

# VMS TMT LIMITED

Regd. Off. & Factory:

Survey No. 214, Nr. Water Tank,  
Village – Bhayla, Tal. Bavla. Dist. Ahmedabad-382220.  
Email: [vmsind@gmail.com](mailto:vmsind@gmail.com) , [info@vmsil.in](mailto:info@vmsil.in)  
Tel: 6357585711 CIN No. U27204GJ2013PLC074403  
Website: [www.vmstmt.com](http://www.vmstmt.com)

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## **NOTICE TO SHAREHOLDERS**

**NOTICE** is hereby given that the 11<sup>th</sup> Annual General Meeting of the Members of M/s. VMS TMT Limited will be held as under:

**Day:** Monday

**Date:** 30/09/2024

**Time:** 11.00 am

**Place:** Survey No. 214, Nr. Water Tank, Village – Bhayla, Tal. Bavla. Dist. Ahmedabad-382220

to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Statement of the Company including Balance Sheet as at 31st March, 2024, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Directors' and the Auditors' Report thereon.
2. To appoint a director in place of Mr. Manojkumar Jain (DIN: 02190018) who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of the Statutory Auditor and fix their remuneration:

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

**"RESOLVED THAT** pursuant to the provision of Section 139, 142 and other applicable provision, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company be and is hereby re-appointed M/s. Suresh Chandra & Associates (Firm Reg. No. 001359N), Chartered Accountant, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 16<sup>th</sup> Annual General Meeting of the Company to be held in year 2029 to examine and audit the accounts of the Company till the Financial Year 2028-29 at such remuneration plus GST, excluding out-of-pocket, travelling, and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditor."

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all the acts, deeds and things as are required to give effect to this resolution and to file the necessary E-forms in this regard."

**SPECIAL BUSINESS:**

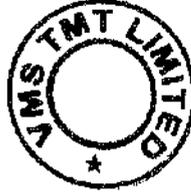
**4. To Ratify Cost Auditors' Remuneration:**

To consider ratification of Cost Auditors' Remuneration and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

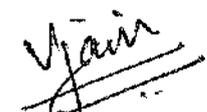
**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Anuj Aggarwal & Co., Cost Accountants, (FRN: 102409) appointed by the Board of Directors of the Company on recommendation of Audit Committee to conduct the audit of the cost records maintained by the Company for the financial year 2024-25, for remuneration of ₹ 25,000/- (Rupees Twenty Five Thousand Only) (plus taxes and re-reimbursement of out-of-pocket expenses) be and is hereby ratified and confirmed".

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**BY ORDER OF BOARD OF DIRECTORS  
VMS TMT LIMITED**



Place: Bhayla  
Date: 02.09.2024

  
VARUN MANOJKUMAR JAIN  
MANAGING DIRECTOR  
DIN: 03502561

## **NOTE**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and proxy need not be a member. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in aggregate not more than 10% (Ten percent) of the total share capital of the Company. Proxies submitted on behalf of corporate members must be supported by an appropriate resolution/authority, as applicable
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts is annexed hereto
3. Proxy in the prescribed Form No. MGT - 11 as enclosed herewith, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (Forty-Eight) hours before the time of holding this Annual General Meeting ("AGM").
4. Pursuant to Section 113 of the Companies Act, 2013 (the "Act") and rules framed thereunder, the corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorising their representative(s) to attend and vote, on their behalf, at the AGM.
5. Members who have not registered their e-mail id so far are requested to register their e-mail id for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form
6. Members/Proxies are requested to bring the Attendance Slip duly filled in at the AGM venue.
7. The Register maintained under Section 170 and Section 189 of the Act, will be available at the registered office of the company for inspection by the members during the AGM.
8. The route map of the Registered Office of the Company forms part of the notice.
9. Information as required under regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) in respect of directors seeking re-appointment / appointment:

Name of director	<b>Mr. Manojkumar Jain (DIN: 02190018)</b>
Date of Birth	18/12/1961
Age	62 Years
Nationality	Indian
Qualification & experience / brief resume / Nature of Expertise in functional area	<b>Manojkumar Jain</b> , aged about 62 (sixty-two) years is the Promoter and Non-Executive Director of our Company. He has been associated with our Company since May 25, 2014. He is a commerce graduate from Kanpur University and a qualified Chartered Accountant. He has 22 (twenty-two) years of experience in diverse sectors

	like ship breaking and recycling, TMT bar manufacturing, offshore activities, automobiles and finance. Presently, he is also a director in VMS Industries Limited, Luxierge Media Private Limited and VMS Autolink Private Limited. He is also a partner in Entrepot B Developers, Yohaan Enterprises and Eternal Automobiles.
Terms and Conditions of Re-appointment	The director is liable to retire by rotation and offers himself for re-appointment
Remuneration Last Drawn	Rs. 8,00,000 for Month August, 2024
Remuneration proposed to be paid	-
Original Date of appointment on Board	25/05/2014
No. of Shares Held in the Company / Shareholding	1,02,81,250
Relationship with other Directors / Key Managerial Personnel	He is Father of Mr. Varun Manojkumar Jain, Managing Director
No. of Meetings of Board attended during the year 2023-24	11
Directorship of Other Companies	VMS Industries Limited VMS Autolink Private Limited Luxierge Media Private Limited
Chairmanship / Membership of Committees of other Companies	Member of Audit Committee of VMS Industries Limited.
Listed entities from which the person has resigned in the past three years	-

**Explanatory Statement pursuant to the Section 102(1) of the Companies Act, 2013**

**Item No 4:**

M/s. Anuj Aggarwal & Co., Cost Accountants, (FRN: 102409) has been appointed, on recommendation of the Audit Committee, as the Cost Auditor of the Company by the Board of Directors to conduct the cost audit of the cost records for the financial year ending on 31<sup>st</sup> March, 2025 at a remuneration of Rs. 25,000/-.

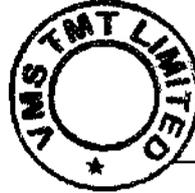
In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditor) Rules, 2014, the remuneration payable to the Cost Auditors recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing Ordinary Resolution as set out in the Item No. 4 of the notice for ratification of the remuneration of the Cost Auditor for the financial year ending on 31<sup>st</sup> March, 2025.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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

**BY ORDER OF BOARD OF DIRECTORS  
VMS TMT LIMITED**



*V Jain*

**VARUN MANOJKUMAR JAIN  
MANAGING DIRECTOR  
DIN: 03502561**

Place: Bhayla  
Date: 02.09.2024

**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

Name of the member(s): Registered Address: E-mail Id: Folio No./Client Id DP ID:	
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I/We, being the member(s) of VMS TMT LIMITED, holding shares of the above-named company, here by appoint:

1. Name:  
Address:  
E-mail Id:  
Signature: \_\_\_\_\_ or failing him
  
2. Name:  
Address:  
E-mail Id:  
Signature: \_\_\_\_\_

As my / our proxy to attend and vote for me / us and on my /our behalf at the Annual General Meeting to be held on Monday, 30th September, 2024 at 11:00 A.M. at the registered office of the company/through video conferencing and at any adjournment thereof in respect of such resolutions as are indicated below:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Statement of the Company including Balance Sheet as at 31st March, 2024, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Directors' and the Auditors' Report thereon.
2. To appoint a director in place of Mr. Manojkumar Jain (DIN: 02190018) who retires by rotation and being eligible, offers herself for re-appointment.
3. Appointment of the Statutory Auditor and fix their remuneration.
4. To Ratify Cost Auditors' Remuneration.

Signed this..... day of.....2024

Affix Re.1/- Revenue stamp
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\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxyholder(s)

**Note:** This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the company, not less than 48 hours before the commencement of the meeting

## **ATTENDANCE SLIP**

Regd. Folio No. ....

\*\* DP ID .....

\*\* Client ID .....

### **Annual General Meeting – 30/09/2024**

I certify that I am a Member/ Proxy for the Member of the Company.

I hereby record my presence at the Annual General Meeting of the Company held on Monday, 30th September, 2024 at 11:00 A.M. at the Registered Office of the Company situated Survey No. 214, Vill. Bhayla, Tal. Bavla Dist. Ahmedabad, Bhayla - 382220 Gujarat, India.

\_\_\_\_\_  
\*Member's/ Proxy's Name in Block Letter

\_\_\_\_\_  
\*Member's/ Proxy Signature

**Note:**

1. Member/ Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
2. The copy of the Notice may please be brought to the Meeting Hall.

\* Strike out whichever is not applicable.

\*\* Applicable only in case of investors holding shares in Electronic Form.

**Registered Post**

To,

*If undelivered, please return to:*

**VMS TMT LIMITED**

Address: Survey No 214 Vill Bhayla, Tal Bavla Dist Ahmedabad, Bhayla - 382220, Gujarat,  
India.

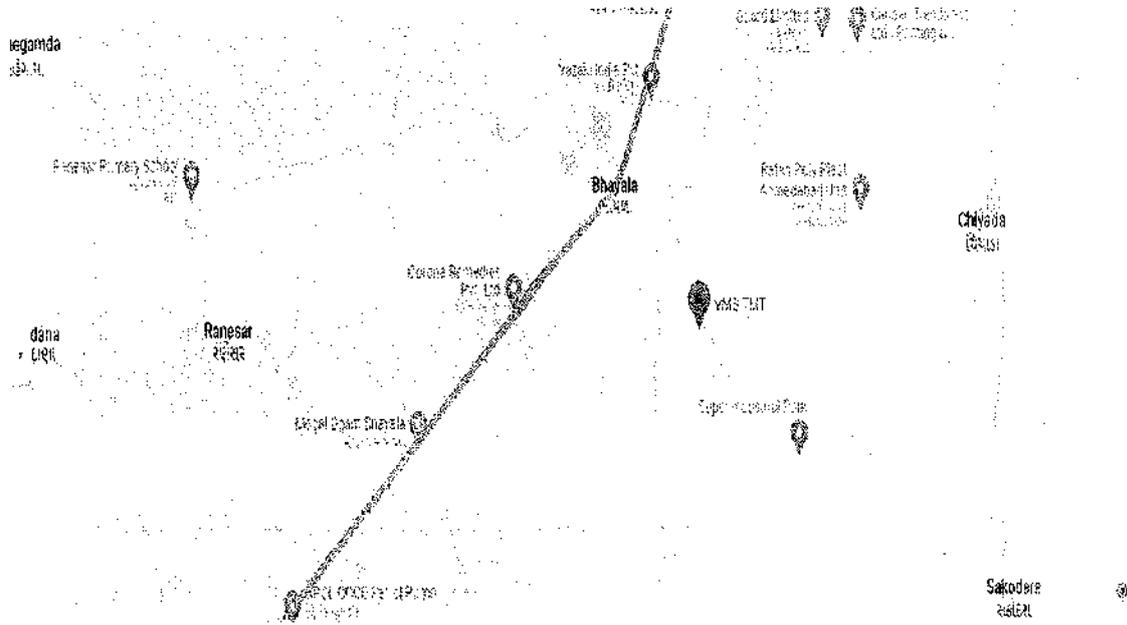
**CIN: U27204GJ2013PLC074403**

**Phone: 6357585711**

**E-mail Id.: info@vmsil.in**

## Annual General Meeting of VMS TMT Limited

Venue: Survey No. 214, Vill. Bhayla, Tal. Bavla Dist. Ahmedabad, Bhayla - 382220 Gujarat, India



## DIRECTORS' REPORT

To  
The Members,  
VMS TMT LIMITED  
(Formally known as VMS TMT Private Limited),  
Survey No 214 Bhayla Village Bhayla, Nr. Water Tank,  
Ahmedabad, Bavla, Gujarat, India, 382220

Your Directors are pleased to present the Director's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended 31<sup>st</sup> March, 2024.

### FINANCIAL HIGHLIGHTS:

The highlights of the financial results for the financial year 2023-24 are as follows:

PARTICULARS	(Rs. In Lacs)	
	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
Revenue From Operations	87,295.76	88,201.35
Other Income	21.08	4.26
<b>Total Income</b>	<b>87,316.85</b>	<b>88,205.61</b>
Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation	4,136.13	2230.94
Less: Financial expenses	1847.49	1291.88
Operating profit before Preliminary expenses, Depreciation & Taxation	2,288.64	939.06
Less: Depreciation & Preliminary expenses written off	349.37	356.52
<b>Profit before Taxation</b>	<b>1,894.27</b>	<b>582.54</b>
Less : Provision for Taxation		
Current Tax	379.63	15.14
Deferred Tax	194.63	(133.25)
Mat Tax	(7.68)	-
<b>Profit after Taxation</b>	<b>1,327.69</b>	<b>434.15</b>

### REVIEW OF OPERATIONS:

The Company was incorporated on 09<sup>th</sup> April, 2013. Your company is engaged in manufacturing of thermo-mechanically-treated (TMT) bars.

The demand for TMT bars is growing due to the construction industry's expansion and the need for steel in infrastructure development. India's TMT bar market is expected to grow significantly between 2022 and 2030. In FY23, India consumed 50.3 million tonnes of TMT bars, which is up from 46 million tonnes in the previous fiscal year.

The Company has reported income from operation during the year is Rs. 87,295.76 lakhs as compared to the previous year's income from operation of Rs. 88,201.35 lakhs. The Company has earned net Profit before tax of Rs. 1,894.27 lakhs as against previous year's net Profit before tax of Rs. 582.54 lakhs and Profit after tax of Rs. 1,327.69 Lakhs and as against previous year's net profit after tax of Rs. 434.15 Lakhs.

#### **THE AMOUNTS WHICH IT PROPOSES TO CARRY TO ANY RESERVES:**

The board has decided not to transfer the amount to any reserves during the year under review.

#### **INITIAL PUBLIC OFFER:**

Initial Public Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on July 22, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on 24/07/2024. The company will file the Draft Red Herring Prospectus with SEBI, BSE and NSE for in-principle for listing.

#### **CAPITAL STRUCTURE OF THE COMPANY:**

The company has authorized share capital of Rs. 51 Crores i.e. 5,10,00,000 equity shares of Rs. 10 each and paid up capital Rs. 1,333.71 Lakhs i.e. 1,33,37,124 Equity Shares of Rs. 10 each.

#### **THE CHANGE IN THE NATURE OF BUSINESS:**

There is no change in the Nature of Business during the financial year under review.

#### **DIVIDEND:**

Looking to the requirement of the funds for internal growth of the Company, the Board of Directors of the Company have decided not to recommend any dividend for the year ended on 31st March, 2024.

#### **SUBSIDIARY COMPANIES:**

During the year under review, The Company does not have any Subsidiary/ Associate Company/Joint Venture Company/Holding Company at the year ended 31<sup>st</sup>March, 2024.

**DEPOSITS:**

The Company has not invited/accepted any Deposit within the meaning of Chapter V of the Companies Act, 2013 other than exempted deposit as prescribed under the Companies Act, 2013. Hence there are no particulars to report about the deposit falling under Rule 8 (5) (v) and (vi) of Companies (Accounts) Rules, 2014.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The detail of the investments made by company, if any is given in the notes to the financial statements.

**DISCLOSURE RELATING TO EQUITY SHARES WITH DIFFERENTIAL RIGHTS:**

The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is required to furnish.

**DISCLOSURE RELATING TO SWEAT EQUITY SHARES:**

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**DISCLOSURE RELATING TO EMPLOYEE STOCK OPTION SCHEME AND EMPLOYEE STOCK PURCHASE SCHEME:**

The Company does not have any Employee Stock Option Scheme or Employee Stock Purchase Scheme. Hence no information as per the provisions of Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

**DISCLOSURES IN RESPECT OF VOTING RIGHTS NOT DIRECTLY EXERCISED BY EMPLOYEES:**

There are no shares held by trustees for the benefit of employees and hence no disclosure under Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 has been furnished.

**INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:**

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through

various policies, procedures and certifications. The processes and controls are reviewed periodically. The Company's internal control system is commensurate with its size, scale and complexities of its operations.

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

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND:**

During the year under review, the provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid in last seven years so the Company was not required to transfer any amount to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to the provision of Section 125 (e) of the Companies Act, 2013 as there is no amounts unclaimed for a period of 7 years from the date it became due for repayment.

**CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:**

The Company has taken precautionary steps for conservation of energy & technology absorption by implementing various measures & efforts which improve the productivity of the machineries, improve quality of a product, reduce the cost of a manufacturing and no specific investment has been made in reduction in energy consumption.

**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

During the period under review foreign exchange earnings or out flow reported as follow:  
(Rs. in Lacs)

Particulars	Amount In Foreign currency
Out Flow	NIL
Earning	NIL

**VIGIL MECHANISM:**

Pursuant to Section 177(9) of the Companies Act, 2013, the company has adopted Whistle Blower Policy to deal with any instance of fraud and mismanagement. The employees of the company are free to report violations of any laws, rules, regulations and concerns about unethical conduct to the Audit Committee under this policy. The policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination with any person for a genuinely raised concern. No complaint received during the financial year under review.

#### **INDUSTRIAL RELATIONS:**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

#### **BOARD MEETINGS:**

The Board of Directors met 11 times during the financial year ended March 31, 2024 in accordance with the provisions of the Companies Act, 2013 and rules made there under and the gap between two consecutive meetings was not more than one hundred and twenty days as provided in Section 173 of the Companies Act, 2013.

Dates of Board meeting are as follows:

01.04.2023, 10.04.2023, 03.05.2023, 14.06.2023, 07.08.2023, 21.08.2023, 26.08.2023, 16.10.2023, 10.11.2023, 29.02.2024 and 29.03.2024

All the Directors actively participated in the meetings and provided their valuable inputs on the matters brought before Board from time to time.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Manojkumar Jain (DIN: 02190018), retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your directors recommend his re-appointment.

Mr. Manojkumar Jain (DIN: 02190018), Mr. Rishabh Sunil Singhi (DIN: 09342922) and Mr. Varun Manojkumar Jain (DIN: 03502561) are the Directors of the company and there is no appointment or resignation of Directors during the year under review. The provisions regarding appointment of Company Secretary of the company become applicable to the company w.e.f. 31.03.2023 however the company is in search of right candidate for the same.

After closure of financial year under review following changes are made in composition of Board and KMP:

1. Mr. Varun Manojkumar Jain (DIN: 03502561) designated as Chairman and Managing Director w.e.f. 03<sup>rd</sup> May, 2024
2. Mr. Rishabh Sunil Singhi (DIN: 09342922) Designated as Whole Time Director w.e.f. 03<sup>rd</sup> May, 2024
3. Appointed Mr. Vivek Dinesh Nathwani (DIN: 09791683), Mrs. Jasmin Jaykumar Doshi (DIN: 08686876) and Mr. Vinodkumar Bhanwer Singh (DIN: 10454743) as Additional Independent Directors of the company w.e.f. 03<sup>rd</sup> May, 2024 and regularized on 11<sup>th</sup> May, 2024.
4. Appointed Mr. Vikram Babubhai Patel as Chief Financial Officer w.e.f. 03<sup>rd</sup> May, 2024
5. Appointed Mr. Vijay Boliya as Company Secretary w.e.f. 03<sup>rd</sup> May, 2024

**DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provisions of the Section 134 of the Companies Act, 2013, the directors confirm that:

- a) in the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) they 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) they have prepared the annual accounts on a going concern basis; and
- e) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**RELATED PARTY TRANSACTIONS:**

All the transactions/contracts/arrangements of the nature as specified in Section 188(1) of the Companies Act, 2013 entered by the Company during the year under review with related party

(ies) are in ordinary course of business and on arm's length. AOC-2 is forming part of this report as **Annexure I**.

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

- The provision of section 135 of Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Rule 9 of the Companies (Accounts) Rules, 2014 for implementing Corporate Social Responsibility Policy, constitute committee and expenditure thereof is **Applicable** to the Company. During the year, the Company has paid Rs. 7,00,500/- towards Corporate Social Responsibilities Expenses. Annual Report on CSR has been attached herewith as **Annexure II**.

#### **AUDITORS:**

M/s. Sunil Poddar and Co, Chartered Accountant, Ahmedabad having FRN: 110603W was appointed as a Statutory Auditors of the Company to hold the office till the conclusion of 15<sup>th</sup> Annual General Meeting of the Company as per the provision of Section 139 of the Companies Act, 2013. However, M/s. Sunil Poddar and Co, Chartered Accountant resigned as statutory auditor of the Company w.e.f. 12<sup>th</sup> March, 2024 due to pre-occupation. The Board in their meeting held on 29<sup>th</sup> March, 2024 appointed M/s. Sureshchandra & Associates, Chartered Accountants having Firm Registration no. 001359N as statutory auditor of the company to fill the casual vacancy and they will hold the office of statutory auditor of the company till the conclusion of 11<sup>th</sup> AGM to be held in the year 2024. Further members of the company has approved their appointment in their extra ordinary general meeting held on 04<sup>th</sup> June, 2024 based on board recommendation.

The report given by the Statutory Auditors on the financial statements of the Company is a part of the Annual Report.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their report. There were no frauds reported by the auditors under sub section 12 of Section 143 of the Companies Act, 2013.

Observations of the auditors in their report together with the notes on accounts are self-explanatory and therefore, in the opinion of Directors, do not call for any further explanation.

#### **COST RECORDS AND COST AUDIT:**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with relevant rules made thereunder, maintenance of cost records is required and accordingly such accounts and records are made and maintained by the Company. The cost audit for the financial year 2023-

24 was carried out in time, and the Cost Audit Report with requisite data, in the prescribed form CRA-4, has already been filed with Ministry of Corporate Affairs (MCA) within the permissible time, last year.

Further, in accordance with the said applicable provisions, the audit of the cost records, the Cost Auditors M/s. Anuj Aggarwal & Co., Cost Accountants, (FRN: 102409) appointed for the same for financial year 2023-24.

The Cost Audit Report will be filed on or before the due date with the MCA in due course of time after the same is approved by the Board of Directors of the Company within the permissible timeline.

**INTERNAL AUDITOR:**

The Board of Directors had appointed M/s. N R Kalal & Associates, Chartered Accountants (FRN: 149215W), as Internal Auditors of the Company for the Financial Year 2023-24.

**SECRETARIAL AUDITOR AND EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY SECRETARIAL AUDITOR:**

The company has been converted from Private Limited to Public Limited therefore the provision of Section 204 of the Companies Act, 2013 become applicable to the company regarding secretarial audit and the Board has appointed M/s. Umesh Ved and Associates, Company Secretaries as secretarial Auditor of the company. The secretarial auditor has submitted the Audit Report in form MR-3 which contained few comments/qualification/observation which are as follows along with explanations or comments by the board on qualification and comments. The Secretarial Audit Report is forming part of this report as **Annexure III**.

<b>Qualification, Reservation or Adverse Remark or Disclaimer</b>	<b>Explanations or Comments by the board</b>
The company has failed to appoint a Company Secretary during the year under review as required under the Companies Act, 2013.	The said non-compliance occurred due to search of right candidate as reasonable salary commensurate with the size of Company for the position of Company Secretary as the company factory located at small village named "Bhavia" far away from near city Ahmedabad. However, the said default was made good by appointing Mr. Vijay Boliya as Company Secretary of the company w.e.f

	03.05.2024. Further the board has approved to file the compounding application before ROC Gujarat for compounding of offence.
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**COMPLIANCE WITH THE SECRETARIAL STANDARDS:**

The Company has complied with all the provisions of Secretarial Standards on Board Meetings and General Meetings issued by the Institute of Company Secretaries of India.

**ENVIRONMENT AND SAFETY:**

The company understands the value of operating in an ecologically friendly and safe manner. The Company's philosophy mandates that activities be carried out in such a way that all parties involved are safe, environmental standards are followed, and natural resources are preserved.

**ANNUAL RETURN ON WEBSITE:**

Pursuant to Section 92 of the Act read with the applicable Rules, the Annual Return for the year ended 31st March, 2024 will be accessed on the Company's website at <https://vmstmt.com/annual-returns/>.

**THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:**

During the year under review, there were no applications made or proceedings pending in the name of Company under the Insolvency and Bankruptcy Code, 2016.

**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:**

During the year under review, there has been no one time settlement of loans taken from the Banks or Financial Institutions.

**BUSINESS RISK MANAGEMENT:**

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organization from various risks through adequate and timely actions. The Company has implemented various policies from ground level to the top level management

for identifying the risk, measuring the same and takes corrective measures for managing the risk.

In the opinion of the Board there has been no identification of element of risk that may threaten the existence of the Company.

**PARTICULARS OF EMPLOYEES:**

There are no employees who are in receipt of remuneration in excess of ceilings prescribed under Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**AUDIT COMMITTEE:**

During the year under review, as per the provision of Section 177 of the Companies Act, 2013 and rules made there under, not applicable to the company during the financial year under review.

**NOMINATION AND REMUNERATION OF COMMITTEE:**

As per the provision of section 178(1) of the Companies Act, 2013 and rules made there under, not applicable to the company during the financial year under review.

**A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149:**

The Provision of section 149(4) are not applicable to the company, thus no Independent Director was appointed during the Financial Year under review.

**DISCLOSURE UNDER SECTION 164(2) OF THE COMPANIES ACT, 2013:**

The Company has received the disclosure in Form DIR-8 from its Directors being appointed or re-appointed and has noted that none of the Directors are disqualified under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

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

Not applicable during the year under review.

**EVALUATION OF BOARD PERFORMANCE:**

The Company has taken various measures for obtain commitment by all board members to the process of performance evaluation by means of set performance criteria, plan the process and gather the information, discuss and interpret the data, develop a plan of follow-up; identify areas for change and set goals for effective performance of the board members & individual Director also. After performance evaluation, the board has view that the performance of Board and Individual board member is satisfactory.

**CONVERSION OF COMPANY FROM PRIVATE COMPANY TO PUBLIC COMPANY:**

The company is converted from private company to public company w.e.f. 01<sup>st</sup> December, 2023.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

The board in their meeting held on 22<sup>nd</sup> July, 2024 has approved Initial public offering of equity shares of the company subject to approval of members thereafter the members in their meeting held on 24<sup>th</sup> July, 2024 approved the same. The company is going to be listed on BSE and NSE main board platform. This change will not affect the financial position of the company however it will strengthen the financial position of the company.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

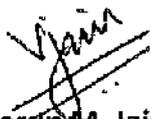
**ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the 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.

**For and on behalf of the Board**

**VMS TMT LIMITED**

**(Formally known as VMS TMT Private Limited)**



**Vardn M. Jain**  
**Chairman & Managing Director**  
**DIN: 03502561**



**Rishabh Sunil Singhi**  
**Whole Time Director**  
**DIN: 09342922**

**Date: 02/09/2024**

**Place: Bhayia**

**Annexure I**

**FORM NO. AOC -2**

**FY 2023-24**

**(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 transaction under third proviso thereto.

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

<b>S L N o.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	<b>NA</b>
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

<b>S L N o.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	<b>VMS Industries Limited</b>
b)	Nature of contracts/arrangements/transaction	Taking Property on rent
c)	Duration of the contracts/arrangements/transaction	11 Months 29 days

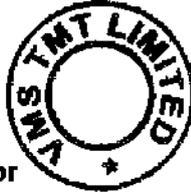
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	As per Rent Agreement
e)	Date of approval by the Board	01/04/2023
f)	Amount paid as advances, if any	-

For and on behalf of the Board

VMS TMT Limited  
(Formally known as VMS TMT Private Limited)



Varun M. Jain  
Chairman & Managing Director  
DIN: 03502561



Rishabh Sunil Singhi  
Whole Time Director  
DIN: 09342922

Date: 02/09/2024  
Place: Bhayla

## **Annexure II**

### **ANNUAL REPORT ON CSR ACTIVITIES**

**FOR FINANCIAL YEAR ENDING ON 31/03/2024**

#### **1. Brief outline on CSR Policy of the Company:**

The policy aims to contribute towards sustainable development of the society and environment to make planet a better place for future generations. The philosophy of CSR is imbibed in our business activities and social initiatives taken in the local area. The CSR Policy is formulated in accordance with the provisions of section 135 of the Companies Act, 2013 and rules made thereunder and other applicable laws to the company.

#### **Content of Policy:**

Focus Areas:

While the company may undertake CSR activities in any areas listed under Schedule VII of the Companies Act, 2013, the focus areas of CSR activities should be on the following aspects:

(i) Health Camps

(ii) Environment protection

(iii) Rain Water Harvesting

(iv) Rural Transformation/Development

(v) Safe Drinking Water

(vi) Promoting education, including special education and employment enhancing vocation skills

(vii) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans.

#### **2. Composition of CSR Committee:**

As the Company fall under the criteria mentioned in the provision of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, however as per sub-section 9 of section 135 of the Companies Act, 2013 where the amount to be spent by a company under sub-section (5) of Section 135 of the Companies Act, 2013 does not exceed fifty lakh rupees, the requirement for constitution

of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of such company.

As in the financial year 2023-24 the CSR amount to be spent by the Company is below Rs. 50 lakhs, the Company has not constituted the Corporate Social Responsibility Committee and all the functions have been discharged by the Board of Directors of the Company.

The Board has constituted the CSR committee on 03<sup>rd</sup> May, 2024 with following members:

Name of Member	Designation in Company	Designation in committee
Varun Jain	Managing Director	Chairman
Rishabh Singhi	Whole Time Director	Member
Vinodkumar Singh	Independent Director	Member

**3. 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:**

Web-link for policy: <https://vmstmt.com/policies/>

Web Link for CSR Projects: <https://vmstmt.com/policies/>

**4. 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: Not Applicable**

**5. (a) Average net profit of the company as per sub-section (5) of section 135: Rs. 5,18,75,693/-**

**(b) Two percent of average net profit of the company as per sub-section (5) of section 135: Rs. 10,37,514/-**

**(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: Rs. 31/-**

**(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 10,37,483/-**

**6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): (Amount in Rs.)**

(1)	(2)	(3)	(4)		(5)	(6)			(7)	(8)
S. No	CSR project	Sector in	Projects or	Specify the	Amount t outlay	Amount spent on	Direct	Overhead s	Cumulativ e	Amount spent:

	or activity identified	which the Project is covered	programs (1) Local area or other	State and district where projects or programs was undertaken	(budget ) project or programs wise	the projects or programs	expenditure on projects or programs.		expenditure upto to the reporting period.	Direct or through implementing agency*
1.	Providing Education	Promoting education, including special education.	Local	Ahmedabad, Gujarat	10,45,000	10,45,000	Indirect	Nil	10,45,000	Implementing agency  Shri Umiya Education and Charitable Trust  CSR Reg. No.: CSR00032772

**(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)]: Rs. 10,45,000**

**(e) CSR amount spent or unspent for the Financial Year:**

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (In Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (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
10,45,000	Not Applicable				

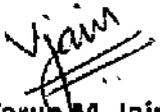
**(f) Excess amount for set-off, if any:**

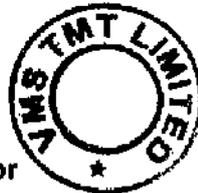
Sl. No.	Particular	Amount (in Rs.)
(1)	(2)	(3)
1.	Two percent of average net profit of the company as per sub-section (5) of section 135	10,37,514/-
2.	Total amount spent for the Financial Year	7,00,500
3.	Excess amount spent for the Financial Year [(ii)-(i)]	7,486/-
4.	Surplus arising out of the CSR projects or programs or activities of the previous Financial Years, if any	-
5.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	7,486/-

2. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: Not Applicable
3. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No
4. 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

For and on behalf of the Board

VMS TMT Limited  
(Formally known as VMS TMT Private Limited)

  
Varun M. Jain  
Chairman & Managing Director  
DIN: 03502561



  
Rishabh Sunil Singhi  
Whole Time Director  
DIN: 09342922

Date: 02/09/2024  
Place: Bhayla

## **VMS TMT PRIVATE LIMITED**

### **CORPORATE SOCIAL RESPONSIBILITY POLICY**

#### **BACKGROUND**

In compliance with the requirements of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, the Company is, inter alia, required to:

- (i) Constitute a Board Committee to formulate and recommend to the Board a Corporate Social Responsibility (CSR) Policy, recommend the amount of CSR expenditure and monitor the CSR activities of the Company from time to time.
- (ii) Ensure that the Company spends, in every financial year, at least two per cent of the average Net Profits calculates per Section 198 of the Companies Act, 2013, made during the three immediately preceding financial years, in pursuance of its CSR Policy.

#### **PHILOSOPHY**

Corporate Social Responsibility (CSR) is a public-spirited cause that has been well introduced by the new Companies Act, 2013. Through the CSR there is a formation of a dynamic relationship between a company on one hand and the society and environment on the other. CSR is traditionally driven by a moral obligation and philanthropic spirit which resonates with the policy of the Company

#### **FOCUS AREAS**

The main responsibilities of the Company towards society at large are to eradicate hunger, poverty and malnutrition; promote preventive health care and sanitation and making available safe drinking water, promoting gender equality and empowering women and programs mentioned In the Schedule VII of the Companies Act, 2013.

#### **APPLICABILITY OF THE POLICY**

1. The Company's CSR Policy has been developed in conformity with the provisions of Section 135 of the Companies Act, 2013 (referred to as the Act in this Policy) and in accordance with the CSR Rules (hereby referred to as the Rules) notified by the Ministry of Corporate Affairs, Government of India.
2. This Policy shall apply to all CSR initiatives and activities taken up at the various locations in India, preferably in the vicinity where the Company carries out its business operations and for the benefits of different segments of the society, specifically the deprived and under-privileged.

#### **OBJECTIVE OF THE CSR POLICY**

- To ensure that the Company is committed to operate its business in an economically, socially

and environmentally sustainable manner, while recognizing the interests of all its stakeholders.

- To take up programmes that benefit the communities in and around its work centres and over a period of time, results in enhancing the quality of life of the people in the area of its business operations.

- To generate a community goodwill for the Company and help reinforce a positive and socially responsible image of Company as a good corporate citizen of the Country.

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE COMPOSITION:**

The Corporate Social Responsibility Committee ('CSR Committee') shall consist of three or more Directors amongst whom at least one shall be an Independent Director. The Committee may formulate a CSR Sub-Committee with such other Directors / Executives of the Company from time to time as it may deem necessary and expedient. The Company Secretary shall act as the Secretary to the Committee.

#### **MEETINGS:**

The Committee shall hold meeting as and when required, to discuss various issues on implementation of the CSR Policy of the Company. The members would strive to hold at least one or more meetings in a financial year.

The Committee shall periodically review the implementation of the CSR Programmes and issue necessary direction from time to time to ensure orderly and efficient execution of the CSR programmes in accordance with this Policy. It would be the responsibility of the CSR Committee to periodically keep the Board apprised of the status of the implementation of CSR activities.

#### **ROLE OF CSR COMMITTEE:**

- a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 (as amended from time to time).
- b) To recommend the amount of expenditure to be incurred on the activities in a financial year.
- c) To monitor the Corporate Social Responsibility Policy of the company from time to time.
- d) Any other matter/thing as may be considered expedient by the Members of the Committee in furtherance of and to comply with the CSR Policy of the Company

#### **RESPONSIBILITIES OF THE BOARD**

The Board shall:

- Form a CSR Committee and disclose the composition of the CSR Committee.
- Approve the CSR Policy after taking into account the recommendations made by

the CSR Committee.

- Place the CSR Policy on the Company's website.
- Ensure implementation of the activities under CSR
- Ensure expenditure of requisite amount on CSR every year as per law.
- Disclose reasons for not spending the amount (if applicable) in the Annual Report to the Shareholders of the Company.
- Ensure that the administrative overheads are not more than 5% of the total CSR Expenditure.
- Ensure that the funds so disbursed have been utilized for the purposes and in the manner as approved by Board / CSR Committee and the Chief Financial Officer shall certify to the effect.
- Approve transfer of unspent CSR Amount in accordance with the law. The Accounts and Finance Team of the Company shall prepare the statement of spent and unspent CSR amounts and shall assist and facilitate for transfer of the same.

### **CSR PROGRAMMES/PROJECTS**

The Company would focus the CSR activities around following thrust areas:

- A. Education,
- B. Sports,
- C. Any other program, which the committee shall deem fit as per Schedule VII of the Companies Act, 2013.

### **PARTNERSHIPS TO IMPLEMENT THE PROGRAMMES**

Collaborative Partnerships may be formed with the Government Agencies, the village Panchayats, NGOs and other like minded stakeholders. This would help widen the Company's reach and leverage upon the collective expertise, wisdom and experience that these partnerships bring to the table.

### **CRITERIA FOR IDENTIFYING EXECUTING PARTNERS**

In case of programme execution by NGOs/Voluntary organizations the following minimum criteria should be required to be ensured:

1. The NGO / Agency must have a permanent office / address in India.
2. The NGO should be a registered public Trust or a Society having a duly executed Trust Deed / Memorandum of Association.
3. It should have registration Certificates under Section 12A, Section 80G, etc. of the Income Tax Act, 1961, registration under FCRA (wherever mandatory) and other applicable registrations.
4. It should have a Permanent Account Number (PAN).
5. Last 3 years audited statement of accounts.

6. Last 3 years income tax return.
7. Last 3 years FC return (applicable to organizations with FCRA registration).
8. The antecedents of the NGO / Agency are verifiable / subject to confirmation.
9. Should have a team of professional expertise and system to maintain Books of Accounts and to generate necessary Reports on the supported programmes.
10. No tie-up with the Competition of the Company.

Provided that in case of any amendment in the Act / the Rules specifying any criteria for implementing agencies, the same shall be applicable in addition to the above criteria (to the extent applicable). Provided also that the CSR Committee may waive one or more of the above criteria on case-to-case basis.

#### **MONITORING AND EVALUATION MECHANISMS:**

Monitoring and Evaluation Mechanisms include the following, one or more of which shall be implemented based on the size, quantum and tenure of the CSR programmes:

1. To ensure effective implementation of the CSR programmes undertaken at each work centre, a monitoring mechanism will be put in place by the CSR Committee. The progress of CSR programmes under implementation at work centre will be reported to corporate office on a regular basis.
2. Feedback would also be obtained and documented from the beneficiaries and influential local leaders by the respective work centres about the programmes, as and when required.
3. Field visits would be conducted by the respective CSR teams to ensure the progress of the programmes at their work centres. The visits would be informed and surprised also.
4. Partners would be required to report narrative as well as financial updates on a quarterly/annual basis in the format mutually decided.
5. The Finance and Accounts Team of the Company in consultation with the CSR Committee would conduct audit of the CSR programmes as and when required. The Finance and Accounts would, from time to time, also guide the respective partners and CSR team of the Company on necessary compliances.
6. Impact Assessment would be conducted on a periodic basis, through CSR team of BIL and independent professional third parties if need be, especially on the strategic and high value programmes.

The Board of Directors of the Company shall also monitor the CSR Programmes / Projects in such manner and on such periodicity as may be required by the Act / the Rules.

#### **ENGAGEMENT OF INTERNATIONAL ORGANISATIONS**

The Company may engage international organisation(s) for designing, monitoring and evaluation of the CSR projects or programmes as well as for capacity building of its personnel

for CSR.

### **CSR ANNUAL ACTION PLAN (CAAP)**

The CSR Committee shall formulate and recommend to the Board of Directors, a CAAP in pursuance of this Policy, which shall include focus areas for the year, the list of projects to be undertaken, manner of execution, fund utilization, monitoring mechanism, etc. The Board of Directors may approve the CAAP with such further conditions as it deems fit and further alter CAAP at any time during the financial year, as per the recommendation of the CSR Committee, based on the reasonable justification to that effect.

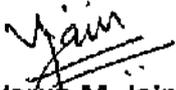
### **INFORMATION DISSEMINATION**

1. Appropriate documentation of the BIL CSR Policy, annual CSR activities, executing partners, and expenditure entailed will be undertaken on a regular basis and the same will be available in the public domain.
2. CSR initiatives of the Company will also be reported in the Annual Report of the Company.

### **GENERAL**

- Words and expressions used but not defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, the CSR Rules made thereunder or in any amendment thereto. This Policy shall also be subject to such clarifications and FAQs as may be issued by MCA from time to time.
- In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference should be made to Corporate CSR Department. In all such matters, the interpretation & decision of the CSR Committee shall be final.
- Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from the Government, from time to time.
- The Company reserves the right to modify, cancel, add, or amend, any of these Rules or, the policy.

**VMS TMT LIMITED (Formally known as VMS TMT Private Limited)**

  
Varun M. Jain  
Chairman & Managing Director  
DIN: 03502561



  
Rishabh Sunil Singhi  
Whole Time Director  
DIN: 09342922

Date: 02/09/2024

Place: Bhayla



UMESH VED & ASSOCIATES

Company Secretaries

304, Shopping Plaza-V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 039  
Telfax : (0) +91 79 26469168, 43004159 • Mobile: +91 98253 88592  
E mail : info@umeshved.co. umesh@umeshvedes.org • Website : www.umeshvedes.com

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2024**

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

To,  
**The Members,**  
**VMS TMT LIMITED,**  
Survey No 214 Bhayla Village Bhayla,  
Near Water Tank Bavla, Bhayla,  
Ahmedabad, Bavla, Gujarat, 382220

Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VMS TMT 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.

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 in electronic form using the Information Technology Tools during the conduct of secretarial audit, we hereby report that in our opinion, the company has during the audit year covering the year ended on 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 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; **(Not Applicable for the period under review)**



- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable for the period under review)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable for the period under review)**
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not Applicable for the period under review)**
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable for the period under review)**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat equity) Regulations, 2021; **(Not Applicable for the period under review)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable for the period under review)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable for the period under review)**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable for the period under review)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable for the period under review)**
- (vi) We have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company.



The list of major head / groups of Acts, Laws and Regulations as applicable to the Company is as under:

- i. Factories Act, 1948 ("Factories Act")
- ii. Legal Metrology Act, 2009 ("LM Act")
- iii. The Electricity Act, 2003, ("Electricity Act") and The Electricity Rules, 2005 ("Electricity Rules")
- iv. The Environment (Protection) Act, 1986, as amended ("EPA") and the Environment (Protection) Rules, 1986

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Not Applicable for the period under review)**

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

**We further Report That,**

- 1. The company has failed to appoint a Company Secretary during the year under review as required under the Companies Act, 2013.**

**We further report that:**

The Board of Directors of the Company is duly constituted till 30.11. 2023. The company on its conversion to a public limited company constituted the board of directors as contemplated in composition required under the companies act 2013, with effect from 3<sup>rd</sup> May, 2024.

There were no changes in the composition of the Board of Directors during the period under review.

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

All decisions in the Board are carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.



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

**We further report that** during the year under review, the company has converted from Private Limited to Public Limited vide members approval dated 10<sup>th</sup> November 2023. The fresh certificate of incorporation by Ministry of Corporate affairs was received on 1<sup>st</sup> December,2023.

**Place: Ahmedabad**

**Date: 02<sup>nd</sup> September,2024**



*Umesh Ved*

**Umesh Ved**

**Umesh Ved & Associates**

**Company Secretaries**

**FCS No.: 4411 C.P. No.: 2924**

**Peer review No.: 766/2020**

**UDIN: F004411F001108349**

To,  
**The Members,**  
**VMS TMT LIMITED,**  
Survey No 214 Bhayla Village Bhayla,  
Near Water Tank Bavla, Bhayla,  
Ahmedabad, Bavla, Gujarat, 382220

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

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

Place: Ahmedabad  
Date: 02<sup>nd</sup> September, 2024



*Umesh Ved*  
Umesh Ved  
Umesh Ved & Associates  
Company Secretaries  
FCS No.: 4411  
C.P. No.: 2924  
Peer Review No. 766/2020  
UDIN: F004411F001108349

**VMS TMT LIMITED**  
*(Formerly known as VMS TMT PRIVATE LIMITED)*

**AUDIT REPORT**  
**FINANCIAL YEAR 2023 – 2024**

Audited by  
**M/s. SURESH CHANDRA & ASSOCIATES**

Chartered Accountants  
303, Investment House, 3<sup>rd</sup> Floor,  
Opp. Gandhigram Railway Station  
Ellisbridge, Ahmedabad – 380006  
Phone: 9974534855

# SURESH CHANDRA & ASSOCIATES

## CHARTERED ACCOUNTANTS

Branch : 303, Investment House, 3rd Floor, Opp. Gandhigram Railway Station, Ellisbridge, Ahmedabad-380 006.  
Contact No. : 9974534855 Email : cassnanwal@gmail.com

### Independent Auditor's Report

To the Members of VMS TMT Limited (formerly known as VMS TMT Private Limited)

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

##### Opinion

We have audited the accompanying Ind AS financial statements of VMS TMT limited (formerly known as VMS TMT Private Limited) ('the Company'), which comprise the balance sheet as at 31<sup>st</sup> March 2024, the statement of profit and loss, including statement of other comprehensive income, cash flow statement and statement of changes in equity for the year ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2024, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

##### Basis for Opinion

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

##### Information Other than the Financial Statements and Auditors' Report Thereon

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

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

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we



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

#### **Responsibilities of Management 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 Ind AS 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 Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015 as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Ind AS 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.

The board of directors are responsible for overseeing the company's financial reporting process.

#### **Auditor's Responsibility for the audit of Ind AS financial statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we



are also responsible for expressing our opinion on whether the entity has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements for the financial year ended March 31<sup>st</sup>, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



(c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and statement of changes in equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the companies (Indian Accounting Standards) Rules 2015 as amended.

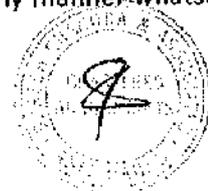
(e) on the basis of the written representations received from the directors as on 31<sup>st</sup> March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

(g) In our opinion, the managerial remuneration for the year ended 31<sup>st</sup> March, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to 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. As informed by the management, that there are no pending litigations which impacts on its financial position.
- ii. The Company is not required to make provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There was no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (i) The management has represented that, to the best of its knowledge and belief, other than disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or



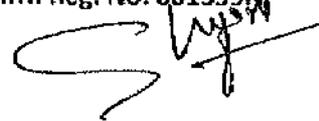
on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

- v. The company has not declared or paid any dividend during the year, therefore the compliance with section 123 of the Companies Act, 2013 is not applicable to the company.
- vi. 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, and accordingly, as per Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 company has not enabled feature of Audit trail in its accounting software as on March 31, 2024.

**FOR, SURESH CHANDRA & ASSOCIATES**  
**Chartered Accountants**

Firm Reg. No. 001359N



[CA. Shyamsunder Nanwal ]

Partner

M. No. 128896

PLACE: AHMEDABAD

DATE: 18.07.2024

UDIN: 24128896BKBPV3632

**Annexure A to the Auditor's Report referred to in paragraph 1 our report of even date:**

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The Annexure referred to in Independent Auditor's Report of even date to the members of **VMS TMT Limited (formerly known as VMS TMT Private Limited)** on the financial statements of the company for the year ended 31<sup>st</sup> March, 2024, we report that:

- (i) (a) (A) The Company has maintained the proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The company has maintained proper records showing full particulars of intangible asset.
- (b) The fixed assets were physically verified during the year by the management in accordance with a program of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the Financial Statements included in Property, Plant and Equipment, according to information and explanations given to us and based on verification of the registered sale deed/ Transfer deed/ Conveyance deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at Balance Sheet date, except for leasehold land as disclosed in Note 2b to the Financial Statements.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at 31<sup>st</sup> March, 2024 for holding any benami property under Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.



- (ii) (a) The inventories were physically verified by the management during the year at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and the procedure of such verification by the management is appropriate having regard to the size of the company and the nature of its operations. No discrepancies of 10% or more in aggregate of each class of inventories were noticed on such physical verification of inventories when compared with the books of accounts.
- (b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 Crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the books of account other than those as set out below.

(Rs. in Crores)

Name of the Bank	Aggregate working capital limits sanctioned	Nature of current assets offered as securities	Quarter ended	Amount disclosed as per quarterly returns/state ments	Amount as per books of account	Difference	Reasons for difference
HDFC Bank, ICICI Bank & SVC Bank	66.00	Refer Note Below	June 30, 2023	Stock: 85.21	85.21	-	-
				Debtors: 18.23	18.23	-	-
				Creditors: 13.86	13.86	-	-
				Sales: 252.89	252.89	-	-
HDFC Bank, ICICI Bank & SVC Bank	66.00	Refer Note Below	September 30, 2023	Stock: 99.33	99.33	-	-
				Debtors: 10.60	10.60	-	-
				Creditors: 19.65	19.65	-	-
				Sales: 170.09	170.09	-	-
HDFC Bank, ICICI Bank & SVC Bank	66.00	Refer Note Below	December 31, 2023	Stock: 96.55	96.55	-	-
				Debtors: 11.68	11.68	-	-
				Creditors: 7.81	7.81	-	-
				Sales: 187.70	187.67	0.03	*



HDFC Bank, ICICI Bank & SVC Bank	66.00	Refer Note Below	March 31, 2024	Stock: 93.34	109.37	(16.03)	#
				Debtors: 10.90	10.90	-	-
				Creditors: 8.09	8.11	(0.02)	*
				Sales: 266.01	262.30	3.71	*

**Remarks:**

\*The discrepancy in Creditors and sales are primarily on account of the details being submitted by the company in quarterly statements with the bank on the provisional/ unaudited books.

# The company had inadvertently considered wrong rate for valuation of inventory while submitting the stock statement for March 2024. However, while preparing the audited financial statements, the error was rectified by the company and was valued as per the applicable accounting standards. Accordingly, there remained difference in value of inventory of Rs.16.03 Crores as per audited balance sheet and stock statement for March 2024.

**Note:**

i. Nature of current assets offered as securities:

- **HDFC Bank:** First Pari Passu charge on stocks and receivables.
- **SVC Bank:** First Pari Passu charge on stock and books debts.
- **ICICI Bank:** First Pari Passu charge on stocks and receivables.

ii. Debtors have been reduced by the amount of credit balance in the debtor's group i.e. by the advance received from debtors, and includes the balance of advance given to suppliers of goods.

iii. Creditors refers to creditors for goods.

(iii) During the year, the company has not made investment, provided any guarantee, or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties. Hence, clause 3(iii)(a) to 3(iii)(f) is not applicable to the company.



- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The company has not accepted any deposit or amounts which is deemed to be deposit. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) Based on the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, duty of excise, service tax, cess and other material statutory dues were in arrears as at 31<sup>st</sup> March 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues referred to in clause (a) above as at 31<sup>st</sup> March, 2024 which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) Based on the information and explanations given to us and the records of the Company examined by us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) Based on the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or other borrowings to any lender.



- (b) According to the information and explanations given to us and the records of the Company examined by us, the Company has not been declared wilful defaulter by any bank of financial institution or government or any government authority.
  - (c) The term loans have been applied for the purposes for which they were obtained.
  - (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
  - (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate firm.
  - (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its associate firm.
- (x)
- (a) The company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year and hence clause 3(x)(a) of the Order is not applicable.
  - (b) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi)
- (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
  - (b) According to the information and explanations given to us, no report under sub section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
  - (c) According to the information and explanations given to us no whistle-blower complaints, if any, received during the year by the Company.



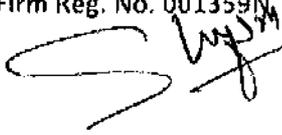
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the Internal Audit reports of the Company issued till date, for the year under audit, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) (a) In our opinion the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) The company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) is not applicable.
- (c) According to the information and explanations provided to us during the course of audit, there is no core investment company within the group (as defined in the Core Investment Companies (Reserve Bank Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.
- (xvii) The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding year.
- (xviii) There has been resignation of the statutory auditors of the Company during the previous year and we have duly taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements



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

- (xx) (a) According to the information and explanation provided to us and based on our examination of the records of the company, the company has fully spent the required amount toward Corporate Social Responsibility (CSR) in respect of other than ongoing projects. Hence the provisions of paragraph 3(xx) (b) of the Order are not applicable.
- (xxi) There are no Companies of which reports are included in the consolidated financial statements. Hence, reporting under clauses 3(xxii) of the Order is not applicable.

FOR, SURESH CHANDRA & ASSOCIATES  
Chartered Accountants  
Firm Reg. No. 001359N



[CA SHYAMSUNDER NANWAL]  
Partner  
M. No. 128896  
UDIN: 24128896BKBOVP3632

Date: 18/07/2024  
Place: Ahmedabad

**Annexure - B to Independent Auditors' Report of even date on the Ind AS financial statement of the VMS TMT Limited (formerly known as VMS TMT Private Limited) ("the Company")**

**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 VMS TMT Limited (formerly known as VMS TMT Private Limited) ("the Company") as of 31<sup>st</sup> March 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

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

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

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



## **Meaning of Internal Financial Controls over Financial Reporting with reference to these Financial Statements**

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 Ind AS 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 IND AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

## **Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting with reference to these Standalone Financial Statements were operating effectively as at 31<sup>st</sup> March, 2024, 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, SURESH CHANDRA & ASSOCIATES**

**Chartered Accountants**

**Firm Reg. No. 001359N**



**[CA. Shyamsunder Nanwal ]**

**Partner**

**M. No. 128896**

**PLACE: AHMEDABAD**

**DATE : 18.07.2024**

**UDIN: 24128896BKBPV3632**

**VMS TMT LIMITED**  
(Formerly known as VMS TMT Private Limited)  
**BALANCE SHEET AS AT 31ST MARCH, 2024**

(Rs. In Lacs)

Sr. No.	Particulars	Note	Figure as at the end of current reporting period	Figure as at the end of the previous reporting period
<b>I.</b>	<b>ASSETS</b>			
(1)	<b>Non-Current Assets</b>			
	(a) Property, Plant and Equipment	2a	7341.01	7535.82
	(b) Right of Use Assets	2b	33.78	-
	(c) Capital Work in Progress	2c	5168.41	362.87
	(d) Other Intangible Assets	2.1	0.80	1.04
	(e) Financial Assets			
	(i) Other Financial Assets	3	1.39	51.92
	(f) Deferred Tax Assets ( Net)		-	-
	(g) Other Non Current Assets	4	1215.27	1572.53
(2)	<b>Current Assets</b>			
	(a) Inventories	5	10936.62	10586.33
	(b) Financial Assets			
	(i) Trade Receivables	6	1572.77	903.06
	(ii) Cash and Cash Equivalents	7	808.76	36.04
	(iii) Bank Balances other than cash and Cash Equivalents	8	464.96	185.52
	(iv) Other Financial Assets	9	50.00	-
	(c) Current Tax Assets (Net)	10	-	69.54
	(d) Other Current Assets	11	1163.34	1392.43
	<b>Total Assets</b>		<b>28757.17</b>	<b>22697.18</b>
<b>II.</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>EQUITY</b>			
	(a) Equity Share Capital	12	1333.71	1261.28
	(b) Other Equity	13	3317.65	1842.47
	<b>LIABILITIES</b>			
(1)	<b>Non-Current liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	14	10453.17	9403.90
	(ia) Lease Liabilities	15	32.79	-
	(ii) Other financial liabilities		-	-
	(b) Provisions	16	23.96	-
	(c) Deferred tax liabilities (Net)	17	528.07	333.44
(2)	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	18	9332.82	6865.75
	(ia) Lease Liabilities	19	3.01	-
	(ii) Trade Payables	20	-	-
	(A) total outstanding dues of Micro enterprises and Small enterprises		237.54	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises		1122.11	2790.39
	(iii) Other Financial Liabilities	21	913.26	30.45
	(b) Other current liabilities	22	1166.41	169.46
	(c) Provisions	23	0.64	-
	(d) Current Tax Liabilities (Net)	24	291.96	-
	<b>Total Equity and Liabilities</b>		<b>28757.17</b>	<b>22697.18</b>

Material Accounting Policies and Notes to financial statements.

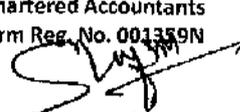
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For and on behalf of

M/s. SURESH CHANDRA & ASSOCIATES

Chartered Accountants

Firm Reg. No. 001359N

  
[CA. Shyamsunder Nanwal ]

Partner

M. No. 128896

UDIN : 24128896 BK BOPV 3632

Place: Ahmedabad

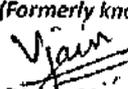
Date: 18.07.2024

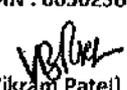


For and on behalf of

VMS TMT Limited

(Formerly known as VMS TMT Private Limited)

  
[Varun Manojkumar Jain]  
Managing Director  
DIN : 06502561

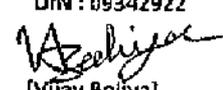
  
[Vikram Patel]  
Chief Financial Officer

Place: Ahmedabad

Date: 18.07.2024



[Rishabh Singh]  
Whole Time Director  
DIN : 09342922

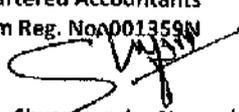
  
[Vijay Boliya]  
Company Secretary

**VMS TMT LIMITED**  
(Formerly known as VMS TMT Private Limited)

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024**

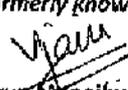
(Rs. In Lacs)

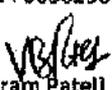
Sr. No.	Particulars	Note	Figure as at the end of current reporting period	Figure as at the end of previous reporting period
I.	Revenue from Operations	25	87295.76	88201.34
II.	Other Income	26	21.08	4.26
III.	<b>Total Income ( I+II)</b>		<b>87316.85</b>	<b>88205.61</b>
IV.	<b>Expenses</b>			
	Cost of Materials Consumed	27	75023.48	84699.73
	Purchases of Stock-In-Trade	28	2200.87	1311.89
	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	29	(411.98)	(6480.42)
	Employees Benefits Expense	30	1024.17	903.93
	Finance Costs	31	1847.49	1291.88
	Depreciation and Amortisation expense	32	394.37	356.52
	Other Expenses	33	5344.17	5539.53
	<b>Total Expenses (IV)</b>		<b>85422.57</b>	<b>87623.07</b>
V.	<b>Profit Before Exceptional item and Tax (III)-(IV)</b>			
VI.	Exceptional Items		-	-
VII.	<b>Profit Before Tax (V-VI)</b>		<b>1894.27</b>	<b>582.54</b>
	<u>Tax Expense</u>	34		
	(1) Current Tax		379.63	15.14
	(2) Deferred Tax		194.63	133.24
	Profit from discontinued operations			
	Tax expense of discontinued operations			
	<b>Profit from discontinued operations (after tax) (IV)</b>			
	(3) Earlier year income tax adjustment		(7.68)	-
IX.	<b>Profit for the period from continuing operations (VII-VIII)</b>		<b>1327.69</b>	<b>434.15</b>
X.	Profit for the period from discontinuing Operations		-	-
XI.	Tax Expense from discontinuing Operations		-	-
XII.	<b>Profit for the period from discontinuing Operations (after tax) (X-XI)</b>			
XIII.	<b>Profit / (Loss) for the period (IX+XII)</b>		<b>1327.69</b>	<b>434.15</b>
XIV.	<b>Other Comprehensive Income / (Expenses)</b>			
A.	(i) Items that will not be reclassified to profit or loss		9.88	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		9.88	-
B.	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XV.	<b>Total Comprehensive Income for the period (XIII+XIV)</b>		<b>1337.57</b>	<b>434.15</b>
XVI.	<b>Earnings Per Equity Share (For continuing operation)</b>			
	Basic (In Rupees)		10.00	4.18
	Diluted (In Rupees)		10.00	4.18
XVII.	<b>Earnings Per Equity Share (For discontinuing operation)</b>			
	Basic (In Rupees)		-	-
	Diluted (In Rupees)		-	-
	Material Accounting Policies	1		

For and on behalf of  
M/s. SURESH CHANDRA & ASSOCIATES  
Chartered Accountants  
Firm Reg. No. 001359W  
  
[CA. Shyamsunder Nanwal]  
Partner  
M. No. 128896  
UDIN : 24128896 BK80PV3632

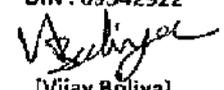


For and on behalf of  
VMS TMT Limited  
(Formerly known as VMS TMT Private Limited)

  
[Varun Manoj Kumar Jain]  
Managing Director  
DIN : 06502561

  
[Vikram Patel]  
Chief Financial Officer  
Place: Ahmedabad  
Date: 18.07.2024

  
[Rishabh Singh]  
Whole Time Director  
DIN : 09342922

  
[Vijay Boliya]  
Company Secretary

Place: Ahmedabad  
Date: 18.07.2024

VMS TMT LIMITED

(Formerly known as VMS TMT Private Limited)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2024

(Rs. In Lacs)

Particulars	Figure as at the end of current reporting period	Figure as at the end of previous reporting period
<b>A Cash flow form operating activities</b>		
Profit/(loss) before tax	1894.27	582.54
<b>Adjustment for</b>		
Depreciation / Amortisation	394.37	316.06
Change in Reserves	9.88	11.78
Finance Cost	1847.49	1291.88
Earlier year income tax adjustment	7.68	-
Preliminary Expenses Written Off	0.75	0.37
<b>Operating cash flow before working capital changes</b>	<b>4154.46</b>	<b>2202.65</b>
Inventories	(350.28)	(6243.21)
Trade Receivables	(669.71)	2277.37
Current Loans & Advances, Current Taxes And Other Current Asset	313.78	(420.26)
Other Financial Asstes	(50.00)	-
Trade Payables	(1430.72)	2007.89
Other Current Financial Liabilities	882.81	(114.67)
Other Current Liabilities & Current Tax Liabilities (Net)	996.94	(883.09)
Provisions	24.60	64.07
<b>Cash generated from operations</b>	<b>3871.89</b>	<b>(1109.25)</b>
Income taxes paid (net)	102.81	-
<b>Net cash generated by operating activities</b>	<b>3769.07</b>	<b>(1109.25)</b>
<b>B Cash flow from investing activities</b>		
Purchase of Property, Plant and Equipment	(4999.40)	(1138.31)
Investment in Fixed Deposits	50.52	(10.93)
Non-Current Loans & Advances	405.39	(1524.08)
<b>Net cash used in Investing activities</b>	<b>(4543.48)</b>	<b>(2673.33)</b>
<b>C Cash flow from financing activities</b>		
Proceeds from Issue of Equity Shares	210.02	788.07
Proceeds/(Repayment) Of Current Borrowings	2467.05	2344.55
Proceeds/(Repayment) Of Non-Current Borrowings	1049.26	2162.05
Payment of Lease Liability	(7.65)	-
Prepaid IPO Expenses	(48.88)	-
Finance Cost	(1843.25)	(1291.88)
	<b>1826.56</b>	<b>4002.80</b>
<b>Net (decrease)/increase in cash &amp; cash equivalents (A+B+C)</b>	<b>1052.15</b>	<b>220.22</b>
Cash & Cash Equivalents as at the beginning of the year	221.57	1.35
<b>Cash and cash equivalents at end of period</b>	<b>1273.73</b>	<b>221.57</b>
<b>Components of cash and cash equivalent</b>		
Cash on hand	9.82	29.02
Balances with banks:		
On current accounts	798.94	0.32
On cash credit accounts	-	6.70
On deposits accounts with original maturity of less than 3 months	-	-
<b>Cash and bank balances</b>	<b>808.76</b>	<b>36.04</b>
Bank Balances other than cash and Cash Equivalents mentioned above	464.96	185.52
<b>Total</b>	<b>1273.73</b>	<b>221.57</b>

Cash and cash equivalents as per note 14

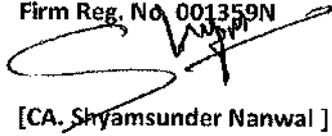


Disclosure under Para 44A as set out in Ind AS 7 on cash flow statements under Companies (Indian Accounting Standards) Rules, 2017 (as amended)

Borrowings :

Particulars	Opening Balance	Cash flow	Other		Closing Balance
			Other changes*	Impact due to IndAS 116	
<b>2023-2024</b>					
Long term borrowings	9403.90	1049.26	-	-	10453.17
Short term borrowings	6865.76	2467.05	-	-	9332.82
Lease Liabilities	-	(7.65)	-	43.46	35.81
<b>Total</b>	<b>16269.67</b>	<b>3508.67</b>	<b>-</b>	<b>43.46</b>	<b>19821.81</b>
<b>2022-2023</b>					
Long term borrowings	7241.85	2162.05	-	-	9403.90
Short term borrowings	4521.20	2344.55	-	-	6865.76
Lease Liabilities	-	-	-	-	-
<b>Total</b>	<b>11763.05</b>	<b>4506.61</b>	<b>-</b>	<b>-</b>	<b>16269.67</b>

For and on behalf of  
M/s. SURESH CHANDRA & ASSOCIATES  
Chartered Accountants  
Firm Reg. No. 001359N

  
[CA. Shyamsunder Nanwal ]  
Partner

M. No. 128896

UDIN : 24128896 BKBOPV3632

Place: Ahmedabad

Date: 18.07.2024



For and on behalf of  
VMS TMT Limited  
(Formerly known as VMS TMT Private Limited)

  
[Varun Manojkumar Jain]  
Managing Director  
DIN : 06502561

  
[Vikram Patel]  
Chief Financial Officer  
Place: Ahmedabad  
Date: 18.07.2024

  
[Rishabh Singhi]  
Whole Time Director  
DIN : 09342922

  
[Vijay Boliya]  
Company Secretary

**STATEMENT OF CHANGE IN EQUITY**  
**VMS TMT LIMITED**  
(Formerly known as VMS TMT Private Limited)

NOTE NO.: 12 : EQUITY SHARE CAPITAL

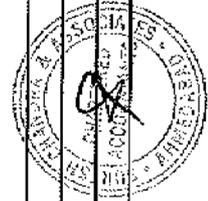
(Rs. in Lacs)

(1) Current Reporting Period	
Balance at the Beginning of the current year	1261.28
Change in Equity Share Capital due to Prior Period Error	-
Restated Balance at the beginning of the current reporting period	-
Change in Equity Share Capital during the current year	72.42
Balance at the end of the current reporting period.	1333.71

(2) Previous reporting Period	
Balance at the Beginning of the Previous Reporting Period	989.53
Change in Equity Share Capital due to Prior Period Error	-
Restated Balance at the beginning of the Previous reporting period	-
Change in Equity Share Capital during the Previous year	271.75
Balance at the end of the previous reporting period.	1261.28

NOTE NO.: 10.1 : OTHER EQUITY

Particulars	Reserve & Surplus		Other comprehensive income Remeasurement of Defined Benefit Obligation/ Plan)	Total
	Securities Premium	Retained Earning		
Balance at the Beginning of the current reporting period	516.32	1314.36	11.78	1842.47
Change in accounting policy or prior period errors	-	11.78	(11.78)	-
Restated balance at the beginning of the current reporting period	516.32	1326.14	-	1842.47
Total Comprehensive Income for the current Year	-	1327.69	9.88	1337.57
Dividend	-	-	-	-
Transfer to Retained Earnings	-	-	-	-
Any other Change ( to be Specified)	-	-	-	-
-Securities premium on fresh issue of shares	137.60	-	-	137.60
<b>Balance at the end of the current reporting period</b>	<b>653.93</b>	<b>2553.83</b>	<b>9.88</b>	<b>3317.65</b>



**STATEMENT OF CHANGE IN EQUITY**  
**VMS TMT LIMITED**  
(Formerly known as VMS TMT Private Limited)

NOTE NO.: 12 : EQUITY SHARE CAPITAL

(Rs. in Lacs)

(2) Previous Reporting period

Particulars	Reserve & Surplus		Other comprehensive income Remeasurement of Defined Benefit Obligation/ Plan)	Total
	Securities Premium	Retained Earning		
Balance at the beginning of the current reporting period	-	880.21	-	880.21
Change in accounting policy or prior period errors	-	-	-	-
Restatement balance at the beginning of the current reporting period	-	880.21	11.78	891.99
Total Comprehensive income for the current Year	-	-	-	-
Dividend	-	434.15	-	434.15
Transfer to Retained Earnings	-	-	-	-
Any other Change ( to be Specified)	-	-	-	-
-Securities premium on fresh issue of shares	516.32	-	-	516.32
Balance at the end of the previous reporting period	516.32	1314.36	11.78	1842.47

For and on behalf of  
**M/s. SURESH CHANDRA & ASSOCIATES**  
Chartered Accountants  
Firm Reg. No. 001359N  
  
[CA. Sbyamsunder Nanwal ]  
Partner  
M. No. 128896  
UDIN : 241288963K80PV3631



For and on behalf of  
**VMS TMT Limited**  
(Formerly known as VMS TMT Private Limited)

  
[Varun Manojkumar Jain]  
Managing Director  
DIN : 06502561

  
[Rishabh Singhi]  
Whole Time Director  
DIN : 09342922

  
[Vijay Botiya]  
Company Secretary

  
[Vikram Patel]  
Chief Financial Officer

Place: Ahmedabad  
Date: 18.07.2024

Place: Ahmedabad  
Date: 18.07.2024

**VMS TMT LIMITED**  
(Formerly known as VMS TMT Private Limited)

**NOTE NO. 2a : PROPERTY, PLANT AND EQUIPMENT**

	Gross Block			Depreciation / Amortisation			Net Block	
	As at 1st April, 2023	Additions	Deductions	As at 31st March, 2024	Additions	Deductions	As at 31st March, 2024	As at 31st March, 2023
<b>Current Year ended 31st March, 2024</b>								
<b>2a Tangible Assets</b>								
Land	193.27	48.70	-	241.97	-	-	241.97	193.27
Building	2035.86	-	-	2035.86	64.64	-	1862.30	1926.95
Plant and Machinery	5128.81	121.88	-	5250.69	248.15	-	4662.42	4788.69
Furniture & Fixtures	23.72	0.16	-	23.89	2.27	-	18.32	20.42
Vehicle	91.07	18.81	-	109.88	12.14	-	89.58	82.91
Office Equipments	8.52	3.43	-	11.96	0.87	-	9.13	7.65
Computers	10.29	0.86	-	11.15	1.95	-	3.41	5.77
Electrification	586.59	-	-	586.59	3.21	-	449.99	505.87
Borewell	3.56	-	-	3.56	55.87	-	0.17	0.17
Weight Bridge	6.57	-	-	6.57	0.41	-	3.66	4.07
<b>Total Tangible Assets (a)</b>	<b>8088.31</b>	<b>193.86</b>	-	<b>8282.18</b>	<b>388.68</b>	-	<b>7341.01</b>	<b>7533.82</b>
<b>2b Right of Use Assets</b>								
Land	-	39.23	-	39.23	5.44	-	33.78	-
<b>Total Right of Use Assets (b)</b>	-	<b>39.23</b>	-	<b>39.23</b>	<b>5.44</b>	-	<b>33.78</b>	-
<b>2c Capital Work-in-Progress</b>								
Plant & Machinery - CCM Division	257.12	4279.55	-	4536.68	-	-	4536.68	257.12
Unallocated Expenses	105.75	525.97	-	631.73	-	-	631.73	105.75
<b>Total Capital Work-in-Progress (c)</b>	<b>362.87</b>	<b>4805.53</b>	-	<b>5168.41</b>	-	-	<b>5168.41</b>	<b>362.87</b>

**Ageing Schedule of capital work-in-progress as at 31st March 2024**

Particulars	Amount in CWIP for period of			Total
	Less than 1 Year	1-2 Years	2-3 years More than 3 Years	
Project in progress	4805.53	362.87	-	5168.41

**Ageing Schedule of capital work-in-progress as at 31st March 2023**

Particulars	Amount in CWIP for period of			Total
	Less than 1 Year	1-2 Years	More than 3 Years	
Project in progress	362.87	-	-	362.87

There are no capital work in progress where completion is over due against original planned timeliness or where estimated cost exceeded its original planned cost as on 31st March 2024 and 31st March 2023.

**NOTE NO. 2.1 : OTHER INTANGIBLE ASSETS**

	Gross Block			Depreciation / Amortisation			Net Block	
	As at 1st April, 2023	Additions	Deductions	As at 31st March, 2024	Additions	Deductions	As at 31st March, 2024	As at 31st March, 2023
<b>Intangible Assets</b>								
Accounting Software	1.50	-	-	1.50	0.23	-	0.69	1.04
<b>Total Intangible Assets (c)</b>	<b>1.50</b>	-	-	<b>1.50</b>	<b>0.23</b>	-	<b>0.69</b>	<b>1.04</b>
<b>TOTAL (a+b+c)</b>	<b>8452.69</b>	<b>5098.63</b>	-	<b>13451.33</b>	<b>394.37</b>	-	<b>12544.02</b>	<b>7859.75</b>



**VMS TMT LIMITED**  
(Formerly known as VMS TMT Private Limited)

Notes forming integral part of Balance Sheet as on 31st March, 2024

(Rs. In Lacs)

**NOTE NO.: 3 : OTHER FINANCIAL ASSETS**

S.N.	Particulars	2023-2024	2022-2023
i	Bank balances with maturity more than 12 months (Pledged with financial institution and other)	1.39	51.92
	<b>Total</b>	<b>1.39</b>	<b>51.92</b>

**NOTE NO.: 4 : OTHER NON CURRENT ASSETS**

S.N.	Particulars	2023-2024	2022-2023
i	Capital Advances	1126.64	1503.19
ii	Other than Capital Advance		
	-Security Deposits	39.75	68.58
	-Premiliary Expenses	-	0.75
	-Prepaid Expenses	48.88	-
	<b>Total</b>	<b>1215.27</b>	<b>1572.53</b>

**NOTE NO.: 5 : INVENTORIES**

S.N.	Particulars	2023-2024	2022-2023
i	Raw Materials	139.05	420.74
ii	Finished Goods	9867.43	9159.16
iii	Stores and Spare parts	752.74	462.10
iv	Purchase in stock - Traded Goods	10.47	288.16
v	Mill Scale /Waste / Scrap (valued at net realisable value)	117.95	136.53
vi	Coal	48.96	119.62
	<b>Total</b>	<b>10936.62</b>	<b>10586.33</b>

(Valued at lower of cost or net realisable value, unless otherwise stated)

**NOTE NO.: 6 : TRADE RECEIVABLES**

S.N.	Particulars	2023-2024	2022-2023
i	Trade Receivables Considered Good - Secured	-	-
ii	Trade Receivables Considered Good - Unsecured	1572.77	903.06
iii	Trade Receivables which have Significant increase in Credit Risk	-	-
iv	Trade Receivables - Credit Impaired	-	-
	<b>Total</b>	<b>1572.77</b>	<b>903.06</b>

Particulars	Outstanding for current year from due dates of payment					Total
	Less than 6 months	6 month to 1 year	1-2 Year	2-3 Years	More than 3 year	
Undisputed Trade	1572.77	-	-	-	-	1572.77
Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
Disputed Trade Receivables - Considered Good	-	-	-	-	-	-



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(Rs. in Lacs)

Disputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-

Particulars	Outstanding for previous year from due dates of payment					Total
	Less than 6 months	6 month to 1 year	1-2 Year	2-3 Years	More than 3 year	
Undisputed Trade Receivables - Considered	903.06464	-	-	-	-	903.06464
Undisputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
Disputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-

**NOTE NO.: 7 : CASH AND CASH EQUIVALENTS**

S.N.	Particulars	2023-2024	2022-2023
i	Cash on Hand	9.82	29.02
ii	<u>Balances with Banks</u>		
	- In Current Account	798.94	0.32
	- In Cash Credit Accounts	-	6.70
	<b>Total</b>	<b>808.76</b>	<b>36.04</b>

**NOTE NO : 10 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

S.N.	Particulars	2023-2024	2022-2023
	Bank balances with maturity more than 3 months (Pledged with financial institution and other)	464.96	185.52
	<b>Total</b>	<b>464.96</b>	<b>185.52</b>

**NOTE NO.: 9 : OTHER FINANCIAL ASSETS**

S.N.	Particulars	2023-2024	2022-2023
i	Securty Deposits	50.00	-
	<b>Total</b>	<b>50.00</b>	<b>-</b>

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(Rs. In Lacs)

**NOTE NO.: 10 : CURRENT TAX ASSETS (NET)**

S.N.	Particulars	2023-2024	2022-2023
i	TDS Receivables	87.67	84.68
ii	Less: Provision for Current Tax	87.67	15.14
	<b>Total</b>	-	<b>69.54</b>

**NOTE NO.: 11 : OTHER CURRENT ASSETS**

S.N.	Particulars	2023-2024	2022-2023
i	Advance for Expenses / Goods	315.99	69.04
ii	Prepaid Expenses	36.21	19.92
iii	Advances to Staff	4.14	1.82
iv	Balances with Revenue Authorities	806.97	1301.64
	<b>Total</b>	<b>1163.34</b>	<b>1392.43</b>

**NOTE NO.: 12 : EQUITY SHARE CAPITAL**

S.N.	Particulars	2023-2024	2022-2023
10.1	Authorised 2,00,00,000 Equity Shares of Rs. 10 each	2000.00	2000.00
		<b>2000.00</b>	<b>2000.00</b>
10.2	Issued, Subscribed and Fully Paid Equity Shares 1,33,37,124(PY 1,26,12,886) Equity Shares of Rs. 10 each fully paid	1333.71	1261.28
	<b>Total</b>	<b>1333.71</b>	<b>1261.28</b>

- The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share held.
- The Board of Directors has not recommended any dividend for the year.
- In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

**10.3 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period**

Equity Shares	As at 31.03.2024		As at 31.03.2023	
	No. of shares	Amount (Rs. In lakhs)	No. of shares	Amount (Rs. In lakhs)
At the beginning of the period	12,612,886	1261.28	9,895,386	989.53
Add: New issue during the period	724,238	72.42	2,717,500	271.75
Outstanding at the end of period	13,337,124	1333.71240	12,612,886	1261.28

**10.4 Details of shareholders holding more than 5% shares in the Company**

	Percentage Holding As at		No. of Shares As at	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
<b>Equity Shares</b>				
Manojkumar Jain	30.83%	32.61%	4,112,500	4,112,510
Sangeeta Jain	7.64%	8.08%	1,018,510	1,018,510
Rishabh Sunil Singh	36.03%	32.36%	4,805,904	4,081,866
Varun Jain	25.49%	26.96%	3,400,000	3,400,000
<b>Total</b>	<b>99.998%</b>	<b>100.00%</b>	<b>13,336,914</b>	<b>12,612,886</b>

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



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(Rs. In Lacs)

**10.5 Shares held by promoters at the end of the year**

Promoters' Names	As at 31.03.2024		As at 31.03.2023		% Changes
	No. of shares	% of total share	No. of shares	% of total shares	
Manojkumar Jain	4,112,500	30.83%	4,112,510	32.61%	-1.77%
Sangeeta Jain	1,018,510	7.64%	1,018,510	8.08%	-0.44%
Rishabh Sunil Singhi	4,805,904	36.03%	4,081,866	32.36%	3.67%
Varun Jain	3,400,000	25.49%	3,400,000	26.96%	-1.46%

**NOTE NO.: 13 : OTHER EQUITY**

S.N.	Particulars	2023-2024	2022-2023
i	<b>Securities Premium</b>		
	Opening Balance	516.32	-
	Add; Addition during the year	137.60	516.32
	Closing Balance	<b>653.93</b>	<b>516.32</b>
ii	<b>Retained Earning</b>		
	Opening Balance	1314.36	880.21
	Add; Addition during the year	1339.47	434.15
	Add: Transfer from OCI	-	-
	Closing Balance	<b>2653.83</b>	<b>1314.36</b>
iii	<b>Other comprehensive income Remeasurement of Defined Benefit Obligation/ Plan)</b>		
	Opening Balance	-	-
	Add; Addition during the year	9.88	-
	Less: Transfer to retained earning	-	-
	Closing Balance	<b>9.88</b>	-
	<b>Total</b>	<b>3317.65</b>	<b>1830.68</b>

**Sub Notes**

(i) Securities Premium Reserve represents the amount received in excess of par value of securities issued by the company. This reserve is utilised/to be utilised in accordance with provisions of the Act.

(ii) Other Comprehensive income represents the balance in equity for items to be accounted in classified into i) Items that will not be reclassified to profit & loss.

**NOTE NO.: 14 : BORROWINGS (NON-CURRENT)**

S.N.	Particulars	2023-2024	2022-2023
i	<b>Term Loans (Secured)</b>		
	- From Banks	5520.54	4389.40
ii	<b>Other Loans (Unsecured)</b>		
	- Intercorporate Borrowings	2139.19	5014.49
	- From related parties	2793.43	-
	<b>Total</b>	<b>10453.17</b>	<b>9403.90</b>



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*(Rs. In Lacs)*

**12.1 Nature of Security and Terms of Repayment for Long Term secured borrowings:**

**A. Primary: Details of Securities**

- |     |                                     |   |
|-----|-------------------------------------|---|
| i   | Facility: Term Loan from HDFC Bank  | Pari Passu Charge over hypothecation of existing as well as proposed plant & Machinery of the company |
| ii  | Facility: Term Loan from SVC Bank   | Pari Passu Charge over hypothecation of existing as well as proposed plant & Machinery of the company |
| iii | Facility: Vehicle Loan              | Hypothecation of Vehicle purchased.   |
| iv  | Facility: Term Loan from ICICI Bank | Pari Passu Charge over hypothecation of existing as well as proposed plant & Machinery of the company |

**B. Collateral:**

- |   |  |  |
|---|--|--|
| i | Facility: Term Loan from HDFC Bank & SVC Bank Co. Op. Ltd. | Pari passu charge over equitable mortgage of Factory land admeasuring 40170 sq mtrs, and Building thereof, situated at Survey No. 214 (old No.206) & 236 (old No.237 Paiki), Village Bhayla, Taluka Bavla, District Ahmedabad – 382220 |
|---|--|--|

**C. Personal Guarantees:**

Personal guarantee of following parties:

- i. Mr. Manoj Jain
- ii. Mrs. Sangeeta Jain
- iii. Mrs. Purnima Sunil
- iv. Mr. Sunny Sunil Singhi

**D. Corporate Guarantee:**

- i. Aditya Ultra Steel Limited
- ii. Eternaf Automobiles

**12.2 Terms of Repayment for Long Term**

- HDFC Bank : Term Loan To be repayable in 72 Monthly installments commencing from October 2021  
HDFC Bank : Term Loan To be repayable in 72 Monthly installments commencing from February 2023  
HDFC Bank : Term Loan To be repayable in 72 Monthly installments commencing from June 2022  
HDFC Bank : Term Loan To be repayable in 78 Monthly installments commencing from February 2024  
ICICI Bank : Term Loan To be repayable in 72 Monthly installments commencing from December 2023  
SVC Bank : Term Loan To be repayable in 72 Monthly installments commencing from December 2021  
SVC Bank : GECL To be repayable in 48 Monthly installments commencing from May 2024  
HDFC Bank : GECL I To be repayable in 36 Monthly installments commencing from September 2021  
HDFC Bank : GECL II To be repayable in 36 Monthly installments commencing from March 2024  
HDFC Bank: Vehicle Loan Installment of Rs.14619/- commencing from November 2021  
HDFC Bank: Vehicle Loan EMI of Rs.17740/- commencing from November 2021  
HDFC Bank: Vehicle Loan EMI of Rs.30075/- commencing from November 2020  
HDFC Bank: Vehicle Loan EMI of Rs.71,136/- commencing from January 2023  
HDFC Bank: Vehicle Loan EMI of Rs.43,310/- commencing from September 2023  
ICICI Bank: Vehicle Loan EMI of Rs.37485/- commencing from November 2021

**12.3 Terms of repayment for Related Parties and Other loans & advances**

- |                      |                           |
|----------------------|---------------------------|
| From Related Parties | To be repayable on demand |
| From Other Parties   | To be repayable on demand |

**Notes :**

Out of the above loan amount outstandings Installments falling due during 01.04.2024 to 31.03.2025 have been grouped under "Current Maturities of Long Term Debt".



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(Rs. In Lacs)

**NOTE NO.: 15 : LEASE LIABILITIES**

S.N.	Particulars	2023-2024	2022-2023
	Lease Liability (Non-Current)	32.79	-
	<b>Total</b>	<b>32.79</b>	<b>-</b>

(Refer Note No 39)

**NOTE NO.: 16 : PROVISIONS**

S.N.	Particulars	2023-2024	2022-2023
	Provision for Employee Benefit (Non-Current) - Gratuity *	23.96	-
	<b>Total</b>	<b>23.96</b>	<b>-</b>

(Refer note no 38)

**NOTE NO.: 17 : DEFERRED TAX LIABILITIES (NET)**

S.N.	Particulars	2023-2024	2022-2023
	Deferred Tax Liability	528.07	333.44
	Deferred Tax Assets	-	-
	<b>Total</b>	<b>528.07</b>	<b>333.44</b>

(Refer Note no 34 (c) )

**NOTE NO.: 18 : BORROWINGS (CURRENT)**

S.N.	Particulars	2023-2024	2022-2023
i	Repayable on Demand (Secured) - From Bank	7093.18	5491.70
ii	Other Loans (Unsecured) - Intercorporate Borrowings	547.94	808.00
iii	Current Maturity of Long Term Debts	1691.69	566.06
	<b>Total</b>	<b>9332.82</b>	<b>6865.76</b>

Note: Above Working Capital Loan are secured by hypothecation of Company's Stock and Receivables and Collateral Security of Factory Land & Building and Plant and Machinerles.

**NOTE NO.: 19 : LEASE LIABILITIES**

S.N.	Particulars	2023-2024	2022-2023
	Lease Liability (Current)	3.01	-
	<b>Total</b>	<b>3.01</b>	<b>-</b>

(Refer Note No 40)



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(Rs. In Lacs)

**NOTE NO.: 20 : TRADE PAYABLES**

S.N.	Particulars	2023-2024	2022-2023
(A)	<b>Total outstanding, dues of micro and small enterprises</b>		
i	Creditors for Goods	169.32	-
ii	Creditors for Expenses	13.16	-
iii	Creditors for Transport	55.06	-
	<b>Total (A)</b>	<b>237.54</b>	<b>-</b>
(B)	<b>Total outstanding, dues of creditors other than micro and small enterprises</b>		
i	Creditors for Goods	641.19	2213.79
ii	Creditors for Expenses	428.63	536.78
iii	Creditors for Transport	52.28	39.81
	<b>Total (B)</b>	<b>1122.11</b>	<b>2790.39</b>
	<b>Total (A+B)</b>	<b>1359.66</b>	<b>2790.39</b>

Note:-

Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2023-24, to the extent the company has received intimation from the "Suppliers" regarding their status under the Act.

a.	Principal and interest amount remaining unpaid	237.54773	-
b.	Interest due thereon remaining unpaid	-	-
c.	Interest paid by the company in terms of section 16 of the Micro, Small and Medium enterprise Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
d.	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Macro, Small and Medium Enterprise Act, 2006	-	-
e.	Interest accrued and remaining unpaid	-	-
f.	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Particulars	Outstanding for current year from due dates of payment				
	Less than 1 Year	1-2 Year	2-3 Years	More than 3 Years	Total
Micro & Small Enterprises	237.54	-	-	-	237.54
Others	1122.11	-	-	-	1122.11
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

Particulars	Outstanding for previous year from due dates of payment				
	Less than 1 Year	1-2 Year	2-3 Years	More than 3 Years	Total
Micro & Small Enterprises	-	-	-	-	-
Others	2790.39	-	-	-	2790.39
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-



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(Rs. in Lacs)

**NOTE NO.: 21 : OTHER FINANCIAL LIABILITIES (CURRENT)**

S.N.	Particulars	2023-2024	2022-2023
i	Interest Accrued but not due	20.44	22.63
ii	Payable for PPE (including CWIP)	892.82	7.82
	<b>Total (A+B)</b>	<b>913.26</b>	<b>30.45</b>

**NOTE NO.: 22 : OTHER CURRENT LIABILITIES**

S.N.	Particulars	2023-2024	2022-2023
i	Advance from Customers	686.52	104.65
ii	Statutory Liabilities	443.38	64.81
iii	Salary Payable	36.50	-
	<b>Total (A+B)</b>	<b>1166.41</b>	<b>169.46</b>

**NOTE NO.: 23 : PROVISIONS (CURRENT)**

S.N.	Particulars	2023-2024	2022-2023
	Provision for Employee Benefit - Gratuity *	0.64	-
	<b>Total (A+B)</b>	<b>0.64</b>	<b>-</b>

(Refer note no 39)

**NOTE NO.: 24 : CURRENT TAX LIABILITIES (NET)**

S.N.	Particulars	2023-2024	2022-2023
	Provision for Current Tax	379.63	15.14
	Less: Tax Deducted and Collected at Sources	87.67	15.14
	<b>Total (A+B)</b>	<b>291.96</b>	<b>-</b>

Note : The Company has opted to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognised provision for taxation and remeasured its deferred tax liabilities based on the rate prescribed in the said Section as introduced by the Taxation Laws (Amendment) Ordinance, 2019.



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(Rs. In Lacs)

**NOTE NO.: 25 : REVENUE FROM OPERATIONS**

S.N.	Particulars	2023-2024	2022-2023
i	Sale of Products ( Net of Discounts and Sale returns)	87295.76	88201.34
	<b>Total</b>	<b>87295.76</b>	<b>88201.34</b>

**Sub Note:**

(i) Revenue from Contracts with Customers disaggregated based on geography (Revenue is recognised at a point in time)

S.N.	Particulars	2023-2024	2022-2023
	- Domestic Sales	87295.76	88201.34
	<b>Total</b>	<b>87295.76</b>	<b>88201.34</b>

(ii) Reconciliation of Gross Revenue with the Revenue from Contracts with Customers

S.N.	Particulars	2023-2024	2022-2023
	Gross Revenue	87295.76	88141.23
	Less: Discount and Sale Return	(9.70)	(60.11)
	<b>Total</b>	<b>87286.06</b>	<b>88201.34</b>

(ii) Assets and liabilities related to contracts with customers

S.N.	Particulars	2023-2024	2022-2023
	Contract Assets-Trade Receivable -	1572.77	903.06
	Contract Liabilities-Advance from customers	686.52	104.65

**NOTE NO.: 26 : OTHER INCOME**

S.N.	Particulars	2023-2024	2022-2023
i	Interest Income	17.61	4.26
ii	<u>Other Income</u>		
	Inter-set on Income Tax Refund	3.47	-
	<b>Total</b>	<b>21.08</b>	<b>4.26</b>

**NOTE NO.: 27 : COST OF MATERIALS CONSUMED**

S.N.	Particulars	2023-2024	2022-2023
i	Opening Stock Raw Material	420.74	752.11
ii	Add: Purchases , Including Incidental Expenses	74741.79	84368.36
	<b>Total</b>	<b>75162.53</b>	<b>85120.47</b>
iii	Less Closing Stock	139.05	420.74
	<b>Total</b>	<b>75023.48</b>	<b>84699.73</b>

**NOTE NO.: 28 : PURCHASES OF STOCK-IN-TRADE**

S.N.	Particulars	2023-2024	2022-2023
i	<b>PURCHASES STOCK IN TRADE</b>		
	Purchases of Goods	2570.52	1311.89
	Less: Captlised to PPE (CWIP)	369.65	-
	<b>Total</b>	<b>2200.87</b>	<b>1311.89</b>



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**NOTE NO.: 29 : CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**

S.N.	Particulars	2023-2024	2022-2023
i	<b>Opening Inventories</b>		
	Finished Goods	9447.33424	2874.96320
	Mill Scale /Waste/Scrap	136.53721	228.48550
		<b>9583.87144</b>	<b>3103.44869</b>
ii	<b>Closing Inventories</b>		
	Finished Goods	9877.90	9447.33
	Mill Scale /Waste/Scrap	117.95	136.53
		<b>9995.85</b>	<b>9583.87</b>
	<b>Total</b>	<b>(411.98)</b>	<b>(6480.42)</b>

**NOTE NO.: 30 : EMPLOYEES BENEFITS EXPENSE**

S.N.	Particulars	2023-2024	2022-2023
i	Salaries, Wages , PF Contribution and Bonus Expenses	969.54	878.97
ii	Staff Welfare Expenses	20.13	24.95
iii	Defined benefit plan / other long-term benefits	34.48	-
	<b>Total</b>	<b>1024.17</b>	<b>903.93</b>

**NOTE NO.: 31 : FINANCE COSTS**

S.N.	Particulars	2023-2024	2022-2023
i	Bank & Other Financial Charges	51.48	14.93
ii	<b>Interest Expenses</b>		
	Banks-Working Capital	611.26	444.02
	Banks- Term-Loan	383.58	377.06
	Other Borrowing Cost	801.15	455.85
	<b>Total</b>	<b>1847.49</b>	<b>1291.88</b>

**NOTE NO.: 32 : DEPRECIATION AND AMORTISATION EXPENSE**

S.N.	Particulars	2023-2024	2022-2023
i	Depreciation on Property, Plant & Equipment	388.68	356.29
ii	Amortisation Of Intangible Assets	0.23	0.23
iii	Amortisation Of Right of use assets	5.44	-
	<b>Total</b>	<b>394.37</b>	<b>356.52</b>

**NOTE NO.: 33 : OTHER EXPENSES**

S.N.	Particulars	2023-2024	2022-2023
i	<b>Manufacturing Expenses</b>		
	Power & Fuel Expenses	2675.84	3144.97
	Stores Consumed	179.25	120.37
	Factory Expenses	29.31	6.58
	Insurance Expense	4.59	4.03
	Repair & Maintenance - Factory Shed	3.05	1.91
	Repair & Maintenance - Others	5.72	2.08
	Repair & Maintenance - Plant & Machinery	12.94	16.03
	Testing Expenses	1.46	1.72
	Water Charges	0.22	2.25
	<b>Total</b>	<b>2912.42</b>	<b>3299.98</b>



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(Rs. in Laacs)

ii Administration, Selling and Distribution Expenses			
	Computer, Internet & Software Expenses	1.53	1.46
	Postage & Telegram/Communications	0.86	0.45
	Fees & Subscription Expenses	5.16	5.36
	Stationery & Printing	4.67	4.05
	Kasar & Vatv Expenses	3.03	0.96
	Traveling, Conveyance & Vehicle Expenses	8.04	5.47
	Office Expenses	0.82	1.43
	Legal & Professional Charges	31.96	37.26
	Rent, Rates & Taxes	12.48	14.89
	CSR Expense	10.45	7.00
	Auditor's Remuneration		
	a) Statutory Audit Fees	1.50	1.00
	b) Tax Audit Fees	-	-
	Insurance Expenses	6.64	6.95
	Total	87.17	86.33
iii Selling & Distribution Expenses			
	a) Advertisement Expenses	34.77	82.83
	b) Commission On Sales and Loading Charge	1.99	2.75
	c) Royalty On Sales	782.55	659.13
	d) Freight & Cartage On Sales	1502.20	1350.54
	Travelling Expenses	22.29	27.57
	Preliminary Expenses Written Off	0.75	0.37
	Distribution Expense	-	29.73
	Prior Period Expense	-	0.05
	Other Expenses	-	0.19
	Total	2344.57	2153.20
	<b>Grand Total (i+ii+iii)</b>	<b>5344.17</b>	<b>5539.53</b>



VIMS TMT LIMITED  
(Formerly known as VIMS TMT Private Limited)

NOTE NO.: 34 : INCOME TAX EXPENSE

A) Tax expense recognized in the statement of Profit and Loss

(Rs. in Lacs)

Particulars	For the Year Ended 31.03.2024	For the Year Ended 31.03.2023
Current Tax	379.63	15.14
Current Tax on taxable income for the year		
Total current tax expense	379.63	15.14
Deferred tax	194.63	133.24
Deferred tax charges/(credit)	194.63	133.24
Total deferred income tax expense/(benefit)	194.63	133.24
Total income tax expense	574.27	148.38

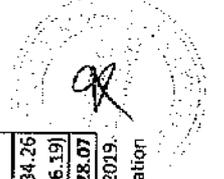
B) Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Particulars	For the Year Ended 31.03.2024	For the Year Ended 31.03.2023
Enacted income tax rate in India applicable to the company	0.00	0.00
Profit Before Tax	1901.53	582.54
Current Tax expenses on Profit Before tax expenses at the enacted income tax rate in India	478.57	146.61
Tax effect of the amount which are not deductible/(taxable) in calculating taxable income		
Permanent Disallowances	2.63	1.77
Expenses not allowed for tax purpose	106.56	89.72
Additional Allowables for tax purpose	(208.13)	(222.97)
Deferred Tax for Current Year	194.63	133.24
Total Income tax expense/(Credit)	574.27	148.38
Effective Tax Rate	30.201%	25.473%

C) The Movement in deferred tax assets and liabilities during the year ended 31st March, 2024 and 31st March, 2023

Particulars	As at 1st April, 2023 - Deferred Tax Liabilities/(Asset)	Charge/(Credit) in statement of Profit and Loss	As at 31st March, 2023 - Deferred Tax Liabilities/(Asset)	Charge/(Credit) in statement of Profit and Loss	Remeasurement of Defined Benefit Plan	As at 31st March, 2024 - Deferred Tax Liabilities/(Asset)
Property, Plant and Equipments Provision for Gratuity	200.49	133.24	333.44	200.82	-	534.26
Total Deferred Tax Liabilities/(Asset)	200.49	133.24	333.44	(6.19)	-	(6.19)
				194.63		528.07

Note : The Company has opted to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognised provision for taxation and remeasured its deferred tax liabilities based on the rate prescribed in the said Section as introduced by the Taxation Laws (Amendment) Ordinance, 2019.



**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**

**1. Corporate Information**

VMS TMT Limited (formerly known as VMS TMT Private Limited) is a Public Limited Company, incorporated in India under the provisions of the Companies Act, 2013, having its registered office at Survey No 214 Bhayla Village, Near Water Tank Bavla, Bhayla, Ahmedabad, Bavla, Gujarat, India - 382220. The Company is engaged in the business of manufacturing of TMT Bars and Steel Items.

**Material accounting policies:**

**1.1 Basis of preparation**

**(i) Statement of compliance**

The financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principal generally accepted in India.

**(ii) Basis of Measurement**

These financial statements prepared and presented under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair value by IND AS. The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date.

The Financial Statements have been presented in Indian Rupees (INR), which is also the Company's functional currency. All values are rounded off to the nearest rupees, unless otherwise indicated.

**1.2 Classification of Assets, current and non-current.**

The assets or liability is classified as current, if it satisfies the any of the following condition.

- (i) The assets / Liability expected to be realised or paid in the company's normal operating cycle.
- (ii) The assets are intended for sales or consumption.
- (iii) The assets / liability held for the purpose of trade or business
- (iv) The Assets / liability is expected to be realised/ settled within 12 months after reporting period.
- (v) The assets are cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after reporting date.
- (vi) In case of liability, the company does not have an unconditional right to deter settlement of the liability for at least 12 months after the reporting date.



All other assets or liabilities are classified as non-current. Deferred Assets and Deferred Liability are classified as current assets or liability respectively.

For the purpose of current / non-current classification of assets and liabilities, the company has ascertained its normal operating cycle as 12 months. This is based on nature of the business and the time between the acquisition of assets or inventories for processing and their realisation in cash or cash equivalents.

### 1.3 Summary of significant accounting policies

#### 1. Property, Plant and Equipment.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

#### Depreciation methods, estimated useful lives and residual value

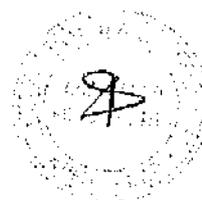
Depreciation is provided using straight line method (SLM) as specified schedule II of the companies Act 2013. Depreciation on assets acquired / disposed-off during the year if any, is provided on pro-rata basis with reference to the date of addition / disposal. The estimated useful lives of assets are as under:

Class of assets	Useful Life
Building	30 Years
Plant & Machinery	20 Years
Electrification	10 Years
Furniture & Fixtures	10 Years
Office Equipment	5 Years
Vehicles	8 Years
Computers	3 Years
Computer Software	6 Years

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

#### Capital work in process

Expenditure related to and incurred during the implementation of capital project, to get the assets ready for intended use is shown under "capital work in process". The same is allocated to the respective items' property, plant and equipment on completion of construction / erection of the capital assets. The cost of assets not put to use before the year and capital inventory are disclosed under Capital work in process.



## **2. Inventories**

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower' except for Waste / Scrap which are valued at net realisable value. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First-in-First-out. 'Specific identification', as applicable. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

## **3. Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The company has only single business segment hence the detailed disclosure related to segment reporting is not required to be made.

## **4. Borrowings**

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference shares is recognised in Statement of Profit and Loss as finance costs.

## **5. Borrowing costs**

Borrowing cost directly attributable to the acquisition, construction of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use, capitalised as part of cost of asset. The borrowing costs includes interest and transaction cost that a company incurs in connection with the borrowing of the funds. Other interest and borrowing costs are charged to Statement of Profit and Loss.

## **6. Provisions and contingent liabilities**

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

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

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

## **7. Revenue recognition**

The revenue from contract with customer is recognised upon transfer of control of promised product to the customer in an amount that reflect the consideration, which the company



expect to receive in exchange of product. The revenue is measured based on the transaction price, which is the consideration, adjusted for discount and other incentives if any. The Amount of consideration to which the company expect to be entitled in exchange for transferring promised goods to a customer excluding amounts collected on behalf of third parties (Duties & Taxes on behalf of Government).

The specific recognition criteria from various steam of revenue are described as under:

- (i) **Sales of Goods:**  
Revenue from sales of the goods is recognised when the control of the goods has been passed to the customers as per terms of agreement and there is no continuing effective control or managerial involvement with goods.
- (ii) **Interest Income:**  
Interest income is accrued on a time basis, by reference to the principal outstanding amount and at the effective interest rate applicable, the future cash receipt through the expected life of the financial asset to that asset's carrying amount on initial recognition.

## **8. Employee benefits**

### **a) Defined Contribution Plans**

Payments made to a defined contribution plan such as Provident Fund and Family Pension maintained with Regional Provident Fund Office are charged as an expense in the Statement of Profit and Loss as they fall due.

### **b) Defined Benefit Plans**

#### **Gratuity Fund**

The company's liability towards gratuity to past employees is determined using the Projected Unit Credit Method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight-line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the Statement of Profit and Loss as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government Securities where the currency and terms of the Government Securities are consistent with the currency and estimated terms of the defined benefit obligations.

#### **Provident Fund**

Employees receive benefits from a provident fund, a defined contribution plan. The employee and employer each make monthly contributions to the plan equal to 12% of the covered employee's salary. The contribution is made to the Government's provident fund. However, during the year no such contribution has been made.

## **9. Income tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.



Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.



**DISCLOSURE TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2024:**

**35. Contingent Liabilities and Capital Commitments**

**A. The details of contingent liabilities outstanding as on the date of Balance Sheet:**

*(Rs. In Lacs)*

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Guarantees issued by the Company's Bankers on behalf of the Company	1,660.13	248.61
GST Claim against the company	53.92	-

**B. The details of Capital Commitments as on the date of Balance sheet:**

*(Rs. In Lacs)*

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	1,911.79	7,133.92

**36. Related Party Disclosures:**

List of related parties with whom transaction have taken place during the year along with nature and volume of transactions.

*(Rs. In Lacs)*

**A. Related Party Transactions 2023-2024**

Particulars	Name of related parties & Relation	Nature of Transaction	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Key Managerial Personnel</b>	Mr. Manojkumar Jain, Director	Remuneration	76.80	38.40
	Mr. Risabh Sunil Singhi, Director	Shares Allotted	210.03	0.00
		Remuneration	43.20	21.60
	Mr. Varun Manojkumar Jain, Director	Remuneration	-	-
	Mr. Vikram Patel, CFO	Remuneration	8.53	-
<b>Relative of Key Managerial Personnel/Entities In which Directors or relative are interested</b>	Nishchay Consultancy	Service Charges	-	2.50
	VMS Industries Limited	Loan Taken	11,306.00	3,831.97
		Loan Repaid	11,855.20	2,498.09
		Interest Paid	238.24	92.29
		Rent Paid	6.15	6.00



(Rs. In Lacs)

**B. Related Party Outstanding balances 2023-2024**

Particulars	Name of related parties & Relation	As on March 31, 2024	As on March 31, 2023
Key Managerial Personnel	Mr. Manojkumar Jain, Director	-	-
	Mr. Risabh Sunil Singhi, Director	-	-
	Mr. Varun Manojkumar Jain, Director	-	-
	Mr. Vikram Patel, CFO	-	-
Relative of Key Managerial Personnel/Entities in which Directors or relative are interested	VMS Industries Limited	2,579.02	3,128.22

37. There is no inflow or outflow of foreign currency during the year and the company has not entered into foreign exchange transactions during the year.

**38. Earnings Per Share:**

(Rs. In lacs except Number of Equity Shares)

Particulars	2023-24	2022-23
Profit Available to Equity Share Holders (A)	1,327.69	434.15
Number of Equity Share at the beginning	1,26,12,886	98,95,386
Shares allotted during the year	7,24,238	27,17,500
Total Number of Equity Shares outstanding	1,33,37,124	1,26,12,886
Total Weighted Average Equity Shares outstanding at the end of the year (B)	13,271,824	10,394,215
Basic Earnings Per Share (A/B) (In Rs.)	10.00	4.18
Diluted Earnings Per share (In Rs.)	10.00	4.18

**39. Employee Benefits:**

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days' salary (last drawn salary) for each completed year of service.

The following tables summarise the components of net benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the balance sheet for the respective plans.

**A. Expense recognised for Defined Contribution Plan**

(Rs. In Lacs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
PF Contribution of Employer	3.48	2.81



**B. Expense recognised for Defined Benefit Plan**

The Details of significant employee benefits are as follows:

(Rs. In lacs)

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Gratuity	Compensated Absences	Gratuity	Compensated Absences
Obligation:				
Balance as at beginning of the year	18.86	-	11.66	-
Current service cost	14.29	-	13.85	-
Interest cost	1.34	-	0.86	-
Benefits paid	-	-	-	-
Transfers	-	-	-	-
Re-measurements	(9.88)	-	(7.51)	-
<b>Present Value of obligation</b>	<b>24.61</b>	-	<b>18.86</b>	-
Current Portion	0.64	-	0.35	-
Non-Current Portion	23.97	-	18.51	-

**Amount Recognized in Other Comprehensive Income:**

(Rs. In lacs)

Particulars	2023-2024	2022-2023
Experience Losses/(Gains)	1.06	(1.82)
Losses from change in demographic assumptions	(10.94)	(5.69)
(Gains )/Losses from change in financial Assumptions	-	-
<b>Re-measurements of defined benefit plans</b>	<b>(9.88)</b>	<b>(7.51)</b>

**Sensitive Analysis:**

Effects of Key Assumptions on Defined Benefit Obligations	Amount In Lacs
Discount Rate – 1 Percent Increase	21.34
Discount Rate – 1 Percent Decrease	28.72
Salary Escalation Rate - 1 percent increase	28.68
Salary Escalation Rate - 1 percent decrease	21.31
Withdrawal Rate - 1 percent increase	24.65
Withdrawal Rate - 1 percent Decrease	24.56

**40. Lease Liability**

(Rs. In lacs)

Particulars	2023-2024	2022-2023
Non- Current Lease Liability	32.80	-
Current Lease Liability	3.02	-
<b>Total</b>	<b>35.82</b>	<b>-</b>

The Company's leased assets primarily consists lease of land.



**Lease Liability Reconciliation:***(Rs. In lacs)*

Particulars	Opening Balance	Addition	Finance cost	Net Payment	Closing Balance
Land	-	39.23	4.24	7.65	35.82

**41. Accounting Ratios**

Sr no	Ratio Name	Numerator	Denominator	F.Y 22-23	F.Y 23-24	Variance
1	Current Ratio	Current Asset	Current Liability	1.11	1.34	-16.80%
2	Debt-Equity Ratio	Total Outside Liability	Shareholders Fund	4.25	5.24	-18.86%
3	Debt-Service Coverage Ratio	Earnings Available for Debt Service	Total Debt Service	1.48	1.14	29.27%
4	Return On Equity Ratio	Net Profit After Tax	Equity Shareholders Fund	34.25%	17.46%	96.17%
5	Inventory Turnover Ratio	Cost Of Goods Sold	Average Inventory	8.11	11.82	-31.35%
6	Trade Receivable Turnover Ratio	Credit Sale	Average Accounts Receivable	70.52	43.20	63.24%
7	Trade Payables Turnover Ratio	Credit Purchase	Average Accounts Payables	40.45	53.40	-24.26%
8	Net Capital Turnover Ratio	Sales	Working Capital	59.63	26.59	124.22%
9	Net Profit Ratio	Net Profit	Sales	1.52%	0.49%	209.07%
10	Return On Capital Employed	Earnings Before Interest and Tax	Capital Employed	14.99%	9.51%	57.59%
11	Return On Investment	Income from Investments	Investments	N.A	N.A	N.A

**Reasons for Variance above 25%****A. Debt-Service Coverage Ratio, Net Profit Turnover Ratio and Net Profit Ratio:**

The DSCR, NPTR and NPR has improved primarily on account of higher profitability during the year in comparison to previous years.

**B. Inventory Turnover Ratio:**

The ratio has been deteriorated primarily on account of substantial increase in average inventory for FY 2023-24 in comparison to FY 2022-23 as against the turnover of the company has remained at Par.

**C. Trade Receivable Turnover Ratio:**

The aforesaid ratio has been improved primarily on account of speedy and regular realization from the receivables during the year.



**D. Net Capital Turnover Ratio:**

The ratio has been increased on account of decrease in net working capital of the company during the year compared to previous year.

**E. Return on Equity and Net Profit Ratio:**

The above ratio has improved on account of higher profitability during the year as compared to previous year.

42. Company has not entered in to transactions or amount due / from Companies which Struck-Off either under section 248 of the Act or under section 560 of Companies Act, 1956.

43. The provisions of Section 135 of the Companies Act, 2013 with regard to corporate social responsibility is as under:

Particulars	Amount in Lacs
Amount required to be spent by the company during the year	10.38
Amount of expenditure incurred	10.45
Shortfall at the end of the year	-
Total of previous year shortfall	-
Nature of CSR activities	Educational Institution
Details of related party transactions	-
Details of movement in the provision during the year	-

44. No undisclosed Income is voluntarily disclosed under any scheme identified by Income tax authorities under any tax assessments years under provision of the Income Tax Act.

45. The Company has neither traded nor invested in crypto currency during the financial year.

46. No Proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).

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

48. The Company is not declared as willful defaulter by any bank or Financial Institution or other lender during the financial year.

**49. Utilization of Borrowed funds and Share Premium**

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

b. During the year, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on



behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. The confirmations of all the balances outstanding as on the reporting date with all the customers, suppliers, unsecured borrowings, deposits and loans and advances are subject to confirmation with books of the counter parties.

50. The Company did not have any long-term contracts, including derivatives contract for which there were any material foreseeable losses.

#### 51. Capital management

The Company's objective when managing capital is to:

- Safeguard its ability to continue as going concern so that the company is able to provide maximize return to stakeholders and benefits for other stakeholders.
- Maintain an optimal capital structure to reduce the cost of capital.

The company board of directors reviews the capital structure on a regular basis. As part of this review, the board considers cost of capital, risk associated with each class of capital requirements and maintenance of adequate liquidity.

The Net Gearing Ratio at end of the reporting period was as follows: (Rs. in Lacs)

	As At 31.03.2024	As At 31.03.2023
Gross Debt	19,786.00	16,269.68
Cash and Marketable Securities	(808.77)	(221.58)
<b>Net Debt (A)</b>	<b>18,977.23</b>	<b>16,048.1</b>
<b>Total Equity (As per Balance Sheet) (B)</b>	<b>4,753.53</b>	<b>3,103.76</b>
<b>Total Equity and Debt (C = A +B)</b>	<b>23746.46</b>	<b>19151.86</b>
<b>Net Gearing (A/C)</b>	<b>0.80</b>	<b>0.84</b>

#### 52. Financial Instruments – Disclosure

Financial assets and financial liabilities are recognized when Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

##### Disclosures

This section gives an overview of the significance of financial instruments for the company and provides additional information on balance sheet item that contain financial instruments. The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset, financial liability and equity instrument are disclosed in notes.

##### (i) Fair value measurements

This note provide information about how the company determines fair value of various financial assets. Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximates their fair values.



## Categories of Financial Instruments

(Rs. In lacs)

Particulars	Current Year	Previous Year
Financial Assets (Measured at Amortized Cost)		
- Trade & Other Receivable	1572.78	903.06
- Cash & Cash Equivalents	808.77	221.58
- Other Bank Balances	-	-
- Loans	-	-
- Other Financial Assets	466.37	51.93
- Investments	-	-
<b>Total</b>	<b>2,847.92</b>	<b>1,176.57</b>

(Rs. In lacs)

Particulars	Current Year	Previous Year
Financial Liabilities (Measured at Amortized Cost)		
- Borrowings	19,786.00	16,269.68
- Lease Liability	35.82	-
- Trade Payable	1214.43	2,608.39
- Other Financial Liabilities	913.26	30.46
<b>Total</b>	<b>21,949.51</b>	<b>18,908.53</b>

The carrying amount of current financial assets and liabilities as at the end of each year presented approximate the fair value because of their short-term nature. The trade receivables, trade payables, borrowings, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

### (ii) Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1: Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs are other than quoted price included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs are not based on observable market data. Fair values are determined in whole or in part using a valuation model based on the assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

### 53. Financial Risk Management Framework

The company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets include trade and other receivables, receivables from government authorities, security deposits and cash and cash equivalents that derive directly from its operations. The company also holds investments. The corporate treasury function provides services to the business, co-ordinates access to domestic and international financial markets,



monitors and manages the financial risks relating to the operations of the company through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. The Corporate Treasury function reports quarterly to the Board of Directors of the company for monitoring risks and reviewing policies implemented to mitigate risk exposures.

#### **Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. Financial instruments affected by market risk includes loan and borrowings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors and Risk Management Committee. There have been no significant changes to the company's exposure to market risk or the methods in which they are managed or measured.

#### **Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company has no exposures to exchange rate fluctuations arise. The company's has no exposure to currency risk relates primarily to the company's operating activities and borrowings when transactions are denominated in a different currency from the company's functional currency.

#### **Price Risk**

The Company's has no exposure to any price related asset or liabilities as on ended of current period and previous period.

#### **Credit Risk**

Credit risk is managed on a company basis. For banks and financial institutions, only high rated banks/institutions are accepted. For other financial assets, the company assesses and manages credit risk based on internal credit rating system. The finance function consists of a separate team who assess and maintain an internal credit rating system. Internal credit rating is performed on a company basis for each class of financial instruments with different characteristics.

The company is making no provision on Trade Receivables based on Expected Credit Loss Model (ECL).

#### **Interest Rate Risk**

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. The Company manages its cash flow interest rate risk by converting higher rate interest loan to lower rate interest loan.



The Company has exposure toward floating interest rate borrowing Rs 19,718.05 Lacs for the year 2023-2024 and Rs 16,204.65 for the year 2022-2023

### Interest Rate Sensitivity

If interest rates had been 50 basis point higher/lower and all variable were held constant, the Company's profit for the year ended March 31, 2024 would be decrease/ increase by Rs 98.59 Lacs. The is mainly attribution to interest rates on variable rate borrowings.

### Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company generates cash flows from operations to meet its financial obligations, maintains adequate liquid assets in the form of cash & cash equivalents and has undrawn short term line of credits from banks to ensure necessary liquidity. The Company closely monitors its liquidity position and deploys a robust cash management system. During the year, the Company has been regular in repayment of principal and interest on borrowings on or before due dates. The Company did not have defaults of principal and interest as on reporting date. The Company requires funds both for short-term operational needs as well as for long-term investment programmes mainly in growth projects. The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(Rs. in Lacs)

Particulars	Maturity Profile				Total
	Less than 1 year	1-3 Years	3-5 Years	Above 5 Years	
Year ended March 31, 2024					
(i) Borrowing	9,317.12	9,069.99	1,302.33	96.56	19,786.00
(ii) Lease Liabilities	3.02	7.32	9.10	16.38	35.82
(iii) Trade Payable	1,214.43	-	-	-	1,214.43
(iv) Other Financial Liabilities	913.27	-	-	-	913.27
<b>Total</b>	<b>11,447.84</b>	<b>9,077.31</b>	<b>1,311.43</b>	<b>112.94</b>	<b>21,949.52</b>
Year ended March 31, 2023					
Borrowing	6865.77	8,123.85	1146.99	133.07	16269.67
Lease Liabilities	-	-	-	-	-
Trade Payable	2,608.39	-	-	-	2,608.39
Other Financial Liabilities	30.46	-	-	-	30.46
<b>Total</b>	<b>9504.62</b>	<b>8123.85</b>	<b>1146.99</b>	<b>133.07</b>	<b>18908.52</b>



**54. Segment Reporting**

In line with Ind AS 108 operating segments and basis of the review of operations being done by the senior management, the operations of the group falls under civil construction business which is considered to be the only reportable segment by the management. The Company is principally engaged in a single business segment viz., "Steel TMT Bar Manufacture" which is also the major revenue generating product.

55. Previous year figures have been regrouped, whenever necessary to confirm to current year classification.

For and on behalf of  
M/s. SURESH CHANDRA & ASSOCIATES  
Chartered Accountants  
Firm Reg. No. 001359W

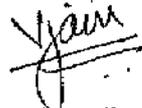


CA. Shyamsunder Nanwal  
Partner  
M. No. 128896

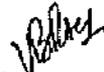


Place: Ahmedabad  
Date: 18.07.2024  
UDIN: 24128896 BK.BOPV 36 32

For and on behalf of  
VMS TMT Limited  
(Formerly known as VMS TMT Private Limited)



Varun Manojkumar Jain  
Managing Director  
DIN : 06502561

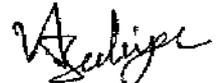


Vikram Patel  
Chief Financial Officer

Place: Ahmedabad  
Date: 18.07.2024



Rishabh Singh  
Whole Time Director  
DIN : 09342922



Vijay Boliya  
Company Secretary