashik  
Date: May 30, 2025

Sd/-  
KARRONN NARESH BAJAJ  
Managing Director  
DIN : 09375579

Sd/-  
ADITYA NARESH BAJAJ  
Whole-time Director  
DIN : 09601315

Sd/-  
SARITA KUMARI  
Company Secretary  
PAN : EUJPKB746N

# MAGNUS STEEL & INFRA LIMITED

(Formerly Known as Magnus Retail Limited)

CIN: L72200MH1978PLC416753

Cash Flow Statement for the year ended 31st March 2025

(Amount in Lakhs)

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax	7.16		-37.80	
<u>Adjustments for:</u>				
Depreciation and Amortisation	0.00		0.00	
Liabilities / Provisions Written Back	0.00		0.00	
(Profit) / Loss on Sale/Write off of Assets	0.00		0.00	
Unwinding of Discount	11.76		15.74	
		11.76		15.74
Operating profit / (loss) before working capital changes		18.92		-22.06
<u>Changes in working capital:</u>				
Adjustments for (increase) / decrease in operating assets:				
Trade receivables	-104.68		0.00	
Other Asset	-0.55		0.04	
Other Non Current assets	1.40			
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	74.20		-0.78	
Other Financial Liabilities	0.00		0.00	
Other liabilities	1.30	-28.32		-0.74
Cash generated from operations		-9.40		-22.80
Less : Income Tax		1.49		0.00
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>-10.88</b>		<b>-22.80</b>
<b>B. Cash flow from investing activities</b>				
Proceeds from Sale of Fixed Assets		0.00		0.00
Purchase Of Fixed Assets		0.00		0.00
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>0.00</b>		<b>0.00</b>
<b>C. Cash flow from financing activities</b>				
Proceeds From Long-Term Borrowings	21.66		29.80	
Finance Cost	-11.76	9.90	-15.74	14.06
<b>Net Cash Flow From / (used in) financing activities (C)</b>		<b>9.90</b>		<b>14.06</b>
<b>Net increase/(decrease) in Cash and cash equivalents</b>		<b>-0.98</b>		<b>-8.74</b>
Cash and cash equivalents at the beginning of the year		1.07		0.09
<b>Cash and cash equivalents at the end of the year</b>		<b>0.09</b>		<b>-8.65</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>				
Cash and cash equivalents as per Balance Sheet (Refer Note 9)				
Less: Bank balances not considered as Cash and cash equivalents as defined in				
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)				
Add: Current investments considered as part of Cash and cash equivalents (as				
<b>Cash and cash equivalents at the end of the year *</b>				
* Comprises:				
(a) Cash on hand		0.00		0.00
(b) Cheques, drafts on hand				
(c) Balances with banks				
(i) In current accounts		0.09		1.07
(ii) In EEFC accounts				
(d) Others (specify nature)				
(e) Current investments considered as part of Cash and cash equivalents (Refer				
		<b>0.09</b>		<b>1.07</b>

In terms of our report attached.  
For VERMA S & ASSOCIATES  
(FRN: 328962E)  
Chartered Accountants

Sd/-  
SUMIT KUMAR VERMA  
Proprietor  
M.N. 302320

UDIN : 25302320BMNTBN4741  
Place: Nashik  
Date: May 30, 2025

For and on behalf of the Board of Directors

Sd/-  
KARRONN NARESH BAJAJ  
Managing Director  
DIN : 09375579

Sd/-  
ADITYA NARESH BAJAJ  
Whole-time Director  
DIN : 09601315

Sd/-  
SARITA KUMARI  
Company Secretary  
PAN : EUIPK8746N

## **MAGNUS STEEL & INFRA LIMITED**

Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2025

### **1 SIGNIFICANT ACCOUNTING POLICIES:**

#### **1.1 Corporate information**

The Financial Statements of "Magnus Steel & Infra Limited" ("the Company") (Formerly know as Magnus Retail Limited) are for the year ended March 31, 2025.

Magnus Steel & Infra Limited (The Company) (Formerly know as Magnus Retail Limited) is a public limited company incorporated under the provisions of the companies Act applicable in India. The registered office of the company is located at Unit no 365, Shirshagaon, Niphad, Nashik - 422001.

The Company is providing service activities in Information Technology related fields, with special focus on Computer hardware, software, Business process outsourcing, Training in Information Technology related fields, Academic Training, etc.

However the company has closed down its operations and there is no operational revenue during the financial year.

#### **1.2 Basis of preparation and presentation:**

These Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for

- (i) Certain financial assets and liabilities measured at fair value,

The Financial Statements of the Company have been prepared in accordance with applicable Indian Accounting Standards ("Ind-AS") Prescribed under section 133 of Companies Act, 2013 ("Act") read with the Companies (Indian Accounting Standards) Rules and other relevant provisions of the Act and Rules thereunder, as amended from time to time.

The Standalone Financial Statements are Presented in Indian Rupees (Rs.) which is company's presentation and functional currency

#### **1.3 Standard issued effective from current period:**

##### **(i) Ind AS 115, Revenue from Contract with Customer**

According to the standard, revenue is recognized to depict the transfer of promised goods or services to a customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Ind-AS 115 establishes a five step model that will apply to revenue earned from a contract with a customer (with limited exceptions), regardless of the type of revenue transaction or the industry. Extensive disclosures will be required, including disaggregation of total revenue; information about performance obligation; changes in contract asset and liability account balances between periods and key judgments and estimates. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is currently assessing the impact of adopting Ind-AS 115 on the financial statements.

(ii) Amendments to Ind-AS 40, 'Investment Property', Ind-AS 21, 'The effects of changes in Foreign Exchange Rates', Ind-AS 12, 'Income Taxes', Ind-AS 28 'Investments in Associates and Joint Ventures', Ind-AS 112 'Disclosure of Interest in Other Entities' and Ind AS 109 -Hedge Accounting are does not apply to Company.

#### **1.4 Current and non-current classification:**

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- (i) expected to be realised or intended to be sold or consumed in normal operating cycle,
- (ii) held primarily for the purpose of trading,
- (iii) expected to be realised within twelve months after the reporting period,
- (iv) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period, or
- (v) carrying current portion of non current financial assets.

All other assets are classified as non-current.

A liability is current when:

- (i) it is expected to be settled in normal operating cycle ;
  - (ii) it is held primarily for the purpose of trading ;
  - (iii) it is due to be settled within twelve months after the reporting period,
  - (iv) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period,
- or

(v) It includes current portion of non current financial liabilities.  
All other liabilities are classified as non-current.

### 1.5 Operating cycle

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and other criteria set out above which are in accordance with the schedule III to the Act. Based on the nature of services and time between the acquisition of assets for providing of services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

### 1.6 Property Plant and Equipment:

Property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation is provided under the "written down value" method at the rates and in the manner prescribed in Part C of Schedule II to the Companies Act, 2013, over their useful life., and management believe that useful life of assets are same as those prescribed in Part C of Schedule II to the Act.

Useful life considered for calculation of depreciation for various assets class are as follows-

Asset Class	Useful Life
Furniture and Fixtures	10 years
Office Equipment	5 years
Computers	3 years

The Property, plant and equipment residual values, useful lives and method of depreciation are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognised in the Statement of Profit and Loss, when the asset is derecognised.

An property, plant and equipment carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

### 1.7 Investments and other financial assets:

#### Initial recognition

In the case of financial assets, not recorded at fair value through profit or loss (FVPL), financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

#### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories

#### (a) Financial Assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

#### (b) Financial Assets measured at fair value

Financial assets are measured at fair value through other comprehensive income (FVOCI) if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss.

Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss.

### **Impairment of Financial Assets**

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL, which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognised during the period is recorded as expense/ income in the Statement of Profit and Loss.

### **De-recognition of Financial Assets**

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

### **Equity investments**

All equity investments in the scope of Ind AS 109, Financial Instruments, are measured at fair value. For equity instruments, the Company may make an irrevocable election to present the subsequent fair value changes in Other Comprehensive Income (OCI). The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

There is no recycling of the amounts from OCI to profit or loss, even on sale of investment.

Equity instruments included within the FVTPL (fair value through profit and loss) category are measured at fair value with all changes in fair value recognized in the profit or loss.

## **1.8 Financial Liabilities**

### **Initial Recognition**

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### **Subsequent measurement**

#### **Financial liabilities at FVPL**

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

#### **Financial liabilities at amortised cost**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Where the terms of a financial liability is re-negotiated and the Company issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in the Statement of Profit and Loss; measured as a difference between the carrying amount of the financial liability and the fair value of equity instrument issued.

#### **De-recognition of Financial Liabilities**

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

#### **Offsetting financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### **1.10 Fair value measurement**

The Company measures financial assets and financial liability 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:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. 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, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised 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:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- 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 recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Valuation team determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement

### **1.11 Impairment of non-financial assets**

Assessment is done at each Balance Sheet date to evaluate whether there is any indication that a non-financial asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to their recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.



### **1.12 Provisions, Contingent Liabilities and Contingent Assets:**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

A contingent asset is disclosed, where an inflow of economic benefits is probable. An entity shall not recognize contingent asset unless the recovery is virtually certain.

### **1.13 Borrowing costs**

General and specific borrowing costs directly attributable to the acquisition/ construction of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time the assets are substantially ready for their intended use. All other borrowing costs are recognised as an expense in Statement of Profit and Loss in the period in which they are incurred.

### **1.14 Recognition of income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

### **1.15 Employee benefits**

#### **a) Short term employee benefits**

Short term employee benefits are recognised as expenditure at the undiscounted value in the statement of profit and loss of the year in which the related service is rendered.

#### **b) Post employment benefits**

##### **i) Defined contribution plan**

The Company's contribution to Provident Fund and Employees State Insurance Scheme is determined based on a fixed percentage of the eligible employees' salary and charged to the Statement of Profit and Loss on accrual basis. The Company has categorised its Provident Fund, labour welfare fund and the Employees State Insurance Scheme as a defined contribution plan since it has no further obligations beyond these contributions.

##### **ii) Defined benefits plan**

The Company's liability towards gratuity, being a defined benefit plan are accounted for on the basis of an independent actuarial valuation based on Projected Unit Credit Method.

Service cost and the net interest cost is included in employee benefit expense in the Statement of Profit and Loss. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in 'other comprehensive income' as income or expense.

##### **iii) Compensated absences**

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. The Company's liability is actuarially determined (using the Projected Unit Credit method)

#### **1.16 Income Tax**

Income tax expense comprises current tax, deferred tax charge or credit. The deferred tax charge or credit and the corresponding deferred tax liability and assets are recognized using the tax rates that have been enacted or substantially enacted on the Balance Sheet date.

Deferred Tax assets arising from unabsorbed depreciation or carry forward losses are recognized only if there is virtual certainty of realization of such amounts. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets are reviewed at each Balance Sheet date to reassess their reliability.

#### **1.17 Cash and cash equivalents**

Cash and cash equivalents includes cash in hand and deposits with any qualifying financial institution repayable on demand or maturing within three months from the date of acquisition and which are subject to an insignificant risk of change in value.

#### **1.18 Earnings per share**

Basic earnings per share (EPS) is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year.

#### **1.19 Significant management judgements in applying accounting policies and estimation uncertainty**

When preparing the financial statements, management makes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses. 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.

#### **1.20 Impairment of non-financial assets**

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating unit based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

#### **1.21 Depreciation and useful lives of property, plant and equipment**

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

#### **1.22 Recoverability of trade receivable**

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.

#### **1.23 Provisions**

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

#### **1.24 Defined benefit obligation (DBO)**

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

#### **1.25 Fair value measurement of financial instruments**

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

#### **1.26 Material uncertainty about going concern:**

In preparing financial statements, management has made an assessment of Company's ability to continue as a going concern. Financial statements are prepared on a going concern basis. The Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

# MAGNUS STEEL & INFRA LIMITED

CIN : L72200MH1978PLC416753

Notes forming part of the financial statements

## 2 Property, Plant and Equipment

(Amount in Lakhs)

Gross block	EDP Equipment	Office Equipment	Furniture Fixtures	Total
<b>As at 01 April 2023</b>	<b>0.51</b>	<b>0.23</b>	<b>0.88</b>	<b>1.61</b>
Additions	-	-	-	-
Adjustment (refer note 29)	-	-	-	-
Transfer	-	-	-	-
Disposals	-	-	-	-
<b>As at 31/Mar/2024</b>	<b>0.51</b>	<b>0.23</b>	<b>0.88</b>	<b>1.61</b>
Additions	-	-	-	-
Transfer	-	-	-	-
Disposals	-	-	-	-
<b>As at 31/Mar/2025</b>	<b>0.51</b>	<b>0.23</b>	<b>0.88</b>	<b>1.61</b>

### Accumulated depreciation

<b>As at 01 April 2023</b>	<b>0.49</b>	<b>0.20</b>	<b>0.83</b>	<b>1.53</b>
Depreciation charge	-	-	-	-
Adjustment	-	-	-	-
Reversal on disposal of assets	-	-	-	-
<b>As at 31/Mar/2024</b>	<b>0.49</b>	<b>0.20</b>	<b>0.83</b>	<b>1.53</b>
Depreciation charge	-	-	-	-
Adjustment	-	-	-	-
Reversal on disposal of assets	-	-	-	-
<b>As at 31/Mar/2025</b>	<b>0.49</b>	<b>0.20</b>	<b>0.83</b>	<b>1.53</b>
<b>Net block</b>				
<b>As at 31/Mar/2024</b>	<b>0.02</b>	<b>0.02</b>	<b>0.04</b>	<b>0.09</b>
<b>As at 31/Mar/2025</b>	<b>0.02</b>	<b>0.02</b>	<b>0.04</b>	<b>0.09</b>

# MAGNUS STEEL & INFRA LIMITED

CIN: L72200MH1978PLC416753

Notes forming part of the financial statements

(Amount in Lakhs)

Note 3	As at 31 March 2025	As at 31 March 2024
<b>Other Non Current Assets</b>		
Advance Tax /TDS	0.09	1.49
<b>Total</b>	<b>0.09</b>	<b>1.49</b>

(Amount in Lakhs)

Note 4	As at 31 March 2025	As at 31 March 2024
<b>Cash and Cash Equivalents</b>		
Balances with Banks	0.09	1.07
Cash on hand	0.00	0.00
<b>Total</b>	<b>0.09</b>	<b>1.07</b>

(Amount in Lakhs)

Note 5	As at 31 March 2025	As at 31 March 2024
<b>Trade Receivables</b>		
Sundry Debtors	141.57	36.89
<b>Total</b>	<b>141.57</b>	<b>36.89</b>

(Amount in Lakhs)

Note 6	As at 31 March 2025	As at 31 March 2024
<b>Other financial assets</b>		
Pre Paid Expense	2.88	2.88
GST Revenue with Gov of Authority	-	0.09
Duties & Taxes	0.64	-
<b>Total</b>	<b>3.51</b>	<b>2.97</b>

# MAGNUS STEEL & INFRA LIMITED

CIN: L72200MH1978PLC416753

Notes forming part of the financial statements

## Equity Share Capital

(Amount in Lakhs)

Note 7	As at 31 March 2025	As at 31 March 2024
(a) Authorised 1,00,00,000 Equity shares of Rs.10 each with voting rights	1,000.00	1,000.00
(b) Issued 33,80,300 Equity shares of Rs.10 each with voting rights	338.03	338.03
(c) Subscribed and fully paid up 33,80,300 Equity shares of Rs.10 each with voting rights	338.03	338.03
<b>Total</b>	<b>338.03</b>	<b>338.03</b>

Reconciliation of the number of shares and amount outstanding at the Beginning and at the end of the Year

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number of Shares	Amount in Lakhs	Number of Shares	Amount in Lakhs
At the Beginning of the Year	33.80	338.03	33.80	338.03
Issued during the year	-	-	-	-
<b>Outstanding at the End of the Year</b>	<b>33.80</b>	<b>338.03</b>	<b>33.80</b>	<b>338.03</b>

### Additional Information:

#### 1) Shareholders holding more than 5 percent shares in the Company:

Name of the Shareholders	As at 31 March 2025		As at 31 March 2024	
	No.of. Shares	%	No.of. Shares	%
a) Girish Sharda	0.00	-	8.04	23.80
b) Laxman Savalkar	0.00	-	8.04	23.80
c) Karronn Naresh Bajaj	8.04	23.80	-	-
d) Aditya Naresh Bajaj	8.04	23.80	-	-

#### c) Shareholding of Promoters:

##### Shares held by promoters at the end of the year

(Amount in Rs.)

Name of the Promoters	Number	Shareholding (%)	% of change during the year
Girish Sharda	200	0.01%	-23.79%
Laxman Savalkar	200	0.01%	-23.79%
Karronn Naresh Bajaj	8,04,283	23.79%	23.79%
Aditya Naresh Bajaj	8,04,282	23.79%	23.79%

#### d) Rights, preferences and restrictions attached to shares:

The Company has only one class of equity shares having face value of Rs. 10 per share. Each holder of equity share is entitled to one vote per

Other Equity

(Amount in Lakhs)

Note 8	As at 31 March 2025	As at 31 March 2024
General Reserve	0.65	0.65
Capital Reserve	1.31	1.31
<b>Retained Earnings</b>		
Balance as at 01/04/2024	-641.44	-603.64
Profit or Loss For the Period	5.67	-37.80
	<b>-635.77</b>	<b>-641.44</b>
<b>Other Comprehensive Income</b>		
Balance as at 01/04/2024	146	136
Borrowings(Equity)	4.98	9.81
	<b>151.05</b>	<b>146</b>
<b>Totals</b>	<b>-482.76</b>	<b>-493.42</b>

# MAGNUS STEEL & INFRA LIMITED

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Notes forming part of the financial statements

(Amount in Lakhs)

Note 9	As at 31 March 2025	As at 31 March 2024
<b>Non Current Financial Liabilities - Borrowings</b>		
<b>Unsecured</b>		
Loan from Directors	15.82	10.60
Loan from Related Parties	160.53	149.07
<b>Total</b>	<b>176.35</b>	<b>159.66</b>

Notes: The unsecured loans are repayable within a period of 3 to 5 years.

(Amount in Lakhs)

Note 10	As at 31 March 2025	As at 31 March 2024
<b><u>Trade Payables</u></b>		
Sundry Creditors For Expenses	112.36	38.15
<b>Total</b>	<b>112.36</b>	<b>38.15</b>

(Amount in Lakhs)

Note 11	As at 31 March 2025	As at 31 March 2024
<b><u>Other Current Liabilities</u></b>		
Statutory Dues	0.36	0.24
Provisions for Expenses	1.02	0.20
Duties & Taxes	-	-0.36
<b>Total</b>	<b>1.38</b>	<b>0.08</b>



# MAGNUS STEEL & INFRA LIMITED

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## Notes forming part of the financial statements

(Amount in Lakhs)

Note 12	As at 31 March 2025	As at 31 March 2024
<b>Revenue From Operations</b>		
Revenue From Operations	318.81	66.54
<b>Total</b>	<b>318.81</b>	<b>66.54</b>

(Amount in Lakhs)

Note 13	As at 31 March 2025	As at 31 March 2024
<b>Other Income</b>		
Income Tax Refund	0.02	-
Liability Written Off	0.18	-
<b>Total</b>	<b>0.20</b>	<b>-</b>

**MAGNUS STEEL & INFRA LIMITED**

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Notes forming part of the financial statements

(Amount in Lakhs)

Note 14	As at 31 March 2025	As at 31 March 2024
Purchase	277.21	65.19
<b>Total</b>	<b>277.21</b>	<b>65.19</b>
(Amount in Lakhs)		
Note 15	As at 31 March 2025	As at 31 March 2024
<b>Employee Benefits</b>		
Salaries and Wages	1.99	1.44
Employees Welfare Expenses	-	-
<b>Total</b>	<b>1.99</b>	<b>1.44</b>
(Amount in Lakhs)		
Note 16	As at 31 March 2025	As at 31 March 2024
<b>Finance Charges</b>		
Bank Charges	0.01	0.00
Unwinding of discount	11.76	22.33
<b>Total</b>	<b>11.78</b>	<b>22.32</b>

# MAGNUS STEEL & INFRA LIMITED

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Notes forming part of the financial statements

(Amount in Lakhs)

Note 17	As at 31 March 2025	As at 31 March 2024
<b>Other expenses</b>		
Advertisement & Meeting Expenses	0.69	0.89
Rates & Taxes	-	-
Listing Fees	-	0.96
RTA Charges	-	1.33
CDSL/NSDL filing fees	-	-
E Filing Fee	-	0.76
Office Expenses	-	-
Audit & Review fee	0.60	0.59
Legal and Professional Fees	15.23	6.02
Miscellaneous Expenses	-	0.01
Sitting Fees	2.20	1.95
Printing & Stationary	-	2.81
Postage & Courier	0.10	0.00
AGM Expenses	-	0.02
Interest on TDS	0.02	0.00
Membership & Subscription	0.04	0.04
Round Off	-0.00	0.00
Annual Custodian Fee	0.11	-
Depository Fees	1.50	-
General Expenses	0.16	-
Internet	0.03	-
License Fees	0.15	-
Registration Fees	0.05	-
	<b>20.867</b>	<b>15.385</b>

**MAGNUS STEEL & INFRA LIMITED**  
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Notes forming part of the financial statements

**18. Fair value measurements**

Financial instruments by category:

All financial assets and financial liabilities of the Company are under the amortised cost measurement category at each of the reporting dates except mutual funds investments which are recognised and measured at fair value through profit or loss .

**Fair value hierarchy**

The following table provides the fair value measurement hierarchy of Company's financial assets and financial liabilities (Amount in Lakhs)

Category	31-Mar-25				
	Non- Current	Current	Level 1	Level 2	Level 3
<b>Financial Assets</b>					
FVTPL Investments	-	-	-	-	-
Other Investments	-	-	-	-	-
Other financial assets	-	-	-	-	-
Cash and Cash Equivalents	-	-	-	-	-
Loans	-	-	-	-	-
<b>Total</b>	-	-	-	-	-
<b>Financial Liabilities</b>					
Borrowings	161	-	-	-	161
Trade Payables	-	-	-	-	-
Other Financial Liabilities	-	-	-	-	-
<b>Total</b>	<b>161</b>	-	-	-	<b>161</b>
Category	31-Mar-24				
	Non- Current	Current	Level 1	Level 2	Level 3
<b>Financial Assets</b>					
FVTPL Investments	-	-	-	-	-
Other Investments	-	-	-	-	-
Other financial assets	-	-	-	-	-
Cash and Cash Equivalents	-	-	-	-	-
Loans	-	-	-	-	-
<b>Total</b>	-	-	-	-	-
<b>Financial Liabilities</b>					
Borrowings	149	-	-	-	149
Trade Payables	-	-	-	-	-
Other Financial Liabilities	-	-	-	-	-
<b>Total</b>	<b>149</b>	-	-	-	<b>149</b>

- During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.

- The carrying amounts of security deposits, other financial assets, fixed deposits with banks, current borrowings, trade payables and other current financial liabilities are considered to be approximately equal to their fair value, since those are current in nature.

**Valuation process**

The Company evaluates the fair value of financial assets and financial liabilities on periodic basis using the best and most relevant data available.

**MAGNUS STEEL & INFRA LIMITED**  
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**Notes forming part of the financial statements**

**19. Financial risk management objectives and policies**

The Company's principal financial liabilities, comprise borrowings, trade and other payables. The main purpose of the significant portion of these financial liabilities is to finance the dues towards arrears of electricity charges, demurrage charges and other routine expenditure of the Company. The Company's principal financial assets include security deposits, cash and cash equivalents and other financial assets.

The Company is exposed to market risk and liquidity risk. Company's senior management oversees the management of these risks. It is Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors review and agree policies for managing each of these risks, which are summarised below.

**a) Market risk**

Market risk is the risk of any loss in future earnings, in realisable fair value or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of change in the interest rates, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

**Interest rate sensitivity**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Company does not have significant exposure to the risk of changes in market interest rates as Company's long-term debt obligations is at fixed interest rates.

**b) Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – borrowings, trade payables and other financial liabilities.

**Liquidity risk management**

Company's treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below summarises the maturity profile of Company's financial liabilities based on contractual undiscounted payments.

**As at 31/Mar/2025**

**(Amount in Lakhs)**

Particulars	On demand	Less than 6 months	6 to 12 months	1 to 5 years	Beyond 5 years	Total
Borrowings		-	-	-	161	161
Other financial liabilities						-
Trade payables		-				-

**As at 31/Mar/2024**

Particulars	On demand	Less than 6 months	6 to 12 months	1 to 5 years	Beyond 5 years	Total
Borrowings		-		-	149	149
Other financial liabilities		-	-	-		-
Trade payables		-				-

**c) Credit risk**

Credit risk arises from cash and bank balances, current and non-current financial assets, trade receivables and other financial assets carried at amortised cost.

**Credit risk management**

To manage credit risk, the Company periodically assesses the financial reliability of other counterparties, taking into account the financial condition and current economic trends. Individual risk limits are set accordingly.

Bank balances are held with only high rated banks. However, the balances held with banks are not material.

**Capital management**

**Risk management**

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, and
- maintain an optimal capital structure to reduce the cost of capital.

#Borrowings for the above purpose includes non-current borrowings, current borrowings, current maturities of non current borrowings and Interest accrued but not due on borrowings.

**MAGNUS STEEL & INFRA LIMITED**

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Notes forming part of the financial statements

Note 20 Disclosures under Accounting Standards (contd.)

**Related Party Transactions****Details of related parties:**

Description of relationship	Names of related parties
Key Management Personnel (KMP) Relatives of KMP Company in which KMP / Relatives of KMP can exercise significant influence	Mr. Karroon Naresh Bajaj, Mr. Aditya Naresh Bajaj Directors

Note: Related parties have been identified by the Management.

Details of related party transactions during the period ended 31 March 2024 and balances outstanding as at 31 March, 2025.

Amount in Lakhs

Particulars	Subsidiaries	Key Management Personal	Promoter	Entities in which KMP / relatives of KMP have significant influence	Total
Loan from Directors					
Current year					
Mr. Karroon Naresh Bajaj				0.00	0.00
Mr. Aditya Naresh Bajaj				0.00	0.00
				<b>0.00</b>	<b>0.00</b>
Balances outstanding as on 31 March 2024				0.00	0.00
Balances outstanding as on 31 March 2025				0.00	0.00

# MAGNUS STEEL & INFRA LIMITED

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## 21 Earnings per share (EPS)

The amount considered in ascertaining the Company's earnings per share constitutes the net profit after tax and includes post tax effect of any exceptional items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of shares which could have been issued on conversion of all dilutive potential shares.

Particulars	For the Year Ended Mar 2025	For the Year Ended Mar 2024
Net profit after tax attributable to equity shareholders (In Rs)	6	(38)
Weighted average number of shares outstanding during the year – Basic and Diluted	34	34
Basic and Diluted earnings per share (In Rs.)	0.17	(1.12)
Nominal value per equity share (In Rs.)	10.00	10.00

## 22 Additional Information as required under Section 186 (4) of the Companies Act, 2013 during the year

- (a) No Investment made in Body Corporate.  
(b) No Guarantee is given by the Company.  
(c) Loan given by the Company to Body Corporate or person is as under:

Name	Opening Balance	Loans given during the year	repaid during the	Closing Balance	Purpose
					General Corporate Purpose

## 23 The management is of the opinion that the company would not Continue its operations for which it was formed. However management has assured and has undertaken to continue to fund to meet the company's obligations As well as its administrative expenses and in view thereof the the accounts are continued to be presented on going concern basis.

## 24 Additional regulatory information

The ratios for the year ended 31 March 2025 and 31 March 2024 are as follows :

Particulars	Numerator	Denominator	31.03.2025	31.03.2024	% Variance	Remarks
Current Ratio (in times)	Current Assets	Current Liabilities	1.28	1.07	19.22%	Cash and cash equivalents, Other current assets
Debt – Equity ratio (in times)	Total Debt	Shareholder's Equity	-1.22	-1.03	18.59%	NA
Debt service coverage ratio	Earning for Debt Service	Debt Services	NA	NA	NA	NA
Return on Equity (ROE) (in %)	Net Profits after taxes	Average Shareholder's Equity	-0.04	0.33	-111.62%	NA
"Inventory turnover ratio (in times)"	Sales	Average Inventory	NA	NA	NA	NA
Trade receivables turnover ratio (in times)	Sales	Average Trade Receivables	4.50	NA	100%	
Trade payables turnover ratio (in times)	Purchases of services and other expenses	Average Trade Payables	4.93	NA	100%	
Net capital turnover ratio (in times)	Net Sales	Working Capital	10.14		100%	



Net profit ratio (in times)	Net Profit After taxes	Net Sales	0.02	NA	100	
Return on Capital Employed (ROCE) (in times)	Earning before interest and taxes	Capital Employed	0.60	11.63	-94.85%	
Return on Investment (in %)	Income generated from investments	Average Investment	NA	NA	NA	NA

25 The figures of the previous year have been reworked, regrouped, rearranged and reclassified, wherever necessary to conform to the current year presentation.

As per our report of even date attached

**For VERMA S & ASSOCIATES**

(FRN: 328962E)

Chartered Accountants

**Sd/-**

**SUMIT KUMAR VERMA**

**Proprietor**

M N. 302320

**Udin : 25302320BMNTBN4741**

**Place: Nashik**

**Date: May 30, 2025**

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

**Sd/-**

**KARRONN NARESH BAJAJ**

Managing Director

DIN : 09375579

**Sd/-**

**ADITYA NARESH BAJAJ**

Whole-time Director

DIN : 09601315

**Sd/-**

**SARITA KUMARI**

Company Secretary

PAN : EUJPK8746N