



2024-2025

THIRD ANNUAL REPORT

OWAIS METAL AND MINERAL PROCESSING LIMITED

(EARLIER KNOWN AS OWAIS ALI OVERSEAS PRIVATE LIMITED AND OWAIS
METAL AND MINERAL PROCESSING PRIVATE LIMITED)

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CORPORATE INFORMATION

BOARD OF DIRECTORS	
NAME OF DIRECTOR	NATURE OF DIRECTORSHIP
Mr. Saiyyed Owais Ali	Managing Director
Mr. Saiyyed Murtuza Ali	Executive (Non- Independent Director)
Mr. Sayyad Akhtar Ali	Non-Executive (Non- Independent Director)
Mr. Vinod Bafna	Non-Executive (Non- Independent Director)
Mr. Bharat Rathod	Non-Executive (Independent Director)
Ms. Parveen Qureshi	Non-Executive (Independent Director)

KEY MANAGERIAL PERSONNEL	
COMPANY SECRETARY & COMPLIANCE OFFICER	CHIEF FINANCIAL OFFICER
Ms. Vishakha Gujrati C/o Sayyad Akhtar Ali, Vahid Nagar, Old Baipass Road, Ratlam- 457001, Madhya Pradesh, India Contact No.: +91 93000 96498 Email: info@owaismetal.com Website: www.ommpl.com	Mrs. Saiyyed Neha Ali C/o Sayyad Akhtar Ali, Vahid Nagar, Old Baipass Road, Ratlam- 457001, Madhya Pradesh, India Contact No.: +91 93000 96498 Email: info@owaismetal.com Website: www.ommpl.com
STATUTORY AUDITOR	SECRETARIAL AUDITOR
M/s. Jay Gupta & Associates, Chartered Accountants Imax Lohia Square, 23, Gangadhar Babu Lane, 3 rd Floor, Room No. 3A, Kolkata- 700012, West Bengal, India Contact No.: +91 4602 1021 Email Id: guptaagarwal.associate@gmail.com	M/s. AVS & Associates, Company Secretaries Address: Office no. 305, 3rd Floor, Sector 1, Building No. 2, Millennium Business Park, Mahape, Navi Mumbai 400710, Maharashtra, India Contact No.: 022 48012494 E-mail: info@avsassociates.co.in
REGISTRAR & TRANSFER AGENT	LISTING DETAILS
Bigshare Services Private Limited S6-2, 6 th Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai- 400093, Maharashtra, India. Contact No.: +91 22 6263 8200; Fax No.: +91 22 6263 8299 Investor Grievance Email: investor@bigshareonline.com; Website: www.bigshareonline.com SEBI Registration No.: INR000001385 CIN: U99999MH1994PTC076534	National Stock Exchange of India Limited Emerge Platform of National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 Script Code: OWAIS ISIN: INE0R8M01017
BANKERS	INVESTORS RELATIONS
HDFC Bank Bank of Maharashtra	Ms. Vishakha Gujrati, Company Secretary C/o Sayyad Akhtar Ali, Vahid Nagar, Old Baipass Road, Ratlam- 457001, Madhya Pradesh, India Contact No.: +91 93000 96498 Email: info@owaismetal.com Website: www.ommpl.com

OUR LOCATIONS
Registered Office C/o Sayyad Akhtar Ali, Vahid Nagar, Old Baipass Road, Ratlam-457001, Madhya Pradesh, India Factory - Khasra no.- 2018, Samruran Village, Tantoli, Ajmer, Rajasthan, India 58, AKVN Ind. Area Megh Nagar Distt. Jhabua, Madhya Pradesh, India - Karan Ji Ka Guda, Kadmal, Girwa, Badanga, Udaipur, Rajasthan, 313011

NOTICE OF 3RD ANNUAL GENERAL MEETING
(pursuant to section 101 of the Companies Act, 2013)

NOTICE is hereby given that the 3rd Annual General Meeting of the members of **OWAIS METAL AND MINERAL PROCESSING LIMITED** (*earlier known as Owais Metal and Mineral Processing Private Limited and Owais Ali Overseas Private Limited*) will be held on Monday, September 29, 2025 at 4:00 p.m. at Hotel Samta Sagar Palace, Mhow Rd, near Bus Stand, Samta Nagar, Ratlam- 457001, Madhya Pradesh, India to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Mr. Saiyyed Murtuza Ali (DIN: 09388394), who retires by rotation as a Director who has offered himself for reappointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Saiyyed Murtuza Ali (DIN: 09388394), Director, who retires by rotation and being eligible for re-appointment at this meeting be and is hereby re- appointed as a Director (Executive) of the Company.

3. To re-appoint of M/s. Jay Gupta and Associates, Chartered Accountants, (FRN: 329001E) as the Statutory Auditors of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Audit and Auditors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Jay Gupta and Associates, Chartered Accountants (Firm Registration No. 329001E), who were appointed by the Board of Directors to fill the casual vacancy caused by the resignation of the previous Statutory Auditors, and who hold office up to the conclusion of this Annual General Meeting, be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five (5) consecutive years from the conclusion of this 3rd Annual General Meeting (“AGM”) until the conclusion of the 8th AGM of the Company, on such remuneration as may be determined by the Board of Directors in consultation with the Auditors, based on the recommendation of the Audit Committee, as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Audit Committee and any other duly constituted Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

4. To ratify Remuneration of Satish Kumar Gupta, Cost Accountants, appointed as Cost Auditor of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force or from time to time), the Members of the Company hereby ratifies the remuneration of ₹ 50,000.00 (Rupees Fifty Thousand) (plus applicable taxes and reimbursement of out of pocket expenses) to payable to Satish Kumar Gupta, Cost Accountants, Indore (Firm Registration No.: 101922), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for financial year 2025 - 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient in order to give effect to this resolution”.

5. To appoint M/s. Heena Gulrajani & Associates, Company Secretaries (Membership No.: 68255) as Secretarial Auditors of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Heena Gulrajani & Associates, Company Secretaries (Membership No.: 68255), be and are hereby appointed as the Secretarial Auditors for the Company, to hold office for a term of five consecutive years i.e. from financial year 2025 - 2026 to financial year 2029 - 2030, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

6. To take authorisation under section 185 of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and / or to give any guarantee(s) and / or to provide any security(ies) in connection with any Financial Assistance / Loan taken / to be taken / availed / to be availed by any entity which is a Subsidiary / Associate / Joint Venture or such other entity / person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity / person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and / or giving guarantee and / or providing any security to the Entities shall not at any time exceed the aggregate limit of ₹ 100.00 Crores (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT the aforementioned loan(s) and / or guarantee(s) and / or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT keeping the best interest of the Company in view, any approval accorded by the Board of Directors and shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.

RESOLVED FURTHER THAT any Directors(s) of the Company be and is / are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

7. To approve Material Related Party Transaction(s) and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Regulation 2(1)(zc), 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and the applicable provisions of the Companies Act, 2013 (“the Act”) read with relevant Rules, if any, as amended from time to time, and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and the Company’s policy on Materiality of Related Party Transactions and subject to all applicable approvals, permissions and such conditions as may be prescribed and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board, for entering into and / or carrying out and / or continue with any existing contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together with earlier transactions during the financial year), with the following related parties of the Company for an amount not exceeding the limits as detailed below, provided, however, that the said contract(s) / arrangement(s) / transaction(s) being carried out at arm’s length basis and in the ordinary course of business of the Company as set out under the Explanatory Statement annexed;

SR. NO.	NAME	NATURE OF TRANSACTION	AMOUNT (IN CRORE)
1	M/s Saiyyed Akhtar Ali	Services taken in the nature of Labour, Machiners, etc from M/s. Saiyyed Akhtar Ali	25.00
2	M/s Saiyyed Akhtar Ali	Give on Rent VSI Plant to M/s. Saiyyed Akhtar Ali	0.50
3	M/s Saiyyed Akhtar Ali	Purchase of Fixed Assets from M/s. Saiyyed Akhtar Ali	50.00
4	M/s Saiyyed Akhtar Ali	Advance Given to M/s. Saiyyed Akhtar Ali	10.00
5	Saiyyed Akhtar Ali (Director)	Loan Taken from Saiyyed Akhtar Ali	20.00
6	Saiyyed Owais Ali (Director)	Loan Taken from Saiyyed Owais Ali	10.00
7	SMO Ferro Alloys Limited	Sale of Wood Charcoal, Quartz, Maganese Ore, etc to SMO Ferro Alloys Limited	75.00
8	SMO Ferro Alloys Limited	Purchased of Fixed Assest, Materials and Services from SMO Ferro Alloys Limited	65.00
9	SMO Ferro Alloys Limited	Loan Given to SMO Ferro Alloys Limited	20.00
10	SMO Ferro Alloys Limited	Loan Taken from SMO Ferro Alloys Limited	20.00

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board / Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required

to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

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

REGISTERED OFFICE:

C/o Sayyad Akhtar Ali, Vahid Nagar, Old Baipass Road,
Ratlam- 457001, Madhya Pradesh, India

By Order of the Board of Directors

**For OWAIS METAL AND MINERAL PROCESSING
LIMITED**

*(earlier known as Owais Metal and Mineral Processing
Private Limited and Owais Ali Overseas Private Limited)*

Place: Ratlam

Date: September 05, 2025

Sd/-

Saiyyed Owais Ali

Managing Director

DIN: 08291144

NOTES:

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 (“Act”) relating to item nos. 3 to 7 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17 / 2020 dated April 13, 2020, the Notice calling the Annual General Meeting has been uploaded on the website of the Company at www.ommpl.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com
4. Corporate Members: Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
7. The notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners as on Friday, August 29, 2025
8. Members may kindly take note for “Green Initiative in the Corporate Governance” in view of Circular No. 17 / 2011 dated April 21, 2011 and 18 / 2011 dated April 29, 2011 issued by Ministry of Corporate Affairs. It is earnestly requested in view of the Circular and other statutory provisions, that the Members who have yet not registered / updated their e-mail ids may notify the same to the Company either at the registered office or at email address info@owaismetal.com quoting full details of Folio No. / DP, Client ID and name of first / sole holder.
9. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member.
10. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of Annual General Meeting. Members seeking to inspect such documents can send an email to info@owaismetal.com.
11. Members / Proxies are requested to bring their Attendance Slip for attending the meeting.
12. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Annual General Meeting will be available on Company’s website www.ommpl.com for their download.
14. As permitted under the applicable circulars, the Annual Report for the Financial Year 2024 - 2025 and Notice of the 3rd Annual General Meeting are being sent in electronic mode to Members whose e-mail addresses are registered with the Depository Participant(s) / Bigshare Services Private Limited, Registrar & Transfer Agent of the Company.
15. At present the Company’s equity shares are listed on the stock exchange at Emerge Platform of National Stock Exchange of India Limited and listing fees for the financial year 2025 - 2026 have been paid to the aforesaid Stock Exchange. Members are informed that the scripts of the Company have been activated both in Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL) and may be dematerialized under the ISIN- INE0R8M01017. The custodian fees for the financial year 2025 - 2026 have been paid to all the aforesaid Depositories.
16. For any assistance or information about shares etc. members may contact the Company.

17. Heena Gulrajani & Associates, Practicing Company Secretary, (Certificate of Practice No.: 25423) has been appointed as the Scrutinizer for Scrutinizing the remote e-voting, the e-voting process at the Annual General Meeting and the Postal Ballot Process at the Annual General Meeting in a fair and transparent manner.
18. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ommpl.com. The same will be communicated to the stock exchanges where Shares of the company are listed viz. Emerge Platform of National Stock Exchange of India Limited.
19. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to or any other person as authorized by the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company www.ommpl.com and on the website of the Company's Registrar and Transfer Agent Bigshare Services Private Limited at <https://ivote.bigshareonline.com> The results shall simultaneously be communicated to the Stock Exchange.
20. The details pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of the Secretarial Standard -2 are annexed to this Notice.
21. Members seeking any information with regard to any matter to be placed at the Annual General Meeting are requested to write to the Company through email on info@owaismetal.com. The same will be replied by the Company suitably.
22. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
23. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, September 22, 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 cut-off date only shall be entitled to vote.
24. The Register of Members and the Share Transfer Books of the Company will be closed from Monday, September 22, 2025 to Monday, September 29, 2025 (both days inclusive).

REMOTE E-VOTING INTRUCTIONS

- a. The voting period begins on Thursday, September 25, 2025 from 9:00 A.M. (IST) and ends on Sunday, September 28, 2025 at 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 22, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

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

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

- d. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.
1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.

	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

LOGIN TYPE	HELPDESK DETAILS
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 helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
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 evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and / or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW / UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and / or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW / UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

LOGIN TYPE	HELPDESK DETAILS
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders / investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

ITEM NO. 3

The members are informed that the Board of Directors, based on the recommendation of the Audit Committee, had appointed M/s. Jay Gupta and Associates, Chartered Accountants (Firm Registration No. 329001E) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the erstwhile Statutory Auditors, in accordance with the provisions of Section 139(8) of the Companies Act, 2013. The said appointment was effective until the conclusion of the 3rd Annual General Meeting of the Company.

In terms of the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is now proposed to appoint M/s. Jay Gupta and Associates, Chartered Accountants (FRN: 329001E), as the Statutory Auditors of the Company for a term of five (5) consecutive years, to hold office from the conclusion of this 3rd Annual General Meeting until the conclusion of the 8th Annual General Meeting of the Company.

The remuneration payable to the Statutory Auditors shall be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors, based on the recommendation of the Audit Committee.

The Board of Directors, based on the recommendation of the Audit Committee, recommends the passing of the Ordinary Resolution set out at Item No. 3 of this Notice.

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

ITEM NO. 4

The Board of Directors, on recommendation of Audit Committee, approved the appointment of Satish Kumar Gupta, Cost Accountants, Indore (Firm Registration No.: 101922) as Cost Auditor to conduct audit of the cost records of the Company for the financial year ending on March 31, 2026 at remuneration of ₹ 50,000.00 (Rupees Fifty Thousand) (plus applicable taxes and reimbursement of out of pocket expenses).

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, the fee payable to the Cost Auditor shall be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the above fee payable to the Cost Auditor.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of Members.

ITEM NO. 5

The Board at its meeting, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Heena Gulrajani & Associates, Company Secretaries (Membership No.: 68255), a peer reviewed firm as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025 - 2026 till FY 2029 - 2030, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

A renowned firm of Practising Company Secretaries registered with the Institute of Company Secretaries of India with more than 5 years of professional experience in corporate governance, compliance, and advisory services. They are acknowledged experts in all areas of company secretarial practice and company law. Their areas of expertise include Company law and secretarial practice, SEBI compliances, capital market, compliance audit, secretarial audit and corporate and organisational planning.

The firm is focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across sectors like banking, manufacturing, pharmaceuticals, and public utilities.

M/s. Heena Gulrajani & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Heena Gulrajani & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The remuneration payable to the Secretarial Auditor shall be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors. In addition to the secretarial audit, the Company may take such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, in the Resolution set out in Item No. 4 of this Notice.

ITEM NO. 6

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on September 05, 2025 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity / person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of ₹ 100.00 Crores (Rupees One Hundred Crores Only). Further, the aforementioned loan(s) and / or guarantee(s) and / or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities and that keeping the best interest of the Company.

SR. NO.	NAME	NATURE OF TRANSACTION	PURPOSE	AMOUNT (IN CRORE)
1	SMO Ferro Alloys Limited	Unsecured Loan	Principal Business Activities	100.00

(The limit of ₹ 100.00 Crores (Rupees One Hundred Crores Only) shall to be considered as maximum limit and not as single transaction limit)

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 6 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

ITEM NO. 7

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 as amended from time to time, effective April 1, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions in case of SME listed Companies and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2025, a transaction with a related party shall be considered as material in case of a listed entity which has listed its specified securities on the SME Exchange, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore or ten per cent. of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of a Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting and rendering / availing of product and services between the Company and “related parties”, the Company seeks the approval of the shareholders to approve entering into contracts / arrangements within the thresholds and conditions mentioned in the resolution.

All the contracts / arrangements and the transactions with “related parties” are reviewed and approved by the Audit Committee.

The Shareholders’ approval sought for the Material Related Party Transactions entered as given in table below shall be valid for the financial year 2025 - 2026.

The Audit Committee and Board at its meeting on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 5, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms’ length basis and in the ordinary course of business of the Company and enters various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm’s length basis. Amongst the transactions that Company enters into with its related parties, the estimated value of certain contract(s) / arrangement(s) / transaction(s) with such related parties may exceed the threshold of material Related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulation i.e. being the lower of Rupees fifty crore or ten per cent of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity and will be considered material and therefore would require the approval of shareholders of the Company by an Ordinary Resolution.

The definition of related party is in pursuance with section 2(76) read with 2(77) of The Companies Act, 2013 and read with rules made thereunder and Regulation 2(zb), 2(zd) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said transaction(s) / contract(s) / arrangement(s) have been recommended by the Audit Committee and approved by the Board of Directors of the Company for consideration and approval by the Shareholders. The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution as detailed in the table mentioned below –

SR. NO.	NAME	NATURE OF TRANSACTION	AMOUNT (IN CRORE)
1	M/s Saiyyed Akhtar Ali	Services taken in the nature of Labour, Machiners, etc from M/s. Saiyyed Akhtar Ali	25.00
2	M/s Saiyyed Akhtar Ali	Give on Rent VSI Plant to M/s. Saiyyed Akhtar Ali	0.50
3	M/s Saiyyed Akhtar Ali	Purchase of Fixed Assets from M/s. Saiyyed Akhtar Ali	50.00
4	M/s Saiyyed Akhtar Ali	Advance Given to M/s. Saiyyed Akhtar Ali	10.00
5	Saiyyed Akhtar Ali (Director)	Loan Taken from Saiyyed Akhtar Ali	20.00
6	Saiyyed Owais Ali (Director)	Loan Taken from Saiyyed Owais Ali	10.00
7	SMO Ferro Alloys Limited	Sale of Wood Charcoal, Quartz, Maganese Ore, etc to SMO Ferro Alloys Limited	75.00
8	SMO Ferro Alloys Limited	Purchased of Fixed Assest, Materials and Services from SMO Ferro Alloys Limited	65.00
9	SMO Ferro Alloys Limited	Loan Given to SMO Ferro Alloys Limited	20.00
10	SMO Ferro Alloys Limited	Loan Taken from SMO Ferro Alloys Limited	20.00

Except to the extent of shareholding of the Promoters / Directors their Relatives and Key Managerial Personnel in the abovementioned related parties which is duly disclosed above, none of the other Directors / Key Managerial Personnel / their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item No. 7.

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (“SS- 2”), the details of the Directors proposed to be appointed and re-appointed are given below:

NAME OF THE DIRECTOR	Saiyyed Murtuza Ali
DESIGNATION	Executive Director
DIN	09388394
NATIONALITY	Indian
DATE OF BIRTH	December 03, 2000
DATE OF FIRST APPOINTMENT	August 17, 2023
QUALIFICATION	Bachelor of Commerce
PROFILE, EXPERIENCE AND EXPERTISE IN SPECIAL FUNCTIONAL AREA	He is the youngest and enthusiastic director of our company and has more than a year experience in this industry. He is mainly focused on the diversified business market. His capabilities and vision will lead the group to new heights. He understands the impact of his family business and its legacy that new relies on him to ensure it continues.
NUMBER OF BOARD MEETING ATTENDED DURING THE YEAR.	Nine
TERMS AND CONDITIONS OF APPOINTMENT / REAPPOINTMENT	Retirement by rotation
REMUNERATION LAST DRAWN (INCLUDING SITTING FEES, IF ANY) DURING THE YEAR 2023-24	8.00 Lakhs
REMUNERATION PROPOSED TO BE PAID	As per existing approved terms of appointment
SEEKING APPOINTMENT / RE-APPOINTMENT	Retirement by rotation
NO. OF SHARES HELD IN THE COMPANY.	170
RELATIONSHIP WITH ANY DIRECTOR(S) OR MANAGER OR KEY MANAGERIAL PERSONNEL OF THE COMPANY	Mr. Sayyad Akhtar Ali & Mr. Saiyyed Murtuza Ali - Father-Son Mr. Saiyyed Murtuza Ali & Mr. Saiyyed Owais Ali – Brothers Mr. Saiyyed Murtuza Ali & Mrs. Saiyyed Neha Ali - Brother-In-law – Sister-in-Law
MEMBERSHIPS / CHAIRMANSHIP OF COMMITTEES OF BOARD OF DIRECTORS OF THE COMPANY	NIL
NAMES OF THE OTHER LISTED ENTITIES IN WHICH THE PERSON ALSO HOLDS THE DIRECTORSHIP AND THE MEMBERSHIP OF COMMITTEES OF THE BOARD	NIL
NAME OF LISTED ENTITIES FROM WHICH THE PERSON HAS RESIGNED IN THE PAST THREE YEARS	NIL
NAMES OF THE OTHER ENTITIES IN WHICH THE PERSON ALSO HOLDS THE DIRECTORSHIP AND THE MEMBERSHIP OF COMMITTEES OF THE BOARD	SMO Foundation MAA Reva Traders Private Limited V. S. Alloys & Steel Private Limited SMO Industries Limited SMO Ferro Alloys Limited M O Industries Private Limited R. Prisha Industries Private Limited SMO Gold Refinery Private Limited SMO Copper Smelting Private Limited SMO Aluminium Private Limited SMO Metals and Energy Private Limited SMO Fragrance Distillery Private Limited SMO Research and Development Private Limited
NAME OF ENTITIES FROM WHICH THE PERSON HAS RESIGNED IN THE PAST THREE YEARS	AHA Alloybreeze Industries Private Limited

ANNEXURE TO THE NOTICE**OWAIS METAL AND MINERAL PROCESSING LIMITED**
*(earlier known as Owais Metal and Mineral Processing Private Limited and Owais Ali Overseas Private Limited)***CIN:** U14290MP2022PLC063833**Registered Office:** C/o Sayyad Akhtar Ali, Vahid Nagar, Old Baipass Road, Ratlam- 457001, Madhya Pradesh, India**3RD ANNUAL GENERAL MEETING****ATTENDANCE SLIP**

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP ID *		CLIENT ID*	
REGD. FOLIO NO.		NO. OF SHARES	

**Applicable for shares held in electronic form*

Name(s) and address of the shareholder / Proxy in full: _____

I / we hereby record my / our presence at the 3rd Annual General Meeting of the Company being held on Monday, September 29, 2025 at 4:00 p.m. at Hotel Samta Sagar Palace, Mhow Rd, near Bus Stand, Samta Nagar, Ratlam- 457001, Madhya Pradesh, India.

Please (✓) in the box**MEMBER** ☐ **PROXY** ☐_____
Signature of Shareholder / Proxy

FORM NO. MGT - 11

PROXY FORM

[PURSUANT TO SECTION 105(6) OF THE COMPANIES ACT, 2013 AND RULE 19(3) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

CIN: U14290MP2022PLC063833

Name of the Company: OWAIS METAL AND MINERAL PROCESSING LIMITED (*earlier known as Owais Metal and Mineral Processing Private Limited and Owais Ali Overseas Private Limited*)

Registered Office: C/o Sayyad Akhtar Ali, Vahid Nagar, Old Baipass Road, Ratlam- 457001, Madhya Pradesh, India

NAME OF THE MEMBER(S)	
REGISTERED ADDRESS:	
E-MAIL ID:	
FOLIO NO. / CLIENT ID	
DP ID:	

I / We, being the member(s) of shares of the above-named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: _____ or failing him / her

2. Name:

Address:

E-mail Id:

Signature: _____ or failing him / her

3. Name:

Address:

E-mail Id:

Signature: _____ or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 3rd Annual General Meeting of the Company being held on Monday, September 29, 2025 at 4:00 p.m. at Hotel Samta Sagar Palace, Mhow Rd, near Bus Stand, Samta Nagar, Ratlam- 457001, Madhya Pradesh, India and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	DESCRIPTION OF RESOLUTIONS:
1.	To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon
2.	To appoint Mr. Saiyyed Murtuza Ali (DIN: 09388394), who retires by rotation as a Director who has offered himself for reappointment
3.	To re-appoint of M/s. Jay Gupta and Associates, Chartered Accountants, (FRN: 329001E) as the Statutory Auditors of the Company
4.	To ratify Remuneration of Satish Kumar Gupta, Cost Accountants, appointed as Cost Auditor of the Company
5.	To appoint M/s. Heena Gulrajani & Associates, Company Secretaries (Membership No.: 68255) as Secretarial Auditors of the Company
6.	To take authorisation under section 185 of the Companies Act, 2013
7.	To approve Material Related Party Transaction(s)

Signed this day of 2025

Signature of shareholder(s)

AFFIX
REVENUE
STAMP

Signature of Proxy holder(s)

Notes:

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

2. Any alteration or correction made to this Proxy form must be initialed by the signatory / signatories.

FORM NO. MGT - 12

POLLING PAPER

[PURSUANT TO SECTION 109(5) OF THE COMPANIES ACT, 2013 AND RULE 21(1)(C) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

SR. NO.	PARTICULARS	DETAILS
1	Name and Registered Address of the Sole / First named Shareholders	
2	Name(s) of the Joint Holder(s), (if any)	
3	Registered Folio Number / DP ID No.*	
4	Number of Share(s) held	

I / We hereby exercise my / our votes in respect of the Resolutions set out in the Notice dated Friday, September 5, 2025 as set out below to be passed by the means of Ballot by giving my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate boxes below (tick in the both boxes will render the ballot invalid).

**(Applicable to Investors holding shares in dematerialized Form)*

SR. NO.	DESCRIPTION	TYPE OF RESOLUTION	NO. OF SHARES	(FOR) I / WE ASSENT TO THE RESOLUTION	(AGAINST) I / WE DISSENT TO THE RESOLUTION
1.	To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon	Ordinary			
2.	To appoint Mr. Saiyyed Murtuza Ali (DIN: 09388394), who retires by rotation as a Director who has offered himself for reappointment	Ordinary			
3.	To re-appoint of M/s. Jay Gupta and Associates, Chartered Accountants, (FRN: 329001E) as the Statutory Auditors of the Company	Ordinary			
4.	To ratify Remuneration of Satish Kumar Gupta, Cost Accountants, appointed as Cost Auditor of the Company	Ordinary			
5.	To appoint M/s. Heena Gulrajani & Associates, Company Secretaries (Membership No.: 68255) as Secretarial Auditors of the Company	Ordinary			
6.	To take authorisation under section 185 of the Companies Act, 2013	Special			
7.	To approve Material Related Party Transaction(s)	Ordinary			

(Signature of shareholder)

Place:

Date:

DIRECTORS' REPORT

To,

The Members,

OWAIS METAL AND MINERAL PROCESSING LIMITED

(earlier known as Owais Metal and Mineral Processing Private Limited and Owais Ali Overseas Private Limited)

Your Board of Directors ('Board') are pleased to present the 3rd Annual Report of your Company, **OWAIS METAL AND MINERAL PROCESSING LIMITED** *(earlier known as Owais Metal and Mineral Processing Private Limited and Owais Ali Overseas Private Limited)*, for the financial year ended March 31, 2025.

In line with the requirements of the Companies Act, 2013 and the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this report covers the financial results and other developments during April 01, 2024 to March 31, 2025 in respect of **OWAIS METAL AND MINERAL PROCESSING LIMITED** *(earlier known as Owais Metal and Mineral Processing Private Limited and Owais Ali Overseas Private Limited)*.

SUMMARY OF FINANCIAL RESULTS

The total revenue of your company from operations stood at ₹ 21,341.06 Lakhs for the financial year ended March 31, 2025 as against ₹ 8,004.73 Lakhs for the previous financial year. The Profit before tax from operations is ₹ 6,326.60 Lakhs for the current year as against ₹ 2,066.78 Lakhs in previous financial year. After making provision for tax, the net profit of your company is ₹ 4,701.91 Lakhs as against ₹ 1,546.61 Lakhs in the previous financial year.

(₹ in Lakhs)

PARTICULARS	2024 - 2025	2023 - 2024
Revenue from Operations	21,341.06	8,004.73
Other Income	108.64	38.46
Total Income	21,449.70	8,043.18
Profit before exceptional items and tax	6,326.60	2,066.78
Exceptional Items (Net – Gain / Loss)	353.73	-
Profit before tax	5,972.87	2,066.78
Less: Current Year	1,282.03	524.43
Earlier Year Tax	-	-
Deferred Tax	(11.08)	(4.26)
MAT Credit Entitlement	-	-
Profit / (Loss) after taxation	4,701.91	1,546.61
Earning per Equity Share	25.86	11.41

OVERVIEW AND PERFORMANCE OF THE COMPANY

OVERVIEW

Our company has taken over the business of proprietorship concern via Business Takeover Agreement dated June 15, 2023. We at “Owais” are an efficient and effective manufacturer and processor of various metals and minerals. Uniquely diversified across the broad spectrum of natural resources with main interests in manufacturing and processing metal and minerals. The company is engaged in the manufacturing and processing of the following products.

1. Manganese Oxide (MNO)
2. MC Ferro Manganese
3. Manufacturing of Wood Charcoal
4. Processing of Minerals such as Ferro Alloy, Quartz and Manganese Ore
5. Waste to Wealth, where the company manufactures rare earth metals from waste.

Our products like Manganese Oxide is used in fertilizer industry and is also used by the Manganese Sulphate Plants. Manganese Ore is used in manufacturing of Ferro Manganese, Silico Manganese, Manganese Oxide, Batteries and other Ferro products also it can be directly sellable in the market. MC Ferro Manganese is used in steel and casting industries, as it assists in removing sulphur from steel and improve properties, like durability, machinability and malleability. It can deoxidize molten metal. Our Wood Charcoal is used in furnaces of industries which requires high heat for their manufacturing process such as Steel industry. Processed Quartz is being used hotel industry, Ferro Alloys industry, tiles & ceramic industry, glass industry and industry of interiors & furniture. As on date of filing Prospectus our major products are being supplied to the state of Madhya Pradesh, Maharashtra Punjab, Delhi and Gujarat.

OUR PERFORMANCE

The total revenue of your company from operations stood at ₹ 21,341.06 Lakhs for the financial year ended March 31, 2025 as against ₹ 8,004.73 Lakhs for the previous financial year. The Profit before tax from operations is ₹ 6,326.60 Lakhs for the current year as against ₹ 2,066.78 Lakhs in previous financial year. After making provision for tax, the net profit of your company is ₹ 4,701.91 Lakhs as against ₹ 1,546.61 Lakhs in the previous financial year.

The company in spite of many challenges and competitive market conditions was able to achieve satisfactory Sales and Net Profit After Tax figures. The management is of the opinion that in the coming future as the overall situation seems to be to be improving and Directors are optimistic about Company's business and hopeful of better performance with increased revenue in next year.

There has been no change in the business of the Company during the financial year ended March 31, 2025.

However, Our Company has made one addition in the object clause of the Company which is similar to its current business.

SHARE CAPITAL

The Company's Authorised Share capital during the financial year ended March 31, 2025, remained ₹ 23,00,00,000.00 (Rupees Twenty-Three Crore Only) divided into 2,30,00,000 (Two Crore Thirty Lakhs) Equity Shares of face value ₹ 10.00 (Rupees Ten Only).

The Company's paid-up equity share capital remained at ₹ 18,18,23,980.00 (Rupees Eighteen Crores Eighteen Lakhs, Twenty-Three Thousand, Nine Hundred and Eighty only) divided into 1,81,82,398 (One Crore Eighty-One Lakhs Eighty-Two Thousand Three Hundred and Ninety-Eight) Equity Shares of face value of ₹ 10.00 each.

ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company www.ommpl.com

GENERAL RESERVE

As permitted under the Act, the Board does not propose to transfer any amount to General Reserves. The closing balance of the retained earnings of your Company for FY 2024 - 2025, after all appropriations and adjustments, was ₹ 9,352.56 Lakhs.

DIVIDEND

Your directors had paid a Final dividend of ₹ 2.00 (Rupees Two only) per equity share of ₹ 10.00 each in the financial year 2023 - 2024.

The Board of Directors of your company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any Dividend for the financial year under review

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board had formulated a Dividend Distribution Policy ('the Policy'). The Policy is available on the Company's website URL at: www.ommpl.com

CHANGES IN THE NATURE OF BUSINESS

There has been no change in the nature of the business of your Company during the financial year ended on March 31, 2025.

However, Our Company has made one addition in the object clause of the Company which is similar to its current business.

UTILIZATION OF IPO FUND

The Initial Public Offer fund has been utilized for the purpose for which it is raised as mentioned in the Prospectus.

DEPOSITS FROM PUBLIC

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 in the year under review.

DIRECTORS AND KEY MANAGERIAL PERSONNELS

The changes in the Board of Directors and Key Managerial Personnel's of our Company in the financial year 2024 – 2025 are as follows:

SR. NO.	DIRECTORS	DATE OF EVENT	EVENT
1.	Ms. Nishita Rajeshkumar Gandhi	November 15, 2024	Resignation from the Directorship
2.	Ms. Parveen Qureshi	December 11, 2024	Appointment of Additional Independent Director
3.	Ms. Parveen Qureshi	February 26, 2025	Regularisation of Independent Directorship

None of the Directors of the Company is disqualified for being appointed / re-appointed as Directors of the company as per the provisions of Section 164 of the Companies Act, 2013.

BOARD EVALUATION

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 Companies Act, 2013.

The performance of the Board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board process, information and functioning etc.

The Board was of the view that the performance of the Board as a whole was adequate and fulfilled the parameters stipulated in the evaluation framework in its pro-growth activity. The Board also ensured that the Committee functioned adequately and independently in terms of the requirements of the Companies Act, 2013.

Further, the individual directors fulfilled their applicable responsibilities and duties laid down by the Companies Act, 2013 and at the same time contributed with their valuable knowledge, experience and expertise to grab the opportunity and counter the adverse challenges faced by the Company during the year.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

Pursuant to Section 134(3)(d) of the Act, your Company confirms having received necessary declarations from all the Independent Directors under section 149(7) of the Companies Act, 2013 declaring that they meet the criteria of independence laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SEPARATE MEETING OF INDEPENDENT DIRECTOR

In terms of requirement of Schedule IV of the Companies Act, 2013, separate meeting of the Independent Directors was held on March 13, 2025 without the attendance of Non-Independent Director and Members of management. All the Independent Directors were present at the said meeting.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees or investments made under Section 186 of the Companies Act, 2013 are furnished in the notes to the Financial Statements for the year ended March 31, 2025.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

A Related Party Policy has been devised by the Board of Directors for determining the materiality of transaction with the related parties and dealing with them. The Audit Committee reviews all the related party transactions quarterly.

Further the members may note that the Company have entered into the following kinds of related party transactions:

- Contracts / Arrangements / Transactions which are at arm's length basis.
- Any Material Contracts / Arrangements / Transactions.

Please refer Form AOC-2 Annexed as Annexure I to the Director's Report for details of the transactions entered with Related Parties.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

There are no significant events occurred during the financial year after the date of financial statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an adequate Internal Control System, commensurate with the size, scale and complexity of its operations, which are well supplemented by surveillance of Internal Auditor. The scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency effectiveness of systems and processes, and assessing the internal control strengths in all areas. The details in respect of internal financial control and their adequacy are included in management discussion and analysis report forming part of this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

In pursuance of the provision of Section 135 of the Companies Act, 2013, the CSR provisions are applicable to our Company for F.Y 2024 - 2025. The Annual Report on CSR Activities is attached with this report as Annexure II.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The prescribed particulars of conservation of energy, technology absorption as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable to your company as we are neither a manufacturing company nor the operation of your Company are energy intensive. However, the disclosure regarding the same are set-forth below:

- a) Conservation of Energy: Adequate measure has been taken for conservation of energy and efficient use of resources. Company follows principles of "Green IT".
- b) Technology Absorption: The Company is vigil on technology absorption as per the requirement of its business operations. However, during the year there was no acquisition of new technology.

FOREIGN EXCHANGE EARNINGS AND OUT-GO

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

Conservation of energy is of utmost significance to the Company. Operations of the Company are not energy intensive. However, every effort is made to ensure optimum use of energy by using energy- efficient computers, processes and other office equipment. Constant efforts are made through regular / preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy.

The Company is continuously making efforts for induction of innovative technologies and techniques required for the business activities.

- Steps taken by company for utilizing alternate sources of energy: NIL
- Capital investment on energy conservation equipment's: NIL

FOREIGN EXCHANGE EARNINGS AND OUTGO:

NIL

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- a. That in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- c. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. That the Directors have prepared the annual accounts on a going concern basis.
- e. That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. That the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

DISCLOSURES BY DIRECTORS:

The Board of Directors has submitted notice of interest in Form MBP-1 under Section 184(1) as well as information by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Companies Act, 2013.

DISQUALIFICATIONS OF DIRECTORS:

During the financial year 2024 - 2025 under review the Company has received Form DIR-8 from all Directors as required under the provisions of Section 164(2) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 that none of the Directors of your Company is disqualified.

NAME OF THE COMPANIES WHICH ARE SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES DURING THE YEAR

Our Company does not have any Subsidiary / Joint Venture / Associate Company.

CORPORATE GOVERNANCE

As per regulation 15(2) of the SEBI (LODR) Regulations, the Compliance with the Corporate Governance provisions shall not apply in respect of the following class of Companies:

- Listed entity having paid up equity share capital not exceeding ₹ 10.00 Crore and Net Worth not exceeding ₹ 25.00 Crore, as on the last day of the previous financial year;
- Listed entity which has listed its specified securities on the SME Exchange.

Since, our Company falls within the ambit of aforesaid exemption (b); hence compliance with the provision of Corporate Governance shall not apply to the Company and it does not form part of the Annual Report for the financial year 2024 - 2025.

BOARD OF DIRECTORS

The Board meets at least once in a quarter, inter-alia, to review the quarterly performance and the financial results. The notice of each Board Meeting is given in writing to each Director. The Company circulates well in advance agenda of the Board Meeting along with detailed notes to the Directors.

COMPOSITION OF BOARD OF DIRECTORS OF THE COMPANY				
NAME OF THE DIRECTOR	CATEGORY OF DIRECTORSHIP	NO. OF DIRECTORSHIP IN PUBLIC & PRIVATE LIMITED COMPANIES (INCLUDING OWAIS METAL AND MINERAL PROCESSING LIMITED)	NO. OF COMMITTEE POSITIONS HELD IN OTHER PUBLIC LIMITED COMPANIES*	NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS DIRECTORS;
Mr. Saiyyed Owais Ali	Managing Director	5	2	1,31,04,348
Mr. Saiyyed Murtuza Ali	Executive (Non- Independent Director)	14	NIL	170
Mr. Sayyad Akhtar Ali	Non-Executive (Non- Independent Director)	13	2	1,70,000
Mr. Vinod Bafna	Non-Executive (Non- Independent Director)	2	2	NIL
Mr. Bharat Rathod	Non-Executive (Independent Director)	3	4	NIL
Ms. Nishita Rajeshkumar Gandhi [^]	Non-Executive (Independent Director)	NIL	NIL	NIL
Ms. Parveen Qureshi ^{^^}	Non-Executive (Independent Director)	1	2	NIL

[^] Ms. Nishita Rajeshkumar Gandhi resigned from the Directorship of the Company w.e.f. November 15, 2024

^{^^} Ms. Parveen Qureshi was appointed as Additional Independent Director w.e.f. December 11, 2024 and regularised as Non-Executive (Independent Director) w.e.f. February 26, 2025

*In accordance with Regulation 26 of SEBI Listing Regulations, Memberships (M) / Chairmanships (C) of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies have been considered.

NAMES OF THE LISTED ENTITIES WHERE THE PERSON IS A DIRECTOR AND THE CATEGORY OF DIRECTORSHIP:

None of the directors hold directorship in any other listed entity.

DIRECTORS' ATTENDANCE RECORD

The last Annual General Meeting was held on September 27, 2024. Your Company's Board met 9 (Nine) times during the year on April 1, 2024, May 14, 2024, June 24, 2024, August 7, 2024, September 02, 2024, November 5, 2024, November 15, 2024, December 11, 2024 and March 13, 2025. Agenda papers along with explanatory statements were circulated to the Directors well in advance of

the meeting. The Board has access to any information within your Company and every effort is made to ensure that the information is adequate and appropriate to enable the Board to take informed decisions on issues. Board of Directors of your Company plays the primary role as the trustees to safeguard and enhance stakeholders' value through its effective decisions and supervision. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 i.e., not more than 120 days from the previous meeting. The attendance of the Members in the Board meetings held during the FY 2024 - 2025 are as follows:

NAME OF THE DIRECTOR	NO. OF BOARD MEETINGS ATTENDED DURING THE YEAR	WHETHER ATTENDED LAST ANNUAL GENERAL MEETING
Mr. Saiyyed Owais Ali	9 out of 9	Yes
Mr. Saiyyed Murtuza Ali	9 out of 9	Yes
Mr. Sayyad Akhtar Ali	9 out of 9	Yes
Mr. Vinod Bafna	9 out of 9	Yes
Mr. Bharat Rathod	9 out of 9	Yes
Ms. Nishita Rajeshkumar Gandhi [^]	7 out of 9	Yes
Ms. Parveen Qureshi ^{^^}	1 out of 9	Not Applicable

[^] Ms. Nishita Rajeshkumar Gandhi resigned from the Directorship of the Company w.e.f. November 15, 2024

^{^^} Ms. Parveen Qureshi was appointed as Additional Independent Director w.e.f. December 11, 2024 and regularised as Non-Executive (Independent Director) w.e.f. February 26, 2025

DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS AND KEY MANAGERIAL PERSONNEL INTER-SE

NAME OF DIRECTOR	NAME OF DIRECTOR	RELATIONSHIP
Mr. Sayyad Akhtar Ali	Mr. Saiyyed Owais Ali	Father-Son
Mr. Sayyad Akhtar Ali	Mr. Saiyyed Murtuza Ali	Father-Son
Mr. Saiyyed Owais Ali	Mr. Saiyyed Murtuza Ali	Brothers
Mr. Saiyyed Owais Ali	Mrs. Saiyyed Neha Ali	Husband- Wife
Mr. Sayyad Akhtar Ali	Mrs. Saiyyed Neha Ali	Father-In-law- Daughter in Law
Mr. Saiyyed Murtuza Ali	Mrs. Saiyyed Neha Ali	Brother-In-law – Sister in Law

NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY DIRECTORS AND KEY MANAGERIAL PERSONNEL

NAME OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	NO. OF EQUITY SHARES HELD	% OF CAPITAL
Mr. Saiyyed Owais Ali	1,31,04,348	72.07
Mr. Saiyyed Murtuza Ali	1,70,000	0.93
Mr. Sayyad Akhtar Ali	170	Negligible
Mr. Vinod Bafna	Nil	Nil
Mr. Bharat Rathod	Nil	Nil
Ms. Nishita Rajeshkumar Gandhi [^]	Nil	Nil
Ms. Parveen Qureshi ^{^^}	Nil	Nil
Mrs. Saiyyed Neha Ali	170	Negligible
Ms. Vishakha Gujrati	Nil	Nil
Total	1,32,74,518	73.00

[^] Ms. Nishita Rajeshkumar Gandhi resigned from the Directorship of the Company w.e.f. November 15, 2024

^{^^} Ms. Parveen Qureshi was appointed as Additional Independent Director w.e.f. December 11, 2024 and regularised as Non-Executive (Independent Director) w.e.f. February 26, 2025

SKILLS, EXPERTISE AND COMPETENCIES

The Board has a right blend of dynamism with each of the Directors having several years of vast experience and knowledge in various diversified functions. The Board is suitably equipped to understand the ever changing business dynamics in which the Company operates and ensures that appropriate strategies are articulated benefitting the Company in the long run. The Independent Directors provide their inputs and guidance at the Meetings of the Board which have been of immense help to the Company in pursuing strategic goals.

EVALUATION OF THE BOARD'S PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committee.

The result of the evaluation done by Independent Directors was reported to the Chairman of the Board. It was reported that the performance evaluation of the Board & Committee's was satisfactory. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. The Directors expressed their satisfaction with the evaluation process.

INDEPENDENT DIRECTORS:

The Company has complied with the definition of Independence as per section 149 read with the provisions of Schedule IV of the Companies Act, 2013 and applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. They also obtained declarations from all the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013.

Whenever new Non-Executive and Independent Directors are included in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, Board procedures, Board Policies, risks and management strategy.

The Company has adopted a Familiarization programme for Independent Directors which is uploaded on the Company's website at the following link: https://www.ommpl.com/code_and_policies.html

In the opinion of the Board, all the Independent Directors fulfill the conditions specified in SEBI (LODR) Regulations, 2015 as amended and are independent of the Management. Certificate from Company Secretary in practice certifying that none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as Director of the Company by SEBI / Ministry of Corporate Affairs or any other statutory authority is annexed to this report.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on March 13, 2025, to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfil the conditions specified under the Act and the Regulations and are independent of the management.

DETAILED REASONS FOR THE RESIGNATION OF AN INDEPENDENT DIRECTOR WHO RESIGNS BEFORE THE EXPIRY OF HIS / HER TENURE ALONG WITH A CONFIRMATION BY SUCH DIRECTOR THAT THERE ARE NO OTHER MATERIAL REASONS OTHER THAN THOSE PROVIDED.

Ms. Nishita Rajeshkumar Gandhi, Independent Director, had resigned from the Directorship of the Company with effect from November 15, 2024, due to her other Professional Commitments. She had confirmed in her resignation letter that there was no material reasons for her resignation other than mentioned in her resignation letter.

COMMITTEES OF THE BOARD

In accordance with requirement SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, provisions on Corporate Governance the Board of Directors of the Company had constituted following Committees. The details of which are as under:

AUDIT COMMITTEE

The Audit Committee of the Board consisted of three Members out of which two are Non-Executive Independent Directors. All the Members of the Committee are Financially literate and have accounting and financial management expertise. The Company Secretary of the Company acts as the Secretary to the Committee. The Committee, inter alia, provides reassurance to the Board on the existence of an effective internal control system. It also oversees financial disclosures compliance with all relevant statutes, safeguarding of assets and adequacy of provisions for all liabilities and generally accepted accounting principles by the Company. The Committee is in compliance with the provisions of Companies Act, 2013 & Listing Regulations as amended from time to time. The Audit Committee also takes care of Whistle Blower Mechanism

TERMS OF REFERENCE

The terms of reference of the Audit Committee are as per the guidelines set out in the Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the stock exchanges read with Section 177 of the Companies Act, 2013. These broadly include:

- Develop an annual plan for Committee,
- Review of financial reporting processes,
- Review of risk management, internal control and governance processes,
- Discussions on quarterly, half yearly and annual financial statements,

- Interaction with statutory, internal auditors,
- Recommendation for appointment, remuneration and terms of appointment of auditors and
- Risk management framework concerning the critical operations of the Company.

In addition to the above, the Audit Committee also reviews the following:

- Matter included in the Director's Responsibility Statement;
- Changes, if any, in the accounting policies;
- Major accounting estimates and significant adjustments in financial statement;
- Compliance with listing and other legal requirements concerning financial statements;
- Disclosures in financial statement including related party transactions;
- Qualification in draft audit report;
- Scrutiny of inter-corporate loans & investments;
- Management's Discussions and Analysis of Company's operations;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Periodical Internal Audit Reports and the report of Fraud Risk Management Committee;
- Findings of any special investigations carried out either by the Internal Auditors or by the external investigating agencies;
- Letters of Statutory Auditors to management on internal control weakness, if any;
- Major non-routine transactions recorded in the financial statements involving exercise of judgment by the management;
- Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of the statutory auditors and cost auditors considering their independence and effectiveness, and recommend the audit fees; and
- Subject to review by the Board of Directors, review on quarterly basis, Related Party Transactions entered into by the Company pursuant to each omnibus approval given.

COMPOSITION AND MEETINGS OF AUDIT COMMITTEE

The Audit Committee consists of three Directors out of which two Independent Directors. All members of the Audit Committee are financially literate, and they have accounting or related financial management expertise.

The Audit Committee reconstituted on December 11, 2024 and the Members are as follows

NAME OF THE DIRECTOR	POSITION	DESIGNATION
Mr. Bharat Rathod	Chairman	Independent Director
Ms. Parveen Qureshi	Member	Independent Director
Mr. Vinod Bafna	Member	Non-Executive Director

The Audit Committee met 5 times during the financial year ended March 31, 2025. The attendance record of the members at the meeting was as follows:

NAME OF THE DIRECTOR	NO. OF MEETINGS ATTENDED DURING THE YEAR
Mr. Bharat Rathod	5
Ms. Parveen Qureshi^^	1
Mr. Vinod Bafna	5
Ms. Nishita Rajeshkumar Gandhi^	3

^ Ms. Nishita Rajeshkumar Gandhi resigned from the Directorship of the Company w.e.f. November 15, 2024

^^ Ms. Parveen Qureshi was appointed as Additional Independent Director w.e.f. December 11, 2024 and regularised as Non-Executive (Independent Director) w.e.f. February 26, 2025

NOMINATION & REMUNERATION COMMITTEE

The Board of Directors of the Company has constituted a Nomination & Remuneration Committee, as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, with the object of Remuneration & Nomination committee is to recommend / review the remuneration of Managing Directors / Whole-time Directors. The remuneration policy of the Company is directed towards rewarding performance and attracting new talents / retaining them. While deciding the remuneration, the Committee considers the financial position of the Company, trend in the Industry, Appointee's qualification, experience, past performance, past remuneration etc.

TERMS OF REFERENCE

The Committee is empowered: -

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;
- Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Director(s), including all elements of remuneration package;
- To ensure that the relationship of remuneration to perform is clear and meets appropriate performance benchmarks;
- Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory / regulatory guidelines;
- Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory / regulatory authorities.

COMPOSITION AND MEETINGS OF THE NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee consist of three Non-Executive Directors out of which not less than one-half i.e. two Directors are Independent Director.

The Nomination & Remuneration Committee reconstituted on December 11, 2024 and the Members are as follows

NAME OF THE DIRECTOR	POSITION	DESIGNATION
Mr. Bharat Rathod	Chairman	Independent Director
Ms. Parveen Qureshi	Member	Independent Director
Mr. Vinod Bafna	Member	Non-Executive Director

The Nomination & Remuneration Committee met 2 times during the financial year ended March 31, 2025. The attendance record of the members at the meeting was as follows:

NAME OF THE DIRECTOR	NO. OF MEETINGS ATTENDED DURING THE YEAR
Mr. Bharat Rathod	2
Ms. Parveen Qureshi ^{^^}	NIL
Mr. Vinod Bafna	2
Ms. Nishita Rajeshkumar Gandhi [^]	1

[^] Ms. Nishita Rajeshkumar Gandhi resigned from the Directorship of the Company w.e.f. November 15, 2024

^{^^} Ms. Parveen Qureshi was appointed as Additional Independent Director w.e.f. December 11, 2024 and regularised as Non-Executive (Independent Director) w.e.f. February 26, 2025

This Committee has been formed to carry out the function as contained in Schedule V of the Companies Act, 2013 and shall enjoy necessary powers and authority reviews commensurate with its functions.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee is in charge of looking after grievances of Investors and Shareholders. The detail of the Committee is as follows:

TERMS OF REFERENCE

The terms of reference of the Committee includes the following:

- To review all complaint recorded in Scores of SEBI and replies made to the same by Registrar & Transfer Agent / Company Secretary.
- To receive report on all complaints recorded in SCORES of the Registrar and Share Transfer Agent and note the corrective actions taken by the Registrars.
- To take action of all grievances and complaints lodged by the stock exchange, shareholders associations and other bodies.
- To review grievances of other stakeholders of the Company given in their individual capacity.
- Overview activities relating to share maintenance and related work.

COMPOSITION AND MEETINGS OF STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee consists of three Directors out of which one is Non-Executive Director and he is the Chairman of the Committee.

The Stakeholder's Relationship Committee reconstituted on December 11, 2024 and the Members are as follows

NAME OF THE DIRECTOR	POSITION	DESIGNATION
Mr. Bharat Rathod	Chairman	Independent Director
Mr. Sayyad Akhtar Ali	Member	Non-Executive Director
Mr. Saiyyed Owais Ali	Member	Managing Director

The Stakeholder's Relationship Committee met 1 time during the financial year ended March 31, 2025. The attendance record of the members at the meeting was as follows:

NAME OF THE DIRECTOR	NO. OF MEETINGS ATTENDED DURING THE YEAR
Mr. Bharat Rathod	1
Mr. Sayyad Akhtar Ali	1
Mr. Saiyyed Owais Ali	1
Ms. Nishita Rajeshkumar Gandhi [^]	NIL
Mr. Vinod Bafna ^{^^}	NIL

[^] Ms. Nishita Rajeshkumar Gandhi resigned from the Directorship of the Company w.e.f. November 15, 2024

^{^^} The Committee reconstituted on December 11, 2024

Ms. Vishakha Gujrati, Company Secretary & Compliance Officer of our Company acts as the Secretary to the Stakeholders' Relationship Committee.

NUMBER OF SHAREHOLDERS' COMPLAINTS RECEIVED, NOT SOLVED TO THE SATISFACTION OF SHAREHOLDERS AND PENDING COMPLAINTS DURING THE FINANCIAL YEAR

NUMBER OF SHAREHOLDERS' COMPLAINTS RECEIVED	NUMBER OF SHAREHOLDERS' COMPLAINTS NOT SOLVED TO THE SATISFACTION OF SHAREHOLDERS	NUMBER OF SHAREHOLDERS' COMPLAINTS PENDING COMPLAINTS
NIL	NIL	NIL

INVESTOR RELATIONS

Your Company always endeavours to keep the time of response to shareholders' request / grievance at the minimum. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time. The Stakeholders' Relationship Committee of the Board meets periodically and reviews the status of the Shareholders' Grievances. The shares of the Company continue to be traded in electronic forum and de-materialization exists with both the depositories viz., National Securities Depository Limited and Central Depository Services (India) Limited.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee consists of three directors out of which One is Independent Directors at present.

The Corporate Social Responsibility Committee reconstituted on December 11, 2024 and the Members are as follows

NAME OF THE DIRECTOR	POSITION	DESIGNATION
Mr. Bharat Rathod	Chairman	Independent Director
Mr. Sayyad Akhtar Ali	Member	Non-Executive Director
Mr. Saiyyed Owais Ali	Member	Managing Director

The Corporate Social Responsibility Committee met 5 times during the financial year ended March 31, 2025. The attendance record of the members at the meeting was as follows:

NAME OF THE DIRECTOR	NO. OF MEETINGS ATTENDED DURING THE YEAR
Mr. Bharat Rathod	1
Mr. Sayyad Akhtar Ali	1
Mr. Saiyyed Owais Ali	1

REMUNERATION OF DIRECTORS

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors, CFO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

CRITERIA OF SELECTION OF NON-EXECUTIVE DIRECTORS

The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the NRC Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The NRC Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The NRC Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:

- Qualification, expertise and experience of the Directors in their respective fields;
- Personal, Professional or business standing;
- Diversity of the Board.

In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

REMUNERATION POLICY

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings or any other remuneration as may be approved by the Board and the members.

A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

CEO / MANAGING DIRECTOR / CFO – CRITERIA FOR SELECTION / APPOINTMENT

For the purpose of selection of the CEO / MD / CFO, the Nomination & Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

REMUNERATION FOR THE CEO / MANAGING DIRECTOR / CFO

At the time of appointment or re-appointment, the CEO / Managing Director / CFO shall be paid such remuneration as may be mutually agreed between the Company (which includes the NRC Committee and the Board of Directors) and the CEO / Managing Director / CFO limits as be approved by the Board and the Members and as prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting. The remuneration of the CEO / Managing Director / CFO comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits.

REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES

In determining the remuneration of the Senior Management Employees (i.e., KMPs and Executive Committee Members) the NRC Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall consider the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the NRC Committee for its review and approval.

REMUNERATION FOR MANAGING DIRECTOR / EXECUTIVE DIRECTORS / KEY MANAGERIAL PERSONNEL / REST OF THE EMPLOYEES:

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be market competitive, driven by the role played by the individual, reflective of the size of the Company, complexity of the sector / industry / Company's operations and the Company's capacity to pay, consistent with recognized best practices and aligned to any regulatory requirements.
- Basic / Fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience. In addition, the Company provides to employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings. The Company also provides to employees with a social security net thru Group Personal Accidental Insurance policy, ESIC Scheme and Workmen Compensation Insurance Policy, as may be applicable. The Company provides retirement benefits as applicable.
- In addition to the basic / Fixed salary, benefits, perquisites and allowances as provided above, the Company provides Managing Director / Executive Directors such remuneration by way of one time incentive, as may be approved by the Board / shareholders, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the Managing Director / Executive Directors would be based on performance as evaluated by the Nomination and Remuneration Committee and approved by the Board.

EMPLOYEE STOCK OPTION SCHEME

The Company does not have any Employee Stock Option Scheme.

DETAILS OF REMUNERATION PAID TO EXECUTIVE AND NON-EXECUTIVE DIRECTORS FOR THE YEAR ENDED MARCH 31, 2025:

EXECUTIVE DIRECTOR:

(₹ In Lakhs)

NAME OF DIRECTOR AND SERVICE CONTRACT	SALARY ₹	INCENTIVES*	TOTAL ₹
Mr. Saiyyed Owais Ali	6.00	0	6.00
Mr. Saiyyed Murtuza Ali	8.00	0	8.00

The above Figures do not include the provisions for Provident Fund (PF) and Gratuity.

* Incentives: The one time incentives approved by Board and shareholders. The Executive Directors did not take any incentives during the year.

Service Contract, Severance Fee and Notice Period

There is no other performance linked component of the remuneration. The employments are contractual, for a period of three years and five years respectively terminable by notice in writing of 90 days by either side. No severance fees are payable to any of the managerial personnel.

NON-EXECUTIVE DIRECTOR:

(₹ In Lakhs)

NAME OF THE DIRECTOR	SITTING FEES FOR ATTENDING BOARD AND COMMITTEE MEETINGS
Mr. Sayyad Akhtar Ali	1.60
Mr. Vinod Bafna	1.70
Mr. Bharat Rathod	1.60
Ms. Nishita Rajeshkumar Gandhi^	1.20

Ms. Parveen Qureshi^^	0.30
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^ Ms. Nishita Rajeshkumar Gandhi resigned from the Directorship of the Company w.e.f. November 15, 2024

^^ Ms. Parveen Qureshi was appointed as Additional Independent Director w.e.f. December 11, 2024 and regularised as Non-Executive (Independent Director) w.e.f. February 26, 2025

GENERAL BODY MEETINGS

ANNUAL AND EXTRA ORDINARY GENERAL MEETINGS:

The details of the last three Annual General Meetings of the Company are as under:

FINANCIAL YEAR	DATE	TIME	VENUE
2022 – 2023	September 15, 2023	11:00 a.m.	C/o Sayyad Akhtar Ali, Vahid Nagar, Old Baipass Road, Ratlam- 457001, Madhya Pradesh, India
2023 - 2024	September 27, 2024	4:00 p.m.	C/o Sayyad Akhtar Ali, Vahid Nagar, Old Baipass Road, Ratlam- 457001, Madhya Pradesh, India

SPECIAL RESOLUTIONS PASSED IN THE PREVIOUS THREE ANNUAL GENERAL MEETINGS

AGM	DATE OF AGM	SPECIAL RESOLUTION
1st	September 15, 2023	- To Issue Bonus Shares - To Increase the Borrowings Powers of the Company - Giving Authorization to Board of Directors under Section 180(1)(A) of the Companies Act, 2013 - To Increase the Investment Powers of the Company - Authorisation under Section 185 of the Companies Act, 2013
2nd	September 27, 2024	- To Increase the Borrowings Powers of the Company - Giving Authorization to Board of Directors under Section 180(1)(A) of the Companies Act, 2013 - To Increase the Investment Powers of the Company - Authorisation under Section 185 of the Companies Act, 2013

EXTRA ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2024 - 2025:

NIL

RESOLUTIONS PASSED BY POSTAL BALLOT DURING THE FINANCIAL YEAR FY 2024 - 2025,

During the Year the following resolutions were passed through Postal Ballot Notice dated January 20, 2025:

Item No. 01: Appointment of M/s. Jay Gupta and Associates, Chartered Accountants, (FRN: 329001E) as Statutory Auditors of the Company to Fill Casual Vacancy

Item No. 02: Appointment of Ms. Parveen Qureshi (DIN: 10072060) as an Independent Director of the Company

Item No. 03: Material Modification in the approved Related Party Transaction(s)

The Board of directors appointed M/s. Heena Gulrajani & Associates, Practicing Company Secretary, (Certificate of Practice No.: 25423), as Scrutinizer to monitor and review the e-voting process. The Company had provided facility of e voting pursuant to provisions of the Companies Act, 2013. On completion of e-voting process, the Scrutinizer submitted her report to the Chairman and thereafter the results were declared on February 27, 2025, on the website of the Company and Registrar & Transfer Agent. The above Resolution was passed with requisite majority.

MEANS OF COMMUNICATION

RESULTS

The Half Yearly Audited Results and the Annual Audited Financial Results of the Company are sent to the stock exchanges immediately after they are approved by the Board. Also, they are uploaded on the Company's website www.ommpl.com. The results are published in accordance with the guidelines of the Stock Exchange.

WEBSITE

The Company's website www.ommpl.com contains a separate dedicated section 'Investor Relations' wherein shareholders' information including financial results is available. The Company's Annual Report is also available in a user friendly and downloadable form.

ANNUAL REPORT

The Annual Report containing, inter alia, Audited Financial Statements, Boards' Report, Auditors' Report and other important information is circulated to Members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website www.ommpl.com

National Stock Exchange of India Limited – Corporate Compliance & Listing Centre (NEAPS)

The NSE Electronic Application Processing System (NEAPS) is a web-based platform provided by the National Stock Exchange of India Limited for listed companies. It enables corporates to make all periodical compliance filings electronically, including submissions such as Shareholding Pattern, Investor Grievance Reports, and other disclosures mandated under SEBI (LODR) Regulations and NSE listing requirements.

NATIONAL STOCK EXCHANGE OF INDIA LIMITED CORPORATE (NSE) COMPLIANCE & LISTING CENTRE (THE 'LISTING CENTRE')

NSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, among others are also filed electronically on the Listing Centre.

DESIGNATED EXCLUSIVE EMAIL

The Company has designated the Email info@owaismetal.com exclusively for investor servicing.

SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status. Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. The Company has not received any complaint on the SCORES during financial year 2024 - 2025

GENERAL'S SHAREHOLDERS INFORMATION

ANNUAL GENERAL MEETING:

DAY & DATE:	Monday, September 29, 2025
TIME	4.00 P.M.
VENUE	Hotel Samta Sagar Palace, Mhow Rd, near Bus Stand, Samta Nagar, Ratlam- 457001, Madhya Pradesh, India

BOOK CLOSURE

Monday, September 22, 2025 to Monday, September 29, 2025 (both days inclusive)

ISIN

The ISIN number for the Company equity shares is INE0R8M01017

CIN

The CIN for the Company is U14290MP2022PLC063833

FINANCIAL CALENDAR

1st April to 31st March.

LISTING IN STOCK EXCHANGES AND STOCK CODES

The name of stock exchange at which the equity shares are listed, and its stock code is as under:

NAME OF THE STOCK EXCHANGES	Emerge Platform of National Stock Exchange of India Limited
STOCK CODE	OWAIS
ADDRESS	Plaza, C/1, G Block BKC, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400051

The Company has paid listing fees up to March 31, 2025 to EmERGE Platform of National Stock Exchange of India Limited, where the Company's shares are listed.

SHARE TRANSFER AGENT

NAME OF THE SHARE TRANSFER AGENT	Bigshare Services Private Limited
ADDRESS	S6-2, 6th Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai- 400093, Maharashtra, India
PHONE	022 6263 8200
EMAIL	investor@bigshareonline.com
WEBSITE	www.bigshareonline.com

SHARE TRANSFER SYSTEM

None of the shares are held in physical form.

SHARE HOLDING PATTERN AS ON MARCH 31, 2025:

SR. NO.	CATEGORY OF SHAREHOLDER	NUMBER OF SHARES	%
1	Promoter and Promoter Group	1,32,75,198	73.01
2	Alternate Investment Funds	1,25,900	0.69
3	Foreign Portfolio Investors Category I	65,500	0.36
4	Foreign Portfolio Investors Category II	1,200	0.01
5	Corporate Bodies	10,10,000	5.55
6	Non-Resident Indian	3,08,100	1.69
7	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	25,15,000	13.83
8	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	6,35,600	3.50
9	Other	2,45,900	1.35
	Total	1,81,82,398	100.00

DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2025

SHAREHOLDING OF NOMINAL VALUE (IN ₹)	NO. OF SHAREHOLDERS	% OF TOTAL	NO OF SHARE	SHARE AMOUNT	% OF SHAREHOLDING
Upto 5000	1,825	65.09	3,27,250	32,72,500.00	1.80
5001 - 10000	187	6.67	1,42,600	14,26,000.00	0.78
10001 - 20000	430	15.34	6,76,600	67,66,000.00	3.72
20001 - 30000	87	3.10	2,13,300	21,33,000.00	1.17
30001 - 40000	65	2.32	2,14,800	21,48,000.00	1.18
40001 - 50000	53	1.89	2,49,700	24,97,000.00	1.37
50001 - 100000	92	3.28	6,73,600	67,36,000.00	3.70
100001 and above	65	2.32	1,56,84,548	15,68,45,480.00	86.26
Total	2,804	100.00	1,81,82,398	18,18,23,980.00	100.00

MARKET PRICE DATA

The Monthly high and low of the equity shares of the Company for the financial year 2024 - 2025 are as follows:

SR. NO.	MONTH	HIGH PRICE	LOW PRICE	VOLUME
1	April 2024	859.30	466.95	26,11,200
2	May 2024	1,322.65	820.10	23,55,200
3	June 2024	1,569.00	1,147.45	16,12,800
4	July 2024	1,433.85	1,118.95	10,17,600
5	August 2024	1,568.00	1,211.00	5,84,000
6	September 2024	1,498.80	1,275.00	3,58,400

7	October 2024	1,445.90	1,131.25	5,28,700
8	November 2024	1,530.00	1,040.05	6,59,400
9	December 2024	1,263.00	990.00	4,41,700
10	January 2025	1,224.00	760.00	6,81,700
11	February 2025	902.00	586.00	6,81,400
12	March 2025	657.00	449.30	6,63,300

DEMATERLISATION OF SHARES AND LIQUIDITY

Currently 100.00 % of the Company Share Capital is held in dematerialized form.

OUTSTANDING GDR'S / ADR'S / WARRANT'S / CONVERTIBLE INSTRUMENTS AND THEIR IMPACT ON EQUITY

NIL

PLANT LOCATIONS

- Khasra no.- 2018, Samruran Village, Tantoli, Ajmer, Rajasthan, India
- 58, AKVN Ind. Area Megh Nagar Distt. Jhabua, Madhya Pradesh, India
- Karan Ji Ka Guda, Kadmal, Girwa, Badanga, Udaipur, Rajasthan, 313011

ADDRESS FOR CORRESPONDENCE

C/o Sayyad Akhtar Ali, Vahid Nagar, Old Baipass Road, Ratlam- 457001, Madhya Pradesh, India

AUDITORS

M/s. J N S B & Co., Chartered Accountants (FRN: 117177W), were appointed as the Statutory Auditors of the Company at the First Annual General Meeting (AGM) of the Company to hold the office for a period of five years till the conclusion of the Sixth Annual General Meeting of the Company. However, M/s. J N S B & Co., Chartered Accountants (FRN: 117177W), vide its letter dated December 05, 2024 resigned as the Statutory Auditors of the Company.

In this regard, after obtaining their consent and eligibility certificate under Section 139(1) of the Companies Act, 2013, M/s. Jay Gupta and Associates, Chartered Accountants, (FRN: 329001E) were appointed as the Statutory Auditors of the Company under Section 139(8) of the Companies Act, 2013, to fill the casual vacancy arisen consequent to the resignation of M/s. J N S B & Co., Chartered Accountants (FRN: 117177W).

As required by Section 139(8) of the Companies Act, 2013, the appointment is also to be ratified and approved by the Members of the Company. Accordingly, the Members of the Company had approved the appointment of M/s. Jay Gupta and Associates, Chartered Accountants, (FRN: 329001E), as the Statutory Auditors of the Company for the Financial Year 2024-25, in order to fill the casual vacancy, till the conclusion of the next AGM of the Company to be held in the calendar year 2024 – 2025 through Postal Ballot Notice dated January 20, 2025.

In view of the above, based on the recommendation of the Audit Committee and the approval of the Board of Directors, approval of the members is being sought again at this Annual General Meeting for re-appointment of M/s. Jay Gupta and Associates, Chartered Accountants, (FRN: 329001E), as Statutory Auditors of the Company for a period of five years i.e. from the conclusion of this Annual General Meeting till the conclusion of the 8th Annual General Meeting of the Company, to conduct audit of accounts of the Company from the financial year 2025 - 2026 till the financial year 2029 - 2030, at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Appropriate resolution seeking Members approval for the appointment of M/s. Jay Gupta and Associates, Chartered Accountants, (FRN: 329001E), as the Statutory Auditors of the Company is appearing in the Notice convening the ensuing AGM of the Company

AUDITOR'S REPORT

The Auditors' Report issued by M/s. Jay Gupta & Associates, Chartered Accountant, on the Financial Statements for the year ended March 31, 2025.

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government.

BOARD'S COMMENT ON AUDITOR'S REPORT

The observations of the Statutory Auditors, when read together with the relevant notes to accounts and other accounting policies are self-explanatory and do not call for any further comment.

SECRETARIAL AUDIT

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, M/s. AVS & Associates, Practicing Company Secretary was appointed as Secretarial Auditor of the Company for the financial year 2024 - 2025. The Secretarial Audit report is annexed herewith as “Annexure III”. The Secretarial Audit Report does not contain any qualification, reservations or adverse remarks.

COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS

The Company has ensured compliance with the mandated Secretarial Standard I & II issued by the Institute of Company Secretaries of India with respect to board meetings and general meetings respectively and approved by the Central Government under section 118 (10) of the Companies Act, 2013.

COST AUDIT

As per section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to maintain cost records and accordingly, such accounts and records are maintained.

PARTICULARS OF EMPLOYEES

As required under the provisions of Companies Act, 2013 and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars of employees and related disclosures part of this Annual report as “Annexure IV”.

MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Management Discussion and Analysis Report of the Company is annexed to this Report.

PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

DIFFERENCE IN VALUATION

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

DISCLOSURE

There are no materially significant transactions with the related parties’ viz. Promoters, Directors Management, or their relatives or Subsidiaries that had potential conflict with the Company’s interest.

Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report.

No penalties have been imposed on the Company by Stock Exchange or SEBI relating to capital markets during the last three years.

The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.

The Independent Directors have confirmed that they meet the criteria of ‘Independence’ as stipulated SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Neither the statutory auditors nor the secretarial auditor, internal auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees.

The Company has not issued equity shares with differential rights as to dividend, voting or otherwise

There was no transfer of unpaid and unclaimed amount to Investor Education and Protection Fund (IEPF) during the year under review.

The requirements for maintaining cost records and undergoing cost audits, as prescribed under Section 148(1) of the Companies Act, 2013, were not applicable to our business activities, aligning with our regulatory obligations.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

Except as stated below, there are no significant and material orders passed by the regulators, courts or tribunals which may impact the going concern status and operations of the Company in the future:

The Company had undertaken business activities relating to manufacturing and dealing in wood charcoal without prior approval of shareholders and without incorporating the same in the main object clause of its Memorandum of Association, thereby resulting in a non-compliance under Section 4(1)(c) of the Companies Act, 2013. Subsequently, the said activity was incorporated in the object clause pursuant to shareholders' approval on September 27, 2023, and the Company filed an application for compounding of the said non-compliance. The Registrar of Companies, after considering the application, vide order dated September 13, 2024, levied penalties under Section 450 of the Act on the Company and its officers in default, which have since been duly paid.

RISK MANAGEMENT

In today's economic environment, Risk Management plays a very important part of business. The main aim of risk management is to identify, assess, prioritize, monitor and take precautionary measures in respect of the events that may pose risks to the business. The Company is not subject to any specific risk except risks associated with the general business of the Company as applicable to the industry as a whole.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

PREVENTION OF INSIDER TRADING CODE

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In line with the provisions of the Section 177(9) of the Companies Act, 2013 and the Regulation 22 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, your Company has adopted Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company.

This vigil mechanism provides for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the chairperson of the Audit committee, in exceptional cases. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy.

The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

DISCLOSURE ON POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN

The Company has zero tolerance towards sexual harassment at its workplace and has adopted a Policy for Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") to provide a safe, secure and enabling environment, free from sexual harassment. The Policy is gender neutral. Internal Complaints Committee has been set across regions to redress complaints received regarding sexual harassment. During the financial year under review and pursuant to Rule 8(5)(x) of the Companies (Accounts) Rules, 2014, the Company has complied with the provisions relating to the constitution of Internal Complaints Committee ("ICC") under the POSH Act.

Your Company periodically conducts sessions for employees across the organization to build awareness about the Policy and the provisions of Prevention of Sexual Harassment Act.

During the Financial Year 2024 - 2025, no case in the nature of sexual harassment was reported at any workplace of the Company.

MATERNITY BENEFIT PROVIDED BY THE COMPANY UNDER MATERNITY BENEFIT ACT 1961

If female employees exist the Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires the conduct of all operations in such manner so as to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.

SUBSIDIARY COMPANIES

During the year ended March 31, 2025, the Company does not have any material listed / unlisted subsidiary companies as defined in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

During the year under review, no companies have ceased to be joint venture or associate companies of the Company.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

DISCLOSURE OF CERTAIN TYPE OF AGREEMENTS BINDING LISTED ENTITIES

There are no agreement impacting management or control of the Company or imposing any restriction or create any liability upon the Company.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

REGISTERED OFFICE:

C/o Sayyad Akhtar Ali, Vahid Nagar, Old Baipass Road,
Ratlam- 457001, Madhya Pradesh, India

By Order of the Board of Directors

**For OWAIS METAL AND MINERAL PROCESSING
LIMITED**

*(earlier known as Owais Metal and Mineral Processing
Private Limited and Owais Ali Overseas Private Limited)*

Place: Ratlam

Date: September 05, 2025

Sd/-

**Saiyyed Owais Ali
Managing Director**

DIN: 08291144

CHIEF FINANCIAL OFFICER CERTIFICATION

To,
The Board of Directors,
OWAIS METAL AND MINERAL PROCESSING LIMITED
(earlier known as Owais Metal and Mineral Processing Private Limited and Owais Ali Overseas Private Limited)
C/o Sayyad Akhtar Ali, Vahid Nagar,
Old Baipass Road, Ratlam- 457001,
Madhya Pradesh, India.

Subject: Certificate in accordance with Regulation 33(2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

I, undersigned certify that the Audited Financial Results for the year ended March 31, 2025 prepared in accordance with Clause 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 does not contain any false or misleading statement or figures and does not omit any material fact which may make the statements or figures contained therein misleading and I further certify that:

- I have reviewed financial statements and the cash flow statement for the half-yearly and year ended March 31, 2025 and that to the best of my knowledge and belief:
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
 - There are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violation of the listed entity's code of conduct.
- There are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violation of the listed entity's code of conduct.
- I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- I have indicated to the auditors and the Audit committee:
 - Significant changes in internal control over financial reporting during the year;
 - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

By Order of the Board of Directors
For OWAIS METAL AND MINERAL PROCESSING LIMITED
(earlier known as Owais Metal and Mineral Processing Private Limited and Owais Ali Overseas Private Limited)

Sd/-
Saiyyed Neha Ali
Chief Financial Officer

Place: Ratlam
Date: September 05, 2025

ANNEXURE I: FORM NO. AOC - 2

(PURSUANT TO CLAUSE (H) OF SUB-SECTION (3) OF SECTION 134 OF THE ACT AND RULE 8(2) OF THE COMPANIES (ACCOUNTS) RULES, 2014)

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

Details of contracts or arrangements or transactions not at arm's length basis: There were no contracts or arrangements or transactions that were not entered at arm's length basis

1.	NAME (S) OF THE RELATED PARTY & NATURE OF RELATIONSHIP	N.A.
2.	NATURE OF CONTRACTS / ARRANGEMENTS / TRANSACTION	N.A.
3.	DURATION OF THE CONTRACTS / ARRANGEMENTS / TRANSACTION	N.A.
4.	SALIENT TERMS OF THE CONTRACTS OR ARRANGEMENTS OR TRANSACTION INCLUDING THE VALUE, IF ANY	N.A.
5.	JUSTIFICATION FOR ENTERING INTO SUCH CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS'	N.A.
6.	DATE OF APPROVAL BY THE BOARD	N.A.
7.	AMOUNT PAID AS ADVANCES, IF ANY	N.A.

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

SR. NO.	PARTICULARS	DETAILS
a)	Name (s) of the related party & nature of relationship	As per "Note 1.18" of Notes to Financial Statements for the year ended March 31, 2025
b)	Nature of contracts / arrangements / transactions	
c)	Duration of the contracts / arrangements / transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	
e)	Date(s) of approval by the Board, if any:	
f)	Amount paid as advances, if any:	

ANNEXURE II: ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

Our company's Corporate Social Responsibility (CSR) policy outlines how the company will operate in a way that benefits society and the environment, while also considering the needs of its shareholders and stakeholders. For more details, please refer CSR Policy of the Company.

COMPOSITION OF CSR COMMITTEE

SR. NO.	NAME OF DIRECTOR	DESIGNATION / NATURE OF DIRECTORSHIP	NUMBER OF MEETINGS OF CSR COMMITTEE HELD DURING THE YEAR	NUMBER OF MEETINGS OF CSR COMMITTEE ATTENDED DURING THE YEAR
1	Mr. Bharat Rathod	Chairman	1	1
2	Mr. Sayyad Akhtar Ali	Member	1	1
3	Mr. Saiyyed Owais Ali	Member	1	1

PROVIDE THE WEB-LINK(S) WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY

CSR Policy and CSR Projects are available on the Company's website on https://www.ommpl.com/code_and_policies.html

PROVIDE THE EXECUTIVE SUMMARY ALONG WITH WEB-LINK(S) OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8, IF APPLICABLE

The requirement of carrying out the Impact assessment of CSR projects in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, is not applicable to the company.

1.
 - (a) Average net profit of the company as per sub-section (5) of section 135: ₹ 766.94 Lakhs
 - (b) Two percent of average net profit of the company as per sub-section (5) of section 135: ₹ 15.34 Lakhs
 - (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: Not Applicable
 - (d) Amount required to be set-off for the financial year, if any: Not Applicable
 - (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 15.34 Lakhs
2.
 - (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 15.87 Lakhs
 - (b) Amount spent in Administrative Overheads: NIL
 - (c) Amount spent on Impact Assessment, if applicable: NIL
 - (d) Total amount spent for the Financial Year [(a)+(b) +(c)]: ₹ 15.87 Lakhs
 - (e) CSR amount spent or unspent for the Financial Year:

TOTAL AMOUNT SPENT FOR THE FINANCIAL YEAR. (IN ₹)	AMOUNT UNSPENT (IN ₹)				
	TOTAL AMOUNT TRANSFERRED TO UNSPENT CSR ACCOUNT AS PER SUBSECTION (6) OF SECTION 135		AMOUNT TRANSFERRED TO ANY FUND SPECIFIED UNDER SCHEDULE VII AS PER SECOND PROVISO TO SUB-SECTION (5) OF SECTION 135.		
	AMOUNT	DATE OF TRANSFER	NAME OF THE FUND	AMOUNT	DATE OF TRANSFER
₹ 15.87 Lakhs	NIL	Not Applicable	Not Applicable	NIL	Not Applicable

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

SR. NO.	PARTICULAR	AMOUNT (IN ₹)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	15.34 Lakhs
(ii)	Total amount spent for the Financial Year	15.87 lakhs
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.53 Lakhs

(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0.00
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.53 Lakhs

DETAILS OF UNSPENT CORPORATE SOCIAL RESPONSIBILITY AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS

1	2	3	4	5	6	7	8
SR. NO.	PRECEDING FINANCIAL YEAR(S)	AMOUNT TRANSFERRED TO UNSPENT CSR ACCOUNT UNDER SUBSECTION (6) OF SECTION 135 (IN ₹)	BALANCE AMOUNT IN UNSPENT CSR ACCOUNT UNDER SUBSECTION (6) OF SECTION 135 (IN ₹)	AMOUNT SPENT IN THE FINANCIAL YEAR (IN ₹)	AMOUNT TRANSFERRED TO A FUND AS SPECIFIED UNDER SCHEDULE VII AS PER SECOND PROVISIO TO SUBSECTION (5) OF SECTION 135, IF ANY	AMOUNT REMAINING TO BE SPENT IN SUCCEEDING FINANCIAL YEARS (IN ₹)	DEFICIENCY, IF ANY
					AMOUNT (IN ₹)	DATE OF TRANSFER	
1	2023 - 2024	Not Applicable					
2	2022 - 2023						
3	2021 - 2022						

WHETHER ANY CAPITAL ASSETS HAVE BEEN CREATED OR ACQUIRED THROUGH CORPORATE SOCIAL RESPONSIBILITY AMOUNT SPENT IN THE FINANCIAL YEAR

The company has not created or acquired Capital assets through Corporate Social Responsibility amount spent in the Financial Year.

If Yes, enter the number of Capital assets created / acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

SR. NO.	SHORT PARTICULARS OF THE PROPERTY OR ASSET(S) [INCLUDING COMPLETE ADDRESS AND LOCATION OF THE PROPERTY]	PIN CODE OF THE PROPERTY OR ASSET(S)	DATE OF CREATION	AMOUNT OF CSR AMOUNT SPENT	DETAILS OF ENTITY / AUTHORITY / BENEFICIARY OF THE REGISTERED OWNER		
					CSR REGISTRATION NUMBER, IF APPLICABLE	NAME	REGISTERED ADDRESS
Not Applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office / Municipal Corporation / Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

SPECIFY THE REASON(S), IF THE COMPANY HAS FAILED TO SPEND TWO PER CENT OF THE AVERAGE NET PROFIT AS PER SUBSECTION (5) OF SECTION 135

Not Applicable

* DETAILS OF CSR EXPENDITURE ARE AS FOLLOWS

(1)	(2)	(3)	(4)	(5)	(7)	(10)	(11)
SR. NO.	NAME OF THE PROJECT	ITEM FROM THE LIST OF ACTIVITIES IN SCHEDULE VII TO THE ACT.	LOCAL AREA (YES / NO)	LOCATION OF THE PROJECT.	AMOUNT SPENT FOR THE PROJECT (IN ₹)	MODE OF IMPLEMENTATION - DIRECT (YES / NO).	MODE OF IMPLEMENTATION - THROUGH IMPLEMENTING AGENCY
				STATE	DISTRICT		NAME
							CSR REGISTRATION NUMBER.
1	Eradicating Hunger	Item No. (i)	Yes	MP	Ratlam	15.87 lakhs	Direct
							Direct

ANNEXURE III: FORM NO. MR 3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended March 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
OWAIS METAL AND MINERAL PROCESSING LIMITED
Add: C/o Sayyad Akhtar Ali, Vahid Nagar,
Old Baipass Road, Ratlam – 457001,
Madhya Pradesh, India.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. OWAIS METAL AND MINERAL PROCESSING LIMITED (hereinafter called the “Company”). 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.

Auditor’s Responsibility:

Our responsibility is to express an opinion on compliance with the applicable laws and maintenance of records based on the audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by the Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Modified Opinion:

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 the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 (‘Audit Period’) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (‘the Act’) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (Not applicable to the Company during the audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - iii. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the audit period);
 - iv. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the audit period);
 - v. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the audit period);

- vi. 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;
- vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the audit period) and
- viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period)
- (vi) We further report that, as Identified and Confirmed by the Company, No law is specifically applicable to it during the audit period.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

- a) The Company passed a Shareholders' Resolution under Section 185 of the Companies Act, 2013 at its Annual General Meeting (AGM) held on September 27, 2024. However, the explanatory statement annexed to the AGM Notice did not disclose the complete particulars of the loans granted, thereby resulting in non-compliance with the disclosure requirements under Section 185(2)(a) of the Companies Act, 2013.
- b) The Company has obtained a bank guarantee secured by a lien on its Fixed Deposit. However, no charge has been registered under Section 77 of the Companies Act, 2013. Further, the said bank guarantee has been revoked after closure of financial year.
- c) The Company had dispatched the Postal Ballot notice dated January 24, 2025, the newspaper advertisement in terms of Rule 22(3) of the Companies (Management and Administration) Rules, 2014 has not been published.
- d) The Company had dispatched the notice of Annual General Meeting dated September 27, 2024, the newspaper advertisement in terms of Rule 20(4) of the Companies (Management and Administration) Rules, 2014 has not been published.
- e) The Structural Digital Database maintained by the Company was not fully in conformity with the requirements prescribed under Regulation 3(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- f) The Company had not filed the requisite disclosures in XBRL mode with the Stock Exchange(s) in respect of the following matters:
 1. Prior intimation of the Board Meeting held on May 14, 2024;
 2. Closure of trading window for the quarter ended March 31, 2024;
 3. Outcome of the Board Meeting dated May 14, 2024 for declaration of dividend;
 4. Notice of the Annual General Meeting held on September 27, 2024;
 5. Appointment of Internal Auditor and Secretarial Auditor during the review period.

We further report that the Company needs to strengthen its procedures and systems for monitoring CSR expenditure, including the documentation and utilization of CSR Funds.

We further report that:

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

Except in case of meetings convened at shorter notice, adequate notice is given to all directors to schedule the board meetings and agenda items 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 either unanimously or majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that during the audit period, the Company obtained shareholders' approval through Ordinary Resolutions passed by way of postal ballot notice dated January 24, 2025 for entering into material related party transactions.

**For AVS & Associates
Company Secretaries**

Sd/-

Shashank Ghaisas

Partner

Mem. No: F11782

C.P. No: 16883

Peer Review No: 1451/2021

UDIN: F011782G001188419

Place: Navi Mumbai

Date: September 05, 2025

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,
OWAIS METAL AND MINERAL PROCESSING LIMITED
Add: C/o Sayyad Akhtar Ali, Vahid Nagar,
Old Baipass Road, Ratlam – 457001,
Madhya Pradesh, India.

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

1. Maintenance of secretarial and other records under applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
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 check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period and in few instances, procedural delay, not material, has been noticed in compliances of the provisions of the Companies Act, 2013.
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 check basis for the purpose of issue of the Secretarial Audit Report.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For AVS & Associates
Company Secretaries

Sd/-
Shashank Ghaisas
Partner
Mem. No: F11782
C.P. No: 16883
Peer Review No: 1451/2021
UDIN: F011782G001188419

Place: Navi Mumbai
Date: September 05, 2025

ANNEXURE IV: PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

[PURSUANT TO SECTION 197 SUB-SECTION 12 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

The ratio of the remuneration of each director to the median employees' remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Your Directors' Remuneration (including commission and variable pay) to the median remuneration of the employees of your Company for the year 2024 - 2025 was as under:

NAME OF THE DIRECTOR	DESIGNATION	RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES' REMUNERATION
Mr. Saiyyed Owais Ali	Managing Director	6.60
Mr. Saiyyed Murtuza Ali	Executive (Non- Independent Director)	8.80

The details with regard to Independent Directors are not applicable as they have not received any fixed salary except sitting fees for attending the Board & Committee Meetings.

The Percentage increase / (decrease) in remuneration of Managing Director, Director, Chief Financial Officer and Company Secretary were as under:

NAME	DESIGNATION	INCREASE / (DECREASE) (%)
Mr. Saiyyed Owais Ali*	Managing Director	100.00%
Mr. Saiyyed Murtuza Ali**	Executive (Non- Independent Director)	100.00%
Mrs. Saiyyed Neha Ali***	Chief Financial Officer	-
Ms. Vishakha Gujrati****	Company Secretary & Compliance Officer	13.14%

* Mr. Saiyyed Owais Ali re-designated as Managing Director of the Company w.e.f. August 17, 2023.

**Mr. Saiyyed Murtuza Ali was appointed as Executive Director of the Company w.e.f. August 17, 2023.

***Mrs. Saiyyed Neha Ali was appointed as Chief Financial Officer of the Company w.e.f. July 24, 2023

**** Ms. Vishakha Gujrati was appointed as Company Secretary & Compliance Officer of the Company w.e.f. September 01, 2023

Our company was incorporated on December 16, 2022, so the financial statements for the fiscal year 2022 - 2023 cover only a four-month period. As a result, a comparison with the 2023 - 2024 and 2024 - 2025 financials reflects 100.00% increase.

The percentage increase in the median remuneration of employees for the Financial year 2024 - 2025 is around 81.70%. The percentage increase / decrease in the median remuneration is calculated for comparable employees and does not include employees who were not eligible.

The number of permanent employees on the rolls of the Company is 101.

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: The information required under this para will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the shareholders and others entitled thereto, excluding the said information which will be made available for inspection by the shareholders in electronic mode, up to the date of Annual General Meeting. Members can inspect the same by sending an email to the Company Secretary in advance at info@owaismetal.com.

FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

TO THE MEMBERS OF OWAIS METAL AND MINERAL PROCESSING LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **OWAIS METAL AND MINERAL PROCESSING LIMITED** (Formerly known as '**OWAIS METAL AND MINERAL PROCESSING PRIVATE LIMITED**' and Formerly known as '**OWAIS ALI OVERSEAS PRIVATE LIMITED**') ('the Company'), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and the statement of Cash Flows for the period ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information..

OPINION

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 March 31, 2025, the profit and total income, and its cash flows for the period ended on that date.

OTHER MATTER

During the year, the Company has incurred research and development expenditure aggregating ₹1,304.85 lakhs. The accounting treatment of the expenditure is in accordance with the relevant provisions of AS 26 – Intangible Assets. of the total amount, ₹353.73 lakhs has been charged to the Statement of Profit and Loss under the relevant expense heads, and ₹951.12 lakhs has been capitalized under Tangible Assets, being directly attributable to the development of fixed assets and Deduction under Section 35(1)(i) and 35(1)(iv).

BASIS FOR OPINION

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

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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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

In preparing the financial statements, 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 RESPONSIBILITY

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.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by sub-section 3 of Section 143 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 purpose of our audit;
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder.
- (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 - A";
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us: -
 - i. The Company did not have any pending litigations in its financial statements.
 - ii. The Company did not have any long term contract including derivative contract which may lead to any foreseeable losses.
 - iii. There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company during the period ended March 31, 2025.
 - iv. The Company has not declared or paid any dividend during the year.
 - v. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023. Based on our examination which included test checks, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has not been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

2. 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 Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Jay Gupta & Associates
(Erstwhile Gupta Agarwal & Associates)
Chartered Accountants
FRN: 329001E

Sd/-
Jay Shanker Gupta
Partner
Membership No.: 059535
UDIN: 25059535BMHBYJ6550

Date: May 23, 2025
Place: Kolkata

ANNEXURE – A

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 **OWAIS METAL AND MINERAL PROCESSING LIMITED** (“the Company”) as of March 31, 2025, in conjunction with our audit of the 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 with reference to financial statements.

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 errors or frauds 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, 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 March 31, 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.

For Jay Gupta & Associates
(Erstwhile Gupta Agarwal & Associates)
Chartered Accountants
FRN: 329001E

Sd/-
Jay Shanker Gupta
Partner
Membership No.: 059535
UDIN: 25059535BMHBYJ6550

Date: May 23, 2025
Place: Kolkata

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT

Referred to paragraph 2 under the heading ‘Report on Other Legal & Regulatory Requirement’ of report of even date to the standalone financial statements of the company for the period ended March 31, 2025; we report that:

PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS [CLAUSE 3(I)]:

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment.
- (b) The company is maintaining proper records showing full particulars of intangible assets.
- (c) As explained to us, these Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (d) The title deeds of immovable properties are held in the name of the company.
- (e) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (f) 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.

INVENTORY [CLAUSE 3(II)]

- a The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- b During the year, the Company has been sanctioned working capital limits in excess of ₹ 5 Crores, in aggregate, from banks on the basis of security of current assets. The Company was required to file quarterly returns or statements with the bank and accordingly Company has filed the same. These statements are in agreement with the unaudited books of account of the Company.

LOAN GIVEN BY COMPANY [CLAUSE 3(III)]

- a. During the year under review the company has provided loans and advances in the nature of loans. The company has not provided any such loans, guarantees, or securities to subsidiaries, joint ventures, or associates. Therefore, the amount granted and the outstanding balance in respect of such parties is **Nil**. However, the company has granted loans to other parties amounting to **₹ 1,114.92 lakhs**, with an **outstanding balance of ₹ 1,153.95 lakhs** as at the balance sheet date.
- b. The terms and conditions of the loans and advances in the nature of loans granted to parties other than subsidiaries, joint ventures, and associates are not prejudicial to the interest of the company.
- c. The company has stipulated the schedule of repayment of principal and payment of interest for such loans and advances, and the repayments and receipts have been regular.
- d. According to the information and explanations given to us and based on our audit procedures, there are no overdue amounts outstanding for more than ninety days in respect of loans and advances in the nature of loans. Accordingly, the question of taking steps for recovery does not arise.
- e. No such cases of renewal or extension of loans or fresh loans granted to settle the overdue of existing loans have occurred during the year.
- f. The company has not granted any loans or advances in the nature of loans that are repayable on demand or without specifying any terms or period of repayment to promoters or related parties. All loans are granted with clear terms and repayment schedules.

LOAN TO DIRECTORS AND INVESTMENT BY COMPANY [CLAUSE 3(IV)]

Yes, the company has complied with the provisions of **Section 185** and **Section 186** of the Companies Act, 2013 in respect of loans, investments, guarantees, and securities provided. There have been no instances of non-compliance during the year.

DEPOSITS [CLAUSE 3(V)]

According to the information and explanation given to us the company has not accepted deposits from the public during the financial year under audit. Accordingly, the paragraph 3(v) of the order is not applicable to the company and hence not commented upon.

COST RECORDS [CLAUSE 3(VI)]

As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

STATUTORY DUES [CLAUSE 3(VII)]

- a. The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, customs duty, cess and any other statutory dues have been regularly paid to the appropriate authorities, except TDS Payable of Rs 0.45 Lakhs, Income Tax of Rs 524.43 Lakhs payable in respect of same which were in arrears as on March 31, 2025 for a period of more than six months from the date that they became payable.
- b. According to the information and explanations given to us there are no dues of income tax or sales tax or service tax or duty of customs or duty of exercise or value added tax which have not been deposited on account of any dispute.

SURRENDERED OR DISCLOSED INCOME [CLAUSE 3(VIII)]

There are no such transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

REPAYMENT DUES [CLAUSE 3(IX)]

In our opinion and according to information and explanations given to us, the company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government.

According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.

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 no funds raised on a short-term basis have been used for long-term purposes by the Company.

According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.

According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.

UTILISATION OF INITIAL AND FURTHER PUBLIC OFFER [CLAUSE 3(X)]

During the year, the company has not raised any funds by way of initial public offer (IPO), further public offer (FPO), or through the issuance of debt instruments. Accordingly, reporting to this clause is not applicable.

FRAUD AND WHISTLE-BLOWER COMPLAINTS [CLAUSE 3(XI)]

To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

Whistle-blower complaints have not been received during the year by the Company.

NIDHI COMPANY [CLAUSE 3(XII)]

In our opinion and according to information and explanations given to us, clause (xii) of para 3 to Companies (Auditor's Report) Order, 2020 w.r.t. Nidhi Company is not applicable to company. Accordingly, the paragraph 3(xii) of the order is not applicable to the company and hence not commented upon.

RELATED PARTY TRANSACTION [CLAUSE 3(XIII)]

The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

INTERNAL AUDIT: [CLAUSE 3(XIV)]

The company have an internal audit system commensurate with the size and nature of its business for the financial period ended March 31, 2025 and the report of Internal auditor has been considered by us.

NON CASH TRANSACTION [CLAUSE 3(XV)]

In our opinion and according to information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the paragraph 3(xv) of the order is not applicable to the company and hence not commented upon.

REGISTER WITH RBI ACT, 1934 [CLAUSE 3(XVI)]

The **company** is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the paragraph 3(xvi) of the order is not applicable to the company.

The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year.

The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.

CASH LOSSES [CLAUSE 3(XVII)]

The Company has not incurred cash losses for the financial period March 31, 2025 and in the immediately preceding financial year.

RESIGNATION OF STATUTORY AUDITORS [CLAUSE 3(XVIII)]

During the year M/s. J S N B & Co., Chartered Accountants (FRN **117177W**) has given their resignation from the post of statutory auditors.

MATERIAL UNCERTAINTY ON MEETING LIABILITIES [CLAUSE 3(XIX)]

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, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

TRANSFER TO FUND SPECIFIED UNDER SCHEDULE VII OF COMPANIES ACT, 2013 [CLAUSE 3(XX)]

The provision relating to transfer to fund specified under schedule vii of the Companies Act, 2013 is not applicable to the company.

ADVERSE REMARKS IN CONSOLIDATED FINANCIAL STATEMENTS [CLAUSE 3(XXI)]

The company is not required to prepare consolidated financial statements.

For Jay Gupta & Associates
(Erstwhile Gupta Agarwal & Associates)
Chartered Accountants
FRN: 329001E

Sd/-
Jay Shanker Gupta
Partner
Membership No.: 059535
UDIN: 25059535BMHBYJ6550

Date: May 23, 2025
Place: Kolkata

OWAIS METAL AND MINERAL PROCESSING LIMITED
(Previously known as Owais Metal and Mineral Processing Private Limited)
(Previously known as Owais Ali Overseas Private Limited)

CIN: U14290MP2022PLC063833

Statement of Assets & Liabilities as at 31st March 2025

(Amount in Lakhs)

	Particulars	Note No.	As on 31st March 2025	As at 31st March 2024
I. EQUITY AND LIABILITIES				
1 Shareholders' Funds				
	(a) Share Capital	2	1818.24	1818.24
	(b) Reserves and Surplus	3	9352.56	5014.30
2 Non-Current Liabilities				
	(a) Long-Term Borrowings	4	1897.10	613.28
	(b) Deferred Tax Liabilities (Net)	5	-	-
	(c) Long Term Provisions	6	21.78	5.74
3 Current Liabilities				
	(a) Short-Term Borrowings	7	635.07	738.16
	(b) Trade Payables	8		
	(i) Total outstanding dues of micro and small enterprises		1647.30	35.16
	(ii) Total outstanding dues of creditors other than micro and small enterprises		2483.34	145.02
	(c) Other Current Liabilities	9	130.45	160.88
	(d) Short-Term Provisions	10	1797.17	524.44
	Total		19783.03	9055.20
II. ASSETS				
1 Non-Current Assets				
	(a) Property, Plant and Equipment and Intangible Assets	11		
	(i) Property, Plant and Equipment		1595.27	1055.26
	(ii) Capital Work-in-Progress		78.96	78.96
	(iii) Intangible Assets Under Development		951.12	-
	(b) Other Non-Current Assets	12	192.51	120.48
	(c) Deferred Tax Assets	5	15.34	4.26
	(d) Long Term Loan & Advance	13	2362.51	1702.05
2 Current Assets				
	(a) Inventories	14	4100.89	1564.75
	(b) Trade Receivables	15	9033.11	2153.26
	(c) Cash and Bank Balances	16	-	-
	(i) Cash and Cash Equivalents		105.03	212.55
	(ii) Other Bank Balances		425.24	506.37
	(d) Short-Term Loans and Advances	17	602.82	1606.10
	(e) Other Current Assets	18	320.23	51.17
	Total		19783.03	9055.20

The accompanying notes 1 to 27 are an integral part of the Financial Statement
In terms of our report of even date annexed

For, JAY GUPTA AND ASSOCIATES
Chartered Accountants
FRN: 329001E

Sd/-
JAY SHANKER GUPTA
PARTNER
MEM NO. 059535

Place : Kolkata
Date : May 23, 2025
UDIN: 25059535BMHBYJ6550

For and on behalf of the Board of Directors of
OWAIS METAL AND MINERAL PROCESSING LIMITED

Sd/-
Saiyyed Owais Ali
Managing Director
DIN : 08291144

Sd/-
Saiyyed Neha Ali
CFO
Place : Ratlam

Sd/-
Sayyad Akhtar Ali
Director
DIN : 08291143

Sd/-
Vishakha Gujrati
Company Secretary
Place : Ratlam

OWAIS METAL AND MINERAL PROCESSING LIMITED
(Previously known as Owais Metal and Mineral Processing Private Limited)
(Previously known as Owais Ali Overseas Private Limited)

CIN: U14290MP2022PLC063833

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

(Amount in Lakhs)

	Particulars	Note No.	For the period ended 31 March 2025	For the period ended 31st March 2024
I	Revenue from Operations	19	21341.06	8004.73
II	Other Income	20	108.64	38.46
III	TOTAL INCOME (I + II)		21449.70	8043.18
	Expenses :			
	Cost of Materials Consumed	21	14133.60	6611.47
	Changes in Inventories of Finished Goods and Work-in-Progress	22	60.45	(1126.09)
	Employee Benefit Expenses	23	344.54	118.98
	Finance Costs	24	169.84	164.66
	Depreciation and Amortization Expenses	11	202.15	116.16
	Other Expenses	25	212.51	91.22
IV	TOTAL EXPENSES		15123.10	5976.40
V	Profit before Exceptional and Extraordinary Items and Tax (III-IV)		6326.60	2066.78
VI	Exceptional Items		-	-
VII	Profit before Extraordinary Items and Tax (V - VI)		6326.60	2066.78
VIII	Extraordinary Items		-	-
IX	Profit Before Exceptional and Extra Ordinary Items (VII - VIII)		6326.60	2066.78
X	Exceptional items & Extraordinary Items			
	Exceptional items:			
	Expenditure On Scientific Research		353.73	-
XI	Profit/(Loss) Before Tax (IX - X)		5972.87	2066.78
XII	Tax Expense	26		
	Current Tax		1282.03	524.43
	Deferred Tax		(11.08)	(4.26)
XIII	Profit/(Loss) for the period (XI - XII)		4701.91	1546.61
XIV	Earnings per Equity Share	27		
	-Basic (In Rs.)		25.86	11.41
	-Diluted (In Rs.)		25.86	11.41

The accompanying notes 1 to 27 are an integral part of the Financial Statement
In terms of our report of even date annexed

For, JAY GUPTA AND ASSOCIATES
Chartered Accountants
FRN: 329001E

Sd/-
JAY SHANKER GUPTA
PARTNER
MEM NO. 059535

Place : Kolkata
Date : May 23, 2025
UDIN: 25059535BMHBYJ6550

For and on behalf of the Board of Directors of
OWAIS METAL AND MINERAL PROCESSING LIMITED

Sd/-
Saiyyed Owais Ali
Managing Director
DIN : 08291144

Sd/-
Saiyyed Neha Ali
CFO

Sd/-
Sayyad Akhtar Ali
Director
DIN : 08291143

Sd/-
Vishakha Gujrati
Company Secretary

OWAIS METAL AND MINERAL PROCESSING LIMITED
(Previously known as Owais Metal and Mineral Processing Private Limited)
(Previously known as Owais Ali Overseas Private Limited)
CIN: U14290MP2022PLC063833

CASH FLOW STATEMENT

(Amount in Lakhs)

Particulars		For the period ended 31 March 2025	For the year ended 31st March 2024
A	Net Profit before tax	5972.87	2066.78
	Depreciation & Amortisation	202.15	116.16
	Interest Received	(0.97)	(0.13)
	Changes in Long term Gratuity Provision	16.05	5.74
	Finance Cost	169.84	164.66
	Operating Profit before Working Capital Changes	6359.94	2353.21
	Adjusted for:		
	(Increase)/Decrease in Inventories	(2536.14)	(1564.75)
	(Increase)/Decrease Trade receivables	(6879.85)	(2153.26)
	(Increase)/Decrease Short Term Loans & Advances	1003.27	(1606.10)
	(Increase)/Decrease Other Current Assets	(269.06)	(38.71)
	Increase/(Decrease) Trade Payable	3950.46	180.18
	Increase/(Decrease) Other Current Liabilities	(30.43)	159.82
	Increase/(Decrease) Short term provision	1272.74	524.44
	Cash Generated From Operations	(3489.01)	(4498.38)
B	Income Tax adjustment	1282.03	524.43
	Cash generated/ (used in) from operating activities	1588.89	(2669.60)
	CASH FLOW FROM INVESTING ACTIVITIES:		
	(Purchase)/Sale of Property, Plant & Equipment and Intangible Assets	(1693.27)	(1250.38)
	Increase/(Decrease) in Other Non-Current Assets	(72.03)	236.68
	Interest Received	0.97	0.13
	Other Bank balances	81.13	(506.37)
	Net Cash used in Investing Activities (B)	(1683.20)	(1519.94)
	CASH FLOW FROM FINANCING ACTIVITIES:		
	Issue of Fresh Capital	-	5571.05
	Payment for Issue Related Expenses	-	(342.40)
	Long Term Loan & Advance	(660.46)	(1702.05)
	Net Proceeds from Short term borrowing	(103.08)	713.22
	Net Proceeds from Long term borrowing	1283.82	316.93
	Finance Cost	(169.84)	(164.66)
C	Dividend Paid	(363.65)	-
	Net Cash used in Financing Activities (C)	(13.21)	4392.09
	Net Increase/(Decrease) in Cash and Cash Equivalents	(107.52)	202.55
	Cash and Cash Equivalents at the beginning of the year	212.55	10.00
	Cash and Cash Equivalents at the end of the year	105.03	212.55

The accompanying notes 1 to 27 are an integral part of the Financial Statement
In terms of our report of even date annexed

For, JAY GUPTA AND ASSOCIATES
Chartered Accountants
FRN: 329001E

For and on behalf of the Board of Directors of
OWAIS METAL AND MINERAL PROCESSING LIMITED

Sd/-
JAY SHANKER GUPTA
PARTNER
MEM NO. 059535

Sd/-
Saiyyed Owais Ali
Managing Director
DIN : 08291144

Sd/-
Sayyad Akhtar Ali
Director
DIN : 08291143

Place : Kolkata
Date : May 23, 2025
UDIN: 25059535BMHBYJ6550

Sd/-
Saiyyed Neha Ali
CFO

Sd/-
Vishakha Gujrati
Company Secretary

OWAIS METAL AND MINERAL PROCESSING LIMITED
(Previously known as Owais Metal and Mineral Processing Private Limited)
(Previously known as Owais Ali Overseas Private Limited)
CIN: U14290MP2022PLC063833

CORPORATE INFORMATION

OWAIS METAL AND MINERAL PROCESSING LIMITED is a Public Company domiciled in India originally incorporated as OWAIS ALI OVERSEAS PRIVATE LIMITED vide certificate of incorporation dated 16th December, 2022 issued by Registrar of Companies, Gwalior, bearing Corporate Identification Number U14290MP2022PTC063833. The name of the company was changed to OWAIS METAL AND MINERAL PROCESSING PRIVATE LIMITED vide certificate of Incorporation dated 16th June, 2023 and subsequently converted into public limited company vide fresh certificate of incorporation dated 14th September, 2023, being Corporate Identification Number U14290MP2022PLC063833. The company is in the business of manufacturing of Manganese Oxide (MNO), MC Manganese and Wood Charcoal as well as processing of Minerals such as Quartz's and Manganese Ore and other Metals and Minerals.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

- (a) The financial statements are prepared in accordance with Generally Accepted Accounting Principles (Indian GAAP) under the historical cost convention on accrual basis and on principles of going concern. The accounting policies are consistently applied by the Company.
- (b) The financial statements are prepared to comply in all material respects with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and provisions of Companies Act, 2013.
- (c) The preparation of the financial statements require estimates and assumptions to be made that affect the reported amounts of assets and liabilities as on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialize.

1.2 Revenue Recognition

- (a) The company generally follows the mercantile system of accounting and recognizes Income & Expenditure on accrual basis.
- (b) Revenue is recognised to the extent that it is possible that, the economic benefits will flow to the company and the revenue can be reliably estimated and collectability is reasonably assured.
- (c) Revenue from sale of goods and services are recognised when control of the products being sold is transferred to our customer and then there are no longer any unfulfilled obligations. The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.
- (d) Revenue is measured on the basis of sale price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and service tax etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.
- (e) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

1.3 Property, Plant & Equipment and Intangible Assets & Depreciation

- (a) Property, Plant and Equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition or construction of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use.
- (b) Subsequent costs are included in the assets' 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. All other repairs and maintenance cost are charged to the statement of profit and loss during the period in which they are incurred.
- (c) Gains or losses that arise on disposal or retirement of an asset are measured as the difference between net disposal proceeds and the carrying value of property, plant and equipment and are recognised in the statement of profit and loss when the same is derecognised.

OWAIS METAL AND MINERAL PROCESSING LIMITED
(Previously known as Owais Metal and Mineral Processing Private Limited)
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CIN: U14290MP2022PLC063833

(d) Depreciation is calculated on pro rata basis on written down value method (WDV) based on estimated useful life as prescribed under Part C of Schedule - II of the Companies Act, 2013. Freehold land is not depreciated.

(e) Intangible asset purchased are initially measured at cost. The cost of an intangible assets comprises its purchase price including duties and taxes and any costs directly attributable to making the assets ready for their intended use. The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their estimated useful lives.

1.4 Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which is determined by the present value of the estimated future cash flows.

1.5 Investments

Investments shall be classified as long-term investments and shall be stated at cost. Provision shall be made to recognize any diminution other than temporary in the value of such investments. Current investments shall be carried at lower of cost and fair value.

1.6 Inventories

Inventories consisting of Raw Materials, W-I-P and Finished Goods are valued at lower of cost and net realizable value unless otherwise stated. Cost of inventories comprises of material cost on FIFO basis and expenses incurred in bringing the inventories to their present location and condition.

1.7 Employee Benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when an employee renders the related services.

1.8 Borrowing Costs

(a) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.

(b) Other Borrowing costs are recognized as expense in the period in which they are incurred.

1.9 Taxes on Income

Tax expense comprises of current tax and deferred tax.

Current income tax is measured at the amount expected to be paid to the tax authorities, computed in accordance with the applicable tax rates and tax laws.

Deferred Tax arising on account of "timing differences" and which are capable of reversal in one or more subsequent periods is recognized, using the tax rates and tax laws that are enacted or substantively enacted. Deferred tax asset is recognized only to the extent there is reasonable certainty with respect to reversal of the same in future years as a matter of prudence

1.10 Earning per share (EPS)

(a) Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

(b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares

1.11 Prior Period Items

Prior Period and Extraordinary items and Changes in Accounting Policies having material impact on the financial affairs of the Company are disclosed in financial statements if any.

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1.12 Provisions / Contingencies

- (a) Provision involving substantial degree of estimation in measurements is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
- (b) Contingent Liabilities are shown by way of notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.
- (c) A Contingent Asset is not recognized in the Accounts.

1.13 Segment Reporting

A. Business Segments :

Based on the guiding principles given in Accounting Standard 17 (AS - 17) on Segment Reporting issued by ICAI, the Company has only one reportable Business Segment which is engaged in business of manufacturing of Manganese Oxide (MNO), manufacturing of MC Manganese and manufacturing of Wood Charcoal as well as processing of Minerals such as Quartz's and Manganese ore and other Metals and Minerals in India. Accordingly, the figures appearing in these financial statements relate to the Company's single Business Segment

B. Geographical Segments

The Company activities / operations are confined to India and as such there is only one geographical segment. Accordingly, the figures appearing in these financial statements relate to the Company's single geographical

1.14 Foreign Currency Transactions

Foreign exchange transactions are recorded at the rate prevailing on the date of respective transaction. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction. Exchange differences arising on foreign exchange transactions settled during the year and on restatement as at the balance sheet date are recognized in the statement of profit and loss for the year. The relevant details have been disclosed in Annexure 1.14.

1.15 Balance Confirmations

Balance of Debtors & Creditors & Loans & advances Taken & giving are subject to confirmation and subject to consequential adjustments, if any. Debtors & creditors balance has been shown separately and the advances received and paid from/to the parties is shown as advance from customer and advance to suppliers.

1.16 Regrouping

Previous years figures have been regrouped and reclassified wherever necessary to match with current year grouping and classification.

1.17 Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are promoting education, promoting gender equality by empowering women, healthcare, environment sustainability, art and culture, destitute care and rehabilitation, disaster relief, COVID-19 relief and rural development projects. The company is required to expense on CSR activities during F.Y. 2024-25. The relevant details have been disclosed in Annexure 1.17.

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2. Share Capital

Amount in Rs. Lakhs

Particulars	As on 31st March 2025	As at 31st March 2024
Authorized Share Capital		
2,30,00,000 Equity Shares of ` 10/- each	2300.00	2300.00
Total	2300.00	2300.00
Issued, Subscribed and Fully Paid-up Capital		
1,81,82,398 Equity Shares of ` 10/- each fully paid up	1818.24	1818.24
Total	1818.24	1818.24

2A Reconciliation of share capital

Amount in Rs. Lakhs

Particulars	As on 31st March 2025		As at 31st March 2024	
	Number of Shares	Amount	Number of Shares	Amount
Equity Shares (Face Value ₹10)				
Shares outstanding at the beginning of the year	181.82	1818.24	0.13	13.00
Additional Share due to share Split	-	-	1.17	-
Share Issued BTA during the year	-	-	6.51	65.09
Bonus Issued during the year	-	-	124.94	1249.43
Shares Issued during the year through IPO	-	-	49.07	490.72
Shares split during the year	-	-		
Shares outstanding at the end of the year	181.82	1818.24	181.82	1818.24

Notes:

- a. The company was incorporated on 16th December, 2022 with a paid up capital of 10,000 Shares of Rs.100 each amounting to Rs.10,00,000.
- b. The share capital of the Company was increased from 10,000 equity shares of Rs.100 each to 13,000 Equity Shares of Rs.100 each by issuing 2,325 fresh Equity Shares at an issue price of Rs.2,000 each vide resolution dated 21-03-2023 & 675 fresh Equity Shares at an issue price of Rs.2,000 Each vide resolution dated 31-03-2023 for cash.
- c. The shares of the Company was sub divided from Face Value of Rs.100 each to Rs.10 each vide EGM dated 03rd April, 2023. The share capital consisting of 13,000 equity shares of Rs.100/- each were converted into 1,30,000 equity shares of Rs.10/- each post sub-division.
- d. The share capital of the company was increased from 1,30,000 equity shares of Rs.10/- each to 7,80,894 equity shares of Rs.10/- each pursuant to Business Transfer Agreement dated 15th June, 2023 with effect from 01st April, 2023.
- e. The share capital of the company was increased from 7,80,894 equity shares of Rs.10/- each to 1,32,75,198 equity shares of Rs.10/- each pursuant to Bonus Allotment to the existing Shareholders in the ratio 1:16 vide boards resolution dated Sep. 26, 2023.
- f. The authorized share capital of the company was increased from 1,50,00,000 equity shares of Rs.10/- each, to 2,30,00,000 equity shares of Rs.10/- each vide board resolution dated 24th July, 2023 and EGM resolution dated 17th August, 2023.
- g. The company has issued 4907200 fully paid equity shares of Rs. 10/- each at a premium of Rs. 77/- each through IPO on 29th Febuary, 2024 on emerge platform on NSE.

2B: Term/rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs.10 per share. Holder of each equity share is entitled to one vote. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of shareholders at the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution to equity shareholders will be in proportion to the number of equity shares held by the shareholders.

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2C: Details of Shares held by promoters at the end of the year

Particulars	As on 31st March 2025		As at 31st March 2024		% Change during the year
	Number of Shares	% of Total Shares	Number of Shares	% of Total Shares	
	Face Value Rs. 10/-		Face Value Rs. 10/-		
Sayyad Akhtar Ali	1,70,000.00	0.93%	1,70,000.00	0.93%	0.00%
Saiyyed Owais Ali	1,31,04,348.00	72.07%	1,31,04,348.00	72.07%	0.00%
Saiyyed Murtuza Ali	170.00	0.00%	170.00	0.00%	0.00%
Samreen Ali	170.00	0.00%	170.00	0.00%	0.00%
Saiyyed Neha Ali	170.00	0.00%	170.00	0.00%	0.00%
Sadiya Ali	170.00	0.00%	170.00	0.00%	0.00%
Rukhsar Khan	170.00	0.00%	170.00	0.00%	0.00%
TOTAL	1,32,75,198.00	73.01%	1,32,75,198.00	73.01%	

2D: Details of Shareholders holding more than 5% of Share

Particulars	As on 31st March 2025		As at 31st March 2024	
	Number of Shares	% of Holding	Number of Shares	% of Holding
	Face Value Rs. 10/-		Face Value Rs. 10/-	
Saiyyed Owais Ali	1,31,04,348.00	72.07%	1,31,04,348.00	72.07%
TOTAL	1,31,04,348.00	72.07%	1,31,04,348.00	72.07%

OWAIS METAL AND MINERAL PROCESSING LIMITED (Previously known as Owais Metal and Mineral Processing Private Limited) (Previously known as Owais Ali Overseas Private Limited) CIN: U14290MP2022PLC063833		
3. Reserve and Surplus Amount in Rs. Lakhs		
Particulars	As on 31st March 2025	As at 31st March 2024
a. Securities Premium		
Opening Balance	3822.81	57.00
Add: Net Addition during the year	-	5015.24
Less : Issue of Bonus	-	(1249.43)
Less : Issue of Dividend	(363.65)	-
Closing Balance	3459.16	3822.81
b. Surplus/(Deficit) in statement of Profit & Loss		
Opening Balance	1191.49	(12.72)
Add/(Less): Net Profit/ (Net Loss) for the current Year	4701.91	1546.61
Less: IPO Related Expenses	-	(342.40)
Closing Balance	5893.40	1191.49
Total	9352.56	5014.30
4 . Long-Term Borrowings Amount in Rs. Lakhs		
Particulars	As on 31st March 2025	As at 31st March 2024
(a) Secured		
Term Loans:		
- From Banks	576.25	718.05
- From Financial Institution	1433.11	-
(b) Unsecured		
- From Directors and related parties	63.38	-
Total	2072.74	718.05
Less: Current Maturities of Long Term Debts	175.64	104.77
Total	1897.10	613.28
Note: Refer additional note on Note no. 4.1 and 7.1 regarding details of borrowings		
5 . Deferred Tax Liability/ (Asset) (Net) Amount in Rs. Lakhs		
Particulars	As on 31st March 2025	As at 31st March 2024
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting and timing difference of gratuity provision	(15.34)	(4.26)
Total	(15.34)	(4.26)
6 . Long Term Provisions Amount in Rs. Lakhs		
Particulars	As on 31st March 2025	As at 31st March 2024
Provisions for Employee Benefit:		
Provision for Gratuity	21.78	5.74
Total	21.78	5.74

OWAIS METAL AND MINERAL PROCESSING LIMITED (Previously known as Owais Metal and Mineral Processing Private Limited) (Previously known as Owais Ali Overseas Private Limited) CIN: U14290MP2022PLC063833				
7. Short Term Borrowings Amount in Rs. Lakhs				
Particulars	As on 31st March 2025	As at 31st March 2024		
Secured:				
(a) Current Maturities of Long Term Loans 'Current maturities of long term borrowings	175.64	104.77		
(b) Loans Repayable on Demand				
Secured Loan (1) From Banks	459.44	633.39		
Total	635.07	738.16		
Note: Refer additional note on Note no. 4.1 and 7.1 regarding details of borrowings				
8. Trade Payables Amount in Rs. Lakhs				
Particulars	As on 31st March 2025	As at 31st March 2024		
Total outstanding dues of micro enterprises and small enterprises	1647.30	35.16		
Total outstanding dues of creditors other than micro enterprises and small enterprises	2483.34	145.02		
Total	4130.64	180.18		
Notes:				
1. Balances of Trade payables are subjected to balance confirmations.				
2. Details of MSME creditors are certified by the management.				
8.1: Trade Payable Ageing for the year ended March 31, 2025				
Particulars	Less than 1 year	1-2 Year	2-3 Year	More than 3 Years
Due to MSME Creditors	1647.30	-	-	-
Due to Other Than MSME	2372.17	111.17	-	-
Disputed dues - MSME	-	-	-	-
Disputed dues - Others	-	-	-	-
8.1: Trade Payable Ageing for the year ended March 31, 2024				
Particulars	Less than 1 year	1-2 Year	2-3 Year	More than 3 Years
Due to MSME Creditors	35.16		-	-
Due to Other Than MSME	145.02		-	-
Disputed dues - MSME	-	-	-	-
Disputed dues - Others	-	-	-	-
Notes:				
The Company has the process of identification of 'suppliers' registered under the Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006, by obtaining confirmations from all suppliers. The above disclosure has been extracted from the Audited financial Statements of the Company from the respective year.				
Ageing of the Supplier, along with any amount involved in disputes as required by Schedule III of Companies Act, 2013 is disclosed above after it becomes due for payment. In case of no credit terms defined the break-up of agewise supplier balance is given above after consiering from the date of transactions.				

OWAIS METAL AND MINERAL PROCESSING LIMITED (Previously known as Owais Metal and Mineral Processing Private Limited) (Previously known as Owais Ali Overseas Private Limited) CIN: U14290MP2022PLC063833		
9. Other Current Liabilities		Amount in Rs. Lakhs
Particulars	As on 31st March 2025	As at 31st March 2024
TDS & TCS Payable	32.48	40.00
Advance Received from Supplier	42.59	100.40
Rent Payable	-	0.70
Accrued expenses & Expenses payable	5.31	1.72
Salary Payable	37.65	8.47
Director Remuneration & sitting Fee	3.21	5.07
PF & ESIC Payable	3.15	0.15
Provision for Securities	-	1.68
Audit Fees Payable	2.70	2.25
Other Payable	2.84	0.45
Professional Tax	0.29	-
Dividend Payable	0.24	-
Total	130.45	160.88
10. Short-Term Provisions		Amount in Rs. Lakhs
Particulars	As on 31st March 2025	As at 31st March 2024
Provisions for Others:		
Provision for Taxation	1795.83	524.43
Provisions for Employee Benefit:		
Provision for Gratuity	1.35	0.01
Total	1797.17	524.44
12. Other Non-Current Assets		Amount in Rs. Lakhs
Particulars	As on 31st March 2025	As at 31st March 2024
Unsecured considered good:		
Security Deposit Against Bank Guarantee	15.17	14.34
Security Deposit Against Rent	114.09	2.08
Security Deposit Other	62.75	42.76
Advance for Plant & Machinery	0.50	61.30
Total	192.51	120.48
13. Long Term Loan & Advance		Amount in Rs. Lakhs
Particulars	As on 31st March 2025	As at 31st March 2024
Unsecured considered good:		
Loan to Related Party	1153.95	-
Advance for Capital Goods	1208.55	1702.05
Total	2362.51	1702.05
14. Inventories		Amount in Rs. Lakhs
Particulars	As on 31st March 2025	As at 31st March 2024
(As Valued and Certified by Management)		
Raw Materials at lower of Cost or Net Realisable Value	3035.25	438.66
Finished Goods at lower of Cost or Net Realisable Value	896.77	1048.38
Loose Tools	168.86	77.71
Total	4100.89	1564.75
14. Trade Receivables		Amount in Rs. Lakhs
Particulars	As on 31st March 2025	As at 31st March 2024
Unsecured, considered good [Refer Note 14.1 and 14.2]	9033.11	2153.26
Total	9033.11	2153.26
Notes:		
1. Balances of Trade Receivables are subjected to balance confirmations.		

OWAIS METAL AND MINERAL PROCESSING LIMITED (Previously known as Owais Metal and Mineral Processing Private Limited) (Previously known as Owais Ali Overseas Private Limited) CIN: U14290MP2022PLC063833					
14.1: Trade Receivable Ageing for the year ended March 31, 2025					
Particulars	Less than 6 Months	6 months-1 year	1-2 Year	2-3 Year	More than 3 Years
Undisputed Trade receivables – considered good	8610.47	142.66	132.41		-
Undisputed Trade Receivables – considered doubtful	-	-	-		-
Disputed Trade Receivables considered good	-	-	-		-
Disputed Trade Receivables considered doubtful	-	-	147.56		-
14.2: Trade Receivable Ageing for the year ended March 31, 2024					
Particulars	Less than 6 Months	6 months-1 year	1-2 Year	2-3 Year	More than 3 Years
Undisputed Trade receivables – considered good	1853.18	-	300.09	-	-
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-
16. Cash and Cash Equivalents					
				Amount in Rs. Lakhs	
Particulars	As on 31st March 2025		As at 31st March 2024		
Balances with banks	7.74		207.40		
Cash in hand (As certified by management)	97.28		5.15		
Other than Bank					
Fixed Deposit (held as Margin Money for Bank Guarantee)	425.24		506.37		
Total	530.26		718.92		
17. Short-Term Loans and Advances					
				Amount in Rs. Lakhs	
Particulars	As on 31st March 2025		As at 31st March 2024		
Unsecured & Considered good					
Advances Paid to Suppliers	602.82		1606.10		
Total	602.82		1606.10		
18. Other Current Assets					
				Amount in Rs. Lakhs	
Particulars	As on 31st March 2025		As at 31st March 2024		
Receivable From Government Authorities	291.76		39.60		
TDS and TCS	28.47		10.63		
Prepaid Expenses	-		0.94		
Total	320.23		51.17		

OWAIS METAL AND MINERAL PROCESSING LIMITED (Previously known as Owais Metal and Mineral Processing Private Limited) (Previously known as Owais Ali Overseas Private Limited) CIN: U14290MP2022PLC063833		
19 . Revenue from Operations		Amount in Rs. Lakhs
Particulars	For the period ended 31 March 2025	For the period ended 31st March 2024
Sale of Finished Goods - Domestic Sales	22602.91	8004.73
Less : Inter Branch Sale	(1261.84)	-
Total	21341.06	8004.73
20 . Other Income		Amount in Rs. Lakhs
Particulars	For the period ended 31 March 2025	For the period ended 31st March 2024
Interest Income	0.97	0.13
Interest on Fixed Deposit	31.29	5.33
Insurance Income	-	0.31
Rent Income	33.00	32.30
Discount Received	-	0.01
Creditor Written off	-	0.37
Interest on Loan	43.38	-
Total	108.64	38.46
21. Cost of Materials Consumed		Amount in Rs. Lakhs
Particulars	For the period ended 31 March 2025	For the period ended 31st March 2024
Purchase of Raw Materials	17090.81	6733.70
Less: Inter branch Purchases	(1261.84)	-
Add: Opening Balance of Raw Materials	438.66	-
Less: Closing Balance of Raw Materials	(3035.25)	(438.66)
Add: Direct Expenses:		
Plant Rent	277.30	3.29
Power & Fuel Charges	157.32	59.06
Transportation and Loading Expenses	60.94	18.69
Water Expenses	4.98	3.90
Mining Expenses	-	2.10
Factory Rental	-	2.41
Labour Charges	399.15	212.30
Other Direct Expense	1.54	14.67
Total	14133.60	6611.47
22 . Changes in Inventories of Finished Goods and Work-in-Progress		Amount in Rs. Lakhs
Particulars	For the period ended 31 March 2025	For the period ended 31st March 2024
Finished Goods:		
-Opening Balance	1048.38	-
Less: Closing Balance	(896.77)	(1048.38)
	151.61	(1048.38)
Consumables		
-Opening Balance	77.71	-
Less: Closing Balance	(168.86)	(77.71)
	(91.16)	(77.71)
Total	60.45	(1126.09)

OWAIS METAL AND MINERAL PROCESSING LIMITED (Previously known as Owais Metal and Mineral Processing Private Limited) (Previously known as Owais Ali Overseas Private Limited) CIN: U14290MP2022PLC063833		
23. Employee Benefit Expenses		Amount in Rs. Lakhs
Particulars	For the period ended 31 March 2025	For the period ended 31st March 2024
Salaries and Wages	299.61	102.56
Director Remuneration	14.00	-
Contribution to EPF & ESI	6.97	1.38
Staff Welfare Expenses	6.57	9.29
Gratuity Provision	17.39	5.74
Total	344.54	118.98
24. Finance Costs		Amount in Rs. Lakhs
Particulars	For the period ended 31 March 2025	For the period ended 31st March 2024
Bank & Other charges	83.92	87.98
Processing Charges	8.94	4.16
Interest expense		
- Interest on Loans	76.98	72.53
Total	169.84	164.66
25. Other Expenses		Amount in Rs. Lakhs
Particulars	For the period ended 31 March 2025	For the period ended 31st March 2024
Advertisement & Publicity	0.28	1.29
Auditor's Remuneration	5.50	2.61
Annual Custody Expenses	0.45	0.03
Annual Listing Fees	18.65	-
Business Promotion Expenses	-	1.88
Computer, printing and stationery expenses	3.24	-
Commission	2.04	0.05
Foreign Exchange Loss	0.90	-
Indirect Labour expenses	-	1.74
Insurance Expenses	4.58	0.05
Interest on Statutory and other Dues	11.33	-
Legal & Professional Charges	35.54	2.88
Office Expenses	11.32	2.18
Other Expense	5.48	3.79
Office Rent	21.22	-
Preliminary Expenses Written Off	0.94	10.57
Professional Tax	0.05	0.03
Registration and Tender Expenses	17.38	21.15
Registration Charges	-	0.17
Repair & Maintenance Expenses.	11.50	8.73
Service Charges	0.78	2.96
Travelling & Conveyance Expenses	5.54	7.33
Vehicle Running & Maintenance	7.25	6.89
Security Services	23.54	8.40
Website and software charges	0.68	0.80
Roc Expense	0.11	-
CSR Expenses	15.87	-
GST Reversal	2.17	-
Director Sitting Fees	6.17	7.70
Total	212.51	91.22

OWAIS METAL AND MINERAL PROCESSING LIMITED (Previously known as Owais Metal and Mineral Processing Private Limited) (Previously known as Owais Ali Overseas Private Limited) CIN: U14290MP2022PLC063833		
Note 25.1		
Payment to Auditor		Amount in Rs. Lakhs
Type of Service	For the period ended 31 March 2025	For the period ended 31st March 2024
Statutory audit and Tax Audit	5.50	2.61
Total	5.50	2.61
26. Tax Expense		Amount in Rs. Lakhs
Particulars	For the period ended 31 March 2025	For the period ended 31st March 2024
Current Tax	1282.03	524.43
Deferred Tax	(11.08)	(4.26)
Total	1270.95	520.17
27. Earnings per equity share		Amount in Rs. Lakhs
Particulars	For the period ended 31 March 2025	For the period ended 31st March 2024
Profit/(Loss) after tax attributable to the Equity Shareholders (Rs. In lakhs)	4701.91	1546.61
Weighted average number of equity shares	181.82	135.56
Weighted average number of equity shares(on dilution basis)	181.82	135.56
Basic EPS (In Rs.)	25.86	11.41
Diluted EPS (In Rs.)	25.86	11.41

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Note 11. Property, Plant & Equipment and Intangible Assets

Amount in Rs. Lakhs

Particulars	Gross Block				Depreciation and Amortization				Net Block	
	As on 01-04-2024	Additions	Deductions	As at 31-03-2025	As on 01-04-2024	Depreciation during the year	On Disposals/ Reversals	As at 31-03-2025	As at 31-03-2025	As at 31-03-2024
Tangible Assets										
Plant and Machinery	715.02	669.01	-	1384.03	69.07	117.61		186.68	1197.35	645.95
Computers	2.94	3.63	-	6.57	1.35	2.51		3.85	2.72	1.59
Mobile	0.77	-	-	0.77	0.45	0.19		0.64	0.13	0.32
Furniture and Fixtures	12.48	1.84	-	14.32	2.96	2.84		5.80	8.52	9.53
Office Equipments	10.52	4.87	-	15.39	1.79	3.00		4.79	10.60	8.72
Air Conditioner	2.18	0.30	-	2.47	0.83	0.71		1.54	0.93	1.34
Building	331.67	2.76	-	334.44	28.74	32.20		60.94	273.50	302.94
Motor Vehicle	93.55	59.74	-	153.29	10.98	43.09		54.07	99.21	82.57
Land	2.30	-	-	2.30	-	-		-	2.30	2.30
	1171.42	742.15	-	1913.58	116.16	202.15	-	318.31	1595.27	1055.26
Capital Work-in-progress										
Lease transfer Expenses	27.96	-	-	27.96	-	-		-	27.96	27.96
Capital Work-in-progress	51.00	-	-	51.00	-	-		-	51.00	51.00
	78.96	-	-	78.96	-	-	-	-	78.96	78.96
Intangible Assets Under Development										
Research and Development	-	951.12	-	951.12	-	-		-	951.12	-
	-	951.12	-	951.12	-	-	-	-	951.12	-
Grand Total	1250.38	1693.27	-	2943.66	116.16	202.15	-	318.31	2625.35	1134.22

Note : Total addition in Property, Plant & Equipment and Intangible Assets during the F.Y 2024-25 Rs 1537.83 Lakh which were not ready to use during the year under review and accordingly depreciation has not been calculated on those said asset.

11.1 CWIP Ageing for the period ended March 31, 2025

Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Projects in progress	-	78.96	-	-	78.96
Projects temporarily suspended	-	-	-	-	-

11.1 CWIP Ageing for the period ended March 31, 2024

Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Projects in progress	78.96	-	-	-	78.96
Projects temporarily suspended	-	-	-	-	-

To be completed in

Capital Work-in-progress	Less than 1 year	1-2 Years	2-3 Years	More than 3 years
Projects in progress	78.96	-	-	-
Projects temporarily suspended	-	-	-	-

11.2 Intangible Assets under development Ageing for the period ended March 31, 2025

Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Projects in progress	951.12	-	-	-	951.12
Projects temporarily suspended	-	-	-	-	-

To be completed in

Intangible Assets	Less than 1 year	1-2 Years	2-3 Years	More than 3 years
Projects in progress	951.12	-	-	-
Projects temporarily suspended	-	-	-	-

STATEMENT OF PRINCIPAL TERMS OF LOANS AND ASSETS CHARGED AS SECURITY

Total	2009.36
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STATEMENT OF PRINCIPAL TERMS OF LOANS AND ASSETS CHARGED AS SECURITY

7.1. Short term Borrowings:							
Secured Loan: Cash Credit							
HDFC Bank	Cash Credit Loan	02-11-2019	275.00	Primary security as Stock & Book Debts and collateral security of 1.Survey No 30 Tehsil Jaora Dist Ratlam Village Bagakheda 2.Survey No 214/10 Opp.Ghatla Gram Four Lane 3.Survey No 214/30 Opp.Ghatla Gram Four Lane 4.Survey No 185/1 By Pass Road	12 Months, Subject to renew annually	9.50%	-
HDFC Bank	Cash Credit Loan	10-11-2023	600.00	Primary Security As Stock Of RM, FG And WIP ,Receivables,FD As Margin and Collateral Security Of Property House At Survey No. 168/31Near Resi Bunglow Mahaveer Nagarnear Rehmat Nagar457001Kasba Ratlam,Property Survey No 214/3Opp Ghatla Gram On 4 Poultry Shed Lanevill- Ghatala, Tehsil And District Ratlam 457001 Vill-Ghatala,Commercial Open Plot Survey No. 29,Tehsil Poultry Shed Jaoravillage Bagakheda, 457226 Village Bagakheda,Commercoal Open Land Survey No. 30,Tehsil Poultry Shed Jaora,Village Bagakheda, 457226 Village Bagakheda,Commercial-Open Land Survey No. 185/1By Pass Poultry Shed Roadkasba Ratlam457001At By Pass commercial-Open Land Survey No. 214/1Opp Poultry Shed Ghatle Gram On 4 Laneopp Ghatle Gram On 4 Lane 457001Opp Ghatle Gram On 4 Lane	12 Months, Subject to renew annually	8.60%	405.00
BANK OF MAHARASHTRA 4854	Cash Credit Loan	09-08-2024	60.00	Cash Credit Limit against Lien on CDR/FDR amount to Rs 68.00 Lakhs Bank Guarantee Limit for issuance to Government Dept. for bidding of Mining Tender, Security of Counter Guarantee Dept. for bidding of Mining Tender amounting to Rs 650.00 Lakhs.	12 Months, Subject to renew annually	8.60%	54.44
Unsecured Loan:							
Avesh Ali				Interest free Unsecured Loan			63.38 522.81

OWAIS METAL AND MINERAL PROCESSING LIMITED (Previously known as Owais Metal and Mineral Processing Private Limited) (Previously known as Owais Ali Overseas Private Limited) CIN: U14290MP2022PLC063833			
ANNEXURE TO NOTE: 1.7 EMPLOYEE BENEFITS			
I. Defined Contribution Plans The Company has classified the various benefits provided to employees as under: a. Employee State Insurance Fund b. Employee Provident Fund The expense recognised during the period towards defined contribution plan -			
(Amount in Lakhs)			
Particulars		As on 31st March 2025	As at 31st March 2024
Employers Contribution to Employee Provident Fund & ESI		6.97	1.38
II. Defined Benefit Plans Gratuity The Company should provide for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service, subject to a payment ceiling of INR 20,00,000/-. Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:			
Sl No.	Defined benefit plans	For the year ended 31.03.2025	For the year ended 31.03.2024
1	Expenses recognised in statement of profit and loss during the		
	Current service cost	6.64	5.74
	Past service cost	-	-
	Interest Cost	0.41	-
	Net Actuarial (Gain)/Loss recognized in the year	10.34	-
	Expected return on plan assets	-	-
	Total expenses included in Employee benefit expenses	17.39	5.74
	Discount Rate as per para 78 of AS 15R (2005)	6.70%	7.10%
2	Net asset/(liability) recognised as at balance sheet date:		
	Opening Net Liability		
	Present value of defined benefit obligation	5.74	-
	Fair value of plan assets	17.39	5.74
	Funded status [surplus/(deficit)]	(23.13)	(5.74)
3	Movements in present value of defined benefit obligation		
	Present value of defined benefit obligation at the beginning of the year	5.74	-
	Current service cost	6.64	5.74
	Past service cost	-	-
	Interest Cost	0.41	-
	Actuarial (gains) / loss	10.34	-
	Benefits paid	-	-
	Present value of defined benefit obligation at the end of the year	23.13	5.74
	Classification		
	Current liability	1.35	0.01
	Non-current liability	21.78	5.74
		23.13	5.74
4	Sensitivity analysis method		
	Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated.		
5	Actuarial assumptions		
Particulars		For the year ended 31.03.2025	For the year ended 31.03.2024
Expected Return on Plan Assets		NA	NA
Discount rate		6.70%	7.10%
Expected rate of salary increase		10.00%	10.00%
Mortality Rate During Employment		100 % of IALM 2012-14	100 % of IALM 2012-14
Retirement age		58	58
Notes: a. The rate used to discount post-employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds. b. The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.			

OWAIS METAL AND MINERAL PROCESSING LIMITED
(Previously known as Owais Metal and Mineral Processing Private Limited)
(Previously known as Owais Ali Overseas Private Limited)
CIN: U14290MP2022PLC063833

Annexure to Note: 1.12

STATEMENT OF CONTINGENT LIABILITIES

Particulars	(Amount in Lakhs)	
	As on 31st March 2025	As at 31st March 2024
Claims against the company not acknowledged as Debts	Unascertainable	Unascertainable
GST Demand	111.60	
Income Tax Demand	-	-
TDS Demand	-	-
Employees Provident Fund	-	-
Total	111.60	-

OWAIS METAL AND MINERAL PROCESSING LIMITED
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Annexure To Note: 1.14
Foreign Currency Transactions

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
<u>Expense in Foreign Currency</u>		
Purchases (In USD)	-	-
Purchases (In INR in Lakhs)	-	-
<u>Capital Goods in Foreign Currency</u>		
Purchases (In USD)	2,30,940.00	-
Purchases (In INR in Lakhs)	195.79	-
<u>Income in Foreign Currency</u>		
Sales (In USD)	-	-
Sales (In INR in Lakhs)	-	-

OWAIS METAL AND MINERAL PROCESSING LIMITED
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(Amount in Lakhs)

Annexure To Note : 1.17

Corporate Social Responsibility	For the period ended 31 March 2025	For the period ended 31st March 2024
(a) Total amount required to be spent during the year	13.69	
(b) Total amount of expenditure incurred during the year	(15.87)	
(c) Shortfall at the end of the year	-	
(d) Total amount of previous years shortfall	-	
(e) Reason for shortfall	Not Applicable CSR expenditure was incurred towards the distribution of essential items to underprivileged individuals in the Bhandar area.	
(f) Nature of CSR activities		
(g) Details of related party transactions		
(h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately		
Total	(2.17)	-

Notes :

1. The Company undertakes the following activities in the nature of Corporate social responsibility (CSR) :
 - a.Promoting education, including special education and employment enhancing vocational skills, especially among children, women, and elderly.
 - b.Promotion of health care, including preventive health care and sanitation.
 - c.Measures for the benefit of armed forces veterans, war widows, and their dependents.
2. CSR expenses for the current year includes excess provision for earlier year which has been adjusted in current year.

OWAIS METAL AND MINERAL PROCESSING LIMITED
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STATEMENT OF RELATED PARTY TRANSACTIONS

NOTE 1.18 : Related Party Disclosures

A. List of Related parties

Sl. No. Name

Key Managerial Personnel

1	Sayyad Akhtar Ali	Non Executive Director
2	Saiyyed Owais Ali	Managing Director
3	Saiyyed Murtuza Ali	Executive Director
4	Vinod Bafna	Non Executive Director
5	Saiyyed Neha Ali	CFO
6	Vishakha Gujarati	CS

Relative of Key Managerial Personnel

NA

Enterprises having Significant Influence

9	SMO Ferro Alloys Pvt Ltd	Common Director
10	M/s Saiyyed Akhtar Ali	Proprietorship of Sayyad Akhtar Ali
11	Gharib Nawaj Infra	Partnership Firm, Partner of Saiyyed Murtuza Ali
12	Smo Gold Refinery Private Limited	Common Director
13	Gitanjali Construction	Proprietorship of Bharat Rathod
14	Gitanjali Construction Hub Private Limited	Common Director

Amount (Rs. In Lakhs)

AS ON 31.03.2025

A. Transactions with Related Parties during the period	KMP	Relative of KMP	Holding Company	Enterprises
Nature of Transactions				having Significant Influence
Sayyad Akhtar Ali				
Sitting Fees	1.02			
Rent Expenses	1.20			
Loan Repaid	0.14			
Dividend Paid	3.40			
Saiyyed Owais Ali				
Director Remuneration	6.00			
Dividend Paid	262.09			
Loan Taken	63.38			
Saiyyed Murtuza Ali				
Director Remuneration	8.00			
Dividend Paid	0.00			
Vinod Bafna				
Sitting Fees	1.70			
Vishakha Gujarati (CS)				
Salary	4.40			
SMO Ferro Alloys Pvt Ltd				
Purchase of Goods				598.50
Purchase of Fixed Assets				420.09
Sale of Goods				5,813.76
Expenditure On Scientific Research				230.65
Reimbursement				5.35
Loan Given				1,023.33
Interest Received				42.09

OWAIS METAL AND MINERAL PROCESSING LIMITED
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STATEMENT OF RELATED PARTY TRANSACTIONS

NOTE 1.18 : Related Party Disclosures

A. List of Related parties

Sl. No. Name

Key Managerial Personnel

1	Sayyad Akhtar Ali	Non Executive Director
2	Saiyyed Owais Ali	Managing Director
3	Saiyyed Murtuza Ali	Executive Director
4	Vinod Bafna	Non Executive Director
5	Saiyyed Neha Ali	CFO
6	Vishakha Gujarati	CS

Relative of Key Managerial Personnel

NA

Enterprises having Significant Influence

9	SMO Ferro Alloys Pvt Ltd	Common Director
10	M/s Saiyyed Akhtar Ali	Proprietorship of Sayyad Akhtar Ali
11	Gharib Nawaj Infra	Partnership Firm, Partner of Saiyyed Murtuza Ali
12	Smo Gold Refinery Private Limited	Common Director
13	Gitanjali Construction	Proprietorship of Bharat Rathod
14	Gitanjali Construction Hub Private Limited	Common Director

Amount (Rs. In Lakhs)

M/s Saiyyed Akhtar Ali				
Purchase of Goods				3.96
Rental Income				33.00
Labour Expenses				304.19
Loan Given				91.59
Interest Received				1.29
Gharib Nawaj Infra				
Purchase of Goods				10.08
GITANJALI CONSTRUCTION (Prop: Bharat Rathod)				
Purchase of Goods	0.90			
B. Outstanding Balances	KMP	Relative of KMP	Holding Company	Enterprises having Significant
Nature of Transactions				
Sayyad Akhtar Ali	-	-	-	-
Sitting Fees Payable	0.91			
Rent Expenses Payable	2.16			
Saiyyed Owais Ali				
Loan Payable	63.38			
Vinod Bafna				
Sitting Fees Payable	1.08			
SMO Ferro Alloys Pvt Ltd				
Trade Payable				18.80
Trade Receivable				3,005.85
Loan Receivable				1,061.21
M/s Saiyyed Akhtar Ali (Prop. Sayyad Akhtar Ali)				
Loan Receivable				92.74
Smo Gold Refinery Private Limited				
Advance Receivable				132.41
Gharib Nawaj Infra				
Trade Payable				12.10
Gitanjali Construction Hub Private Limited				
Trade Receivable				104.77

OWAIS METAL AND MINERAL PROCESSING LIMITED

(Previously known as Owais Metal and Mineral Processing Private Limited)

(Previously known as Owais Ali Overseas Private Limited)

CIN: U14290MP2022PLC063833

Statement of Accounting Ratios

Note: 1.19

Amount in Rs. Lakhs

Particulars	Notes	As at 31.03.2025	As at 31.03.2024
Current Assets	[A]	14587.33	6094.20
Current Liabilities	[B]	6693.34	1603.65
Current Ratio	[A / B]	2.18	3.80
Debt	[A]	2532.17	1351.43
Equity	[B]	11170.80	6832.54
Debt - Equity Ratio	[A / B]	0.23	0.20
Operating Income	[A]	6236.22	2309.15
Debt Service	[B]	345.48	269.43
Debt - Service Coverage Ratio	[A / B]	18.05	8.57
Net Profit after Tax	[A]	4701.91	1546.61
Average Shareholder's Equity	[B]	9001.67	3444.91
Return on Equity Ratio (%)	[A / B]	52.23%	44.90%
Cost of Goods Sold	[A]	14194.06	5485.38
Average Inventory	[B]	2832.82	782.37
Inventory Turnover Ratio	[A / B]	5.01	7.01
Net Sales	[A]	21341.06	8004.73
Average Trade Receivables	[B]	5593.19	1076.63
Trade Receivables Turnover Ratio	[A / B]	3.82	7.43
Net Purchase	[A]	17591.36	6818.64
Average Trade Payables	[B]	2155.41	90.09
Trade Payables Turnover Ratio	[A / B]	8.16	75.69
Net Sales	[A]	21341.06	8004.73
Current Assets		14587.33	6094.20
Current Liabilities		6693.34	1603.65
Working Capital	[B]	7893.99	4490.55
Working Capital Turnover Ratio	[A / B]	2.70	1.78
Net Profit	[A]	4701.91	1546.61
Net Sales	[B]	21341.06	8004.73
Net Profit Ratio (%)	[A / B]	0.22	0.19
Earning before interest and taxes	[A]	6142.71	2231.44
Capital Employed	[B]	13067.91	7445.82
Note : Capital Employed = Total Equity + Long term Debt			
Return on Capital Employed (%)	[A / B]	0.47	0.30
Market Value at End of the year- Market Value at the Beg	[A]	(9.50)	213.55
Market Value at the Beginning of the year	[B]	482.45	277.95
Return on Investment (%)	[A / B]	-1.97%	76.83%

OWAIS METAL AND MINERAL PROCESSING LIMITED

(Previously known as Owais Metal and Mineral Processing Private Limited)

(Previously known as Owais Ali Overseas Private Limited)

CIN: U14290MP2022PLC063833

Notes:

1. The Current Ratio decreased by 42.65% for the year ended 31st March 2025 as compared to the previous financial year, due to a significant increase in current liabilities relative to current assets during the year.
2. The Debt Service Coverage Ratio increased by 110.62% for the year ended 31st March 2025 compared to the previous financial year, primarily due to a rise in operating income during the year.
3. The Inventory Turnover Ratio decreased by 28.53% for the year ended 31st March 2025 compared to the previous financial year, primarily due to a rise in Average inventory.
4. The Trade Receivables Turnover Ratio decreased by 48.68% for the year ended 31st March 2025 as compared to the previous financial year, primarily due to a significant increase in trade receivables relative to net sales during the year.
5. The Trade Payables Turnover Ratio decreased by 89.22% for the year ended 31st March 2025 as compared to the previous financial year, due to a substantial increase in trade payables relative to net purchases during the year.
6. Working Capital Turnover Ratio increased by 51.66% for the year ended 31st March 2025 as compared to the previous financial year, primarily due to an increase in Net Sales during the year.
7. Return on Capital Employed increased by 56.85% for the year ended 31st March 2025 as compared to the previous financial year, primarily due to an increase in Earnings Before Interest and Taxes (EBIT) during the year.
8. Return on Investment ratio as on 31.03.2024 is not annualized as the company had been listed on 19.03.2024. Therefore it is not compared.

NOTE 1.20.

No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

- a) Crypto Currency or Virtual Currency
- b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- c) Registration of charges or satisfaction with Registrar of Companies
- d) Relating to borrowed funds
 - i) Wilful defaulter
 - ii) Utilisation of borrowed funds & share premium
 - iii) Borrowings obtained on the basis of security of current assets
 - iv) Discrepancy in utilisation of borrowings
 - v) Current maturity of long term borrowings
- e) There are no layer of companies, hence no disclosures are required.
- f) There is no scheme of arrangement approved in terms of section 230 to 237 of Companies Act, 2013.
- g) There are no loans and advances in the nature of loans that are granted to promoters, directors, KMP's and other related parties either severally or jointly with anyother person that are repayable on demand.
- h) The company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the income tax assessments under the Income tax Act, 1961.
- i) The company has not advanced or loaned or invested funds to anyother person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediaries shall:
 - (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary) or
 - (ii) Provide any guarantee, security or the like to or on behalf of the Ultimate beneficiaries
- j) The company has not received from any person(s) or entity(ies), including (funding party) with the understanding that the company shall:
 - (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary) or
 - (ii) Provide any guarantee, security or the like to or on behalf of the Ultimate beneficiaries

NOTE 1.21. DISCLOSURE OF TRANSACTIONS WITH STRUCK OFF COMPANIES

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

We at “**Owais**” are an efficient and effective manufacturer and processor of various metals and minerals. Uniquely diversified across the broad spectrum of natural resources with main interests in manufacturing and processing metal and minerals. The company is engaged in the manufacturing and processing of the following products.

1. Manganese Oxide (MNO)
2. MC Ferro Manganese
3. Manufacturing of Wood Charcoal
4. Processing of Minerals such as Ferro Alloy, Quartz and Manganese Ore
5. Waste to Wealth, where the company manufactures rare earth metals from waste.

Our products like Manganese Oxide is used in fertilizer industry and is also used by the Manganese Sulphate Plants. Manganese Ore is used in manufacturing of Ferro Manganese, Silico Manganese, Manganese Oxide, Batteries and other Ferro products also it can be directly sellable in the market. MC Ferro Manganese is used in steel and casting industries, as it assists in removing sulphur from steel and improve properties, like durability, machinability and malleability. It can deoxidize molten metal. Our Wood Charcoal is used in furnaces of industries which requires high heat for their manufacturing process such as Steel industry. Processed Quartz is being used hotel industry, Ferro Alloys industry, tiles & ceramic industry, glass industry and industry of interiors & furniture. As on date of filing Prospectus our major products are being supplied to the state of Madhya Pradesh, Maharashtra Punjab, Delhi and Gujrat.

Our company has a manufacturing unit for wood charcoal at Rajasthan and Meghnagar. Processing of Quartz has been done through our Meghnagar plant.

Our factory is situated in Meghnagar which is a Strategic location as it is situated on the border of Gujarat, Madhya Pradesh and Rajasthan. Gujarat, Madhya Pradesh and Rajasthan are the three major consumers of Manganese oxide and MC Ferro Manganese. This location helps us in minimize our transportation cost and labour cost. We try to attain maximised output of our products through our operational excellence, processing capability and state of the art infrastructure. We focus on large scale expansion of product portfolio in India and aims to emerges as a well-known natural resource processing company. For manufacturing and processing of minerals and metals both machine and labour are required. We have a semi-automatic plant and machines available and also, we work in the Tribal area where there is sufficient availability of cheaper labours. The company has sufficient land and factory shed for manufacturing and processing of metals and minerals with other necessary infrastructural facilities such as power, water, labour etc.

Prior to incorporation of the company, the business of the Company was carried on in the name M/s Owais Ali Overseas, which was a sole proprietorship concern of our promoter Mr. Saiyyed Owais Ali. Initially company rented the manufacturing facility and started the production. The company wanted to test the markets before starting the facility of its own. After a successful a run in the rented premises, the company in the year 2023 bought the entire manufacturing facility vide agreement dated June 26, 2023 with M/s Growmore Enterprises Private Limited and with Azad Enterprises for Manufacturing of Manganese oxide situated at Plot No. 57 & 58A, AKVN, Industrial Area, village Meghnagar, Jhabua, Madhya Pradesh and situated at Plot No. -58, AKVN, Industrial Area, village Meghnagar, Jhabua, Madhya Pradesh respectively. Later in the financial year 2022 - 2023 the company expanded in the field of manufacturing of Wood Charcoal and started the processing of Quartz.

One of our Promoter Mr. Saiyyed Owais Ali is a young qualified civil engineer having sufficient experience of mining, manufacturing and construction business. This young dynamic individual with his innovative knowledge skills will undoubtedly take the company to seventh sky heights.

INDIAN METALS & MINING INDUSTRY

INTRODUCTION

India holds a fair advantage in production and conversion costs in steel and alumina. Its strategic location enables export opportunities to develop as well as fast-developing Asian markets.

Minerals are precious natural resources that serve as essential raw materials for fundamental industries, so the growth of the mining industry is essential for the overall industrial development of a nation. The vast resources of numerous metallic and non-metallic minerals that India is endowed with serve as a foundation for the expansion and advancement of the nation's mining industry. India is largely self-sufficient in metallic minerals including bauxite, chromite, iron ore, and lignite as well as mineral fuels like coal and lignite. The industry has the potential to significantly impact GDP growth, foreign exchange earnings, and give end-use industries like building, infrastructure, automotive, and electricity, among others, a competitive edge by obtaining essential raw materials at reasonable rates.

Rise in infrastructure development and automotive production are driving growth. Power and cement industries are also aiding growth for the sector. Demand for iron and steel is set to continue given the strong growth expectations for the residential and commercial building industry.



MARKET SIZE

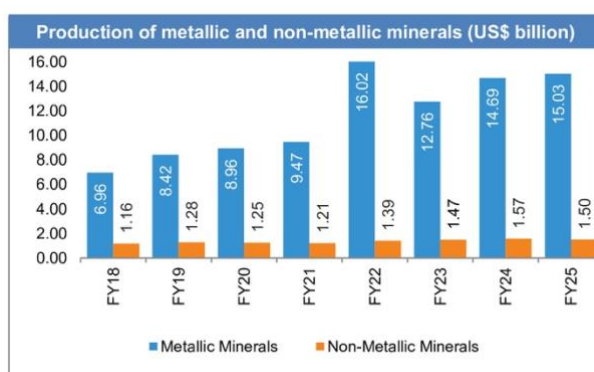
In April-December 2024 period, the production of crude steel stood at 112.011 MT and that of finished steel was 107.192 MT.

During FY25 (April-December), export of Finished Steel stood at 3.600 MT. India was a net importer of finished steel with overall trade deficit of 3.824 MT

India is expected to surpass its steel production capacity target of 300 MT by 2030, reaching an estimated 330 MT.

In CY25 January-April, the production of crude steel stood at 53.2 MT and India's finished steel imports fell 11.3% year on year in April to 0.5 million metric tons following a decline in shipments from China and Japan.

India's iron ore production increased by 0.18% to 277.83 million metric tonnes (MMT) during FY25 compared to 275 MMT in the same period of FY24.



Source: Ministry of Mines

India is the second-largest producer of aluminium globally. The production of primary aluminium reached 42 lakh tons in FY25 as compared to 41.5 lakh tons in the previous year.

In FY25, mineral production is estimated at Rs. 1,41,061 crores (US\$ 16.40 billion).

GVA from mining and quarrying stood at Rs. 3,47,271 crore (US\$ 40.69 billion) in FY25, as per the first revised estimates.

The construction sector's Gross Value Added (GVA) at current prices was estimated at Rs. 15,59,160 crore (US\$ 179.5 billion) for FY25* against Rs. 14,36,081 crore (US\$ 165.3 billion) for FY24 as per the provisional estimates.

The index of mineral production of the mining and quarrying sector for FY25 was at 124.9, 3.1% lower compared to FY24, which was 128.9.

INVESTMENTS / DEVELOPMENTS

Some of the investments / developments in the Metals & Mining sector in the recent past are as follows:

- Between April 2000-December 2024, FDI inflows in the metallurgical industry stood at Rs. 1,10,062 crore (US\$ 18.06 billion), followed by the mining Rs. 21,525 crore (US\$ 3.50 billion), diamond & gold ornaments Rs. 8,905 crore (US\$ 1.04 billion), and coal production Rs. 119 crore (US\$ 27.73 million).

- In January 2025, the Ministry of Steel has introduced the PLI Scheme 1.1 for specialty steel, covering five product categories, which aligns with the existing PLI Scheme. This initiative aims to encourage greater participation in response to industry requests for relaxation. The PLI Scheme 1.1 will be open for applications from January 6 to January 31, 2025, and will be implemented from FY26 to FY30.
- India and Kazakhstan have launched IREUK Titanium Limited, a joint venture to produce Titanium Slag in India, marking India's first venture in Central Asia. The company will convert low-grade Ilmenite into high-grade titanium feedstock, aiming to enhance the titanium value chain in India and create jobs in Odisha.
- As per data from the Ministry of Statistics and Programme Implementation (MOSPI), India's mining GDP increased from Rs. 76,877 crore (US\$ 9.25 billion) in the third quarter of FY23 to Rs. 82,680 crore (US\$ 9.95 billion) in the third quarter of FY24.
- Southeastern Coalfields Limited (SECL), a subsidiary of Coal India in Chhattisgarh, has reached a milestone with its Gevra and Kusmunda coal mines ranking 2nd and 4th on WorldAtlas.com's list of the world's largest coal mines. Located in Korba district, these mines together produce over 100 million tons of coal annually, accounting for about 10% of India's total coal production.
- India is experiencing a construction boom driven by a growing housing economy and significant government infrastructure investments. The country is projected to become the third-largest construction market in the world, following China and the US, by 2025.
- In January 2024, India and Argentina signed an agreement to undertake the exploration and development of five lithium blocks, enhancing India's efforts in sourcing lithium. Khanij Bidesh India Limited (KABIL) has obtained exploration and exclusivity right for these five blocks.
- In February 2024, an MoU has been signed between India and the Republic of Cote d'Ivoire, for collaboration in field of Geology and Mineral Resources.
- In March 2024, Karnataka and Rajasthan initiated the auction of Exploration Licences (EL) for critical and deep-seated minerals, marking the first such auction in India. Under the amended Mines and Minerals (Development and Regulation) Act, 1957, introduced by the MMDR Amendment Act, 2023, 29 critical minerals are eligible for exploration and mining concessions.
- In January 2023, Vedanta announced that its board had approved the sale of its international zinc assets in South Africa and Namibia to subsidiary Hindustan Zinc (HZL) for US\$ 2.98 billion.
- In February 2023, Tata Steel and Central Building Research Institute (CBRI), a constituent of the Council of Scientific and Industrial Research (CSIR), signed an MoU to collaborate on research, academic growth, and sustainable solutions in mining.
- In February 2023, ArcelorMittal - Nippon Steel is investing Rs. 60,000 crore (US\$ 7.3 billion) to expand its steelmaking capacity in Hazira to 15MT a year from 9MT.
- In February 2023, NMDC signed an agreement for collaborative research with CSIR-IMMT, Bhubaneswar on "Feasibility Studies for Preparation of Fused Magnesia from Kimberlite Tailings" at its Head Office in Hyderabad.
- In February 2023, JSW Group announced to build a steel plant in Andhra Pradesh's YSR Kadapa district with an investment of Rs. 8,800 crore (US\$ 1 billion).
- In February 2023, Essar Capital Limited, investment manager of Essar Global Fund Limited, announced to set up steel plants in Odisha and a facility to import liquefied natural gas (LNG) at Hazira in Gujarat.
- In March 2023, MOU with detailed collaborative framework was between KABIL, India, and Critical Mineral Office (CMO), Department of Industry, Science and Resources (DISER), Govt. of Australia for carrying out joint due diligence and further joint investment in Li & Co mineral assets of Australia.
- In July 2023, the Union Cabinet approved amendments to the Mines and Minerals (Development and Regulation) Act-1957 to allow the mining of lithium and other minerals.
- On August 3, 2023, the Rajya Sabha passed the Offshore Areas Mineral (Development and Regulation) Amendment Bill, 2023 which seeks to make amendments to the Offshore Areas Mineral (Development and Regulation) Act, 2002 ('OAMDR Act'). The Bill was passed by Lok Sabha on August 1, 2023.

- In July 2022, Hindalco Industries Limited has signed an MoU with Phinergy and IOC Phinergy Private Limited (IOP) on R&D and pilot production of aluminium plates for Aluminium-Air batteries, and recycling of aluminium, after usage in these batteries.
- In August 2022, Tata Steel signed a MoU with the Government of Punjab for setting up a 0.75 MTPA long products steel plant with a scrap-based electric arc furnace.
- In September 2022, exports of mica, coal & other ores and minerals including processed minerals stood at US\$ 426.32 million exhibiting growth of 7.31% as compared to September 2021.
- In October 2022, Welspun Metallics Limited has forayed into Steel manufacturing as a part of the company's overall business growth and diversification strategy by launching a state-of-the-art Greenfield manufacturing facility in Anjar, Gujarat.
- In October 2022, Coal India Limited (CIL) signed a MoU with Rajasthan Rajya Vidyut Utpadan Nigam Limited (RVUNL), for setting up 1,190 MW solar power project
- Coal production from captive mines increased by 18.67% y-o-y in FY24 (April- September 2023) and contributed 14.96% to the total coal production.
- Innovative mineral exploration activities using state-of-the-art technology by Geological Survey of India (GSI), stepped up efforts by Khanij Bidesh India Limited (KABIL) to source strategic minerals from countries like Australia, Argentina, and Chile.
- Three Indian state-run companies, National Aluminium Co Ltd, Hindustan Copper Ltd and Mineral Exploration Corp formed a joint venture to buy mining assets overseas that have minerals such as lithium and cobalt, which are used in the manufacture of batteries for electric vehicles.
- As per data from the Ministry of Statistics and Programme Implementation (MOSPI), India's mining GDP increased from Rs. 76,877 crore (US\$ 9.25 billion) in the third quarter of FY23 to Rs. 82,680 crore (US\$ 9.95 billion) in the third quarter of FY24.
- In FY23, Vedanta's aluminium division will focus on backward integration and will put two of its mines in Odisha into production.
- Iron and steel imports stood at US\$ 14.17 billion during April-December 2023.
- In FY24 (until January 2024), the combined index of eight core industries stood at 156.0 driven by the production of coal, refinery products, fertilizers, steel, electricity, and cement industries.
- NMDC's cumulative iron ore production (April-January FY24) stood at 36.32 MT as compared to 31.14 MT (April-January FY23).
- As of January 2024, India's total installed electricity generation capacity stood at 429.96 GW.
- Vedanta Limited is planning a US\$ 20 billion investment across its operations, including increase silver production and steel capacity.

GOVERNMENT INITIATIVES

The Government of India has adopted few initiatives in the recent past, some of these are as follows:

- In the Union Budget 2025 – 2026, capital investment outlay for infrastructure is being increased by 11.1% to Rs. 11.2 lakh crore (US\$ 129.0 billion). To encourage higher private participation, the government has proposed various measures.
- In February 2024, the Union Cabinet approved the amendment to the Mines and Minerals (Development and Regulation) Act, 1957 specifying royalty rates for 12 critical minerals, thus completing the rationalization process for all 24 strategic minerals. This move aims to streamline the mining sector and auction processes, aligning with recent amendments to the MMDR Amendment Act, 2023.
- In December 2023, the Ministry of Mines proposed capping performance security and upfront amounts for mining critical minerals to attract more bidders. Currently based on a percentage of the Value of Estimated Resources (VER), the move aims to reduce barriers to participation in auctions and expedite the process for mining leases.
- In October 2023, the Union Cabinet approved the amendment of the Second Schedule of the Mines and Minerals (Development and Regulation) Act, 1957, specifying royalty rates for three critical minerals: Lithium, Niobium, and Rare Earth Elements (REEs) paving the way for the auctioning of blocks for these minerals, as outlined in the MMDR Amendment Act, 2023.

- The government plans to monetize assets worth Rs. 28,727 crore (US\$ 3.68 billion) in the mining sector over 2022-25.
- In 2022, PLI Scheme for domestic production of specialty steel has been approved with an outlay of Rs. 6,322 crore (US\$ 762.4 million) by the Cabinet.
- Import duty on Anthracite / Pulverized Coal Injection (PCI) coal, Coke, and Semi-coke and Ferro-Nickel were reduced to zero.
- Export duty on Iron ores / concentrates and iron ore pellets was raised to 50% and 45%, respectively.
- In addition, 15% export duty was imposed on pig iron and several steel products.
- District Mineral Foundation (DMF) has been established in 622 districts of 23 States and a total of Rs. 71,128.71 crore (US\$ 8.5 billion) has been collected till October 2022 under DMF.
- In November 2022, the government removed export duties on steel and stainless steel to strengthen the nation's steel sector and allow it to firmly establish its position in the global market.
- The government plans to monetise assets worth Rs. 28,727 crore (US\$ 3.68 billion) in the mining sector over 2022-25.
- The Ministry of Mines of the Government of India has signed MoUs with different nations.
- The Ministry of Mines notified the Mineral Conservation and Development (Amendment) Rules in November 2021 to provide rules regarding conservation of minerals, systematic and scientific mining, and development of minerals in the country for environment protection.
- Steel Authority of India Ltd. (SAIL) and Central Public Sector Enterprises (CPSEs), under the Ministry of Steel, supplied 48,200 tonnes of steel for the Purvanchal Expressway, which was inaugurated by Prime Minister Narendra Modi on November 16, 2021.
- The National Steel Policy aims to boost per capita steel consumption to 160 kgs by 2030-31. The government has a fixed objective of increasing rural consumption of steel from the current 19.6 kgs per capita to 38 kgs per capita by 2030-31.

ROAD AHEAD

There is a significant scope for new mining capacities in iron ore, bauxite and coal and considerable opportunities for future discoveries of sub-surface deposits. Infrastructure projects continue to provide lucrative business opportunities for steel, zinc, and aluminium producers. Iron and steel make up a core component for the real estate sector. Demand for these metals is set to continue given strong growth expectations for the residential and commercial building industry.

The Government of India has also helped in the development of the metals and mining sector in India by launching key policy initiatives. The National Mineral Policy, which was approved by the government in February 2019, has ensured improved regulation and enforcement, more transparency, balanced social and economic growth, and sustainable mining techniques. The policy grants industry status to the mining activities and boost private sector funding.

Additionally, it aims to facilitate the merger and acquisition of mining companies, entice private sector involvement in exploration, and permit the transfer of mineral corridors created specifically for metals and mining leases. In the future, both increased domestic demand and exports are projected to play significant roles in driving the industry's expansion and its contribution to GDP growth in a post-covid environment.



SWOT ANALYSIS OF OUR COMPANY

STRENGTHS	WEAKNESSES
- Promoters are having due experience of the very industry. - Already established & satisfactorily operated business so far, since last 5 years. - Management has proved its strength to manage the business by available resources including finance. - Financial discipline and back up of the company is found satisfactory experienced by the banks. - The all locational advantages and internal and external facilities and amenities are also available to the project proposed. - Already having sufficient infrastructural facilities including plot of Land, Power connection, Manpower, etc. - Steady and continuous Sales Growth, since inception.	- Requirement of Finance to cater on National Level. - Limited Market Share & presence in few segments. - Competition prevails in the open market.
OPPORTUNITIES	THREATS
- Overall encouraging Govt. Policies for industries, especially Fertilizer industry. - Demand scenario of the products is encouraging in Domestic as well as in international market. - The established relationship with existing Customers will be proposed to be extended further and further and additional demand of products will facilitate the modernization and production thereby.	- The company will have to constantly be aware in respect to quality, timings & pricing to prevent the threat from existing competitors as well of future. - The Raw Material prices are volatile, mainly affected by Domestic Pricing and any change in near future may affect the economics of the Company as well as the projections. - Changes in government policies. - Rising labour wages.

SEGMENT – WISE OR PRODUCT WISE PERFORMANCE

The Company has delivered a satisfactory financial and operating performance for 2024 - 2025. The total revenue of your company from operations stood at ₹ 21,341.06 Lakhs for the financial year ended March 31, 2025 as against ₹ 8,004.73 Lakhs for the previous financial year. The Profit before tax from operations is ₹ 6,326.60 Lakhs for the current year as against ₹ 2,066.78 Lakhs in previous financial year. After making provision for tax, the net profit of your company is ₹ 4,701.91 Lakhs as against ₹ 1,546.61 Lakhs in the previous financial year. This growth is attributed to our strategic initiatives / investments and market positioning.

RISK AND CONCERN

The Company operates in the Challenging business environment and exposed with following risks which includes economic risk, competition risk, market risk, human resources risk and regulatory risk etc. Any unfavourable changes in the government policies and economic condition of the Indian & Global financial market impact the growth of the Company. In this competitive world, your Company faces competition from existing players and new entrants.

However, we have always considered competition as a favourable factor since it drives us further towards growth. The Company with its well diversified service offerings, nationwide reach, coupled with the latest technological infrastructure and strong risk management systems will facilitate continuous growth in the coming years Availability of skilled man power is the most important factor for the growth of the Company, your Company try to retain its skilled man power.

At a macro level, besides adverse geopolitical developments and rising global financial instability. These could affect the favourable combination of growth and inflation outcomes currently anticipated.

At the Micro level, there are “potential risks” to growth that arise out of the El Nino condition (unusual warming of surface waters in eastern Pacific Ocean), which could create drought conditions and lower agricultural output and raise prices.

Further technology expansions amongst the financial market intermediaries is a concern and can thus impact the performance of the company. The company is primarily exposed to interest rate risk, liquidity risk and operational risks.

During the year under review, both Financial as well as operational performance of the Company and the Group as a whole, has been affected for the reasons mentioned above in the segment wise performance.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company's internal control systems are adequate, operating effectively and are commensurate with the size of business and the same is provided through competent management, implementation of standard policies and processes, maintenance of an appropriate audit program with internal control environment, effective risk monitoring and management information systems. Moreover, the Company continuously upgrades these systems in line with the best available practices.

The Board of the Company has constituted an Audit Committee, which is headed by a Non-Executive Independent Director. The Audit Committee periodically reviews internal audit reports and brings to the notice of the Board any significant process deviations.

ANALYSIS OF FINANCIAL PERFORMANCE / DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The summary of previous two years financial results are given below:-

(₹ in Lakhs)

FINANCIAL HIGHLIGHTS	2024 - 2025	2023 - 2024
Income from operations	21,341.06	8,004.73
Net Profit after Tax	4,701.91	1,546.61

OPERATIONAL PERFORMANCE

The Company continued to focus on improving operational efficiency leading to better returns for the shareholders. Further, the company has significantly enhanced its operational performance by establishing prudent risk management framework.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONSHIP FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Human resource practices and policies at **OWAIS METAL AND MINERAL PROCESSING LIMITED (earlier known as Owais Metal and Mineral Processing Private Limited and Owais Ali Overseas Private Limited)** ensure that all employees, wherever they work, whatever their role is, are always treated equally, fairly and respectfully. We maintain consistent and transparent diversity policies.

Our human resource team believes in personnel management, which involves planning, organizing, directing and controlling of the recruitment and resource management, training & development, compensation, integration and maintenance of people for the purpose of contributing to organizational, individual and social goals.

People power is one of the pillars of success of company. As on March 31, 2025, the Company employs 101 employees. Going ahead, the Company aims to retain and develop the existing employees and align their goals with the common business vision and mission.

THE DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

During the financial year, the details of significant change in the key financial ratios i.e. change of more than 25.00 % as compared to the previous year along with the detailed explanation is summarized below on standalone basis:

S.R. NO.	KEY FINANCIAL RATIOS	2024 - 2025	2023 - 2024	CHANGES IN %	REASONS FOR CHANGE
1	Debtors Turnover Ratio	3.82	7.43	-48.68%	Due to increase in working capital cycle
2	Inventory Turnover Ratio	3.46	3.51	-1.26%	Due to increase in working capital cycle
3	Interest Coverage Ratio (in times)	36.17	13.71	164.0%	Due to increase in working capital cycle
4	Current Ratio	2.18	3.80	-42.65%	Due to an increase in debtors and investments
5	Debt Equity Ratio (in times)	0.23	0.20	14.60%	Due to high profitability which increases the reserve
6	Operating Margin (in %)	0.297	0.293	3.20%	Profitability increases due high sell volume
7	Net Profit Margin (in %)	0.22	0.19	14.03%	Profitability increases due high sell volume

The Return on Net Worth during the financial year 2024 - 2025 was 42.10% as compared to 23.64% in financial year 2023 - 2024. The Return on Net Worth has improved compared to the previous financial year, driven by increased profitability and better operational efficiency. This positive change reflects our strategic initiatives and strong market position.

CAUTIONARY STATEMENT

Statement made in the Management Discussion and Analysis describing the various parts may be “forward looking statement” within the meaning of application securities laws and regulations. The actual result may differ from those expectations depending upon the economic conditions, changes in Government regulation and amendments in tax laws and other internal and external factors.

ROUTE MAP OF THE VENUE OF 3RD ANNUAL GENERAL MEETING

OWAIS METAL AND MINERAL PROCESSING LIMITED

(earlier known as Owais Metal and Mineral Processing Private Limited and Owais Ali Overseas Private Limited)

Address: Hotel Samta Sagar Palace, Mhow Rd, near Bus Stand, Samta Nagar, Ratlam- 457001, Madhya Pradesh, India

