

Date: 6<sup>th</sup> September, 2023

To,  
**Department of Corporate Services**  
**BSE Limited**  
25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai – 400 001

Security ID: RHETAN

Security Code: 543590

Dear Sir/ Madam,

**Sub: Annual Report for the Financial Year 2022-23**

Pursuant to Regulation 34(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the copy of Annual Report of the Company for the Financial Year 2022-23, along with notice of 39<sup>th</sup> Annual General Meeting to be held on **Thursday, 28<sup>th</sup> September, 2023 at 3:30 P.M. IST** through Video Conferencing (VC)/other Audio-Visual Means (OAVM).

Kindly find the same and take on your records.

Thanking you.

Yours faithfully,

**For Rhetan TMT Limited**



**Shalin A. Shah**  
**Managing Director**  
**DIN: 00297447**



Encl: As above

**ANNUAL REPORT 2022-23****BOARD OF DIRECTORS**

Mr. Shalin A. Shah	Managing Director
Mr. Ashok C. Shah	Non Executive Director
Mr. Rushabh R. Shah	Independent Director
Ms. Twinkle K. Chheda	Independent Director (upto 30/06/2023)
Ms. Deepti G. Gavali	Additional (Independent) Director (w.e.f. 01/09/2023)

**KEY MANAGERIAL PERSONNEL**

Mr. Subha R. Dash	Chief Financial Officer
Ms. Payal Pandya	Company Secretary & Compliance Officer

**STATUTORY AUDITORS**

M/s. GMCA & Co., Chartered Accountants  
Ahmedabad – 380 009, Gujarat, India

**SECRETARIAL AUDITOR**

Mr. Chintan K. Patel  
Practicing Company Secretary,  
Ahmedabad, Gujarat, India

**REGISTERED OFFICE ADDRESS & CONTACT DETAILS**

7<sup>th</sup> Floor, Ashoka Chambers, Rasala Marg,  
Mithakhali,  
Ahmedabad – 380 006, Gujarat, India

CIN: L27100GJ1984PLC007041

Website: [www.rhetan.com](http://www.rhetan.com)

E-mail: [rhetantmt@gmail.com](mailto:rhetantmt@gmail.com)

Contact No.: 079 2646 3227

**REGISTRAR & SHARE TRANSFER AGENTS**

Bigshare Services Private Limited  
S6-2, 6<sup>th</sup> Floor Pinnacle Business Park,  
Next to Ahura Centre,  
Mahakali Caves Road, Andheri (East),  
Mumbai - 400093, Maharashtra, India

**ROAD MAP TO AGM VENUE**

The AGM will be held through video conferencing

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**NOTICE**

Notice is hereby given that **39<sup>th</sup> Annual General Meeting of Rhetan TMT Limited** (Formerly known as Rhetan Rolling Mills Private Limited) will be held on **Thursday, 28<sup>th</sup> September, 2023** at **3:30 P.M. IST** through Video Conferencing (VC)/other Audio-Visual Means (OAVM) to transact the following Business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2023 including Audited Balance Sheet as at 31<sup>st</sup> March, 2023 and Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mr. Shalin A. Shah (DIN: 00297447), Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:****3. APPOINTMENT OF MRS. DEEPTI GHANSHYAM GAVALI (DIN: 10272798) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) and Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Articles of Association of the Company and on the basis of the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mrs. Deepti Ghanshyam Gavalı (DIN: 10272798), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of Companies Act, 2013, by the Board of Directors w.e.f. 1<sup>st</sup> September, 2023 for a period of 5 (five) years and who has submitted a declaration that she meets the criteria for independence as provided in the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a period of 5 (five) years with effect from 1<sup>st</sup> September, 2023 upto 31<sup>st</sup> August, 2028.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**4. APPROVAL OF LIMIT OF BORROWINGS OF THE COMPANY UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and the Rules made there under, as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money in excess of the aggregate of the paid up share capital, free reserves and securities premium of

the Company, provided that the total amount borrowed and outstanding at any point of time together with the amount to be borrowed, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 200 Crores (Rupees Two Hundred Crores only) over and above the aggregate of the paid up share capital, free reserves and securities premium of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to sign, execute and deliver all such documents, instruments and writings as may be required to give effect to this Resolution."

#### **5. APPROVAL OF LIMITS OF LOANS AND/OR INVESTMENTS AND/OR GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 200 Crores (Rupees Two Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same;

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to fill necessary forms with the Registrar of Companies, to make necessary entries in the Statutory registers of the Company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution."

#### **6. APPROVAL OF RELATED PARTY TRANSACTIONS:**

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

**"RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the Company's Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and the consent of Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into arrangements/ transactions/ contracts (whether by way of an

individual transaction or transactions taken together or series of transactions or otherwise) as detailed hereunder with following Related Parties as defined under the Act for purchase/sale of goods, services and/or any other business activities during financial year 2024-25, provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof).

<b>Name of related party</b>	<b>Maximum Amount of transaction/s for Financial year 2024-25</b>	<b>Type of transactions</b>
Ashoka Metcast Limited	100 Crores	Purchase/sale of goods, services and/or any other business activities
Lesha Industries Limited	100 Crores	Purchase/sale of goods, services and/or any other business activities
Ashnisha Industries Limited	100 Crores	Purchase/sale of goods, services and/or any other business activities
Gujarat Natural Resources Limited	100 Crores	Purchase/sale of goods, services and/or any other business activities

**“RESOLVED FURTHER THAT**, Mr. Shalin A. Shah, Managing Director and Mr. Ashok C. Shah, Director of the Company be and is hereby authorised on behalf of the Company to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this resolution.”

**Date: 1<sup>st</sup> September, 2023**  
**Reg. Off.: 7<sup>th</sup> Floor, Ashoka Chambers, Rasala Marg,**  
**Mithakhali,**  
**Ahmedabad – 380 006, Gujarat, India**  
**Tel: 079 2646 3227**  
**E-mail: rhetantmt@gmail.com**

**For and on behalf of the Board**

**Sd/-**  
**Shalin A. Shah**  
**Managing Director**  
**DIN: 00297447**

**NOTES:**

1. In view of the persisting COVID-19 pandemic situation, social distancing norms and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 13<sup>th</sup> January 2021, 8<sup>th</sup> December 2021, 14<sup>th</sup> December 2021, 5<sup>th</sup> May, 2022 and 28<sup>th</sup> December, 2022, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021, 13<sup>th</sup> May, 2022 and 5<sup>th</sup> January, 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM"), without the physical presence of the Members, is permitted. In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in accordance with the requirements laid down in Para 3 & 4 of General Circular Nos. 20/2020 dated 5<sup>th</sup> May, 2020, the 39<sup>th</sup> AGM of the Company is being organised through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 39<sup>th</sup> AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.rhetan.com](http://www.rhetan.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs.

8. The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
9. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, 23<sup>rd</sup> September, 2023 to Thursday, 28<sup>th</sup> September, 2023** (both days inclusive).
10. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the Electronic form are therefore requested to submit their PAN to their depository Participants with whom they are maintaining their Demat accounts.
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
12. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM in electronic mode can send an email to [rhetantmt@gmail.com](mailto:rhetantmt@gmail.com)
13. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting is annexed hereto.
14. Pursuant to the requirement of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India, the brief profile/particulars of the Directors of the Company seeking their appointment/ re-appointment at the AGM are annexed to this Notice.
15. Since AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **Monday, 25<sup>th</sup> September, 2023** at **9:00 A.M.** and ends on **Wednesday, 27<sup>th</sup> September, 2023** at **5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 22<sup>nd</sup> September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
Individual Shareholders holding securities	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched,</li> </ol>



<p>in demat mode with NSDL Depository</p>	<p>click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Rhetan TMT Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cschintanpatel@gmail.com](mailto:cschintanpatel@gmail.com) and [rhetantmt@gmail.com](mailto:rhetantmt@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 (ten) days prior to meeting** mentioning their name,

demat account number/folio number, email id, mobile number at [rhetantmt@gmail.com](mailto:rhetantmt@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 (ten) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [rhetantmt@gmail.com](mailto:rhetantmt@gmail.com). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at [rhetantmt@gmail.com](mailto:rhetantmt@gmail.com)/ RTA viz. Bigshare Services Private Limited at [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com)
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

- The Company has appointed Mr. Chintan K. Patel, Practicing Company Secretary, Ahmedabad (Membership No. A31987; COP No: 11959), to act as the Scrutinizer for conducting the remote e-voting process and voting at the AGM in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rhetan.com](http://www.rhetan.com) and on the website of CDSL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchange where the shares of the Company are listed.

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 3 OF THE NOTICE****APPOINTMENT OF MRS. DEEPTI GHANSHYAM GAVALI (DIN: 10272798) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

The Board appointed Mrs. Deepti Ghanshyam Gavalı (DIN: 10272798) as an Additional Director of the Company at its meeting held on 1<sup>st</sup> September, 2023 in compliance with the requirements of Section 161(1) of the Companies Act, 2013.

As per section 160 of the Companies Act, 2013, a notice has been received from one of the members of the Company proposing name of Mrs. Deepti Ghanshyam Gavalı (DIN: 10272798) as a Non-Executive Independent Director of the Company and who shall not be liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of Mrs. Deepti Ghanshyam Gavalı (DIN: 10272798) as a Non-Executive Independent Director of the Company and has given (a) consent in writing to act as director in Form DIR-2 pursuant to rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 and (c) declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act.

Mrs. Deepti Ghanshyam Gavalı (DIN: 10272798) is not disqualified from being appointed as Director of the Company. In the opinion of the Board, she fulfills the conditions as specified in the Act and the Rules framed there under for appointment of an Independent Director and she is independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, the business of appointment of Mrs. Deepti Ghanshyam Gavalı (DIN: 10272798) as a Non-Executive Independent Director to hold office for a period of 5 (five) years with effect from 1<sup>st</sup> September, 2023 up to 31<sup>st</sup> August, 2028 is being placed before the Members for their approval.

The terms and conditions of appointment of Mrs. Deepti Ghanshyam Gavalı (DIN: 10272798) shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mrs. Deepti Ghanshyam Gavalı (DIN: 10272798) is interested in this resolution since it relates to her appointment as a Non-Executive Independent Director of the Company.

Except this, no other Director or Key Managerial Personnel or their relatives are concerned or interested in this resolution, financially or otherwise.

The details of Mrs. Deepti Ghanshyam Gavalı (DIN: 10272798) as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in **Annexure** to this Notice.

Accordingly, your directors recommend the resolution at Item No. 3 for approval as Special Resolution as set out in the notice of the meeting.

**ITEM NO. 4 OF THE NOTICE****APPROVAL OF LIMIT OF BORROWINGS OF THE COMPANY UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013:**

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, the Board of Directors at its meeting held on 1<sup>st</sup> September, 2023 proposed and

approved the borrowing limit for Rs. 200 Crores (Rupees Two Hundred Crores only) pursuant to Section 180 (1)(c) of the Companies Act, 2013.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Accordingly, the approval of the members of the Company is sought to approve borrowing limits up to Rs. 200 Crores.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying notice.

Accordingly, your directors recommend the resolution at Item No. 4 for approval as Special Resolution as set out in the notice of the meeting.

#### **ITEM NO. 5 OF THE NOTICE**

#### **APPROVAL OF LIMITS OF LOANS AND/OR INVESTMENTS AND/OR GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 200 Crores, as proposed in the Notice.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying notice.

Accordingly, your directors recommend the resolution at Item No. 5 for approval as Special Resolution as set out in the notice of the meeting.

#### **ITEM NO. 6 OF THE NOTICE**

#### **APPROVAL OF RELATED PARTY TRANSACTIONS:**

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 1<sup>st</sup> September, 2023 has approved a proposal for entering into following related party transactions:

Name of Related Party	<ol style="list-style-type: none"> <li>1. Ashoka Metcast Limited</li> <li>2. Leshia Industries Limited</li> <li>3. Ashnisha Industries Limited</li> <li>4. Gujarat Natural Resources Limited</li> </ol>
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Name of Related Director or KMP	Mr. Ashok C. Shah, Mr. Shalin A. Shah, Mr. Rushabh R. Shah & Mrs. Deepti G. Gavali
Nature of relationship	<p>Mr. Shalin A. Shah, Managing Director of the Company is also Managing Director of Gujarat Natural Resources Limited and is Director of Ashnisha Industries Limited, Ashoka Metcast Limited and Leshia Industries Limited.</p> <p>Mr. Ashok C. Shah, Director of the Company is also Managing Director of Leshia Industries Limited and Ashoka Metcast Limited, Director of Ashnisha Industries Limited, Rhetan TMT Limited and Gujarat Natural Resources Limited.</p> <p>Mr. Rushabh R. Shah, Independent Director of the Company is also Independent Director of Ashoka Metcast Limited.</p> <p>Mrs. Deepti G. Gavali, Additional (Independent) Director of the Company is also Additional (Independent) Director of Ashoka Metcast Limited.</p>
Material terms, monetary value and particulars of the contract or arrangement;	The transaction between the parties will be in the nature of purchase/sale of goods, services and/or any other business activities. The amount of the transactions shall be as stated in the resolution and the same has to be paid as per the terms agreed by both the parties.
The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing is commensurate with the market value of the goods and shall be at arm's length.
Any other information relevant or important for the members to take a decision on the proposed resolution	N.A.

The transaction is Related Party Transaction and in terms of Section 188 of the Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable rules there under prior approval of the Shareholders by way of Special Resolution is required.

Except Mr. Shalin A. Shah, Mr. Ashok C. Shah, Mr. Rushabh R. Shah and Mrs. Deepti G. Gavali, Directors of the Company, Mrs. Leena A. Shah, Mrs. Payal S. Shah Relatives of Directors, Shalin A. Shah HUF, Leshia Ventures Private Limited, Ashnisha Industries Limited, Leshia Industries Limited, Ashoka Metcast Limited and Gujarat Natural Resources Limited, Companies in which Directors of the Company are Directors/Members, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested in the Resolution.

Accordingly, your directors recommend the resolution at Item No. 6 for approval as Special resolution as set out in the notice of the meeting.

**ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING**

As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), details including the profile of Directors seeking appointment/ re-appointment is given below:

<b>Name of the Director</b>	<b>Mr. Shalin Ashok Shah (DIN: 00297447)</b>	<b>Mrs. Deepti Ghanshyam Gavali (DIN: 10272798)</b>
<b>Date of Birth/ Age</b>	31/08/1973 (50 Years)	12/02/1983 (40 Years)
<b>Date of first appointment on the Board</b>	15/11/1996	01/09/2023
<b>Qualification</b>	Civil Engineer	B.Sc. (Micro), L.LB.
<b>Terms &amp; Conditions of appointment or re-appointment</b>	As per Agreement with the Company	As per the letter of Appointment
<b>Brief Resume and expertise</b>	Mr. Shalin Shah, aged 50 is the Promoter Director of the Company. He completed his Civil Engineering from L.D. Engineering College, Ahmedabad. He has more than 28 years' experience in various fields like trading, real estate, oil and gas exploration etc. and has vast exposure into the fields of management, finance, accounting, information technology and legal.	Mrs. Deepti Ghanshyam Gavali, aged 40 years, is a B.Sc. Graduate.  She has an experience of more than 8 years of managing business ventures belonging to various industries. Her versatile management skills and expertise can transform the business model and strengthen the organizational roots.
<b>Designation</b>	Managing Director	Additional (Independent) Director
<b>No. of Shares held in the Company</b>	45037500 Equity Shares	NIL
<b>Directorship in Other Listed Company</b>	Gujarat Natural Resources Limited Leshia Industries Limited Ashnisha Industries Limited Ashoka Metcast Limited	Ashoka Metcast Limited
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	Member of Corporate Social Responsibility Committee	Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee
<b>No. of Meetings of the Board attended during the year</b>	14/14	-
<b>Related to other directors</b>	Mr. Shalin A. Shah and Mr. Ashok C. Shah are related as Father-Son. No other directors are related inter se.	-

Date: 1<sup>st</sup> September, 2023  
Reg. Off.: 7<sup>th</sup> Floor, Ashoka Chambers, Rasala Marg,  
Mithakhali,  
Ahmedabad – 380 006, Gujarat, India  
Tel: 079 2646 3227  
E-mail: rhetantmt@gmail.com

For and on behalf of the Board

Sd/-  
Shalin A. Shah  
Managing Director  
DIN: 00297447



**BOARD'S REPORT**

To,  
The Members,

Your Directors have pleasure in presenting their **Annual Report** on the business and operations of the Company and the Audited Accounts for the Financial Year ended 31<sup>st</sup> March, 2023.

**1. FINANCIAL SUMMARY/ HIGHLIGHTS OF PERFORMANCE OF THE COMPANY:****(Rs. in Lakhs)**

Particulars	Year ended 31/03/2023	Year ended 31/03/2022
Total Revenue	8694.13	6703.45
Expenditure	7979.39	6416.23
Profit/(Loss) before Depreciation	780.84	333.79
Depreciation	66.10	46.57
Profit/(Loss) before Tax	714.74	287.22
Extraordinary/Exceptional items	-	-
Tax Expenses		
(a) Current Tax	170.27	49.80
(b) Deferred Tax	2.70	2.99
<b>Profit/(Loss) after Tax</b>	<b>541.77</b>	<b>234.43</b>

**2. OVERVIEW OF COMPANY'S PERFORMANCE:**

The Company is into the business of manufacturing of TMT Bars. The revenue from operations was Rs. 8602.15 Lakhs as compared to the revenue from operations of Rs. 6702.87 Lakhs during the previous year. The profit after tax increased from Rs. 234.43 Lakhs in the previous year to Rs. 541.77 Lakhs in the current financial year.

The performance of the Company in terms of overall revenue generation during the period under review is quite satisfactory.

**3. DIVIDEND:**

After considering the present circumstances holistically and keeping in view the need to conserve the resources in the long run for future, the Board of Directors of the Company decided that it would be prudent not to recommend any dividend for the year under review.

**4. TRANSFER TO RESERVE:**

Reserves & Surplus at the end of the year stood at Rs. 547.71 Lakhs as compared to Rs. 1049.69 Lakhs at the beginning of the year.

**5. SHARE CAPITAL:**

During the year under review, the shareholders of the Company at their Extra Ordinary General Meeting held on 13<sup>th</sup> January, 2023 approved the following changes in the capital structure of the Company:

- (a) Increase in Authorized Share Capital of the Company from Rs. 21,50,00,000/- (Rupees Twenty One Crore Fifty Lakh only), divided into 21500000 (Two Crore Fifteen Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 80,00,00,000/- (Rupees Eighty Crore only), divided into 80000000 (Eight Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.
- (b) Sub-Division/ Split of Equity Shares of the Company from face value of Rs. 10/- each to face value of Re.1/- each.
- (c) Issue of Bonus Shares in the ratio of 11 (Eleven) Bonus Equity Shares for every 4 (Four) fully paid-up equity shares by capitalizing a sum not exceeding Rs. 58,43,75,000/- (Rupees Fifty Eight Crore Forty Three Lakh Seventy Five Thousand only).

At present, the Company has only one class of shares – equity shares with face value of Rs. 1/- each. The authorised share capital of the Company is divided into 800000000 Equity Shares of face value of Rs. 1/- each amounting to Rs. 80,00,00,000/- and issued, subscribed and paid up equity capital has increased from Rs. 21,25,00,000/- comprising 212500000 equity shares of Re. 1/- each to Rs. 79,68,75,000/- comprising 796875000 Equity Shares of Re. 1/- each.

#### **6. ISSUE AND ALLOTMENT OF BONUS EQUITY SHARES:**

The Board of Directors of the Company in their meeting held on 21<sup>st</sup> December, 2022 approved Issue of Bonus Shares in the ratio of 11 (Eleven) Bonus Equity Shares for every 4 (Four) fully paid-up equity shares by capitalizing a sum not exceeding Rs. 58,43,75,000/- (Rupees Fifty Eight Crore Forty Three Lakh Seventy Five Thousand only), subject to approval of members of the Company. Further, the shareholders of the Company at their Extra Ordinary General Meeting held on 13<sup>th</sup> January, 2023 approved the issue of Bonus Equity Shares.

Subsequently, the Board of Directors of the Company in their meeting held on 17<sup>th</sup> March, 2023 allotted 584375000 Bonus Equity Shares of face value of Re. 1/- to the list of beneficial owners as on 10<sup>th</sup> March, 2023, being the record date fixed for that purpose.

#### **7. CHANGE IN NATURE OF BUSINESS:**

There has been no change in the nature of business of the Company during the financial year under review.

#### **8. MAINTAINANCE OF COST RECORDS:**

The Company has adequately maintained the cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

#### **9. STATE OF COMPANY AFFAIRS:**

The state of your Company's affairs is given under the heading 'Financial Summary/ Highlights', Overview of Company's Performance' and various other headings in this Report and the Management Discussion and Analysis Report, which forms part of the Annual Report.

#### **10. DEPOSITS:**

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

**11. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:**

The Company has taken adequate steps for conservation of energy. The Company has not imported any technology during the year and there are no plans to import any kind of technology in near future and hence information regarding its absorption is not applicable. There was no research activities carried out during the year as well as no foreign exchange income or outgo during the year.

**12. PARTICULARS OF EMPLOYEES:**

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in the Statement annexed herewith as **Annexure-I**.

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

There were no such material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report which can affect the financial position of the Company.

**14. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS:**

No material order has been passed by the Regulators/Court or Tribunals which can impact the going concern status and Company's operation in future.

**15. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

The company has complied with the provision relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The company has adopted policy on prevention of sexual harassment of women at workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year ended 31<sup>st</sup> March, 2023, the company has not received any complaints pertaining to sexual harassment.

**16. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

The Company does not have any subsidiary, associate or joint venture company and hence details relating to them are not applicable and provided for.

**17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT BY THE COMPANY:**

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

**18. MEETING OF BOARD OF DIRECTORS:**

The Board meeting dates are finalized in consultation with all directors and agenda papers backed up by comprehensive notes and detailed background information are circulated well in advance before the date of the meeting thereby enabling the Board to take informed decisions.

During the year under the review, the Board met 14 (fourteen) times during the year on 04/05/2022, 10/05/2022, 01/06/2022, 06/06/2022, 13/06/2022, 14/06/2022, 04/07/2022, 27/07/2022, 10/08/2022, 30/08/2022, 12/11/2022, 21/12/2022, 30/12/2022 and 17/03/2023 with gap between Meetings not exceeding the period prescribed under the Companies Act, 2013 and Rules made there under.

Name of Directors	DIN	Category	Number of Meetings Attended / Total Meetings held during the year 2022-23	Attendance at the last AGM held on 27/07/2022
Mr. Shalin A. Shah	00297447	Managing Director	14/14	Yes
Mr. Ashok C. Shah	02467830	Non Executive Director	14/14	Yes
Mr. Rushabh R. Shah	09474282	Independent Director	14/14	Yes
Ms. Twinkle K. Chheda	09502345	Independent Director	14/14	Yes
Ms. Deepti G. Gavali	10272798	Additional (Independent) Director	-	-

#### 19. MEETING OF MEMBERS:

During the year under review, Extra Ordinary General Meeting was held on 1<sup>st</sup> June, 2022 and 13<sup>th</sup> January, 2023.

38<sup>th</sup> Annual General Meeting of the members of the Company was held on 27<sup>th</sup> July, 2022.

Special Resolution through Postal Ballot/E-voting was passed on 1<sup>st</sup> February, 2023.

#### 20. COMMITTEES OF THE BOARD:

During the year, in accordance with the Companies Act, 2013, the Board constituted some of its Committees.

##### AUDIT COMMITTEE:

##### The major terms of reference of the Audit Committee include:

- Examination of Financial Statements and Auditor's Report thereon;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Evaluation of internal financial controls and risk management systems;
- Approval or modifications of related party transactions;
- Review functioning of the Whistle Blower mechanism;
- Scrutiny of inter-corporate loans and investments.

##### Composition of Audit Committee as on the date of the report:

Sr. No.	Name of the Director	DIN	Status	Category
1	Mr. Rushabh Shah	09474282	Chairperson	Non-Executive Independent Director
2.	Ms. Twinkle Chheda (upto 30/06/2023)	09502345	Member	Non-Executive Independent Director
3.	Mrs. Deepti Gavali (w.e.f. 01/09/2023)	10272798	Member	Additional (Independent) Director
4.	Mr. Ashok Shah	02467830	Member	Non-Executive Director

**Attendance of each member of the Audit Committee:**

Committee Members	Meetings held	Meetings attended
Mr. Rushabh Shah	4	4
Ms. Twinkle Chheda (upto 30/06/2023)	4	4
Mrs. Deepti Gavali (w.e.f. 01/09/2023)	-	-
Mr. Ashok Shah	4	4

**Number of Audit Committee Meetings held during the year:**

The Audit Committee met four times in the financial year 2022-23 i.e. on 04/05/2022, 10/05/2022, 10/08/2022 and 12/11/2022.

**NOMINATION AND REMUNERATION COMMITTEE:****The major terms of reference of the Nomination & Remuneration Committee include:**

- Identification of persons qualified to become directors and be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- Specifying the manner for effective evaluation of performance of Board, its committees and individual directors;
- Recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

**Composition of Nomination & Remuneration Committee as on the date of the report:**

Sr. No.	Name of the Director	DIN	Status	Category
1	Mr. Rushabh Shah	09474282	Chairperson	Non-Executive Independent Director
2.	Ms. Twinkle Chheda (upto 30/06/2023)	09502345	Member	Non-Executive Independent Director
3.	Mrs. Deepti Gavali (w.e.f. 01/09/2023)	10272798	Member	Additional (Independent) Director
4.	Mr. Ashok Shah	02467830	Member	Non-Executive Director

**Attendance of each member of the Nomination and Remuneration Committee:**

Committee Members	Meetings held	Meetings attended
Mr. Rushabh Shah	-	-
Ms. Twinkle Chheda (upto 30/06/2023)	-	-
Mrs. Deepti Gavali (w.e.f. 01/09/2023)	-	-
Mr. Ashok Shah	-	-

**Number of Nomination and Remuneration Committee Meetings held during the year:**

The Nomination and Remuneration Committee did not meet during the year under review.

**STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The major terms of reference of the Stakeholders Relationship Committee include:

- Consideration & Resolution of the grievances of security holders of the Company;
- Reviewing of Transfer/ Transmission requests/ Demat/ Remat requests of the security shareholders and issuance of duplicate share certificate, if any.

Composition of Stakeholders Relationship Committee as on the date of the report:

Sr. No.	Name of the Director	DIN	Status	Category
1	Mr. Rushabh Shah	09474282	Chairperson	Non-Executive Independent Director
2.	Ms. Twinkle Chheda (upto 30/06/2023)	09502345	Member	Non-Executive Independent Director
3.	Mrs. Deepti Gavali (w.e.f. 01/09/2023)	10272798	Member	Additional (Independent) Director
4.	Mr. Ashok Shah	02467830	Member	Non-Executive Director

Attendance of each member of the Stakeholders Relationship Committee:

Committee Members	Meetings held	Meetings attended
Mr. Rushabh Shah	4	4
Ms. Twinkle Chheda (upto 30/06/2023)	4	4
Mrs. Deepti Gavali (w.e.f. 01/09/2023)	-	-
Mr. Ashok Shah	4	4

Number of Stakeholders Relationship Committee Meetings held during the year:

The Stakeholders Relationship Committee met four times during the Financial Year 2022-23 i.e. on 04/05/2022, 04/07/2022, 12/11/2022 and 17/03/2023.

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

The Corporate Social Responsibility ("CSR") Committee in terms of the provisions of Section 135 of the Companies Act, 2013 consisting of following three Directors, constituted on 1<sup>st</sup> September, 2023 as under:

Sr. No.	Name of the Director	DIN	Status	Category
1	Mr. Rushabh Shah	09474282	Chairperson	Non-Executive Independent Director
2.	Mr. Shalin Shah	00297447	Member	Managing Director
3.	Mr. Ashok Shah	02467830	Member	Non-Executive Director

**21. EXTRACTS OF ANNUAL RETURN:**

Pursuant to Section 92(3) read with section 134(3)(a) of the Companies Act, 2013, copies of the Annual Returns of the Company prepared in accordance with Section 92(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are placed on the website of the Company and is accessible at the web link: <http://rhetan.com/annual-returns.html>

**22. INSURANCE:**

All the Properties of the Company are adequately insured.

**23. RELATED PARTY TRANSACTIONS:**

Details of the related party transactions entered at arm's length are given in Form AOC-2 attached as **Annexure-II** to the Financial Statements.

Related Party disclosure under regulation 34(3) read with schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Sr. No.	Disclosure of loans / advances / investments / Outstanding during the year	As at 31 <sup>st</sup> March, 2023 (Amount in Lakhs)	Maximum amount during the year (Amount in Lakhs)
1	Loans and advances in the nature of loans to subsidiary	0	0
2	Loans and advances in the nature of loans to associate	0	0
3	Loans and advances in the nature of loans to firms/companies in which directors are interested	0.78	0.78

Further, transactions if any of the Company with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity are given in the notes to the Financial Statements.

**24. DIRECTORATE AND KEY MANAGERIAL PERSONNEL:**

The Board of Directors of your company has various executive and non-executive directors including Independent Directors who have wide and varied experience in different disciplines of corporate functioning.

Following changes took place in the Board of Directors and Key Managerial Personnel of the Company:

- Ms. Twinkle Chheda resigned from the office of Independent Director w.e.f. 30<sup>th</sup> June, 2023, due to personal reasons. The Company had received a confirmation that there are no material reasons for his resignation other than the reasons provided by her.

In the opinion of the Board, Ms. Twinkle Chheda was a person of integrity, expert and experienced (including the proficiency).

- Mrs. Deepti G. Gavali was appointed as an Additional (Independent) Director by the Board of Directors w.e.f. 1<sup>st</sup> September, 2023. Further, the business of her ratification of appointment is placed before the members for their approval

In the opinion of the Board, Mrs. Deepti G. Gavali is a person of integrity, expert and experienced (including the proficiency).

- In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Shalin A. Shah (DIN: 00297447) retires by rotation at the ensuing Annual General Meeting and being eligible in terms of Section 164 of the Act offers himself for re-appointment.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

Further, the Independent Directors have also submitted their declaration in compliance with the provisions of Rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, which mandated the inclusion of an Independent Director's name in the data bank of Indian Institute of Corporate Affairs ("IICA") for a period of one year or five years or life time till they continues to hold the office of an independent director.

## 25. ANNUAL PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:

Pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board had carried out performance evaluation of its own, the Board Committees and of the Independent directors. Independent Directors at a separate meeting evaluated performance of the Non-Independent Directors, Board as a whole and of the Chairman of the Board.

The following were the Evaluation Criteria:

(a) For Independent Directors:

- Knowledge and Skills
- Professional conduct
- Duties, Role and functions

(b) For Executive Directors:

- Performance as Team Leader/Member.
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set Goals and achievements
- Professional Conduct, Integrity
- Sharing of Information with the Board

The Directors expressed their satisfaction with the evaluation process.

## 26. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of the Regulation 34(e) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report forms part of this Report as **Annexure-III**.

## 27. CEO AND CFO CERTIFICATION:

Mr. Shalin A. Shah, Managing Director and Mr. Subha Ranjan Dash, CFO have given certificate to the board as contemplated in SEBI Listing Regulations. The said certificate is attached as **Annexure-IV**.

## 28. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining Qualifications, Positive Attributes and Independence of a Director. No remuneration is paid to any of the Directors of the Company including Managing Director during the year 2022-23.

## 29. MANAGERIAL REMUNERATION:

The Company had not paid any remuneration to the Managing Director or any sitting fees to Non-Executive Directors for attending any meetings during the financial year ended 31<sup>st</sup> March, 2023.



**30. INDEPENDENT DIRECTORS' MEETING:**

Independent Directors of the Company had met during the year under the review on 24<sup>th</sup> March, 2023. The Independent Directors' in its meeting reviewed and considered:

1. The performance of Non-Independent Directors and the Board of Directors;
2. The performance of the Chairperson of the Company;
3. Assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

**31. COMMITTEES OF THE BOARD:**

There are currently **Four Committees** of the Board as enumerated hereunder:

1. Audit Committee
2. Nomination and Remuneration Committee and
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

**32. AUDITORS:****A. Statutory Auditors**

The Board of Directors of the Company had appointed M/s. GMCA & Co., Chartered Accountants, Ahmedabad (Firm Reg. No. 109850W), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sunil Poddar & Co., Chartered Accountants, Ahmedabad (Firm Reg. No. 110603W) in their meeting held on 4<sup>th</sup> May, 2022 till the conclusion of the ensuing Annual General Meeting subject to the approval of Shareholders. Considering the same, the Shareholders of the Company in their meeting held on 27<sup>th</sup> July, 2022 approved appointment of M/s. GMCA & Co., Chartered Accountants, Ahmedabad for a term as the Statutory Auditors of the Company till the conclusion of Annual General Meeting to be held on 2026.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

**B. Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Chintan K. Patel, Practising Company Secretary, Ahmedabad to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **Annexure-V**.

The observations of the Secretarial Auditor in the Secretarial Audit Report are self-explanatory and therefore do not call for any further comments.

**33. SECRETARIAL STANDARDS:**

The Company duly complies with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

**34. INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS:**

Pursuant to provisions of Section 143(12) of the Companies Act, 2013, as amended from time to time, the Statutory Auditors have not reported any incident of fraud to the Company during the year under review.

**35. INTERNAL FINANCIAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK:**

The Company has an Internal Financial Control System, appropriate considering the size and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations. The Audit Committee in consultation with the internal auditors formulates the scope, functioning, periodicity and methodology for conducting the internal audit. Based on the internal audit report and review by the Audit committee, process owners undertake necessary actions in their respective areas. The internal auditors have expressed that the internal control system in the Company is robust and effective. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

**36. RISK MANAGEMENT:**

Company has implemented an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to help ensure that there is a robust system of risk controls and mitigation in place. Senior management periodically reviews this risk management framework to keep updated and address emerging challenges. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

**37. VIGIL MECHANISM AND WHISTLE BLOWER POLICY:**

In accordance with Section 177 of the Companies Act, 2013 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted a Whistle Blower Policy/ Vigil Mechanism to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed and to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

**38. PREVENTION OF INSIDER TRADING:**

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

**39. DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with Section 134(5) of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors state that-

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The directors had 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 31<sup>st</sup> March, 2023 and of the profit and loss of the company for that period;

- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 and Rules made thereunder for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared the annual accounts on a going concern basis;
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, and
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 40. CORPORATE GOVERNANCE:

As per Regulation 15(2)(b) of the SEBI Listing Regulations, compliance with the corporate governance provisions as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V, shall not apply to the Company. The Certificate of the non-applicability of submission of Report on Corporate Governance is attached as **Annexure - VI** to the Board's Report.

#### 41. CORPORATE SOCIAL RESPONSIBILITY:

The Board of Directors has constituted a corporate Social Responsibility ('CSR') Committee in terms of the provisions of Section 135 of the Companies Act, 2013 consisting of 3 (three) Directors viz. Mr. Rushabh Shah (Chairman), Mr. Shalin A. Shah (Member) and Mr. Ashok C. Shah (Member).

Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) in accordance with the provisions of Section 135 of Companies Act, 2013 and Schedule VII thereto indicating the activities which can be undertaken by the Company. This Policy has been approved by the Board. The CSR Policy is available on the Company's website at [www.rhetan.com](http://www.rhetan.com).

#### 42. LISTING & MIGRATION OF THE COMPANY:

The Company got listed on SME Platform of BSE Limited on 5<sup>th</sup> September, 2022.

Subsequently, the Board of Directors in their meeting held on 30<sup>th</sup> December, 2022 approved Migration of the Company from SME platform of BSE Limited (BSE) to Main Board of BSE Limited and National Stock Exchange of India Limited (NSE) with a view that Migration to Main Board will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. Further, the members of the Company passed special resolution through Postal Ballot/E-voting on 1<sup>st</sup> February, 2023 for the same.

The Company has made an In-principle Application for Migration of the Company on 17<sup>th</sup> April, 2023. The said approval is awaited from the stock exchange viz. BSE Limited.

#### 43. DISCLOSURE OF FINES/PENALTIES LEVIED:

The Board of Directors of the Company in their meeting held on 21<sup>st</sup> December, 2022 approved Issue of Bonus Shares in the ratio of 11 (Eleven) Bonus Equity Shares for every 4 (Four) fully paid-up equity shares. Further, the shareholders of the Company at their Extra Ordinary General Meeting held on 13<sup>th</sup> January, 2023 approved the issue of Bonus Equity Shares. The Company had made In-principle Application for Issue of Bonus Shares on 21<sup>st</sup> December, 2022. The Company received the In-principle approval on 21<sup>st</sup> February, 2023.

In accordance with Regulation 295(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company is required to implement the Bonus Issue within two months from the date of Board Meeting wherein the decision to announce the bonus issue was taken. Consequent to delay in receipt of In-principle Approval from the stock exchange viz. BSE Limited and subsequent delay in undertaking of various prescribed

Bonus & Sub-division of Equity Shares formalities, the stock exchange levied a fine of Rs. 10.40 Lakhs plus applicable taxes. The Company had paid the said fine on 12<sup>th</sup> April, 2023.

The fine was paid by the Company in dissent to put a stop to any further fines that may be levied by the stock exchange. Henceforth, the Company has made the request to the stock exchange for waiver of the fines imposed. Stock exchange's revert on the said matter is awaited.

**44. ACKNOWLEDGEMENT:**

Your Directors take this opportunity to express their gratitude for the generous commitment, dedication, hard work and significant contribution made by employees at all levels for the development of the Company. Your Directors also sincerely thank to all the stakeholders, customers, vendors, bankers, business associates, government, other statutory bodies and look forward to their continued assistance, co-operation and support.

**Place: Ahmedabad**

**Date: 1<sup>st</sup> September, 2023**

**For and on behalf of the Board**

**Sd/-**

**Shalin A. Shah**

**Managing Director**

**DIN: 00297447**

**Sd/-**

**Ashok C. Shah**

**Director**

**DIN: 02467830**

**ANNEXURE-I TO THE BOARD'S REPORT****1. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- i. The ratio of the remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2022-23 and
- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year

(Rs. In Lakhs)

Sr. No.	Name of Director/KMP and its Designation	Remuneration to the Director / KMP for the Financial Year 2022-23	Percentage increase/decrease in remuneration in the Financial Year 2022-23	Ratio of Remuneration of each Director to the Median Remuneration of Employees
1.	Mr. Shalin A. Shah	NIL	NIL	N.A.
2.	Mr. Ashok C. Shah	NIL	NIL	N.A.
3.	Mr. Rushabh R. Shah	NIL	NIL	N.A.
4.	Ms. Twinkle K. Chheda	NIL	NIL	N.A.
5.	Ms. Deepti G. Gavali	NIL	NIL	N.A.
6.	Mr. Subha Ranjan Dash	4.35	32.67%	N.A.
7.	Ms. Payal Pandya	1.32	NIL	N.A.

- iii. Median Remuneration of Employees (MRE) of the Company is Rs. 2.08 Lakhs for the Financial Year 2022-23.
- iv. The number of employees on the rolls of the Company is 49 for the year ended 31<sup>st</sup> March, 2023.
- v. The increase in remuneration was as above during the year
- vi. The remuneration of the Key Managerial Personnel (KMP) is in line with the performance of the company.
- vii. The Market Capitalization as on, 31<sup>st</sup> March, 2023 was Rs. 1179.37 Crore and Price Earnings Ratio of the Company was 167.54 as on 31<sup>st</sup> March, 2023.
- viii. Average percentage increase made in the salaries of employees other than the managerial personnel in the last Financial Year was Nil. Average percentage increase made in the salary of the managerial personnel in the last Financial Year was Nil
- ix. Variable component in remuneration of Directors of the Company—**N.A.**
- x. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year—**N.A.**
- xi. Affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

There were no employees covered under rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014.

Place: Ahmedabad  
Date: 1<sup>st</sup> September, 2023

For and on behalf of the Board

Sd/-	Sd/-
Shalin A. Shah	Ashok C. Shah
Managing Director	Director
DIN: 00297447	DIN: 02467830

**ANNEXURE-II TO THE BOARD REPORT****FORM NO. AOC -2**

Pursuant to clause (h) of sub-section(3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	--
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.

SL. No.	Particulars	Details	
a)	Name (s) of the related party & nature of relationship	Ashnisha Industries Limited (Group Company)	Ashoka Metcast Limited (Group Company)
b)	Nature of contracts / arrangements / transaction	Sales made	Sales made
c)	Duration of the contracts / arrangements / transaction	-	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-	-
e)	Date of approval by the Board, if any	04/10/2021	04/10/2021
f)	Amount paid as advances, if any	NIL	NIL

Place: Ahmedabad  
Date: 1<sup>st</sup> September, 2023

For and on behalf of the Board

Sd/- Shalin A. Shah Managing Director DIN: 00297447	Sd/- Ashok C. Shah Director DIN: 02467830
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## **ANNEXURE-III TO THE BOARD'S REPORT**

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

#### ➤ **INDUSTRIAL STRUCTURE AND DEVELOPMENT:**

The Company is basically in the business of manufacturing of TMT Bars. The term TMT bars has become the industry staple for constructing any structure, starting from bridges, flyovers, dams, hydel power plants, industrial structures, high-rise buildings, rapid transport systems, and more. TMT or Thermo Mechanically Treated bars uses Quenching and Tempering technology during production, obtaining their unique strength from that process. India's iron and steel industry has come to occupy a dominant place in the country's socio-economic development. India also ranks seventh as the largest crude steel-producing nation in the world. The Indian steel industry has gone through tumultuous business cycles, with several ups and downs. Today the industry is on the cusp of a significant change as it gears toward an expansion of ambitious standards.

#### ➤ **OVERVIEW:**

TMT Steel Bars for building is a boon in today's culture, given technical improvements. TMT steel for construction has a high elongation property that not only gives a buildings structure significant tensile strength and support but also makes it incredibly strong and earthquake resistant. People migrating from rural to urban regions will require more shelter, resulting in an increase in the percentage of residential buildings year after year. TMT Bars provide longer and better durability, weldability, higher tensile strength, and improved elongation value speed up the construction process while requiring less steel. As a result, raw material prices are lower, as are transportation and storage costs. TMT Bars are also extremely cost-effective because they are easy to manage on-site and offer quality cost savings. The rising level of disposable income and expanding urbanisation are the primary market drivers that would propel the India TMT Steel Bar market forward.

#### ➤ **OPPORTUNITY & THREATS:**

The Company believes that niche opportunities exist in the Global arena which we are targeting to exploit resulting in positive growth. The Company has accordingly built a business model tapping these opportunities and is also aligning its strategies to utilize opportunities in the domestic market.

The demand of the Company's products is steadily increasing. The Company is ready to take the challenges of increased demand by continuously adding capacities, investing in up gradation of its manufacturing capacities and also striving to achieve cost efficiencies.

With expanding capacity of existing players and emergence of new entrants, competition is a sustained treat for the business of the Company. Strategic initiatives to enhance the brand equity through enhanced marketing strategies along with the value add products and services have been the thrust areas of the Company.

#### ➤ **COMPETITION:**

Steel being a vast and global industry, we face competition from various domestic and international players. Though being dominated by the large conglomerates, the industry is also unorganized and fragmented with many small and medium sized companies and entities. Competition in our business is based on pricing, relationships with customers, product quality, customization and innovation. We face pricing pressures from companies that are able to produce the products at competitive costs and consequently, supply their products at cheaper prices. Certain of our competitors may have greater financial resources, technology, research and development capability, greater market penetration and operations in diversified geographies and product portfolios, which may allow our competitors to better respond to market trends. Accordingly, we may not be able to compete effectively with our competitors across our product portfolio, which may have an adverse



impact on our business, financial condition, results of operations and future prospects. We intend to continue competing vigorously to capture more market share and adding more management personnel to manage our growth in an optimal way.

➤ **SEGMENT WISE AND PRODUCT WISE PERFORMANCE:**

The Company operates in a single segment i.e. manufacturing of TMT Bars.

➤ **RISK AND CONCERN:**

**Risk associated with raw material and supply:**

The Company purchases raw materials which are prone to price fluctuations. Shipping line disruptions and global demand-supply gaps, results in shortage of raw materials supply which then contributes to the increase in raw material cost. The increase/ decrease in the cost of raw materials have a direct impact on profitability.

**Mitigations:**

The Company tracks the changes in the price of raw material and maintains adequate inventory to avoid purchasing them at higher prices.

➤ **INITIATIVES BY THE COMPANY:**

Focus is laid on marketing and branding of the product. Management continuously endeavours to maintain the quality of the product traded and timely delivery of the product.

The Company is quite confident that the overall profitability would improve in a sustainable manner, as a result of this strategy.

➤ **OUTLOOK:**

The profit margins in the industry are under pressure. The Company is confident to meet the challenges with its strength in marketing network, its strategic planning, Research & Development, productivity improvement and cost reduction exercise.

➤ **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Your Company places significant emphasis and efforts on the internal control systems. The Company has appointed an internal auditor for the same with such powers and responsibilities that are required to ensure the adequacy of the internal Control System.

➤ **HUMAN RESOURCE:**

Your Company firmly believes that employees are the most valuable assets and key players of business success and sustained growth. Various employee benefits, recreational and team building efforts are made to enhance employee skills, motivation as also to foster team spirit. Industrial relations were cordial throughout the year.

➤ **HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION:**

The people are the greatest asset, and their safety, health, and well-being is of utmost importance to us. The Company endeavours to provide a safe, conducive and productive work environment by undertaking various measures at its manufacturing facilities to ensure no injury or accident. Several other measures have been taken by the Company to ensure health and safety of its employees. The Company's ethos of environment protection

by development of environment friendly processes for effective usage of resources is based on the belief that nature is a precious endowment to humanity.

➤ **DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:**

	Standalone	
	2022-23	2021-22
Debtors Turnover Ratio	3.50	3.05
Inventory Turnover Ratio	4.41	5.44
Interest coverage ratio	7.02	3.62
Current Ratio	4.73	2.34
Debt Equity Ratio	0.14	0.51
Operating Profit Margin	10.59	6.88
Net Profit Margin	6.30	3.50
Return on Networth	6.36	9.87
P/E Ratio	167.54	-

There is significant change (i.e. change of 25% or more as compared to the immediately previous financial year) in the following key ratios:

**Detailed explanation of key ratios:**

**Interest Coverage Ratio:**

Change in interest coverage ratio as compared to the immediately previous financial year is due to increase in earnings before interest and taxes (EBIT) of the Company.

**Operating Profit Margin:**

Significant positive change in operating profit margin is due to increase in revenue from sales as compared to last year.

**Debt Equity Ratio:**

Change in Debt Equity Ratio is due to increase in Equity of the Company.

**Net Profit Margin:**

Increase in net profit margin is due to increase in revenue and net profit.

➤ **DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:**

The decrease in Return of Networth is due to utilization of reserves and surplus during the year. However a positive return on net worth shows the Company strength in generating profits on shareholders' equity.

**➤ DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

Operational performance viz. total revenue increased from Rs. 6703.45 Lakhs in the previous financial year to Rs. 8694.13 Lakhs in the current financial year. Cash and cash equivalents at the end of the year stood at Rs. 27.69 Lakhs.

**➤ CAUTIONARY STATEMENT:**

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

**Place: Ahmedabad****Date: 1<sup>st</sup> September, 2023****For and on behalf of the Board****Sd/-****Shalin A. Shah****Managing Director****DIN: 00297447****Sd/-****Ashok C. Shah****Director****DIN: 02467830**

**ANNEXURE-IV TO THE BOARD'S REPORT****CEO & CFO CERTIFICATION**

To,  
The Board of Directors,  
Rhetan TMT Limited  
Ahmedabad

We hereby certify that:

- i. We have reviewed the financial statements and the cash flow statement of the Financial Year 2022-23 and that to the best of our knowledge and belief.
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ii. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violated of the Company's code of conduct.
- iii. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we hereby disclose to the Auditors and the Audit Committee that there have been no inefficiencies in the design or operation of internal controls, prevailing in the company.
- iv. We hereby certify that :
  - a. There have been no significant changes in internal control during the year.
  - b. There have been no significant changes in accounting policies during the year and
  - c. No instances of fraud were observed in the Company by the management or an employee having a significant role in the company's internal control system.

Place: Ahmedabad  
Date: 1<sup>st</sup> September, 2023

For and on behalf of the Board

Sd/-  
Shalin A. Shah  
Managing Director  
DIN:00297447

For and on behalf of the Board

Sd/-  
Subha Ranjan Dash  
Chief Financial Officer

**ANNEXURE – V TO THE BOARD'S REPORT****FORM NO. MR-3****SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023

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

To,  
The Members,  
**Rhetan TMT Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rhetan TMT Limited** (hereinafter called the Company) (CIN: L27100GJ1984PLC007041) having its registered office at **7<sup>th</sup> Floor, Ashoka Chambers, Rasala Marg, Mithakhali, Ahmedabad 380006**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Rhetan TMT Limited** (the Company) for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 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;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not Applicable to the Company during the Audit Period]**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not Applicable to the Company during the Audit Period]**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **[Not Applicable to the Company during the Audit Period]**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not Applicable to the Company during the Audit Period]**
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

I 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 BSE Limited.
- (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

- A) The Company has maintained a Register of Directors' Attendance as prescribed in the Secretarial Standards.
- B) The Directors have signed against their respective names after the meeting has been held.
- C) The Company had received no proxy forms for the Annual General Meeting for the financial year ended 31<sup>st</sup> March, 2022.
- D) The Company has complied with requirements of at least one-third of the total number of directors as independent directors as stated in Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- E) The Company has complied with the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- F) The Company has obtained all necessary approvals under the various provisions of the Act;
- G) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

#### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

**The Company had complied with all provisions of the section 186 of the Companies Act, 2013, except non charging of interest as per section 186 (7) in respect of some of the loans granted by the Company.**

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The following mentioned observations are made:

- A) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities;
- B) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct and ethics for Directors and Management Personnel;

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

**I further report that** the Company got listed on SME Platform of BSE Limited on 5<sup>th</sup> September, 2022.

**I further report that** during the audit period, the shareholders of the Company at their Extra Ordinary General Meeting held on 13<sup>th</sup> January, 2023 approved the following changes in the capital structure of the Company:

- (a) Increase in Authorized Share Capital of the Company from Rs. 21,50,00,000/- (Rupees Twenty One Crore Fifty Lakh only), divided into 21500000 (Two Crore Fifteen Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 80,00,00,000/- (Rupees Eighty Crore only), divided into 80000000 (Eight Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.
- (b) Sub-Division/ Split of Equity Shares of the Company from face value of Rs. 10/- each to face value of Re.1/- each.
- (c) Issue of Bonus Shares in the ratio of 11 (Eleven) Bonus Equity Shares for every 4 (Four) fully paid-up equity shares by capitalizing a sum not exceeding Rs. 58,43,75,000/- (Rupees Fifty Eight Crore Forty Three Lakh Seventy Five Thousand only).

At present, the Company has only one class of shares – equity shares with face value of Rs. 1/- each. The authorised share capital of the Company is divided into 800000000 Equity Shares of face value of Rs. 1/- each amounting to Rs. 80,00,00,000/- and issued, subscribed and paid up equity capital has increased from Rs. 21,25,00,000/- comprising 212500000 equity shares of Re. 1/- each to Rs. 79,68,75,000/- comprising 796875000 Equity Shares of Re. 1/- each.

**I further report that** during the audit period, the members of the Company has passed Special Resolution to migrate from SME platform of BSE Limited to Main Board of BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') through Postal Ballot on 1<sup>st</sup> February, 2023. The Company has made an In-principle Application for Migration of the Company on 17<sup>th</sup> April, 2023. The said approval is awaited from the stock exchange viz. BSE Limited.

**I further report that** during the audit period, the Board of Directors of the Company in their meeting held on 21<sup>st</sup> December, 2022 approved Issue of Bonus Shares in the ratio of 11 (Eleven) Bonus Equity Shares for every 4 (Four) fully paid-up equity shares. Further, the shareholders of the Company at their Extra Ordinary General Meeting held on 13<sup>th</sup> January, 2023 approved the issue of Bonus Equity Shares. The Company had made In-principle Application for

Issue of Bonus Shares on 21<sup>st</sup> December, 2022. The Company received the In-principle approval on 21<sup>st</sup> February, 2023.

In accordance with Regulation 295(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company is required to implement the Bonus Issue within two months from the date of Board Meeting wherein the decision to announce the bonus issue was taken. Consequent to delay in receipt of In-principle Approval from the stock exchange viz. BSE Limited and subsequent delay in undertaking of various prescribed Bonus & Sub-division of Equity Shares formalities, the stock exchange levied fine of Rs. 10.40 Lakhs plus applicable taxes. The Company had paid the said fine on 12<sup>th</sup> April, 2023.

The fine was paid by the Company in dissent to put a stop to any further fines that may be levied by the stock exchange. Henceforth, the Company has made the request to the stock exchange for waiver of the fines imposed. Stock exchange's revert on the said matter is awaited.

**I further report that** during the audit period, the Company has no other major / specific events, actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

- i. Public/Right/Preferential issue of shares / debentures/sweat equity etc.
- ii. Redemption / buy-back of securities
- iii. Merger / amalgamation / reconstruction etc.
- iv. Foreign technical collaborations.

**Place: Ahmedabad**

**Date: September 1, 2023**

**Sd/-**  
**Chintan K. Patel**  
**Practicing Company Secretary**  
**UDIN: A031987E000909149**  
**Mem. No.: A31987, COP No.: 11959**  
**PR no. 2175/2022**



**ANNEXURE - A to the Secretarial Audit Report**

**To,  
The Members,  
Rhetan TMT Limited**

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

1. The Management of the company is responsible for maintenance of secretarial records, devise proper system to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility is to express an opinion on these secretarial records and procedures followed by the company with respect to Secretarial Compliances.
3. We have followed the audit practices and process 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.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. 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.
7. The secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

**Place: Ahmedabad**

**Date: September 1, 2023**

**Sd/-  
Chintan K. Patel  
Practicing Company Secretary  
UDIN: A031987E000909149  
Mem. No.: A31987, COP No.: 11959  
PR no. 2175/2022**

**ANNEXURE – VI TO THE BOARD’S REPORT****NON APPLICABILITY OF SUBMISSION OF REPORT ON CORPORATE GOVERNANCE AS PER EXEMPTION GIVEN IN REGULATION 15 (2)(b) OF CHAPTER IV OF SEBI (LODR) REGULATIONS, 2015**

To the Members of **RHETAN TMT LIMITED**

This is to certify that the equity shares of the Company are listed on Small and Medium Enterprise (SME) Platform of BSE Limited as on the date of this report and hence, as per Regulation 15(2)(b) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the corporate governance provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is exempt to the Company.

Therefore it is not required to submit Report on Corporate Governance Report. The Company has filed an In-principle Application with the Stock Exchange viz. BSE Limited for migration of the Company from BSE SME Platform to BSE Main Board. The Company shall comply with the provisions of SEBI (LODR) Regulations, 2015, at a later date whenever such provisions for main board listed company becomes applicable to the Company.

**Place: Ahmedabad**

**Date: 1<sup>st</sup> September, 2023**

**For and on behalf of the Board**

**Sd/-**

**Shalin A. Shah**

**Managing Director**

**DIN: 00297447**

**Sd/-**

**Ashok C. Shah**

**Director**

**DIN: 02467830**

## Independent Auditor's Report

To,  
The Members of,  
**RHETAN TMT LIMITED**

### Report on the Financial Statements

We have audited the accompanying financial statements of RHETAN TMT LIMITED, ("the company") which comprise the Balance Sheet as at 31/03/2023, and the Statement of Profit and Loss for the year then 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 financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit for the year ended on that date.

### Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, The Company got listed on the BSE SME Platform on September 5, 2022.

### Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

### Management's responsibility for the financial statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and

detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement 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 also responsible for overseeing the Company's financial reporting process.

#### **Auditor's responsibilities for the audit of the financial statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company 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 auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

current period and are therefore the key audit matters. We describe these matters in our auditor's 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

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order and Section 143(3) in "Annexure B"
  - 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, and the cash flow statement dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. 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;
    - The Company does not have any pending litigations which would impact its financial position;
    - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - The Company is not required to transfer any amount, to the Investor Education and Protection Fund by the Company.

For, **G M C A & Co.**  
Chartered Accountants  
FRN: 109850W

**CA. Mitt S. Patel**  
(Partner)  
Membership No. 163940  
UDIN: 23163940BGPZMV3527

Place : Ahmedabad  
Date : 24.05.2023

**Annexure A to the Independent Auditors' Report on the  
Financial Statements of RHETAN TMT LIMITED for the year ended 31 March 2023**

- To,  
The Members of **RHETAN TMT LIMITED**  
(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)
- (I) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) Property, Plant and Equipment were physically verified by the management in accordance with a planned programme of verifying them at reasonable intervals having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favor of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use asset) or intangible assets during the year ended March 31, 2023.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verification.
- (b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets any point of time during the year. Therefore, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) (a) During the year the Company has provided loans, advances in the nature of loans, provided guarantee and security to companies as follows :

Particulars	Loans (In lakhs)
Aggregate amount granted/ provided during the year,	
- Subsidiaries	-
- Related Parties	0.40/-
- Others	10.11/-
Balance outstanding as at balance sheet date in respect of above case,	
- Subsidiaries	-
- Related Parties	0.78/-
- Others	77.29/-

- (b) During the year the investments made and the terms and conditions of the grant of all loans and advances in the nature of loan during the year are, prima facie, not prejudicial to the Company's interest.
- (c) The company has granted interest free loan which is violation of the Act.
- (d) There are no amounts of loan granted to companies which are overdue for more than ninety days.
- (e) There were no loans which had fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the company.

- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacturing activities and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, incometax, sales- tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts Payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) The Company is regularly depositing with appropriate authorities undisputed statutory dues. Therefore, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (viii) 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 surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the standalone 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 subsidiaries, associates or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) During the year the Company raised Rs. 5600.00 lakhs (including premium) by way of initial public offer In our opinion and according to the information and explanations given to us, Company has utilized the money raised by way of initial public offer for the purposes of expansion & Modernization of manufacturing plant, Funding the working Capital requirements and General Corporate expenses.
- (b) The Company has not made any preferential allotment or private placement of shares/fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor and secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have not Received any whistle blower complaints during the year while determining the nature, timing and extent of our audit procedures.
- (xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a),(b) and (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.  
(b) Internal audit under section 138 of Companies Act, 2013 is applicable. We have considered the Internal Audit observation in audit process.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a), (b), (c) & (d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly the requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the ageing report, financial ratios and expected dates of realization of financial assets and payment of financial liabilities, any other information accompanying the financial statements, 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 that Company.
- (xx) The company's net profit for the current financial year exceeds the threshold so as per Section 135(5) Corporate social responsibility is applicable to the Company. Therefore, The company is required to allocate CSR expenditure by March 31, 2024, as per the Companies Act.

For, **G M C A & Co.**  
Chartered Accountants  
FRN: 109850W

**CA. Mitt S. Patel**  
(Partner)  
Membership No. 163940  
UDIN: 23163940BGPZMV3527

Place : Ahmedabad  
Date : 24.05.2023



**Annexure “B” to Independent Auditor Report**  
**Report on the Internal Financial Controls under Clause (i) of**  
**Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of M/S. RHETAN TMT LIMITED. (“the Company”) as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company’s management is responsible for establishing and maintaining internal financial controls. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 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, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023.

For, **G M C A & Co.**  
Chartered Accountants  
FRN: 109850W

**CA. Mitt S. Patel**  
(Partner)  
Membership No. 163940  
UDIN: 23163940BGPZMV3527

Place : Ahmedabad  
Date : 24.05.2023

## STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2023

(Rs. in Lakhs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share Capital	2	7,968.75	1,325.00
(b) Reserves and Surplus	3	547.71	1,049.69
<b>2 Share application pending for allotment</b>		-	-
<b>3 Non-current Liabilities</b>			
(a) Long-term borrowings	4	535.37	1,385.75
(b) Deferred Tax liabilities (Net)	5	78.85	76.15
(c) Other Non Current Liabilities		-	-
(d) Long term provisions		-	-
<b>4 Current Liabilities</b>			
(a) Short-Term Borrowings	6	1,168.96	1,213.53
(b) Trade Payables	7		
total outstanding dues of micro enterprises and small enterprises		-	-
total outstanding dues of creditors other than micro enterprises and small enterprises		551.23	489.07
(c) Other Current Liabilities	8	227.83	310.83
(d) Short term provisions	9	171.47	50.45
<b>Total Equity &amp; Liabilities</b>		<b>11,250.17</b>	<b>5,900.47</b>
<b>II. ASSETS</b>			
<b>1 Non-current Assets</b>			
(a) Property Plant and Equipment	10		
Tangible Assets		857.92	828.99
Capital Work in Progress		-	-
(b) Non Current Investments	11	83.38	104.39
(c) Deferred Tax Assets (Net)		-	-
(d) Long-term loans and advances	12	149.70	88.34
(e) Other Non Current Assets	13	129.17	44.09
<b>2 Current Assets</b>			
(a) Current Investments			
(b) Inventories	14	3,186.74	2,419.50
(c) Trade Receivables	15	2,710.16	2,199.80
(d) Cash and cash equivalents	16	27.69	11.67
(e) Short Term Loans and Advances		-	-
(f) Other Current Assets	17	4,105.42	203.68
<b>Total Assets</b>		<b>11,250.17</b>	<b>5,900.47</b>

## NOTES TO ACCOUNTS

Notes referred to above and notes attached there to form an integral part of Balance Sheet  
This is the Balance Sheet referred to in our Report of even date.

For and on behalf of Rhetan TMT Limited

**Shalin A. Shah**  
Managing Director  
DIN : 00297447

**Ashok C. Shah**  
Director  
DIN : 02467830

**Payal Pandya**  
Company Secretary

**Subha Ranjan Dash**  
CFO

For, **G M C A & Co.**  
Chartered Accountants  
FRN: 109850W

**CA. Mitt S. Patel**  
(Partner)

Place : Ahmedabad  
Date : 24.05.2023

Membership No. 163940  
UDIN: 23163940BGPZMV3527

**STANDALONE STATEMENT OF PROFIT & LOSS ACCOUNT**  
**FOR THE PERIOD FROM 01-04-2022 TO 31-03-2023**

(Rs. in Lakhs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>I</b> Revenue from operations (Net)	18	8,602.15	6,702.87
<b>II</b> Other Income	19	91.98	0.58
<b>III Total Income (I + II)</b>		<b>8,694.13</b>	<b>6,703.45</b>
<b>IV Expenses</b>			
Cost of Material Consumed	20	7,745.84	6,714.89
Purchase of Stock in Trade		-	-
Change in inventories of Finished Goods and WIP	21	(518.20)	(918.26)
Employee Benefit Cost	22	120.52	103.70
Finance Costs	23	129.73	127.19
Depreciation and Amortisation Expense	24	66.10	46.57
Other Expenses	25	435.40	342.14
Total Expenses (IV)		7,979.39	6,416.23
<b>V</b> Profit before exceptional and extraordinary items and tax (III - IV)		714.74	287.22
<b>VI</b> Exceptional Items		-	-
<b>VII</b> Profit before extra ordinary items and tax (V-VI)		714.74	287.22
<b>VIII</b> Extra ordinary Items		-	-
<b>IX</b> Profit/(Loss) before tax (VII-VIII)		714.74	287.22
<b>X Tax Expense :</b>			
(1) Current Tax		170.27	49.80
(2) Deferred Tax		2.70	2.99
(3) MAT Credit Entitlement		-	-
<b>XI</b> Profit (Loss) for the period from continuing operations (VII-VIII)		541.77	234.43
<b>XII</b> Profit/(loss) from discontinuing operations		-	-
<b>XIII</b> Tax expense of discontinuing operations		-	-
<b>XIV</b> Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
<b>XV</b> Profit (Loss) for the period (XI + XIV)		541.77	234.43
<b>X Earning Per Share :</b>			
- Basic		0.09	1.77
- Diluted		0.09	1.77

**NOTES TO ACCOUNTS**

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement.  
This is the Profit & Loss Statement referred to in our Report of even date.

For and on behalf of **Rhetan TMT Limited**

For, **G M C A & Co.**  
Chartered Accountants  
FRN: 109850W

**Shalin A. Shah**  
Managing Director  
DIN : 00297447

**Ashok C. Shah**  
Director  
DIN : 02467830

**Payal Pandya**  
Company Secretary

**Subha Ranjan Dash**  
CFO

**CA. Mitt S. Patel**  
(Partner)

Place : Ahmedabad  
Date : 24.05.2023

Membership No. 163940  
UDIN: 23163940BGPZMV3527

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2023

(Rs. in Lakhs)

Particulars	2022-2023	2021-2022
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES :</b>		
Net Profit before tax as per Profit & Loss Account	714.74	287.22
Adjustment for :		
Depreciation	44.32	45.35
Finance Cost	129.73	127.19
Interest Income	(0.88)	(0.58)
Preliminary Expenses Written Off	21.78	1.22
	-	-
<b>Operating Profit before Working Capital Changes</b>	<b>909.69</b>	<b>460.39</b>
<b>Working Capital Changes</b>		
Adjustment for		
Trade Payables	62.16	128.63
Other non current assets	(85.84)	-
Inventories	(767.24)	(1,261.55)
Trade Receivables	(510.36)	(796.84)
Other current Assets	(3,901.74)	(78.28)
Other Current Liabilities	(83.00)	109.19
Other Non Current Liabilities	121.01	44.19
<b>Net Changes in Working Capital</b>	<b>(5,165.00)</b>	<b>(1,854.67)</b>
<b>Cash Generated from operations</b>	<b>(4,255.31)</b>	<b>(1,394.28)</b>
Cash Flow from Exceptional Claim	-	-
Direct Tax Paid During the Year (Net off Refund Received)	(170.27)	(49.80)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(4,425.58)</b>	<b>(1,444.08)</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES :</b>		
Dividend Income	-	-
Other Investments	-	-
Sale of Property Plant & Equipment	4.70	-
Purchase of Property Plant & Equipment	(77.95)	(9.89)
<b>NET CASH FLOW FROM IN INVESTING ACTIVITIES</b>	<b>(73.25)</b>	<b>(9.89)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES :</b>		
Interest Income	0.88	0.58
Proceed from Short term borrowings	(44.57)	205.81
Long Term Loan And Advances	(61.36)	174.90
Issue of Share Capital	5,600.00	1,295.00
Finance Cost	(129.73)	(127.19)
Proceed from Unsecured Loan	(850.38)	(102.04)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>4,514.84</b>	<b>1,447.06</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>16.02</b>	<b>(6.92)</b>
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	11.67	18.59
CASH AND CASH EQUIVALENTS AT THE CLOSE OF THE YEAR	27.69	11.67

For and on behalf of Rhetan TMT Limited

**Shalin A. Shah**  
Managing Director  
DIN : 00297447

**Ashok C. Shah**  
Director  
DIN : 02467830

**Payal Pandya**  
Company Secretary

**Subha Ranjan Dash**  
CFO

For, **G M C A & Co.**  
Chartered Accountants  
FRN: 109850W

**CA. Mitt S. Patel**  
(Partner)

Place : Ahmedabad  
Date : 24.05.2023

Membership No. 163940  
UDIN: 23163940BGPZMV3523

## STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED MARCH 31, 2023

## A. Equity Share Capital

(Rs. in Lakhs)

Particulars	2022-2023		2021-2022	
	No. of Shares	Amount	No. of Shares	Amount
<b>i) Opening Balance at the beginning of Financial Year</b>	<b>132.50</b>	<b>1,325.00</b>	<b>132.50</b>	<b>1,325.00</b>
Shares issued during the year through IPO	80.00	800.00	--	--
Changes in equity share capital during the year				
due to Splitting share of Rs. 10 into Rs. 1/-	1,912.50	1,912.50	--	--
Bonus Share Issued during the year	5,843.75	5,843.75	--	--
<b>Closing Balance at the end of Financial Year</b>	<b>7,968.75</b>	<b>7,968.75</b>	<b>132.50</b>	<b>1,325.00</b>

## B. Other Equity

(Rs. in Lakhs)

Particulars	Reserves and Surplus				Total
	Security Premium	Revaluation Reserve	Retained Earnings	Share Warrant	
<b>Balance as at 1st April, 2021</b>	<b>1,110.00</b>	<b>58.14</b>	<b>7.39</b>	<b>(360.26)</b>	<b>815.26</b>
Change during the year	--	--	--	234.43	234.43
Add DTL/DTA adjust. for Pre. Year	--	--	--	--	--
<b>Balance as at March 31, 2022</b>	<b>1,110.00</b>	<b>58.14</b>	<b>7.39</b>	<b>(125.83)</b>	<b>1,049.69</b>
Change during the year	1,043.75	--	--	541.77	541.77
Other comprehensive income	-	-	-	-	-
<b>Total Comprehensive Income / (Loss) for the year</b>	<b>(1,043.75)</b>	<b>--</b>	<b>--</b>	<b>541.77</b>	<b>541.77</b>
<b>Balance as at March 31, 2023</b>	<b>66.25</b>	<b>58.14</b>	<b>7.39</b>	<b>415.94</b>	<b>547.71</b>

See accompanying notes to the financial statements

In terms of our report attached.

For and on behalf of **Rhetan TMT Limited**For, **G M C A & Co.**  
Chartered Accountants  
FRN: 109850W**Shalin A. Shah**  
Managing Director  
DIN : 00297447**Ashok C. Shah**  
Director  
DIN : 02467830**Payal Pandya**  
Company Secretary**Subha Ranjan Dash**  
CFO**CA. Mitt S. Patel**  
(Partner)Place : Ahmedabad  
Date : 24.05.2023Membership No. 163940  
UDIN: 23163940BGPZMV3527

(Rs. in Lakhs)

## NOTE 10 : PROPERTY, PLANT AND EQUIPMENT

Particulars	Gross Block			Depreciation			Net Block	
	As at 01/04/2022	Addition	Deduction / Disposal	As at 31/03/2023	As at 01/04/2022	Deduction Charge	As at 31/03/2023	As at 31/03/2022
<b>A. Tangible Assets</b>								
Land	60.00	-	-	60.00	-	-	60.00	60.00
Building	247.44	-	-	247.44	18.87	7.25	221.31	228.57
Plant and Machinery	600.73	64.50	-	665.23	88.65	34.27	542.31	512.09
Office Equipment	0.92	0.12	-	1.04	0.29	0.16	0.59	0.63
Furniture and Fixtures	0.18	-	-	0.18	0.17	-	0.01	0.01
Computer	0.36	-	-	0.36	0.24	0.10	0.02	0.12
Electric Installations	30.72	13.33	-	44.05	7.85	2.53	33.68	22.88
Vehicles	8.02	-	8.02	-	3.31	0.00	0.00	4.70
<b>Sub Total (A)</b>	<b>948.37</b>	<b>77.95</b>	<b>8.02</b>	<b>1,018.30</b>	<b>119.38</b>	<b>44.32</b>	<b>857.92</b>	<b>828.99</b>
<b>B. Capital Work In Progress</b>								
Factory Building	-	-	-	-	-	-	-	-
Sub Total (B)	-	-	-	-	-	-	-	-
<b>Current Year</b>								
<b>Grand Total (A+B)</b>	<b>948.37</b>	<b>77.95</b>	<b>8.02</b>	<b>1,018.30</b>	<b>119.38</b>	<b>44.32</b>	<b>160.38</b>	<b>828.99</b>
Previous Year								
Grand Total	938.48	10.38	0.49	948.37	74.03	45.35	828.99	864.45

## NOTES TO THE FINANCIAL STATEMENTS

## NOTE - 2 : SHARE CAPITAL

(Rs. in Lakhs)

Particulars	As at	
	31st March, 2023	31st March, 2022
<b>1. AUTHORISED EQUITY SHARE CAPITAL</b>		
C.Y. 80,00,00,000 Equity Shares of Rs 1 Each	8,000.00	2,150.00
P.Y. (2,15,00,000) Equity Shares of Rs. 10/- each		
<b>2. ISSUED, SUBSCRIBED &amp; PAID UP EQUITY SHARE CAPITAL</b>		
C.Y. 79,68,75,000 Equity Shares of Rs 1 Each	7,968.75	1,325.00
P.Y. (1,32,50,000) Equity Shares of Rs.10/- each, fully paid		
<b>Total</b>	<b>7,968.75</b>	<b>1,325.00</b>

**Note :**

- Change in % Shareholding is on account of issue of equity share capital during the year through initial public offer.
- During the year under review, there was sub-division of 1 (one) Equity share of face value of Rs. 10/- each fully paid-up to 10 (ten) Equity shares of face value of Rs. 1/- each fully paid-up.

**3. Reconciliation of number fo shares outstanding at the beginning & at the end of the reporting period.**

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	132.50	1,325.00	114.00	1,140.00
Movement during the period	7,836.25	6,643.75	18.50	185.00
Outstanding at the end of the period	7,968.75	7,968.75	132.50	1,325.00

**4. Details of shares held by shareholders holding more than 5% of the aggregate shares in the company**

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	Amount	No. of Shares	Amount
1. Shalin A. Shah	120.10	5.65	12.01	9.00
2. Ashoka Metcast Ltd.	1,170.00	55.52	117.99	89.05
3. KCP Retail Pvt. Ltd.	143.00	6.73	--	--
4. Clear Water Commodities Pvt. Ltd.	110.00	5.18	--	--

11,79,8950 shares are held by Ashoka Metcast Ltd. (Holding Company) as on 31.03.2023.

No Ordinary Shares have been bought back by the Company during the period of 5 years preceding the date as at which the Balance Sheet is prepared.



## Shares held by Promoters

Sr. No.	Shares held by promoters at the end of the year	No. of Shares	% of Total Shares	% change during the year*
1	Shalin Ashok Shah	120.10	5.65	(3.41)
2	Shalin A. Shah (HUF)	-	-	-
3	Ashok Chinubhai Shah	20.00	0.94	(0.57)
4	Payal Shalin Shah	-	-	-
5	Leena Ashok Shah	-	-	-
6	Lेशa Ventures Pvt. Ltd.	-	-	-
7	Ashoka Metcast Limited	1,179.90	55.52	(33.52)

## NOTE - 3 : RESERVES &amp; SURPLUS

(Rs. in Lakhs)

Particulars		As at 31st March, 2023	As at 31st March, 2022
<b>A</b>	<b>General Reserve</b>		
	Balance brought forward from previous year	A 7.39	7.39
<b>B</b>	<b>Securities Premium Reserve</b>		
	Balance brought forward from previous year	1,110.00	1,110.00
	Add : Issue of Shares	4,800.00	-
	(Less): Bonus Issue	5,843.75	-
	<b>Closing Balance</b>	<b>66.25</b>	<b>1,110.00</b>
<b>C</b>	<b>Revaluation Reserve</b>		
	Balance brought forward from previous year	58.14	58.14
	Add/(Less) : On account of Sale of Asset	-	-
	<b>Closing Balance</b>	<b>58.14</b>	<b>58.14</b>
<b>D</b>	<b>Profit &amp; Loss Account</b>		
	Balance brought forward from previous year	(125.83)	(360.26)
	Add/(Less) : Net Profit/ (Net Loss) for the year	541.77	234.43
	Add DTL / DTA Adjusted for Previous years	-	-
	<b>Surplus in the statement of Profit &amp; Loss Account</b>	<b>415.94</b>	<b>(125.83)</b>
	<b>Total ( A + B + C )</b>	<b>547.71</b>	<b>1,049.69</b>

## NOTE - 4 : LONG TERM BORROWINGS

(Rs. in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>SECURED LOAN</b>		
Term Loan	196.38	281.65
<b>UNSECURED LOAN</b>		
Loans & advances from related parties	223.75	990.75
Inter Corporate Borrowings	115.25	113.35
<b>Total</b>	<b>535.37</b>	<b>1,385.75</b>

**NOTE - 5 : DEFERRED TAX LIABILITY**

(Rs. in Lakhs)

Particulars		As at 31st March, 2023	As at 31st March, 2022
i	Balance at the beginning	76.15	73.16
	Add/(Less) : On account of depreciation	2.70	2.99
	Add/(Less) : On account of losses	-	-
	<b>Total</b>	<b>78.85</b>	<b>76.15</b>

**NOTE - 6 : SHORT TERM BORROWINGS**

(Rs. in Lakhs)

Particulars		As at 31st March, 2023	As at 31st March, 2022
i	Loans Repayable on demand (Secured)		
	From Banks		
	Working Capital Loan	1,168.96	1,213.53
	<b>Total</b>	<b>1,168.96</b>	<b>1,213.53</b>

Above Working Capital Loan are secured by hypothecation of Company's Stock and Receivables and Collateral Security of block of all fixed assets of company.

Moreso, the above working capital loan has been sanctioned on personal guarantees of Mr. Ashok Shah and Shalin Shah and corporate guarantee of Ashoka Metcast Ltd.

**NOTE - 7 : TRADE PAYABLES**

(Rs. in Lakhs)

Particulars		As at 31st March, 2023	As at 31st March, 2022
i	Sundry Payables		
	Dues to Micro and Small Enterprises	-	-
	Dues to Others	551.23	489.07
	<b>Total</b>	<b>551.23</b>	<b>489.07</b>

**Trade Payable Ageing as at March 31, 2023****Outstanding for following periods from due date of payment**

(Rs. in Lakhs)

Note	Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
i	MSME	-	-	-	-	-
ii	Others	417.64	48.05	85.54	-	551.23
iii	Disputed Dues - MSME	-	-	-	-	-
iv	Disputed Dues - Others	-	-	-	-	-
	<b>Total</b>	<b>417.64</b>	<b>48.05</b>	<b>85.54</b>	<b>-</b>	<b>551.23</b>

## NOTE - 8 : OTHER CURRENT LIABILITIES

(Rs. in Lakhs)

No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>i</b>	<b>Other Payables</b>		
	Current Maturities of Long Term Debts	80.03	50.38
	Interest Accrued and due on Borrowings	0.37	2.15
	Duties and Taxes	3.41	15.56
	Other Current Liability	-	10.00
	Advances from customers	48.31	131.75
	<b>Creditor for Capital Goods</b>		
	- Dues to micro and small enterprises	-	-
	- Dues to Others	10.92	9.02
	<b>Creditors for Expenses</b>		
	- Dues to micro and small enterprises	-	2.10
	- Dues to Others	84.80	89.86
	<b>Total</b>	<b>227.83</b>	<b>310.83</b>

## NOTE - 9 : SHORT TERM PROVISIONS

(Rs. in Lakhs)

No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>i</b>	<b>Others</b>		
	Provision for Income Tax	170.27	49.80
	Provision for Expenses	1.20	0.65
	<b>Total</b>	<b>171.47</b>	<b>50.45</b>

## NOTE - 11 : NON CURRENT INVESTMENT

(Rs. in Lakhs)

No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>i</b>	<b>Investment in Equity Shares (Non Trade)</b>		
	Quoted		
	Others		
	Lesha Industries Ltd (5,45,940 Shares)	-	21.02
	Ashnisha Industries Ltd (14,55,840 Shares)	32.88	32.88
	Gujarat Natural Resources Ltd (5,05,000 Shares)	50.50	50.50
	<b>Total</b>	<b>83.38</b>	<b>104.39</b>
	<b>Market value of Quoted Investment</b>	<b>287.23</b>	<b>183.78</b>

## NOTE - 12 : LONG TERM LOANS &amp; ADVANCES

(Rs. in Lakhs)

No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
	<b>Unsecured , considered good</b>		
i	Security Deposits	1.49	1.49
ii	Capital Advances	-	-
iii	Other loans and advances		
	Loan to staff	4.80	-
	Loan to others	72.89	73.14
iv	Other Deposit	70.51	13.71
	<b>Total</b>	<b>149.70</b>	<b>88.34</b>

## NOTE - 13 : OTHER NON CURRENT ASSETS

(Rs. in Lakhs)

No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
i	MAT Credit Entitlement	-	-
ii	<b>Others</b>		
	Deferred Revenue Expenditure	43.68	43.68
	Less : Written off during the year	-	-
		43.68	43.68
	Written Down Balance	107.26	1.63
	Less : Written off during the year	21.78	1.22
		85.49	0.41
	<b>Total</b>	<b>129.17</b>	<b>44.09</b>

## NOTE - 14 : INVENTORIES

(Rs. in Lakhs)

No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
i	Raw Materials	904.46	675.17
ii	Work in Progress	33.95	24.64
iii	Finished goods	2,175.28	1,666.38
iv	Stores , Spares & Consumables	73.06	53.31
v	Scrap	-	-
	<b>Total</b>	<b>3,186.74</b>	<b>2,419.50</b>

## NOTE - 15 : TRADE RECEIVABLES

(Rs. in Lakhs)

No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
i	Outstanding for less than 6 months from the due date		
	Unsecured, Considered Good :	1,596.32	964.69
ii	Outstanding for more than 6 months from the due date		
	Unsecured, Considered Good :	1,113.84	1,235.11
	<b>Total</b>	<b>2,710.16</b>	<b>2,199.80</b>

## Trade Receivables ageing as at March 31, 2023

(Rs. in Lakhs)

Particulars	Outstanding for following periods from the date of transaction					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade Receivable - considered Good	1,517.67	840.00	199.76	47.83	104.46	2,710.16
ii) Undisputed Trade Receivable - considered doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivable - considered Good	-	-	-	-	-	-
iv) Disputed Trade Receivable - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>1,517.67</b>	<b>840.00</b>	<b>199.76</b>	<b>47.83</b>	<b>104.46</b>	<b>2,710.16</b>

## NOTE - 16 : CASH &amp; CASH EQUIVALENTS

(Rs. in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
i Balances with Banks		
(a) Earmarked Funds	-	-
(b) Unearmarked Funds	0.08	0.08
ii Cash on hand		
Cash Balance	27.61	11.59
<b>Total</b>	<b>27.69</b>	<b>11.67</b>

## NOTE - 17 : OTHER CURRENT ASSETS

(Rs. in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
i Balance with Revenue Authorities	75.90	170.69
ii Others		
Prepaid Expenses	3.33	4.13
Advance to Suppliers	4,003.89	16.83
Other Assets	22.30	12.04
<b>Total</b>	<b>4,105.42</b>	<b>203.68</b>

## NOTE - 18 : REVENUE FROM OPERATIONS

(Rs. in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
i Sale of Products	8,602.15	6,702.87
ii Other Operating Revenue	-	-
<b>Total</b>	<b>8,602.15</b>	<b>6,702.87</b>

## NOTE - 19 : OTHER INCOME

(Rs. in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Interest income	0.88	0.58
Other non operating Income	91.10	-
<b>Total</b>	<b>91.98</b>	<b>0.58</b>

## NOTE - 20 : COST OF MATERIAL CONSUMED

(Rs. in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
i Raw Materials		
Opening Stock of Raw Materials	675.17	345.66
Add: Purchase During the year	7,975.13	7,044.40
Less: Closing Stock of Raw Materials	904.46	675.17
<b>Total</b>	<b>7,745.84</b>	<b>6,714.89</b>

## NOTE - 21 : CHANGE IN INVENTORIES OF STOCK IN TRADE, WORK IN PROCESS AND FINISHED GOODS

(Rs. in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
i <b>Opening Stock</b>		
Finished Goods	1,666.38	763.17
WIP	24.64	9.59
Scrap	-	-
	<b>1,691.02</b>	<b>772.76</b>
ii <b>Closing stock</b>		
Finished Goods	2,175.28	1,666.38
Work in process	33.95	24.64
Scrap	-	-
	2,209.22	1,691.02
<b>Total</b>	<b>(518.20)</b>	<b>(918.26)</b>

## NOTE - 22 : EMPLOYEE BENEFIT COST

(Rs. in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Salaries and bonus expenses	117.77	101.21
ii Employee Welfare Expense	2.06	1.62
iii Contribution to provident and other funds	0.68	0.87
<b>Total</b>	<b>120.52</b>	<b>103.70</b>

## NOTE - 23 : FINANCE COST

(Rs. in Lakhs)

Particulars		As at 31st March, 2023	As at 31st March, 2022
i	Interest Expense		
	Working Capital	97.33	104.67
	Term Loan	27.44	15.66
		<b>124.77</b>	<b>120.32</b>
ii	Other Financial Cost		
	Bank Charges	0.34	0.22
	Other Processing & Other Charges	4.62	6.64
		4.96	6.86
	<b>Total</b>	<b>129.73</b>	<b>127.19</b>

## NOTE - 24 : DEPRECIATION AND AMORTIZATION EXPENSE

(Rs. in Lakhs)

Particulars		As at 31st March, 2023	As at 31st March, 2022
i	Depreciation	44.32	45.35
ii	Amortization	21.78	1.22
	<b>Total</b>	<b>66.10</b>	<b>46.57</b>

## NOTE - 25 : OTHER EXPENSES

(Rs. in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>i Manufacturing Expenses</b>		
Stores & Spares Consumed	47.80	30.04
Power & Fuel	145.62	144.97
Wages to contractors	150.16	98.96
Loading & Unloading Expense	1.19	1.13
Material Handling Charges	12.95	14.77
Miscellaneous manufacturing expense	7.32	3.93
Freight & Forwarding Charges	18.87	13.05
	<b>383.90</b>	<b>306.85</b>
<b>ii Other Administrative and Selling Expense</b>		
Audit Fees	0.60	0.60
Balance written off	0.21	0.01
General Expenses	3.18	0.62
Insurance Expense	1.18	1.51
Printing & Stationery Expense	0.30	0.32
Travelling & Conveyance Expenses	1.43	0.85
Legal & Professional Charges	15.43	8.01
Late fees & Interest Expenses	0.69	0.03
Repair and Maintenance Expense		
- Building	2.74	-
- Plant & Machinery	8.98	2.58
- Others	0.08	2.28
Deferred Revenue Expenditure written off	-	-
Rates & Taxes Expenses	0.19	0.30
ROC Fees	0.17	7.94
Annual Custody Fees	2.56	1.77
Security Expense	7.92	7.92
Telephone & Internet Charges	0.09	0.51
Short Provision of Income Tax	5.59	-
Website & Software Expenses	0.14	0.05
	<b>51.49</b>	<b>35.29</b>
<b>Total</b>	<b>435.40</b>	<b>342.14</b>



**27. SIGNIFICANT ACCOUNTING POLICIES****Company Overview**

Rhetan TMT Limited ("the company") is a listed company domiciled in India and incorporated under the provisions of the Companies Act, 2013. The company is engaged in the business of Manufacturing of TMT Bars. The company is listed on BSE Limited (SME Platform).

**1. BASIS OF PREPARATION :**

These financial statements have been prepared in accordance with accounting principles Generally Accepted in India (Indian GAAP) the accounting standard notified under the relevant provisions of the Companies Act, 2013. The Financial Statements are prepared on accrual basis under the historical cost convention, except for certain Fixed Assets which are carried at revalued amounts and other claims /refunds, which due to uncertainty in realization are accounted for on actual receipt basis.

**2. USE OF ESTIMATES :**

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period, Differences between actual results and estimates are recognized in the period in which the results are known/materialized.

**3. FIXED ASSETS :**

Fixed assets are stated at its revalued amount or at cost of acquisition or construction less depreciation. Cost comprises purchase price and other attribute costs/expenses related thereto.

**4. DEPRECIATION :**

Depreciation on assets has been provided on Straight Line Method on the basis of useful life Specified in Part C of Schedule II of the Companies Act 2013. Depreciation for assets purchased / sold during the year is charged proportionately.

**5. INVENTORIES :**

The inventories as at year end have been taken, valued & certified by the Directors of the company. As informed by the Management, the valuation of the inventories has been made at Cost (FIFO Method).

**6. REVENUE RECOGNITION :**

Revenue on sale of products is recognized when the products are dispatched to customers. Sales are stated net of trade discount and sales return.

**7. EXPENDITURE :**

Expenses are accounted for on accrual basis and the provision is made for all known losses and liabilities.

**8. TAX ON INCOME :**

Income tax expenses comprise current tax and deferred tax charge or credit.

- Current Tax

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the company.

- Deferred tax

Deferred tax expense or benefit is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

**9. PROVISION AND CONTINGENT LIABILITIES :**

Provisions are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources to settle the obligation that can be reliably estimated. contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed.

**10. PRIOR PERIOD ADJUSTMENTS :**

Expense and income pertaining to earlier/previous years are accounted as prior period item.

**11. INVESTMENTS :**

Investment is stated at cost being long term Investment.

**12. EARNING PER SHARE**

Basic earnings per share are computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, if any.

**13. TREATMENT OF RETIREMENT BENEFITS**

- Provident Fund: The Company contributes towards provident fund which is administered by the Central Government and are charged against revenue every year.
- The company makes payment of gratuity as and when the liability for the payment arises
- Company's contribution paid / payable for the year to defined contribution retirement benefit scheme is dragged to the profit and loss account.

**14. IMPAIRMENT OF ASSETS**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which assets is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been change in the estimate of recoverable amount.

**15. NOTES FORMING PART OF ACCOUNTS**

- a) In the opinion of the Board of Directors, the value of Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which, they are stated in the Balance Sheet.
- b) Balances under Sundry Debtors, Sundry Creditors, Loans & Advances are subject to confirmation and reconciliation with the respective parties/ concerns. Necessary adjustment if any, thereon having an importance of revenue nature, will be made in the year of such confirmation / reconciliation.
- c) Wherever sufficient supporting are not available, we have relied upon the vouchers and explanations given by the Management.

**d) Current Liability related to Small Scale Industrial Undertakings:**

Based on the information available with the Company regarding the status of the supplier as defined under the interest on Delayed payments to Small Scale and Ancillary Industrial Undertaking Act, 1993, there are no amounts due to small scale and/or ancillary industrial suppliers on account of principal and/or interest as the close of the year which is outstanding for more than 30 days as at 31<sup>st</sup> March, 2023.

Figures are rounded off to the nearest rupee. Previously year figures have been regrouped and / or rearranged whenever necessary to correspond with the current year's figures. Financial Data has been provided to the extent applicable to the Company.

- e) The Deferred Tax Liabilities (Asset) comprise of the tax effect of timing difference are as under.

(in Lakhs)

Particulars	F.Y. 2022-23	F.Y. 2021-22
<b>Deferred Tax Liability</b>		
Opening Balance	<b>76.15</b>	<b>73.16</b>
on account of : Depreciation & C/F Losses	2.70	2.99
Closing Balance	<b>78.85</b>	<b>76.15</b>

## f) Earning Per Share (EPS) :

(in Lakhs)

Particulars	31-03-2023	31-03-2022
a) Weighted Average Number of Shares	6,132.97	132.50
b) Net Profit (Loss) after tax available for equity share holders	541.77	234.43
c) Basic & Diluted Earnings per Share (Rs.)	0.09	1.77

## g) Payment to the Auditors :

(in Lakhs)

Particulars	2022-23	2021-22
Audit Fees	0.60	0.60

## h) Related party disclosures, as required by Accounting Standard 18 – “Related Parties Disclosure” are given as under :

## (a) Key Management Personnel:

- Shalin Ashok Shah - Managing Director
- Ashok Chinubhai Shah - Director
- Rushabh Rajnikantbhai Shah - Independent Director
- Twinkle Kishorbhai Chheda - Independent Director
- Leena Shah - Relative of KMP
- Subha Dash - CFO
- Payal Pandya - Company Secretary

## (b) Enterprises in which key Management Personnel &amp; their relatives have significant influence:

- Gujarat Natural Resources Ltd
- Ashnisha Industries Ltd
- Lesha Industries Ltd
- AshokaMetcast Ltd – Holding Company

## (c) Nature of Transactions: Key Management Personal

(Rs. in Lakhs)

Sr. No.	Name	Nature of the Transaction	Amount 2022-23	Amount 2021-22
1.	Shalin Ashok Shah	Loan Taken	30.25/-	172.64/-
		Loan Repaid	68.30/-	888.87/-
		Closing Balance	NIL	38.05/-
2.	Subha Dash	Loan Given	0.40/-	NIL
		Loan Repaid	0.03/-	NIL
		Closing Balance	0.37/-	NIL
3.	Ashok C. Shah	Loan Taken	NIL	72.60/-
		Loan Repaid	58.35/-	11.10/-
		Closing Balance	14.25/-	72.60/-
4.	Salary :	Subha Dash	4.35/-	3.60/-
		Payal P. Pandya	1.32/-	0.36/-

Related party relationship is as identified by the management and relied upon by the auditors

**(d) Nature of Transaction: Enterprises in which key Management Personnel & their relatives have significant influence :**

(in Lakhs)

No.	Particulars	2022-23	2021-22	Nature of Transactions
1.	Gujarat Natural Resources Ltd	NIL	256.35/-	Loan Repaid
2.	Gujarat Natural Resources Ltd	NIL	135.90/-	Loan Accepted
3.	Ashnisha Industries Ltd.	78.60/-	141.54/-	Loan Repaid
4.	Ashnisha Industries Ltd.	80.50/-	207.80/-	Loan Accepted
5.	Ashnisha Industries Ltd.	552.85/-	-	Sales during the year
6.	Ashoka Metcast Ltd	929.85/-	212.05/-	Loan Repaid
7.	Ashoka Metcast Ltd	259.50/-	880.80/-	Loan Accepted
8.	Ashoka Metcast Ltd	312.37/-	-	Sales during the year
9.	Lesha Industries Ltd	51.50/-	138.01/-	Loan Repaid
10.	Lesha Industries Ltd	51.50/-	115.73/-	Loan Accepted

**Others**

- In opinion of the management of the company, all loans, advances, and deposits are recoverable in cash or kind for value to be received for which no provision is required.
- Confirmations of the concerned parties for the amount due to them and/or due from them as per accounts of the company are not received. Necessary adjustments, if any, will be made when accounts are reconciled or settled. Balance of sundry debtors and creditors, loans and advances accepted and given in the balance sheet are subject to confirmation.
- The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

## - Financial Ratios for the Financial Year 2022-23 :

No.	Ratios	Numerator	Denominator	Ratios
(i)	Current Ratio	Current Assets	Current Liabilities	0.21
(ii)	Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.20
(iii)	Debt Service Coverage Ratio	Earnings available for Debt Servicing	Total Debt service	7.02
(iv)	Return on Equity Ratio	Profit After Taxes	Average Equity	9.95
(v)	Inventory turnover ratio (in days)	Cost of Goods Sold	Average Inventory	-10.06
(vi)	Trade Receivables turnover ratio (in days)	Revenue from Operations	Average Trade Receivables	3.50
(vii)	Trade payables turnover ratio (in days)	Purchase of Goods & services and Other expense	Average Trade Payables	14.891
(viii)	Net Capital turnover	Revenue from Operations	Working Capital	-1.09
(ix)	Net Profit Ratio	Net Profit After Taxes	Revenue from Operations	6.30
(x)	Return on Capital Employed	Earning Before Interest & Tax	Capital Employed	8.26
(xi)	Return on Investment	Income from Investments	Cost of Investment	-

Signature to all Schedules  
For & on behalf of th Board

As per our report of even date  
For, **G M C A & Co.**  
Chartered Accountants  
FRN: 109850W

**Shalin A. Shah**  
Managing Director  
DIN : 00297447

**Ashok C. Shah**  
Director  
DIN : 02467830

**Payal Pandya**  
Company Secretary

**Subha Ranjan Dash**  
CFO

**CA. Mitt S. Patel**  
(Partner)  
Membership No. 163940  
UDIN: 23163940BGPZMV3527

Place : Ahmedabad  
Date : 24.05.2023