



**VMS TMT LIMITED**

**Registered office & Factory :**

Survey No. 214, Near Water Tank, Bhayla, Bavla-382220.

Ahmedabad, Gujarat, India

Email : compliance@vmstmt.com \* Website : www.vmstmt.com

Mob. 63575 85711 \* CIN No.U27204GJ2013PLC074403

**CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE BOARD MEETING OF VMS TMT LIMITED ("THE COMPANY") HELD ON MONDAY, MARCH 10, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO. 214 BHAYLA VILLAGE BHAYLA, NEAR WATER TANK BAVLA, BHAYLA, AHMEDABAD, BAVLA, GUJARAT, INDIA, 382220**

**INITIAL PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY:**

The Chairman informed the Board that the Company had previously submitted a Draft Red Herring Prospectus (DRHP) to the Securities and Exchange Board of India on September 27, 2024, with the intention of raising funds for various objectives. However, the DRHP was withdrawn due to changes in the fundraising objectives. Consequently, the Company has now decided to proceed with an Initial Public Offer of Equity Shares, outlining new objectives for the fundraise. The Chairman further explained to the Board that shareholder approval, along with other regulatory approvals, will be required to proceed with the offer.

The Board discussed in detail and passed the following resolution:

**"RESOLVED THAT** subject to the approval of the shareholders in general meeting, and in accordance with and subject to the provisions of Section 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended along with the rules and regulations made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the "**Companies Act, 2013**"), and in accordance with and subject to the provisions of the Securities Contracts Regulation Act, 1956, as amended and the rules framed thereunder ("**SCRA**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999, as amended (the "**FEMA**") including the Foreign Exchange Management (Non debt Instruments) Rules, 2019, and any other rules and regulations made thereunder, and other applicable laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders, if any, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) prescribed by the Government of India ("**GOI**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India (RBI) or any other competent authority from time to time, and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively "**Applicable Laws**") and, in accordance with the provisions of the memorandum of association of the Company and articles of association of the Company and the provisions of equity listing agreements to be entered with Indian stock exchange(s) where the equity shares of the Company of face value ₹10/- each (the "**Equity Shares**") are proposed to be listed on BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**"), and subject to the approval of relevant government, statutory and/or regulatory authorities, the SEBI, the Registrar of Companies, Gujarat ("**RoC**"), the Stock Exchanges, the Reserve Bank of India, the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), Ministry of Commerce and Industry, Government of India ("**GoI**"), and such other relevant statutory and other authorities and departments and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, the consent, approval and sanction of the Board of Directors of the Company (the "**Board**" or "**Board of Directors**", which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including powers conferred by this





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resolution) be and is hereby granted to undertake an initial public offering of Equity Shares and to create, issue, offer, and allot, for cash, Equity Shares **up to an aggregate of 1,50,00,000 Equity Shares**, pursuant to a fresh issue (the "Issue") at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations (at par, premium or discount) and as agreed to by the Company in consultation with the book running lead manager to the Issue ("BRLM") and on the terms and conditions as the Board may (in consultation with the BRLM) decide, to (i) qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, (ii) trusts/societies registered under the Societies Registration Act, 1860, (iii) employees and/or workers of the Company, (iv) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders, individuals, Indian financial institutions, resident Indians, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions as specified in Section 2(72) of the Companies Act, 2013 scheduled commercial banks, state industrial development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund set up by the GoI, Indian mutual funds registered with SEBI, development financial institutions, multilateral and bilateral financial institutions, or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors as defined under Regulation 2(1)(c) of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, with an option to the Company to retain an over-subscription to the extent of 1% of the net Issue, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, including reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, and the issue and allotment/ transfer of Equity Shares to a stabilizing agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations, through an offer document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may at its discretion decide in consultation with the BRLM and as may be permissible under Applicable Laws."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, allotment or transfer of Equity Shares pursuant to the Issue, the Board be and is hereby authorized on behalf of the Company to seek listing of the Equity Shares at one or more recognized stock exchanges in India."

**RESOLVED FURTHER THAT** Board of Directors of the company be and is hereby severally or jointly authorized to execute the agreement(s), deed(s), document(s), and Memorandum of Understanding and other necessary papers on behalf of the company for effective implementation of this resolution.

**"RESOLVED FURTHER THAT** subject to the approval of the shareholders of the Company, the Board either by itself or through IPO committee thereof constituted by the Board, be and is hereby authorized to do such acts, deeds and things as the board or the committee thereof in its absolute discretion deems necessary or desirable in connection with the Issue."





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**"RESOLVED FURTHER THAT** the Equity Shares so allotted shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares, including any rights in respect of dividend payable for the entire year after the date of allotment."

**"RESOLVED FURTHER THAT** the Board either by itself or through the IPO Committee thereof, be and is hereby authorised, on behalf of the Company at its sole discretion and in consultation with the BRLM, to make available for allocation a portion of the issue to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees (the **"Reservation"**) or to provide a discount to the issue price to retail individual bidders, eligible employees or such other eligible categories of investors (the **"Discount"**), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution."

**"RESOLVED FURTHER THAT** all monies received out of the Issue shall be transferred to a separate bank account opened in a scheduled bank for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Issue shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law and in consultation with the BRLM."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Issue, the Board shall, in consultation with the BRLM, settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Equity Shares in the Issue and the utilisation of the Issue proceeds in accordance with the purposes specified in the Offer documents, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Issue, determine the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, Issue price, premium amount on Issue, listing on one or more stock exchanges in India, appoint the BRLM, appoint in consultation with the BRLM and other intermediaries such as legal counsel, banks or agencies concerned, enter into any agreements or other instruments for such purpose, remunerate all such intermediaries/agencies including the payments of commissions, brokerages, fees and the like, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorised herein, and that all or any of the powers conferred on the Board or a committee thereof *vide* this resolution may be exercised by the Board or such committee."

**"RESOLVED FURTHER THAT** subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM





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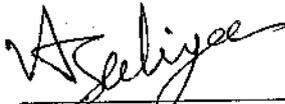
to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ such other persons or otherwise."

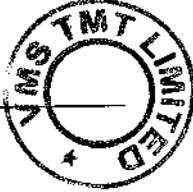
**"RESOLVED FURTHER THAT** the Board or Company Secretary of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filings forms and all doing all such acts, deeds, and things as may be required in order to give effect to these resolutions.

**"RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a director or the Company Secretary and Compliance Officer, wherever required."

// Certified True Copy//

**FOR VMS TMT LIMITED**

  
Vijay Boliya  
Company Secretary



Place: Bhayla  
Date: 20/03/2025



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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF VMS TMT LIMITED ("THE COMPANY") AT THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY HELD ON MONDAY, 17<sup>TH</sup> MARCH, 2025 AT THE REGISTERED OFFICE SITUATED AT SURVEY NO 214 BHAYLA VILLAGE BHAYLA, NEAR WATER TANK BAVLA, BHAYLA, AHMEDABAD, BAVLA, GUJARAT, INDIA, 382220**

**INITIAL PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY:**

**"RESOLVED THAT** in accordance with the provisions of Section 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended along with the rules and regulations made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the "**Companies Act, 2013**"), and in accordance with, the Securities Contracts Regulation Act, 1956, as amended and the rules framed thereunder ("**SCRA**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") the Foreign Exchange Management Act, 1999, as amended (the "**FEMA**") including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other rules and regulations made thereunder, and other applicable laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders, if any, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) prescribed by the Government of India ("**GOI**"), the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India or any other competent authority from time to time, and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively "**Applicable Laws**") and, in accordance with the provisions of the memorandum of association of the Company and articles of association of the "**Company** and the provisions of equity listing agreements to be entered with Indian stock exchange(s) where the equity shares of the Company of face value ₹10/- each (the "**Equity Shares**") are proposed to be listed ("**Stock Exchanges**"), and subject to the approval of relevant government, statutory and/or regulatory authorities, the SEBI, the Registrar of Companies, Gujarat ("**RoC**"), the Stock Exchanges, the Reserve Bank of India ("**RBI**"), the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), Ministry of Commerce and Industry, Government of India or such other relevant statutory and other authorities and departments and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to be the Board of Directors of the Company (the "**Board**" or "**Board of Directors**", which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including powers conferred by this resolution) the consent and approval of the shareholders of the Company be and is hereby accorded to undertake an initial public offering of Equity Shares [and to create, issue, offer, and allot for cash Equity Shares up to an aggregate of 1,50,00,000 Equity Shares, pursuant to a fresh issue (the "**Issue**") in accordance with the book building process under the SEBI ICDR Regulations (at par, premium or discount) and as agreed to by the Company in consultation with the book running lead manager to the Issue ("**BRLM**") and on the terms and conditions as the Board may (in consultation with the BRLM) decide, to (i) qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, (ii) trusts/societies registered under the Societies Registration Act, 1860, (iii) employees and/or workers of the Company, (iv) bodies corporate, any other private or public companies, or other body corporate(s) or





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entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders, individuals, Indian financial institutions, resident Indians, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, state industrial development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund set up by the GoI, Indian mutual funds registered with SEBI, development financial institutions, multilateral and bilateral financial institutions, or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors as defined under Regulation 2(1)(c) of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, with an option to the Company to retain an over-subscription to the extent of 1% of the net issue, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, including reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, and the issue and allotment/ transfer of Equity Shares to stabilizing agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations, through an offer document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may at its discretion decide in consultation with the BRLM and as may be permissible under Applicable Laws."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, allotment or transfer of Equity Shares pursuant to the Issue, the Board be and is hereby authorized on behalf of the Company to seek listing of the Equity Shares at one or more recognized stock exchanges in India."

**RESOLVED FURTHER THAT** Board of Directors of the company be and is hereby severally or jointly authorized to execute the agreement(s), deed(s), document(s), and Memorandum of Understanding and other necessary papers on behalf of the company for effective implementation of this resolution.

**"RESOLVED FURTHER THA**, the Board or IPO committee thereof constituted by the Board, be and is hereby authorized to do such acts, deeds and things as the board or the committee thereof in its absolute discretion deems necessary or desirable in connection with the Issue."

**"RESOLVED FURTHER THAT** the Board and IPO committee be and is hereby authorised on behalf of the Company at its sole discretion and in consultation with the BRLM to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Law, including without limitation to the (the **"Reservation"**) or to provide a discount to the Issue price to retail individual bidders, or such other eligible categories of investors (the **"Discount"**), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution."





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**"RESOLVED FURTHER THAT** all monies received out of the Issue shall be transferred to a separate bank account opened for the purpose of Issue referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Issue shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law and in consultation with the BRLM."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Issue, the Board shall, in consultation with the BRLM, settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Equity Shares in the Issue and the utilisation of the Issue proceeds in accordance with the purposes specified in the Issue documents, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Issue, determine the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, Issue price, premium amount on Issue, listing on one or more stock exchanges in India, appoint the BRLM, appoint in consultation with the BRLM other intermediaries such as legal counsel, banks or agencies concerned, enter into any agreements or other instruments for such purpose, remunerate all such intermediaries/agencies including the payments of commissions, brokerages, fees and the like, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorised herein, and that all or any of the powers conferred on the Board or a committee thereof vide this resolution may be exercised by the Board or such committee."

**"RESOLVED FURTHER THAT** the Equity Shares so allotted / transferred in the Issue shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares, including any rights in respect of dividend payable for the entire year after the date of allotment."

**"RESOLVED FURTHER THAT** subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ such other persons or otherwise."

**"RESOLVED FURTHER THAT** the Board or Company Secretary of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filings forms and all doing all such acts, deeds, and things as may be required in order to give effect to these resolutions."





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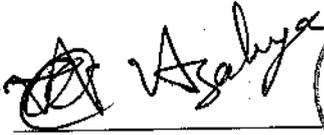
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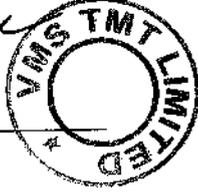
**"RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required."

**//CERTIFIED TO BE TRUE//**

**FOR VMS TMT LIMITED**



Vijay Boliya  
Company Secretary



Place: Bhayla  
Date: 20/03/2025



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**EXPLANATORY STATEMENT**

Explanatory statement pursuant to section 102 of the companies act, 2013, in respect of special business set out in the notice convening the extraordinary general meeting of VMS TMT limited to be held on Monday, 17<sup>th</sup> March, 2025 at Survey No 214 Bhayla Village Bhayla, Near Water Tank Bavla, Bhayla, Ahmedabad, Bavla, Gujarat, India, 382220

The Company proposes to create, offer, issue and allot equity shares of the Company of face value ₹ 10/- each (the "**Equity Shares**"), for cash Equity Shares up to an aggregate of 1,50,00,000 Equity Shares pursuant to a fresh issue (the "**Fresh Issue**") on such terms, in such manner, at such time and at a price to be determined by the book building process in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). The Equity Shares allotted/transferred shall rank in all respects *pari passu* with the existing Equity Shares of the Company including any rights in respect of dividend payable for the entire year after the date of allotment.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion (together, the "**Stock Exchanges**") and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

In view of the above and in terms of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (the "**Companies Act**"), the approval of the shareholders of the Company is required through a special resolution.

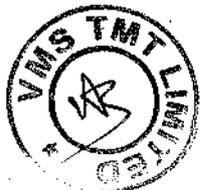
With respect to the Issue, the Company will be required to file a draft red herring prospectus (the "**DRHP**") with the Securities and Exchange Board of India ("**SEBI**") and the Stock Exchanges, and subsequently file a red herring prospectus (the "**RHP**") with the Registrar of Companies, Gujarat ("**RoC**") and thereafter with SEBI, and the Stock Exchanges and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Issue (the "**Prospectus**", and together with the DRHP and the RHP, the "**Offer Documents**"), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "**Companies Act**") and other applicable laws.

The proceeds of the Issue are to be utilised for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the SEBI in connection with the Issue. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law.

The company has not made and will not make an offer of Equity Shares to any of the directors, key managerial personnel or senior managerial personnel.

No change in control of the Company or its management is intended or expected pursuant to the Issue.

The Board recommends the resolution for your approval as a special resolution. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, the





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Email : [compliance@vmstmt.com](mailto:compliance@vmstmt.com) \* Website : [www.vmstmt.com](http://www.vmstmt.com)

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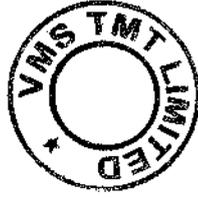
SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Issue, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, which may be subscribed for and allotted in their names.

**//CERTIFIED TO BE TRUE//**

**FOR VMS TMT LIMITED**

**Vijay Boliya**  
**Company Secretary**



**Date: 20/03/2025**

**Place: Bhayla**