



VMS Industries Limited

Green Ship Recycling

CIN : L74140GJ1991PLC016714

808-C, Pinnacle Business Park, Corporate Road, Prahladnagar, Ahmedabad - 380015, Gujarat (INDIA)
Tele/fax : 079 - 40320484 Tele : 48901470 • E-mail : info@vmsil.in, vmsind@gmail.com • Web.: www.vmsil.in

DT.29.05.2024

TO,
The Manager,
Listing Department,
BSE Limited, Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai 400 001.

BSE Scrip Code: 533427

Sub: Secretarial Compliance Report Reg.24(a) Annual Secretarial Compliance Report

Dear Sir/Madam,

Pursuant to the Regulation 24 (a) of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time, please find enclosed herewith Annual Secretarial Compliance Report issued by Jatin Kapadia Company Secretary in Practices for F.Y 2023-24.

Kindly take the same on record and oblige.

For: VMS INDUSTRIES LIMITED

HEMAL PATEL
Company Secretary and Compliance Officer
ACS:24693

Ship Breaking Yard : Plot No. 160 M - Alang - Sosiya Ship Breaking Yard, ALANG-364081 (Dist. Bhavnagar)

Company ISO & Class Certified

An ISO 9001: 2015
ISO 14001: 2015
ISO 45001: 2018

BUREAU VERITAS
Certification



RINA SERVICES

HKC, EU:SRR COMPLIANCE

HKC



SECRETARIAL COMPLIANCE REPORT OF VMS INDUSTRIES LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

I, Jatinbhai Harishbhai Kapadia, a proprietor of K Jatin & Co., have examined:

- (a) all the documents and records made available to us and explanation provided by VMS Industries Limited (“the listed entity”);
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

For the financial year ended March 31, 2024 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (LODR) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable during the review period;**
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable during the review period;**
 - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021-**Not Applicable during the review period;**
 - (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (h) other regulations as applicable.
- and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure - 1**;
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports as per **Annexure - 2**;
- (C) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	Nil
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">- All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.- All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars/guidelines issued by SEBI.	Yes	Nil
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">- The listed entity is maintaining a functional website.- Timely dissemination of the documents/ information under a separate section on the website.- Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which	Yes	Nil

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS
	redirects to the relevant document(s)/section of the website.		
4.	Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity	Yes	Nil
5.	Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	N.A.	N.A.
6.	Preservation of Documents: The listed entity preserves and maintains records as prescribed under SEBI Regulations and disposes of records as per the policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: (a)The listed entity has obtained prior approval of audit committee for all related party transactions; (b)In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently	Yes	Nil

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS
	approved/ratified/rejected by the audit committee.		
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	No	During the year under reviewed, The Company implemented SDD compliance . Further after December 31, 2023, the Company has complied with SDD.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	N.A.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory	N.A.	N.A.

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS
	auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	Additional Non-compliances, if any: No additional non-compliances were observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	Nil

Assumptions & limitations of scope and review:

1. The management of the listed entity is responsible for complying with the applicable laws and ensuring the authenticity of documents and information furnished.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For, K Jatin & Co.
Company Secretaries
(UCN: S2017GJ508600)
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KAPADIA
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JATINBHAI HARISHBHAI
KAPADIA
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+05'30'

Jatin H. Kapadia
Proprietor

Date: 29 May 2024
Place: Ahmedabad
UDIN: F011418F000480634

Certificate of Practice No.: 12043
Membership No: F11418
Peer Review Cert. No: 1753/2022

Annexure -1

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1.	SEBI (Prohibition of Insider Trading) Regulations, 2015	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	During the year under reviewed, The Company implemented SDD compliance . Further after December 31, 2023, the Company has complied with SDD.	Nil	Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning etc.	During the year under reviewed , The Company implemented SDD compliance . Further after December 31, 2023, the Company has complied with SDD.	N.A.	The Company has make necessary entries relating to Regulation 3(5),3(6) of PIT	N.A.	-

Annexure -2

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NA	NA	NA	NA	NA	NA	NA

**For, K Jatin & Co.
Company Secretaries
(UCN: S2017GJ508600)**

JATINBHAI
HARISHBHAI KAPADIA

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**Jatin H. Kapadia
Proprietor**

**Certificate of Practice No.: 12043
Membership No: F11418
Peer Review Cert. No: 1753/2022**

**Date: 29 May 2024
Place: Ahmedabad
UDIN: F011418F000480634**