

RHETAN TMT LIMITED

(Formerly Known as Rhetan TMT Private Limited and Rhetan Rolling Mills Private Limited)

ANNUAL REPORT 2021-22

Regd. Office:

7th Floor, Ashoka Chambers,
Rasala Marg, Mithakhali,
Ahmedabad - 380006
Gujarat (India)

**Annual Report
2021 - 2022**

----- COMPANY INFORMATION -----

BOARD OF DIRECTORS	: Mr. Shalin A. Shah Mr. Ashok C. Shah Mr. Rushabh R. Shah Ms. Twinkle K. Chheda	Managing Director Non- Executive Director Independent Director Independent Director
KEY MANAGERIAL PERSONNEL	: Mr. Subha R. Dash Mrs. Payal Punit Pandya	Chief Financial Officer Company Secretary & Compliance Officer
AUDITOR'S	: M/s. GMCA & Co., Chartered Accountants, Ahmedabad	
REGISTRARS & SHARE TRANSFER AGENTS	Bigshare Services Pvt. Ltd Office No. S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre. Andheri (East), Mumbai - 400 093	
REGISTERED OFFICE	: 7 th Floor, Ashoka Chambers, Rasala Marg, Mithakhali, Ahmedabad - 380006, Gujarat (India)	

----- BOARD COMMITTEES -----

AUDIT COMMITTEE	: Mr. Rushabh Shah Ms. Twinkle Chheda Mr. Ashok Shah	Chairman Member Member
NOMINATION AND REMUNERATION COMMITTEE	: Mr. Rushabh Shah Ms. Twinkle Chheda Mr. Ashok Shah	Chairman Member Member
STAKEHOLDERS RELATIONSHIP COMMITTEE	: Mr. Rushabh Shah Ms. Twinkle Chheda Mr. Ashok Shah	Chairman Member Member

Rhetan TMT Limited

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Reg. Office: 7th Floor, Ashoka Chambers, Rasala Marg, Mithakhali, Ahmedabad 380006, Gujarat

CIN: U27100GJ1984PTC007041

E-mail:- rhetantmt@gmail.com Phone No. : - 9499850261

Website: www.rhetan.com

NOTICE

Notice is hereby given that Annual General Meeting of Rhetan TMT Limited (Formerly known as Rhetan TMT Private Limited and Rhetan Rolling Mills Private Limited) will be held at the registered office of the Company on **Wednesday, 27th Day of July, 2022 at 11:00 A.M.** to transact following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the Financial Year ended 31st March, 2022:

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2022 including Audited Balance Sheet as at 31st March, 2022 and Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.

2. To re-appoint Mr. Ashok C. Shah (DIN: 02467830), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

3. Appointment of M/s. GMCA & Co., Chartered Accountants (Firm Reg. No. 109850W), as Statutory Auditors' of the Company:

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

"**RESOLVED THAT**, pursuant to the provisions of Sections 139, 142 of the Companies Act, 2013 ("Act") as amended from time to time and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. GMCA & Co., Chartered Accountants, Ahmedabad (Firm Reg. No. 109850W), be and are hereby appointed for a term as the Statutory Auditors of the Company till the conclusion of Annual General Meeting to be held on 2026 at such remuneration as may be fixed by the Board of Directors, on the recommendation of the Audit Committee in consultation with the Auditor."

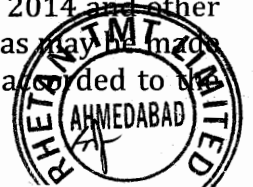
"**FURTHER RESOLVED THAT** any of the Board of Directors, be and are hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies."

SPECIAL BUSINESS:

4. Authorisation under Section 188 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 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 subject to such amendments as may be made therein, the approval of the Members of the Company be and is hereby accorded to the



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Board of Directors of the Company to enter into transactions 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 the below mentioned financial years in the ordinary course of business and at arm's length basis.

Name of related party	Maximum Amount of transaction/s	Financial Year	Type of transaction
Lesha Industries Limited	100 Crores	2023- 24	purchase/sale of goods, services and/or any other business activities
Ashnisha Industries Limited	100 Crores	2023- 24	purchase/sale of goods, services and/or any other business activities
AshokaMetcast Limited	100 Crores	2023- 24	purchase/sale of goods, services and/or any other business activities
Gujarat Natural Resources Limited	100 Crores	2023- 24	purchase/sale of goods, services and/or any other business activities

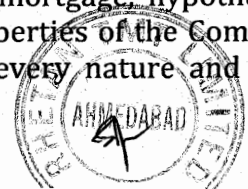
"RESOLVED FURTHER THAT, Mr. Ashok C. Shah, Director and Mr. Shalin A. Shah, Managing Director of the Company be and is hereby authorised, on behalf of the Company, to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary,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

5. Authorisation under Section 180 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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 100 Crores (One Hundred Crores)."

"RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind



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whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed the limit of Rs. 100 Crores (One Hundred Crores)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

6. Authorisation under Section 186 of the Companies Act, 2013.

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

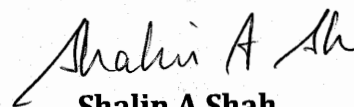
"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100 Crores (One Hundred Crores) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

"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."

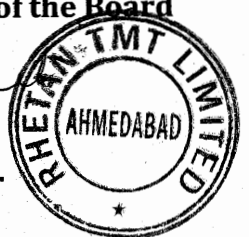
Place: Ahmedabad

Date: July4, 2022

For and on behalf of the Board



Shalin A. Shah
Managing Director
DIN: 00297447



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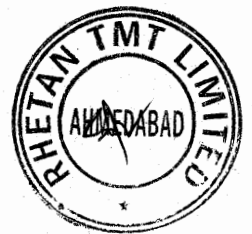
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Notes:

1. A shareholder is entitled to attend and vote at the meeting and is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a shareholder.
2. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting.



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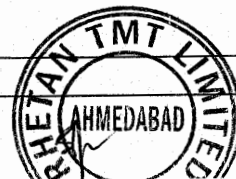
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special business mentioned in the accompanying Notice.

ITEM NO. 4 OF THE NOTICE: AUTHORISATION UNDER SECTION 188 OF THE COMPANIES ACT, 2013.

The Board of Directors of the Company, at their meeting held on July 4, 2022, has approved a proposal for entering into following related party transactions:

Name of Related Party	1. Lesha Industries Limited 2. Ashnisha Industries Limited 3. Ashoka Metcast Limited 4. Gujarat Natural Resources Limited
Name of Related Director or KMP	Mr. Ashok C. Shah, Mr. Shalin A. Shah
Nature of relationship	<p>Mr. Ashok C. Shah, Director of the Company is also Director of Ashnisha Industries Limited and Gujarat Natural Resources Limited and Managing Director of Lesha Industries Limited and Ashoka Metcast Limited.</p> <p>Mr. Shalin A. Shah, Managing Director of the Company is also Managing Director Gujarat Natural Resources Limited and Director of Lesha Industries Limited, Ashnisha Industries Limited and Ashoka Metcast Limited.</p> <p>Mr. Shalin A. Shah, Managing Directors of the Company is Promoter of Lesha Industries Limited, Ashnisha Industries Limited, Ashoka Metcast Limited and Gujarat Natural Resources Limited.</p> <p>Mr. Ashok C. Shah, Directors of the Company is Promoter of Lesha Industries Limited, Ashnisha Industries Limited, Gujarat Natural Resources Limited and in Promoter Group of Ashoka Metcast Limited.</p> <p>Ashoka Metcast Limited is the Promoter and Holding Company of the Company.</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 transaction shall be up to Rs. 100 Crores for the financial year 2023-24 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	N.A.



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important for the members to take a decision on the proposed resolution	
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The transaction is Related Party Transaction and in terms of Section 188 of the Companies Act, 2013 and the applicable rules there under prior approval of the Shareholders by way of Special Resolution is required.

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

Mr. Ashok C. Shah, Director and Mr. Shalin A. Shah, Managing Directors of the Company; Ashoka Metcast Limited (Holding Company) in which Director of the Company are Director/Member are concerned or interested in the Resolution.

ITEM NO. 5 OF THE NOTICE: AUTHORISATION UNDER SECTION 180 OF THE COMPANIES ACT, 2013.

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. Hence, the Special Resolution at Item No. 5 for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 100 Crores (One Hundred Crores) is intended for this purpose.

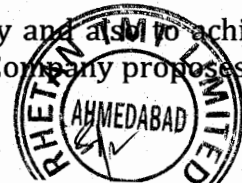
In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting. Hence, the Special Resolution at Item No. 5 for authorizing the Board of Directors of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed the limit of Rs. 100 Crores (One Hundred Crores)."

In view of this context Board recommends the resolution for the acceptance by the members.

None of the directors of the company is interested in the resolution except in the capacity as a member.

ITEM NO. 6 OF THE NOTICE: AUTHORISATION 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



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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. 100 Crores (One Hundred Crores), as proposed in the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the Members.

None of the directors of the company is interested in the resolution except in the capacity as a member.

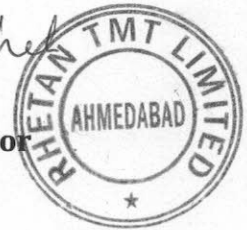
Place: Ahmedabad

Date: July 4, 2022

For and on behalf of the Board

Shalin A. Shah

Shalin A. Shah
Managing Director
DIN: 00297447



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DIRECTORS' REPORT

To,
The Shareholders of
Rhetan TMT Limited
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Our Directors have a pleasure in presenting Annual Report together with Audited Balance Sheet as on 31st March, 2022 and Profit & Loss Statement for the year ended on 31st March, 2022.

1. FINANCIAL PERFORMANCE:

(Amount in Rs.)

Particulars	2021-22	2020-21
Total Revenue	67,03,45,187	52,13,01,488
Total Expenditure	64,16,23,087	51,95,07,746
Profit/(Loss) before Extraordinary Item and Tax	2,87,22,100	17,93,742
Extraordinary Item	-	-
Profit/(Loss) before Tax	2,87,22,100	17,93,742
Provision for Tax	0	0
Deferred tax expense (revenue)	2,98,766	4,58,945
Profit/(Loss) after Tax	2,34,42,968	13,34,797

2. PERFORMANCE OVERVIEW:

The Company has earned profit of Rs. 2,34,42,968 during the Financial Year 2021-22 as compared to profit of Rs. 13,34,797 during the previous year.

3. DETAILS REGARDING SUBSIDIARY COMPANIES, ASSOCIATE COMPANIES AND JOINT VENTURE COMPANIES:

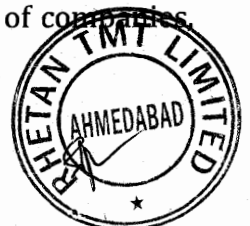
The Company does not have any subsidiary, associate or joint venture company and hence, details relating to them are not applicable and provided for.

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

There were no 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.

5. CHANGE OF NAME & CONVERSION:

Pursuant to the Section 13(2) of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, the name of the Company was changed from "RHETAN ROLLING MILLS PRIVATE LIMITED" to "RHETAN TMT PRIVATE LIMITED" by passing a Special Resolution at Extra-Ordinary General Meeting of the shareholders of the Company held on 31st December, 2021. Certificate of Incorporation pursuant to change of name was issued by Registrar of companies, Ahmedabad on 7th January, 2022.



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The Board of Directors in their meeting held on 8th January, 2022 had given their consent to convert the Company from private limited to public limited. Pursuant to the provisions of Section 13, 14 and other applicable provisions of the Companies Act, 2013, the conversion of the Company from "Rhetan TMT Private Limited" to "Rhetan TMT Limited" was approved at Extra-Ordinary General Meeting of the shareholders of the Company held on 10th January, 2022. A fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company was issued by Registrar of companies, Ahmedabad on 19th January, 2022.

6. INITIAL PUBLIC OFFERING ON BSE SME PLATFORM:

The Company has taken consent of members at Extra Ordinary General Meeting of the Company held on 1st June, 2022 for an Initial Public Issue of 80,00,000 (*Eighty Lakhs*) Equity Shares on BSE SME Platform. The Company had filed Draft Prospectus with BSE on 15/06/2022.

7. REASONS FOR REVISION OF FINANCIAL STATEMENT OR REPORT:

During the year, the financial statements or report was not revised. Hence, disclosures requirement is not applicable.

8. DIVIDEND:

During the period under review, no dividend was declared by the company.

9. RESERVES:

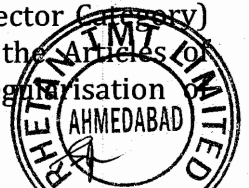
The Company has transferred profit of Rs. 2,34,42,968 during the year to Reserves and Surplus Account.

10. DIRECTORS& KEY MANAGERIAL PERSONNEL:

Mr. Ashok C. Shah has shown his unwillingness to continue as Executive Director and had requested the Company to change his designation from Executive to Non- Executive Director of the Company. In accordance with the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions of the Act and Rules framed thereunder, the Board of Directors of the Company has changed the designation of the existing Director, Mr. Ashok C. Shah from Executive to Non- Executive Director of the Company with the effect from 8th January, 2022.

The Board of Directors of the Company in their meeting held on 8th January, 2022 has changed the designation of Mr. Shalin A. Shah (DIN: 00297447) from Director to the Managing Director of the Company in accordance with the provisions Sections 196, 197, 198 and 203 read with schedule V and other applicable provisions of the Companies Act, 2013 and subject to such approval of shareholders in ensuing General Meeting. The approval of Shareholders at Extra Ordinary General Meeting held on 8th January, 2022 was accorded for appointment of Mr. Shalin A. Shah, (DIN: 00297447), as a Managing Director of the Company for a term of 5 years from 8th January, 2022 to 7th January, 2027.

The Board of Directors of the Company in accordance with the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 has appointed Mrs. Daxaben M. Shah (DIN: 08054390) as an Additional Director (Independent Director Category) pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company in their meeting held on 8th January, 2022. Reg



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appointment of Mrs. Daxaben M. Shah as Non-Executive, Independent Director of the Company for a term of 5 years from 8th January, 2022 to 7th January, 2027 was approved by passing an Ordinary Resolution at Extra-Ordinary General Meeting of the shareholders of the Company held on 10th January, 2022.

Mrs. Daxaben M. Shah (DIN: 08054390) resigned with the effect from 14th February, 2022 from the position of Non – Executive, Independent Director of the Company due to personal reasons.

The Board of Directors of the Company in accordance with the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 has appointed Mr. Rushabh Shah as Non-Executive, Independent Director of the Company for a term of 5 years from 22nd January, 2022 to 21st January, 2027 by passing an Ordinary Resolution at Extra-Ordinary General Meeting of the shareholders of the Company held on 22nd January, 2022.

The Board of Directors of the Company in accordance with the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 has appointed Ms. Twinkle Kishorbhai Chheda (DIN: 09502345) as an Additional Director (Independent Director Category) pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company in their meeting held on 15th February, 2022. Regularisation of appointment of Ms. Twinkle Kishorbhai Chheda as Non-Executive, Independent Director of the Company for a term of 5 years from 15th February, 2022 to 14th February, 2027 was approved by passing an Ordinary Resolution at Extra-Ordinary General Meeting of the shareholders of the Company held on 1st June, 2022.

Pursuant to Section 2(19) and Section 203 read with rules made there under and other applicable provisions of the Companies Act, 2013, The Board of Directors of the Company have appointed Mr. Subha Ranjan Dash, as Chief Financial Officer of the Company with effect from 8th January, 2022.

Pursuant to the provision of Section 203(1) of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act and rules framed thereunder, the Board of Directors of the Company have appointed Mrs. Payal Pandya, Membership no. ACS 34657, as Company Secretary of the Company with effect from 8th January, 2022.

11. DECLARATION BY INDEPENDENT DIRECTOR:

The Company has received necessary declarations from each Independent director under 149(7) of the Companies Act, 2013, that they meet the criteria of Independence laid down under section 149(6) of the Companies Act 2013.

Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

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 mandates 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 more



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years or life time till they continue to hold the office of an Independent Director.

12. COMPOSITION OF THE COMMITTEES:

The Board of Directors in their meeting held on 22nd January, 2022 has constituted Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The Audit Committee of the Company comprises the following Members:

Name	Designation	Status in Committee
Mr.Rushabh Shah	Non-Executive -Independent Director	Chairman
Mrs.Daxaben Shah	Non-Executive -Independent Director	Member
Mr. Ashok Shah	Non-Executive Director	Member

The Nomination and Remuneration Committee of the Company comprises the following Members:

Name	Designation	Status in Committee
Mr.Rushabh Shah	Non-Executive -Independent Director	Chairman
Mrs.Daxaben Shah	Non-Executive -Independent Director	Member
Mr. Ashok Shah	Non-Executive Director	Member

The Stakeholders Relationship Committee of the Company comprises the following Members:

Name	Designation	Status in Committee
Mr.Rushabh Shah	Non-Executive -Independent Director	Chairman
Mrs.Daxaben Shah	Non-Executive -Independent Director	Member
Mr. Ashok Shah	Non-Executive Director	Member

Due to changes in Directorship, these Committees were re-constituted by the Board of Directors of the Company in their meeting held on 15th February, 2022as under.

A. AUDIT COMMITTEE

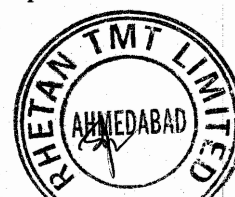
The Audit Committee of the Company comprises the following Members:

Name	Designation	Status in Committee
Mr.Rushabh Shah	Non-Executive -Independent Director	Chairman
Ms. Twinkle Chheda	Non-Executive -Independent Director	Member
Mr. Ashok Shah	Non-Executive Director	Member

All the recommendations made by the Audit Committee of the Company have been considered and accepted by the Board of Directors of the Company. There was no Meeting of the Committee during the year under review.

B. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company comprises the following Members:



Rhetan TMT Limited

(Formerly Known as Rhetan TMT Private Limited and Rhetan Rolling Mills Private Limited)

Reg. Office: 7th Floor, Ashoka Chambers, Rasala Marg, Mithakhali, Ahmedabad 380006, Gujarat

CIN: U27100GJ1984PTC007041

E-mail:- rhetantmt@gmail.com Phone No. : - 9499850261

Website: www.rhetan.com

Name	Designation	Status in Committee
Mr.Rushabh Shah	Non-Executive -Independent Director	Chairman
Ms. Twinkle Chheda	Non-Executive -Independent Director	Member
Mr. Ashok Shah	Non-Executive Director	Member

The Nomination and Remuneration Committee Meeting was held 3 times during the year under review on 8th January, 2022, 22nd January, 2022 and 15th February, 2022.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Company comprises the following Members:

Name	Designation	Status in Committee
Mr.Rushabh Shah	Non-Executive -Independent Director	Chairman
Ms. Twinkle Chheda	Non-Executive -Independent Director	Member
Mr. Ashok Shah	Non-Executive Director	Member

The Stakeholders Relationship Committee meeting was held once during the year under review on 15th February, 2022.

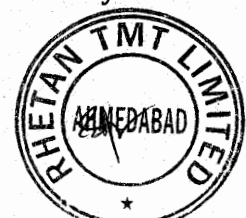
13. DIRECTORS' RESPONSIBILITY STATEMENT:

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

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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 31st March, 2022 and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis; and
- 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.

14. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company is well equipped with adequate internal financial controls. The Company has a continuous monitoring mechanism which enables the organisation to maintain with the same standard of the control systems and helps them in managing any default on timely basis because of strong reporting mechanisms followed by the Company.



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15. FORMAL EVALUATION BY BOARD OF ITS OWN PERFORMANCE:

Being an unlisted Company or having paid up capital of less than Rs. 25 Crores, the Statement in respect of Formal Evaluation by the Board of its own performance and that of its committees and individual directors are not applicable to the Company.

16. NUMBER OF MEETINGS OF BOARD:

The Board of Directors duly met 10 (ten) times during the financial year under review.

Sr.No.	Date of Board Meeting	Name of Directors attended the meeting						
1.	30/06/2021	Shalin Shah	A.	Ashok Shah	C.	--	--	--
2.	07/08/2021	Shalin Shah	A.	Ashok Shah	C.	--	--	--
3.	04/10/2021	Shalin Shah	A.	Ashok Shah	C.	--	--	--
4.	25/10/2021	Shalin Shah	A.	Ashok Shah	C.	--	--	--
5.	18/12/2021	Shalin Shah	A.	Ashok Shah	C.	--	--	--
6.	30/12/2021	Shalin Shah	A.	Ashok Shah	C.	--	--	--
7.	08/01/2022	Shalin Shah	A.	Ashok Shah	C.	Daxaben M. Shah	--	--
8.	22/01/2022	Shalin Shah	A.	Ashok Shah	C.	Daxaben M. Shah	Rushabh R. Shah	--
9.	15/02/2022	Shalin Shah	A.	Ashok Shah	C.	--	Rushabh R. Shah	Twinkle K. Chheda
10.	10/03/2022	Shalin Shah	A.	Ashok Shah	C.	--	Rushabh R. Shah	Twinkle K. Chheda

17. SECRETARIAL STANDARDS:

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

18. ISSUE OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS / SWEAT EQUITY SHARES / EMPLOYEE STOCK OPTION SCHEME:

During the year under review, the Company has not issued any equity shares with differential voting rights or sweat equity shares or employee stock option scheme. Hence disclosure regarding the same is not required to be given.

19. AUDITORS & AUDITORS' REPORT:

The Board of Directors of the Company in the Annual General Meeting held on 31st December,



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2020 had appointed M/s. Sunil Poddar & Co. (FRN: 110603W), Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company for a term of 5 years to hold office from 2020 till the conclusion of the Annual General Meeting to be held in 2025. However, due to retirement of incharge partner of their firm who was engaged into the audit of the Company, they are not in the position to continue and conduct the Statutory Audit of the Company for the Financial Year 2021-22. Therefore, M/s. Sunil Poddar & Co. (FRN: 110603W), Chartered Accountants and Statutory Auditors of the Company had resigned as Statutory Auditor of the Company with the effect from 20th April, 2022.

Thereafter, 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 4th May, 2022 till the conclusion of the ensuing Annual General Meeting subject to the approval of Shareholders. Considering the same, the agenda for the 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 is considered in this Annual General Meeting.

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.

20. VIGIL MECHANISM:

In accordance with Section 177 of the Companies Act, 2013, 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. The details of the Policy are posted on the website of the Company <http://www.rhetan.com/> on the following link <http://www.rhetan.com/policies.html>.

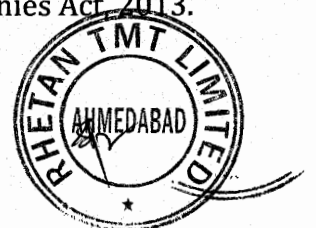
21. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

There was no case reported under the Act during the financial year under review.

22. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company is not covered under class of Companies as specified under Section 135 of the Companies Act, 2013, hence, reporting requirement pertaining to CSR Committee and CSR is not applicable to our Company during the year under review under section 134(3) (o) read with Rule 9 of Companies (Accounts) Rules, 2014 and Section 135 of the Companies Act, 2013.



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23. ANALYSIS OF REMUNERATION:

The Company is not listed on any recognized stock exchange; hence disclosure regarding the ratio of the remuneration of each Director to the median employee's remuneration and other details are not applicable to the Company.

24. POLICY ON DIRECTOR'S APPOINTMENT & REMUNERATION:

A Committee of Board named as "Nomination and Remuneration Committee" has been constituted to comply with the provisions of Section 178 of the Companies Act, 2013 to recommend a policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters and to frame proper systems for identification, appointment of Directors and KMPs, payment of remuneration to them and Evaluation of their performance and to recommend the same to the Board from time to time. The remuneration policy is in consonance with the existing industry practice.

25. RISK MANAGEMENT POLICY:

As per the applicable requirements of the Companies Act, 2013 a risk management policy/plan of the Company is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk.

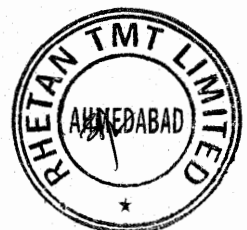
As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

26. WEB LINK OF ANNUAL RETURN, IF ANY

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 <http://www.rhetan.com/> and is accessible at the web link: <http://www.rhetan.com/annual-returns.html>.

27. PARTICULARS OF EMPLOYEES WHO DRAWS REMUNERATION IN EXCESS OF THE LIMITS:

None of the employees draws remuneration in excess of the limits specified under Section 134 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.



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28. DETAILS ON CONSERVATION OF ENERGY. TECHNOLOGY ABSORPTION. 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 Foreign exchange earnings and Outgo during the year.

29. DEPOSITS:

During the year under report, your Company has not accepted any deposits pursuant to Section 73 of the Companies Act, 2013. Hence, disclosures as required pursuant to Rule 8(5) (v) of Companies (Accounts) Rules, 2014 are not applicable for the financial year under review.

30. CORPORATE GOVERNANCE:

Our Company is an unlisted entity; hence the requirement of Corporate Governance is not applicable to our Company during the financial year under review.

31. PARTICULARS OF LOANS, INVESTMENTS OR GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Details of loans, investments or guarantees under section 186 of the companies act, 2013 is given in Notes to Financial statements.

32. RELATED PARTY TRANSACTION:

Details of related party transactions entered at arm's length basis during the year are provided in Form AOC-2 attached to the Financial Statements.

33. MATERIAL ORDERS PASSED BY THE REGULATOR/COURT:

During the year under review there is no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

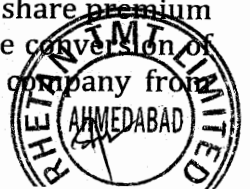
34. OPERATIONAL UPDATE:

The Company is operating a Steel Rolling Plant with installed capacity of 30,000 MTPA and producing TMT Bars and Round Bars in plant. It has successfully established brand in TMT Bars manufacturing. The Annual turnover of the Company for the financial year under review is Rs. 67 Crores. Post IPO, the capacity of Steel Rolling Plant will be expanded upto 45,000 MTPA.

35. SHARE CAPITAL:

The Board of Directors of the Company increased the Authorised Share Capital of the Company from Rs. 11,40,00,000/- to Rs. 21,50,00,000/- by passing an Ordinary Resolution at Extra-Ordinary General Meeting of the shareholders of the Company held on 31st December, 2021.

The Board has issued and allotted 18,00,000 (Eighteen Lacs) Equity shares of face value of Rs. 10/- (Rupees Ten) each, at a price of Rs. 70/- (Rupees Seventy) each [including share premium of Rs. 60/- (Rupees Sixty per Share)] each fully paid up in lieu of and against the conversion of loan of Rs. 12,60,00,000/- (Rupees Twelve Crores Sixty Lacs Only) taken by company from



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Shalin Ashok Shah, M/s Ashoka Metcast Limited & Ashok Chinubhai Shah in the Board Meeting held on 22nd January, 2022.

The Board has issued and allotted 50,000 (Fifty Thousand) Equity shares of face value of Rs. 10/- (Rupees Ten) each, at a price of Rs. 70/- (Rupees Seventy) each [including share premium of Rs. 60/- (Rupees Sixty per Share)] each fully paid up in lieu of and against the conversion of loan of Rs. 35,00,000/- (Rupees Thirty Five Lakh only) taken by company from Akhil Retail Private Limited and Jayatma Enterprises Limited in the Board Meeting held on 10th March, 2022.

At the end of Financial year, the Authorised Capital of the Company is Rs. 21,50,00,000/- comprising of 2,15,00,000 (Two Crore Fifteen Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each and Issued, Subscribed & Paid Up Equity Share Capital of the Company is Rs. 13,25,00,000/- comprising of 1,32,50,000 (One Crore Thirty Two Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

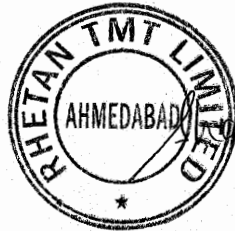
32. ACKNOWLEDGEMENT:

Your Directors wish to place on record their sincere appreciation to the Customers, Employees, Suppliers, Professionals, and Bankers to the Company for their co operation and contribution in the affairs of the Company.

Place: Ahmedabad

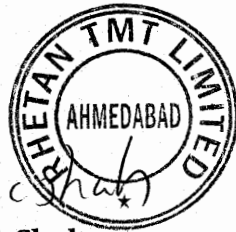
Date: July 4, 2022

For and on behalf of the Board



Shalin A. Shah
Managing Director
DIN: 00297447

Ashok C. Shah
Director
DIN: 02467830



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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.

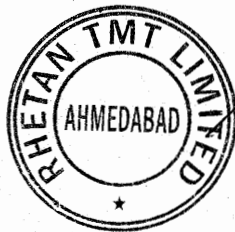
1. Details of contracts or arrangements or transactions not at Arm's length basis: Nil

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: Nil

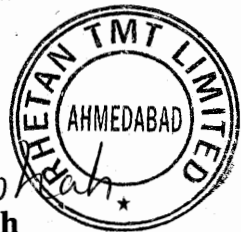
Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts / arrangements / transaction	-
c)	Duration of the contracts / arrangements / transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Date of approval by the Board, if any	-
f)	Amount paid as advances, if any	-

For and on behalf of the Board



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

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





GMCA & Co.
Chartered Accountants

Independent Auditors' 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 **31/03/2022**, 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, 2022, its **profit** for the year ended on that date.

Basis for opinion

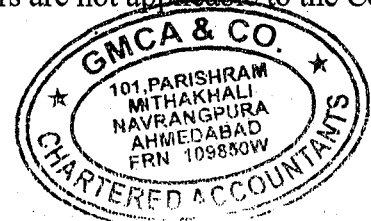
We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent 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, Key Audit Matters are not applicable to the Company as it is an unlisted company.



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.

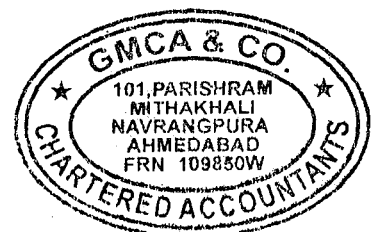


As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 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.

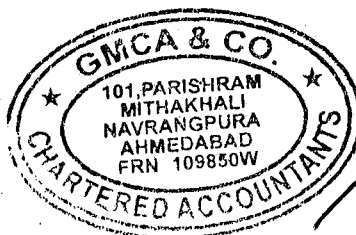
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. 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, 2016 ("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, 2022 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2022 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
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

Place: Ahmedabad
Date: 10/05/2022



FOR GMCA & CO.
Chartered Accountants
FRN NO.:109850W

CA MITT S. PATEL
PARTNER
MEM.NO.: 163940
UDIN: 22163940AISJSY3914

Annexure "A" 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, 2022 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

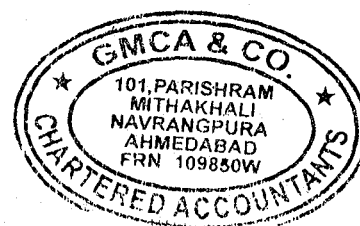
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on 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

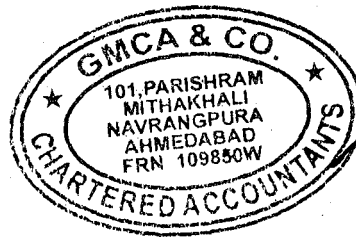
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal 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, 2022.

Place: Ahmedabad

Date: 10/05/2022



For, G M C A & Co.

Chartered Accountants

FRN: 109850W

CA. Mitt S. Patel

(Partner)

Membership No. 163940

UDIN: 22163940AISJSY3914

Annexure: B

**Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on
31st March, 2022**

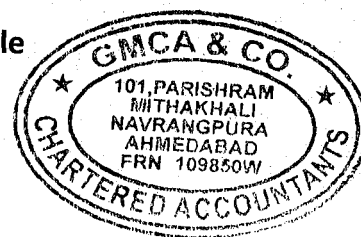
**To,
The Members of RHETAN TMT LIMITED**

(1) Details of tangible and intangible assets

- Whether the records maintained by the company display the complete particulars on the details, quantity and situation of tangible and intangible assets.
 - Yes.
- Whether the management has carried out physical verification of the assets at different intervals reasonable with the size of the company.
 - Yes.
- Whether the material discrepancies, if any, noticed on physical verification have been accounted for in the books of accounts.
 - Yes.
- Whether the title deeds pertaining to the immovable properties (except properties which are leased by the company with duly executed lease agreements in the company's favour) disclosed in the financial statements are held in the name of the company.
 - Yes.
- If the title deeds are not held in the name of the company, the below details should be provided

Description of a property	Gross carrying value	Held in the name of	Whether promoter, director or their relative or employee	Period held: indicate a range, where appropriate	Reason for not being held in the name of company
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

- Whether a revaluation has been done by the company of its property, plant and equipment (including the right of use assets) or intangible assets or both during the year and, if so, whether the revaluation is based on the valuation by a Registered Valuer.
 - No revaluation has been done during the year.
- In case of a change in values upon revaluation, specify the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of property, plant and equipment or intangible assets.
 - No revaluation has been done during the year. So not applicable



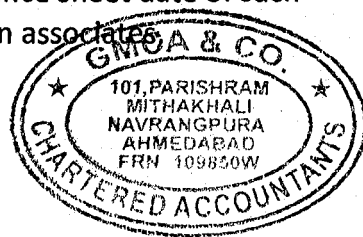
- Whether any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. If yes, whether the company has appropriately disclosed the details in its financial statements.
- **As per what the Management said, no such proceedings are going on.**

(2) Details of inventory and working capital

- Whether the management has carried out physical verification of inventory at reasonable intervals.
- **Yes**
- If any discrepancies of 10% or more in the aggregate for each class of inventory were noticed and if so, whether they have been properly dealt with in the books of accounts.
- **As per what Management said, no such discrepancies were observed**
- Has the company, during any point of time of the year, 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.
- **The company is already having working capital loan. During the year no new loan has been sanctioned.**
- Are the quarterly returns or statements filed by the company with financial institutions or banks in agreement with the books of account of the Company. In case of non-agreement, to provide details of such non-agreement.
- **Yes**

(3) Details of investments, any guarantee or security or advances or loans given

- If the company has during the year made any investments in, given any guarantee or security or granted any loans or advances which are characterized as loans, unsecured or secured, to LLPs, firms or companies or any other person.
- **During the year company has not done any such transactions. Company has informed us that they have not given any Guarantee or security to LLPs, firms or companies or any other person.**
- If the company has provided advances or provided loans which are characterized as loans, or given guarantee, or given security to any other entity (other than a company carrying on a business of providing loans), the below information should be furnished:
 - The total amount given during the year, and the balances due as at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates.
 - **Not Applicable**
 - The total amount during the year, and the balance due on the balance sheet date of such loans or advances and guarantees or security to persons other than associates, subsidiaries and joint ventures.
 - **Not Applicable**



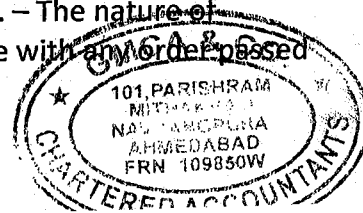
- In the case of investments made, guarantee or security provided, loans or advances granted (as mentioned above), the report should indicate:
 - Whether the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
 - **Yes, they are not prejudicial to the company's interest.**
 - In respect of loans and advances in the nature of loans, whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular.
 - **Loans are Interest Free which is violation of Section 186(7) of the Act. Regarding repayment of the same, there are no such specific guidelines mandated by the company.**
 - If the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest.
 - **As there is no specific guideline regarding repayment, cannot derive the value of amount overdue.**
- In case any loan or advance in the nature of a loan is given which was due for repayment during the year and has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties. If yes, specify the total amount of such dues renewed or extended or settled by fresh loans and the percentage (proportion) of the total to the total loans or advances granted during the year (other than companies whose principal business is to grant loans).
 - **No such discrepancies were observed.**
- In case the company has given any loans or advances in the nature of loans either repayable on demand or without specification of any terms or period of repayment. If so, to specify the total amount, percentage thereof to the total loans granted, the total amount of loans granted to promoters, related parties as defined section 2(76) of the Companies Act, 2013.
 - **Loans given are without specific instructions.**

(4) Compliance in respect of a loan to directors

- If the company has given any loans to directors or any other person in whom the director is interested, or made any investments, whether the company has made compliance with the provisions governing such loans, investments and guarantees.
 - **No such loans were granted.**

(5) Compliance in respect of deposits accepted

- In case the company has accepted deposits or deemed deposits, whether the company has followed the directives of the RBI as under: – Compliance with the provisions prescribed for accepting deposits under section 73 to 76 of the Companies Act, 2013. – The nature of contraventions, if the above provisions are not followed. – Compliance with any order passed



by any court or tribunal. – Reporting of any non-compliance with the provisions of Companies Act, 2013.

- **No such deposits or deemed deposits have been accepted by the company.**

(6) Maintenance of costing records

- In case the company is required to maintain cost records, whether the records have been maintained during the year and non-compliance if any.
- **Yes, the company is required to maintain cost records. Company has maintained proper cost records.**

(7) Deposit of statutory liabilities

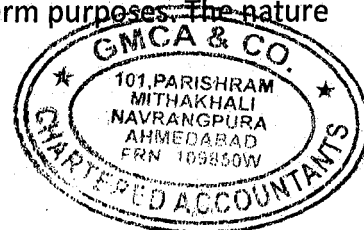
- Whether the company has:
 - Regularly deposited statutory dues.
 - **Yes**
 - Are any statutory dues pending for a period more than 6 months as on the balance sheet date.
 - **No such Statutory dues are pending.**
 - In case of any disputed statutory dues, the amount of such dues, the forum before whom the dues are litigated.
 - **No such issues found.**

(8) Unrecorded income

- Whether any transactions which are not recorded in the accounts have been disclosed or surrendered before the tax authorities as income during the year. The details of such income tax assessments should be disclosed. – Whether such undisclosed income has been recorded in the accounts during the year.
- **No such Transactions found.**

(9) Default in repayment of borrowings

- In case the company has made any default in the repayment of loans to banks, government, debenture-holders, etc. then the amount and period of default.
- **No such default has been done.**
- Has the company been declared a wilful defaulter by any bank or financial institution or any other lender.
- **No.**
- Have term loans been used for the object for which they were obtained; in case they have not been, the loan funds diverted and disclosure of the end use of such loans.
- **No.**
- Has the company used funds raised for a short term basis for long term purposes. The nature and the amount of such funds.



- **No such transactions found as no such specific instructions have been made while obtaining loan except Bank Overdraft.**
- Has the company raised any money from any person or entity for the account of or to pay the obligations of its associates, subsidiaries or joint ventures. The details of the money raised with the description of the transactions and the amounts in each case.
 - **No.**
- Has the company raised any loans during the year by pledging securities held in their subsidiaries, joint ventures or associate companies. The details of such loans and also the default in the repayment of the loans.
 - **No.**

(10) Funds raised and utilisation

- If the company has raised any funds from a public offer (equity or debt capital), details of the funds applied for the purposes. Also, the details of default or delays and rectification measures taken. – Has the company made any private placement or preferential allotment of shares or convertible debentures (fully, partially or optionally convertible) during the year, whether the same is in accordance with section 42 and section 62 of the Companies Act, 2013. – Whether the funds raised, have been used for the purposes they were raised and the non-compliance, if any.
 - **Not Applicable.**

(11) Fraud and whistle-blower complaints

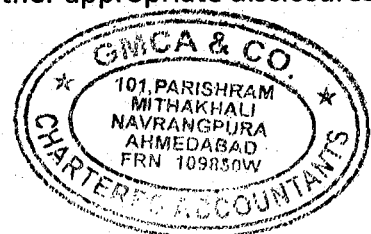
- Has there been any fraud by the company or any fraud done on the company. If any such fraud has been noticed or reported any time of the year. If yes, nature and amount involved have to be reported. – Whether the auditors of the company have filed a report in Form ADT-4 with the Central Government as prescribed under the Companies (Audit and Auditors) Rules, 2014. – In case of receipt of whistle-blower complaints, whether the complaints have been considered by the auditor.
 - **No such event has been occurred.**

(12) Compliance by a Nidhi

- Compliance with provisions applicable to a Nidhi company: – Maintaining of net owned funds to deposit ratio of 1:20 for meeting liabilities. – Maintaining 10% term deposits (which are unencumbered) for meeting liabilities. – Details of any default in payment of interest on deposits or repayment of for any period.
 - **Not Applicable.**

(13) Compliance on transactions with related parties

- Whether the company has complied with the provisions of section 188 of the Companies Act, 2013 in respect of transactions with related parties. Also, whether appropriate disclosures are made in the financial statements.
 - **Yes.**



(14) Internal audit system

- Does the company have an internal audit system in accordance with its size and business activities.
 - **Internal Audit System is not there as the same is not applicable, rather Internal Controls have been established and found adequate.**
- Have the reports of the internal auditors been considered by the statutory auditor.
 - **Not Applicable.**

(15) Non-cash transactions

- In case the company has undertaken non-cash transactions with their directors or other persons connected to the directors, whether the restrictions imposed are complied with.
 - **No such transactions have taken place.**

(16) Registration under Section 45-IA of RBI Act, 1934

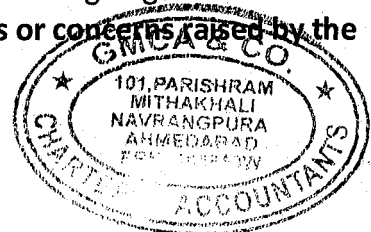
- Is the company required to be registered under the RBI Act and whether the company has obtained registration.
 - **No.**
- Whether the company has carried on any Non-Banking Financial or Housing Finance activities (NBFC or HFC) without having a valid registration certificate from RBI.
 - **No.**
- Is the company a Core Investment Company (CIC) under the RBI regulations and does it continue to fulfil the criteria of a CIC. In case the company is an exempted or unregistered CIC, does the company continue to fulfil the criteria for exemption.
 - **No.**
- Does the group to which the company belongs have more than one CIC as part of it, then indicate the number of CICs which are in the group.
 - **No.**

(17) Cash losses

- Has the company incurred any cash losses in the financial year and the immediately preceding financial year, the amount of cash losses incurred.
 - **No.**

(18) Resignation of statutory auditors

- Whether during the year, has there been any resignation of statutory auditors, if yes, has the auditor considered the objections, issues or concerns raised by the outgoing auditors.
 - **Yes, the Statutory Auditors have resigned. objections, issues or concerns raised by the outgoing auditors have been considered.**



(19) Material uncertainty

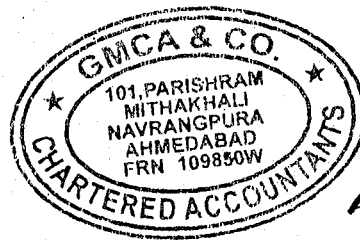
- Existence of any material uncertainty on the date of the audit report on an evaluation of: – The ageing report, financial ratios and expected dates of realisation of financial assets and payment of financial liabilities, any other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans. – Opinion whether the company can meet its the liabilities which exist as at the balance sheet date when such liabilities are due in the future.
 - **No such Material uncertainty exists on the Balancesheet Date.**

(20) Transfer to fund specified under Schedule VII of Companies Act, 2013

- With respect to obligations under Corporate Social Responsibility, whether the company has transferred the unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of 6 months from the expiry of the financial year. – Whether any amount which remains unspent has been transferred to a special account in accordance with provisions of section 135 of the Companies Act, 2013.
 - **Not Applicable.**

(21) Qualifications or adverse auditor remarks in other group companies

- In case there have been any qualifications or adverse remarks in the audit reports issued by the respective auditors in case of companies included in the consolidated financial statements, to indicate the details of the companies and the paragraph numbers of the respective CARO reports containing the qualifications or adverse remarks.
 - **As such no such remarks found.**



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

CA. Mitt S. Patel
Partner
Membership No. 163940
UDIN: 22163940AISJSY3914

Place: Ahmedabad
Date: 10/05/2022

RHETAN TMT LIMITED

[Formerly Known as Rhetan Rolling Mills Private Limited]

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2022

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	2	13,25,00,000	11,40,00,000
(b) Reserves and Surplus	3	10,49,69,012	(2,94,73,956)
2 Share application pending for allotment		-	-
3 Non-current Liabilities			
(a) Long-term borrowings	4	13,85,74,536	14,87,78,849
(b) Deferred Tax liabilities (Net)	5	76,14,830	73,16,064
(c) Other Non Current Liabilities		-	-
(d) Long term provisions		-	-
4 Current Liabilities			
(a) Short-Term Borrowings	6	12,13,52,567	10,07,71,730
(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		4,89,07,407	3,60,44,047
(c) Other Current Liabilities	8	3,10,82,847	2,01,64,322
(d) Short term provisions	9	50,45,366	6,26,184
Total Equity & Liabilities		59,00,46,565	39,82,27,239
II. ASSETS			
1 Non-current Assets			
(a) Property Plant and Equipment	10		
Tangible Assets		8,28,99,196	8,64,44,762
Capital Work in Progress		-	-
(b) Non Current Investments	11	1,04,39,359	1,04,39,359
(c) Deferred Tax Assets (Net)		-	-
(d) Long-term loans and advances	12	88,33,645	2,63,23,396
(e) Other Non Current Assets	13	44,08,995	45,30,795
2 Current Assets			
(a) Current Investments			
(b) Inventories	14	24,19,50,146	11,57,94,700
(c) Trade Receivables	15	21,99,79,866	14,02,95,374
(d) Cash and cash equivalents	16	11,67,177	18,59,005
(e) Short Term Loans and Advances		-	-
(f) Other Current Assets	17	2,03,68,182	1,25,39,848
Total Assets		59,00,46,565	39,82,27,239

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

G M C A & Co.

Chartered Accountants

FRN:109850W

CA. Mitt S. Patel

Partner

Membership No. 163940

UDIN : 22163940AISJSY3914

PLACE: Ahmedabad

DATE: 10-05-2022

FOR AND ON BEHALF OF

RHETAN TMT LIMITED

SHALIN A SHAH

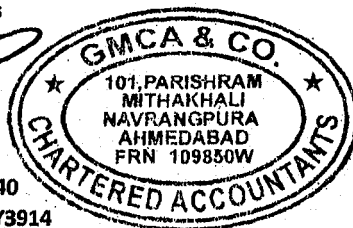
DIRECTOR

DIN: 00297447

ASHOK C SHAH

DIRECTOR

DIN: 02467830



RHETAN TMT LIMITED

[Formerly Known as Rhetan Rolling Mills Private Limited]

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
I Revenue from operations (Net)	18	67,02,87,263	52,08,89,569
III Other Income	19	57,924	4,11,920
III Total Revenue (I + II)		67,03,45,187	52,13,01,488
IV Expenses			
Cost of Material Consumed	20	67,14,89,301	47,40,41,981
Purchase of Stock in Trade		-	-
Change in inventories of Finished Goods and WIP	21	(9,18,26,107)	(4,06,62,606)
Employee Benefit Cost	22	1,03,70,229	1,13,93,842
Finance Costs	23	1,27,18,666	97,97,017
Depreciation and Amortisation Expense	24	46,56,576	48,29,779
Other Expenses	25	3,42,14,422	6,01,07,734
Total Expenses (IV)		64,16,23,087	51,95,07,746
V Profit before exceptional and extraordinary items and tax (III - IV)		2,87,22,100	17,93,742
VI Exceptional Items		-	-
VII Profit before extra ordinary items and tax (V-VI)		2,87,22,100	17,93,742
VIII Extra ordinary Items		-	-
IX Profit/(Loss) before tax (VII-VIII)		2,87,22,100	17,93,742
X Tax Expense :			
(1) Current Tax		49,80,366	-
(2) Deferred Tax		2,98,766	4,58,945
(3) MAT Credit Entitlement		-	-
XI Profit (Loss) for the period from continuing operations (VII-VIII)		2,34,42,968	13,34,797
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(loss) from Discontinuing operations (after tax) (XII - XIII)		-	-
XV Profit (Loss) for the period (XI + XIV)		2,34,42,968	13,34,797
X Earning Per Share:			
- Basic		1.77	1.74
- Diluted		1.77	1.74

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

G M C A & Co.

Chartered Accountants

FRN:109850W

CA. Mitt S. Patel

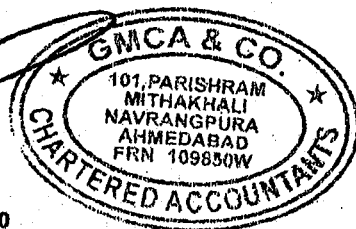
Partner

Membership No. 163940

UDIN : 22163940AISJSY3914

PLACE: Ahmedabad

DATE: 10-05-2022



FOR AND ON BEHALF OF

RHETAN TMT LIMITED

SHALIN A SHAH

DIRECTOR

DIN: 00297447

ASHOK C SHAH

DIRECTOR

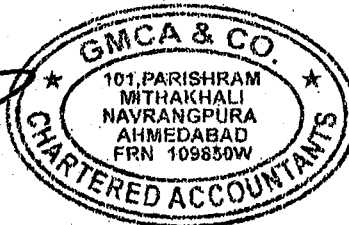
DIN: 02467830

RHETAN TMT LIMITED

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH 2022

PARTICULARS	2021-22	2020-21
A. CASH FLOWS FROM OPERATING ACTIVITIES :		
Net Profit before tax as per Profit & Loss Account	2,87,22,100	17,93,742
Adjustment for :		
Depreciation	45,34,776	47,07,979
Finance Cost	1,27,18,666	97,97,017
Interest Income	(57,924)	(4,11,920)
Preliminary Expenses Written Off	1,21,800	13,69,876
	1,73,17,318	1,54,62,952
Operating Profit before Working Capital Changes	4,60,39,418	1,72,56,694
Working Capital Changes		
Adjustment for		
Trade Payables	1,28,63,360	(85,87,255)
Inventories	(12,61,55,446)	(3,10,69,471)
Trade Receivables	(7,96,84,492)	(6,70,90,938)
Other current Assets	(78,28,334)	81,14,268
Other Current Liabilities	1,09,18,525	1,55,75,519
Other Non Current Liabilities	44,19,182	3,25,221
Net Changes in Working Capital	(18,54,67,204)	(8,27,32,656)
Cash Generated from operations	(13,94,27,786)	(6,54,75,962)
Cash Flow from Exceptional Claim	-	-
Direct Tax Paid During the Year (Net off Refund Received)	(49,80,366)	-
NET CASH FROM OPERATING ACTIVITIES	(14,44,08,152)	(6,54,75,962)
B. CASH FLOWS FROM INVESTING ACTIVITIES :		
Dividend Income	-	-
Other Investments	-	-
Sale of Property Plant & Equipment	-	-
Purchase of Property Plant & Equipment	(9,89,210)	(16,97,959)
NET CASH FLOW FROM INVESTING ACTIVITIES	(9,89,210)	(16,97,959)
CASH FLOWS FROM FINANCING ACTIVITIES :		
Interest Income	57,924	4,11,920
Proceed from Short term borrowings	2,05,80,837	1,55,41,149
Short Term Loan And Advances	1,74,89,751	(71,69,736)
Issue of Share Capital	12,95,00,000	7,40,00,000
Finance Cost	(1,27,18,666)	(97,97,017)
Proceed from Unsecured Loan	(1,02,04,313)	(53,91,521)
NET CASH FROM FINANCING ACTIVITIES	14,47,05,533	6,75,94,795
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(6,91,829)	4,20,874
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	18,59,005	14,38,131
CASH AND CASH EQUIVALENTS AT THE CLOSE OF THE YEAR	11,67,176	18,59,005

FOR AND ON BEHALF OF
G M C A & Co.
Chartered Accountants
FRN:109850W



CA. Mitt S. Patel
Partner
Membership No. 163940
UDIN : 22163940AISJSY3914

FOR AND ON BEHALF OF
RHETAN TMT LIMITED

Shalin A. Shah *Ashok C. Shah*

Shalin A. Shah
DIRECTOR
DIN : 00297447

Ashok C. Shah
DIRECTOR
DIN : 02467830

PLACE: Ahmedabad
DATE: 10-05-2022

RHETAN TMT LIMITED

Note - 2 : SHARE CAPITAL

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
1.	AUTHORISED EQUITY SHARE CAPITAL 21500000 Equity Shares of Rs 10 Each (11,40,000) Equity Shares of Rs. 100/- each.	21,50,00,000	11,40,00,000
2.	ISSUED, SUBSCRIBED & PAID UP EQUITY SHARE CAPITAL 1,32,50,000 Equity Shares of Rs 10 Each (11,40,000) Equity Shares of Rs.100/- each, fully paid.	13,25,00,000	11,40,00,000
	Total	13,25,00,000	11,40,00,000

2.2 During the period under review the company has split its equity shares having face value of Rs 100 each in to equity shares with face value of Rs 10 each.

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

Particulars	As at 31st March 2022		As at 31st March 2021	
	No of Shares	Value Rs.	No of Shares	Value Rs.
At the beginning of the year	1,14,00,000	11,40,00,000	11,40,000	11,40,00,000
Movement during the period	18,50,000	1,85,00,000	-	-
Outstanding at the end of the period	1,32,50,000	13,25,00,000	11,40,000	11,40,00,000

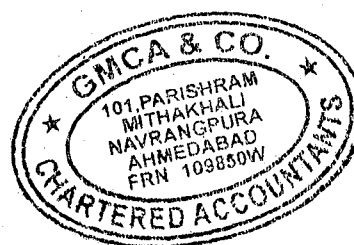
4. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholders	As at 31st March 2022		As at 31st March 2021	
	No of Shares	% of Holding	No of Shares	% of Holding
Shalin A Shah	12,01,000	9.06%	100	0.00%
Ashoka Metcast Ltd	1,17,98,950	89.05%	11,39,900	99.99%
Total	1,29,99,950	98%	11,40,000	100%

11,79,8950 shares are held by Ashoka Metcast Ltd. (Holding Company) as on 31.03.2022.

No Ordinary Shares have been reserved for issue under options and contracts/commitments for the sale of shares/disinvestment as at the Balance Sheet date.

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.



Note - 3 : RESERVES & SURPLUS

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
a	General Reserve		
	Balance brought forward from previous year A	7,38,500	7,38,500
b	Securities Premium Reserve B	11,10,00,000	-
C	Revaluation Reserve		
	Balance brought forward from previous year	58,13,672	58,13,672
	Add/(Less) : On account of Sale of Asset	-	-
	Closing Balance C	58,13,672	58,13,672
D	Profit & Loss Account		
	Balance brought forward from previous year	(3,60,26,128)	(3,73,60,925)
	Add/(Less) : Net Profit/ (Net Loss) for the year	2,34,42,968	13,34,797
	Add DTL / DTA Adjusted for Previous years	-	-
	Surplus in the statement of Profit & Loss Account D	(1,25,83,160)	(3,60,26,128)
	Total (A + B + C)	10,49,69,012	(2,94,73,956)

Note - 4 : LONG TERM BORROWINGS

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
	SECURED LOAN		
	Term Loan	2,81,64,666	1,19,07,730
	UNSECURED LOAN		
	Loans & advances from related parties	9,90,75,370	9,81,73,370
	Inter Corporate Borrowings	1,13,34,500	3,86,97,749
	Total	13,85,74,536	14,87,78,849

Terms of repayment for unsecured loans

To be repayable on demand

Terms of repayment for secured loans

GECL 1	To be repayable in 36 Instalments of Rs. 2,75,873/- commencing from July, 2021.
GECL 2	To be repayable in 36 Instalments of Rs. 1,43,977/- commencing from November, 2021.

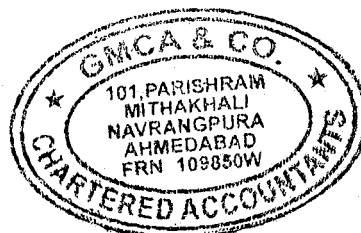
Details of Security :

Term Loans :

Primary Security : Extension of charge on entire present and future current assets of the company.

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

Note : Out of the above loan amount outstandings Installments falling due during 01.04.2021 to 31.03.2022 have been grouped under "Current Maturities of Long Term Debt".



Note - 5: Deferred Tax Liability

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Balance at the beginning	73,16,064	68,57,119
	Add/(Less) : On account of depreciation	2,98,766	3,70,381
	Add/(Less) : On account of losses	-	88,563
	Total	76,14,830	73,16,064

Note - 6 : SHORT TERM BORROWINGS

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Loans Repayable on demand (Secured)		
	From Banks		
	Working Capital Loan	12,13,52,567	10,07,71,730
	Total	12,13,52,567	10,07,71,730

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.

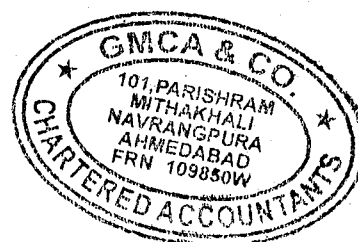
Moreso, the above working capital loan has been sanctioned on personal guarantees of Mr. Ashok Shah and Shalin Shah and corporate guarantee of Ashoka Metcast Ltd.

Note - 7 : Trade Payables

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Sundry Payables		
	Dues to micro and small enterprises	-	-
	Dues to Others	4,89,07,407	3,60,44,047
	Total	4,89,07,407	3,60,44,047

Note - 8 : OTHER CURRENT LIABILITIES

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Other Payables		
	Current Maturities of Long Term Debts	50,38,200	46,70,573
	Interest Accrued and due on Borrowings	2,14,897	96,912
	Duties and Taxes	15,56,353	1,84,621
	Other Current Liability	10,00,000	10,00,000
	Advances from customers	1,31,74,988	51,06,694
	Creditor for Capital Goods		
	- Dues to micro and small enterprises	-	-
	- Dues to Others	9,02,497	9,76,411
	Creditors for Expenses		
	- Dues to micro and small enterprises	2,10,162	3,12,162
	- Dues to Others	89,85,750	78,16,948
	Total	3,10,82,847	2,01,64,322



Note - 9 : SHORT TERM PROVISIONS

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Others		
	Provision for Income Tax	49,80,366	
	Provision for Expenses	65,000	6,26,184
	Total	50,45,366	6,26,184

Note - 11 : NON CURRENT INVESTMENT

Sr. No	Particulars	No. Of shares 31st March , 2022	No. Of shares 31st March , 2021	As at 31st March , 2022	As at 31st March , 2021
i	Investment in Equity Shares (Non Trade)				
	Quoted				
	Others				
	Lesha Industries Ltd	5,45,940	5,45,940	21,01,850	21,01,850
	Ashnisha Industries Ltd	1,45,584	1,45,584	32,87,509	32,87,509
	Gujarat Natural Resources L	5,05,000	5,05,000	50,50,000	50,50,000
	Total			1,04,39,359	1,04,39,359

Market value of Quoted Investment

1,83,78,235

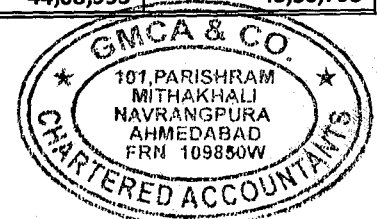
59,09,714

Note - 12 : LONG TERM LOANS & ADVANCES

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
	Unsecured , considered good		
i	Security Deposits	1,48,950	89,29,084
ii	Capital Advances	-	-
iii	Other loans and advances		
	Loan to staff	-	10,000
	Loan to others	73,14,000	1,73,84,312
iv	Other Deposit	13,70,695	-
	Total	88,33,645	2,63,23,396

Note - 13 : Other Non Current Assets

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	MAT Credit Entitlement	-	-
ii	Others		
	Deferred Revenue Expenditure	43,68,265	56,16,341
	Less : Written off during the year	-	12,48,076
		43,68,265	43,68,265
	Written Down Balance	1,62,530	2,84,330
	Less : Written off during the year	1,21,800	1,21,800
		40,730	1,62,530
	Total	44,08,995	45,30,795



Note - 14 : Inventories

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Raw Materials	6,75,16,821	3,45,66,401
ii	Work in Progress	24,63,860	9,58,650
iii	Finished goods	16,66,38,318	7,63,17,421
iv	Stores , Spares & Consumables	53,31,147	39,52,227
v	Scrap	-	-
	Total	24,19,50,146	11,57,94,700

Note - 15 : TRADE RECEIVABLES

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Outstanding for a period exceeding six months from its due date Unsecured, Considered Good :	9,64,69,319	1,25,47,509
ii	Others Unsecured, Considered Good :	12,35,10,547	12,77,47,865
	Total	21,99,79,866	14,02,95,374

Note - 16 : CASH AND CASH EQUIVALENTS

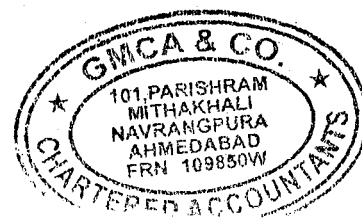
Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Balances with Banks (a) Earmarked Funds (b) Unearmarked Funds	- 7,882	13,23,690 1,50,350
ii	Cash on hand Cash Balance	11,59,295	3,84,965
	Total	11,67,177	18,59,005

Note - 17 : OTHER CURRENT ASSETS

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Balance with Revenue Authorities	1,70,68,834	1,08,78,493
ii	Others Prepaid Expenses Advance to Suppliers Other Assets	4,12,971 16,82,766 12,03,611	5,62,915 - 10,98,441
	Total	2,03,68,182	1,25,39,848

Note - 18 : REVENUE FROM OPERATIONS

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Sale of Products	67,02,87,263	52,08,89,569
ii	Other Operating Revenue	-	-
	Total	67,02,87,263	52,08,89,569



Note - 19 : OTHER INCOME

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
	Interest income	57,924	4,11,920
	Other non operating Income		
	Total	57,924	4,11,920

Note - 20 : Cost of Material Consumed

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Raw Materials		
	Opening Stock of Raw Materials	3,45,66,401	4,62,98,353
	Add: Purchase During the year	70,44,39,720	46,23,10,029
	Less: Closing Stock of Raw Materials	6,75,16,821	3,45,66,401
	Total	67,14,89,301	47,40,41,981

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

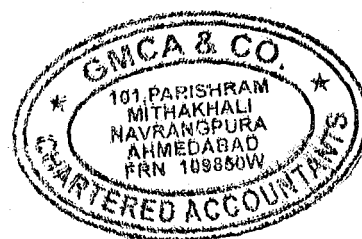
Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Opening Stock		
	Finished Goods	7,63,17,421	2,62,03,222
	WIP	9,58,650	8,39,821
	Scrap	-	95,70,423
		7,72,76,071	3,66,13,466
ii	Closing stock		
	Finished Goods	16,66,38,318	7,63,17,421
	Work in process	24,63,860	9,58,650
	Scrap	-	-
		16,91,02,178	7,72,76,071
	Total	(9,18,26,107)	(4,06,62,606)

Note - 22 : EMPLOYEE BENEFIT COST

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Salaries and bonus expenses	1,01,21,295	1,10,79,566
ii	Employee Welfare Expense	1,61,839	1,54,317
iii	Contribution to provident and other funds	87,095	1,59,959
	Total	1,03,70,229	1,13,93,842

Note - 23 : FINANCE COST

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Interest Expense		
	Working Capital	1,04,66,762	84,23,416
	Term Loan	15,65,580	9,34,772
		1,20,32,342	93,58,188
ii	Other Financial Cost		
	Bank Charges	22,260	25,515
	Other Processing & Other Charges	6,64,064	4,13,314
		6,86,324	4,38,829
	Total	1,27,18,666	97,97,017

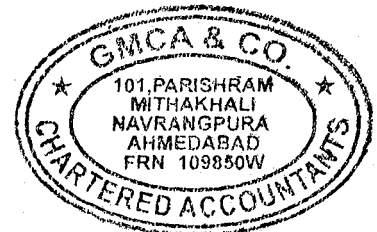


Note - 24 : DEPRECIATION AND AMORTISATION EXPENSE

Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Depreciation	45,34,776	47,07,979
ii	Amortization	1,21,800	1,21,800
	Total	46,56,576	48,29,779

Note - 25 : OTHER EXPENSES

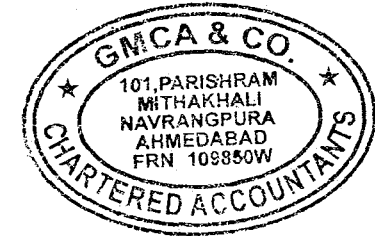
Sr. No	Particulars	As at 31st March , 2022	As at 31st March , 2021
i	Manufacturing Expenses		
	Stores & Spares Consumed	30,03,669	78,54,043
	Power & Fuel	1,44,97,033	2,40,40,275
	Wages to contractors	98,95,840	1,43,39,613
	Loading & Unloading Expense	1,13,300	1,39,873
	Material Handling Charges	14,77,000	17,77,300
	Roll Design Charges	-	2,05,500
	Miscellaneous manufacturing expense	3,92,932	3,73,438
	Freight & Forwarding Charges	13,05,427	61,29,823
		3,06,85,201	5,48,59,864
ii	Other Administrative and Selling Expense		
	Audit Fees	60,000	75,000
	Balance written off	1,203	1,781
	Director Remuneration	-	2,00,000
	Donation Expenses	-	11,000
	Office Expenses	61,667	8,651
	Insurance Expense	1,51,389	2,20,404
	Printing & Stationery Expense	31,932	28,022
	Travelling & Conveyance Expenses	85,144	62,852
	Legal & Professional Charges	8,01,119	5,84,716
	Late fees & Interest Expenses	2,503	18,638
	Repair and Maintenance Expense		-
	- Buidling	-	1,05,452
	- Vehicle	-	83,477
	- Plant & Machinery	2,57,576	64,300
	- Others	2,28,134	2,98,220
	Deferred Revenue Expenditure written off	-	12,48,076
	Rates & Taxes Expenses	29,652	8,88,375
	ROC Fees	7,94,001	-
	Annual Custody Fees	1,77,250	-
	Security Expense	7,92,000	7,26,000
	Telephone & Internet Charges	51,151	50,431
	Stamp Duty & Valuation Charges	-	5,68,100
	Website & Software Expenses	4,500	4,375
		35,29,221	52,47,870
	Total	3,42,14,422	6,01,07,734



NOTE - 10

PROPERTY PLANT & EQUIPMENT

ASSETS	GROSS BLOCK				DEPRECIATION BLOCK			NET BLOCK		
	AS ON 01/04/2021	ADDITION	DEDUCTION	AS ON 31/03/2022	DEPR. AS ON 01/04/2021	DEDUCTION	DEP. FOR THE YEAR	AS ON 31/03/2022	WDV 31/03/2022	WDV 31/03/2021
A. Tangible Assets										
Land	60,00,000			60,00,000	-			-	60,00,000	60,00,000
Building	2,47,44,076	-	-	2,47,44,076	11,39,358	-	7,47,875	18,87,232.66	2,28,56,844	2,36,04,719
Plant and Machinery	5,90,84,285	9,89,210	-	6,00,73,495	54,09,510		34,55,363	88,64,874	5,12,08,621	5,36,74,774
Office Equipment	91,794	-	-	91,794	15,079	-	13,627	28,706	63,088	76,715
Furniture and Fixtures	17,967	-	-	17,967	17,069	-	-	17,069	898	898
Computer	35,806	-	-	35,806	17,155	-	7,030	24,185	11,621	18,651
Electric Installations	30,72,438	-	-	30,72,438	5,41,282	-	2,43,235	7,84,517	22,87,921	25,31,156
Vehicles	8,01,651	-	-	8,01,651	2,63,802	-	67,645	3,31,448	4,70,203	5,37,849
Sub Total (A)	9,38,48,016	9,89,210	-	9,48,37,226	74,03,255	-	45,34,776	1,19,38,030	8,28,99,196	8,64,44,762
B. Capital Work In Progress										
Factory Building	-	48,858	48,858	-	-	-	-	-	-	-
Sub Total (B)	-	48,858	48,858	-	-	-	-	-	-	-
Current Year Grand Total (A+B)	9,38,48,016	10,38,068	48,858	9,48,37,226	74,03,255	-	45,34,776	1,19,38,030	8,28,99,196	8,64,44,762
Previous Year Grand Total	9,21,50,057	17,46,817	48,858	9,38,48,016	26,95,276	-	47,07,979	74,03,255	8,64,44,762	8,94,54,781



27. SIGNIFICANT ACCOUNTING POLICIES

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:

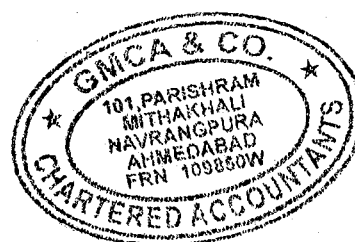
Depreciation on assets has been provided on Straight Line Method on the basis of useful life Specified in Part C of Schedule II of the Companies Act 2013. Depreciation for assets purchased / sold during the year is charged proportionately.

5. INVENTORIES:

- i. Stock of Raw Materials, components and other stocks are valued At Cost (FIFO Basis) (Net off Indirect Taxes wherever applicable).
- ii. Finished goods as following:
 - Cotton bales at cost or Net Realizable value whichever is less
 - Cotton seeds at market value
 - Cattle food at cost
- iii. Packing material Stores and spares and other stock is valued at cost

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.

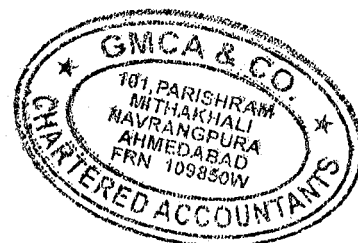
12. EARNING PER SHARE

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.

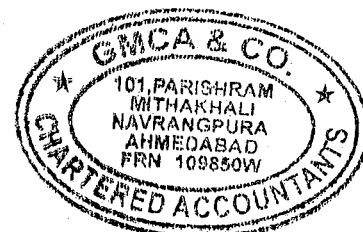
15. NOTES FORMING PART OF ACCOUNTS

- 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 31st March, 2021.

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.

Particulars	FY 2021-22	FY 2020-21
Deferred tax Liability		
Opening Balance	73,16,064	68,57,119
on account of : Depreciation & C/F Losses	2,98,766	4,58,945
Closing Balance	76,14,830	73,16,064



f) Earning Per Share (EPS):

PARTICULARS	31-03-2022 RUPEES	31-03-2021 RUPEES
a) Weighted Average Number of Shares	1,32,50,000	11,40,000
b) Net Profit (Loss) after tax available for equity share holders	2,34,42,968	13,34,797
c) Basic & Diluted Earnings per Share (Rs.)	1.77	1.74

g) Payment to the Auditors:

Particulars	2021-22	2020-21
Audit Fees	60,000	75,000

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

(a) Key Management Personnel:

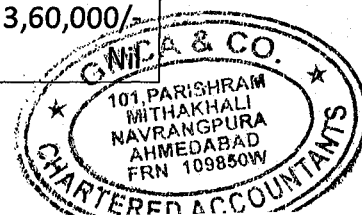
1. Shalin Ashok Shah - Managing Director
2. Ashok Chinubhai Shah - Director
3. Leena Shah – Relative of KMP
4. Subha Dash – CFO
5. Payal Pandya – Company Secretary

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

1. Gujarat Natural Resources Ltd
2. Ashnisha Industries Ltd
3. Lesha Industries Ltd
4. Ashoka Metcast Ltd – Holding Company

(c) Nature of Transactions: Key Management Personal

Particulars	2021-22	2020-21
1. Shalin Ashok Shah		
Loan Taken	1,72,64,000/-	2,90,28,000/-
Loan Repaid	8,88,87,000/-	1,15,25,000/-
Closing Balance	38,05,370/-	7,54,28,370/-
2. Ashok C. Shah		
Loan Taken	72,60,000/-	Nil
Loan Repaid	11,10,000/-	Nil
Closing Balance	72,60,000/-	11,10,000/-
3. Ashok C. Shah		
Loan Taken	Nil	7,00,000/-
Loan Repaid	5,00,000/-	2,00,000/-
Closing Balance	Nil	5,00,000/-
4. Salary:		
Subha Dash	3,60,000/-	3,60,000/-
Payal P. Pandya	36,000/-	



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:

Particulars	2021-22	2020-21	Nature of Transactions
1. Gujarat Natural Resources Ltd	2,56,35,000/-	6,20,000/-	Loan Repaid
2. Gujarat Natural Resources Ltd	1,35,90,000/-	1,26,65,000/-	Loan Accepted
3. Ashnisha Industries Ltd.	1,41,54,749/-	Nil	Loan Repaid
4. Ashnisha Industries Ltd.	2,07,79,500/-	47,09,749/-	Loan Accepted
5. Ashoka Metcast Ltd	2,12,05,100/-	7,40,00,000/-	Loan Repaid
6. Ashoka Metcast Ltd	8,80,80,100/-	Nil	Loan Accepted
7. Lesha Industries Ltd	1,38,01,000/-	2,25,000/-	Loan Repaid
8. Lesha Industries Ltd	1,15,73,000/-	24,53,000/-	Loan Accepted

Signature to all Schedules
For & on behalf of the board

Shalin A. Shah

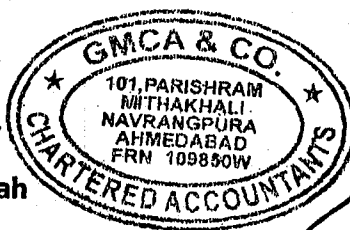
Shalin A. Shah
(Director)

Place: Ahmedabad

Date: 10/05/2022

Ashok C. Shah

Ashok C. Shah
(Director)



As per our report of even date
For G M C A & Co.
CHARTERED ACCOUNTANTS
FRN: 109850W

CA. Mitt S. Patel

CA. Mitt S. Patel
Partner

Membership No. 163940

UDIN: 22163940AISJSY3914