

SMS LIMITED



ANNUAL REPORT FOR THE FINANCIAL YEAR 2024-25.

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SMSL

FY25 Highlights

The Largest

Infrastructure Company of Central India

SINCE 1963

Consistent Growth Strong Order Book.

Most Diversified portfolio, multisectoral presence, the only company to feature in Fortune India Magazine, Presence in sunrise sectors like underground mining, sewage treatment, Sewage Treatment, Electrical and Waste Management.

SMS

Company **Overview**

A LEGACY OF EXCELLENCE

SINCE 1963

Founded by Late Shri Shaktikumar M. Sancheti, SMS Group has the distinction of being one of the largest Infrastructure Companies of Central India with its presence across the country. The group is known not only in its work but also in its ethics. The magnitude of operations is no longer restricted to the country alone, with a keen eye on the global infrastructure requirements, SMS boasts of a large and experienced employee base with very low attrition. SMS has a satisfied client of over 53 major

Government entities & PSUs. Making a humble beginning in 1963, SMS has gone on to diversify into all the major sectors of infrastructure that contributes in nation-building. A 'no compromise' policy on quality and exemplary farsightedness has made SMS a force to reckon with in the field of Mining, Railways, Irrigation, Highway Construction, Power, Environment, Urban & Rural Development. SMS has been recognized as one of the most trusted and preferred partners of choice by all our valued customers.

SMS

Group Overview

Business History: Incorporated in 1963 and headquartered in Nagpur, SMS Limited is promoted by the Sancheti family.

Sectors of Operations & Specialisation: Undertakes EPC contracts for various sectors such as highways, railways, electric, mining, irrigation and environment.

Order Book: Order book of INR 9574.18/- crore as on 31st March 2025, majority of which is Mining (74.60%), Infrastructure (20.54%) and Environment (4.86%).

Investment Portfolio: Hydropower plant, parking solutions and small investments in waste/water treatment plants. Also, have investments in mining and the taxicabs business.

Awarded ISO 14001:2004 and ISO 9001: Civil construction, maintenance, irrigation, and waste management includes ISO 14001:2004 for environmental management and OHSAS 18001:2007.

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Financial Highlights

₹ 1505.09 crores
Standalone Revenue
(8.57% increase y-o-y)

₹ 2405.99 crores
Consolidated Revenue
(8.13% increase y-o-y)

₹ 256.94 crores
Standalone EBITDA
(17.07% of revenue)

₹ 518.72 crores
Consolidated EBITD
(21.56% of revenue)

₹ 9574.18 Crore
Order Book

₹ 80.43 crores
Standalone PAT
(5.34% of revenue)

₹ 112.34 crores
Consolidated PAT
(4.67% of revenue)

₹ 256.94 crores
Standalone EBITDA
(17.07% of revenue)



~ 3117 No. of
Permanent Employees

Key Clients



भारतीय राष्ट्रीय राजमार्ग प्राधिकरण
National Highways Authority of India



IRCON INTERNATIONAL LIMITED
(A Government of India Undertaking)



HINDUSTAN COPPER LIMITED
A Govt. of India Enterprise



South Bihar Power Distribution Company Ltd



Oil and Natural Gas Corporation
Limited (ONGC)



HINDUSTAN ZINC
Zinc & Silver of India



MAHAVITARAN
Maharashtra State Electricity Distribution Co. Ltd.



Coal India Limited
A Government of India Undertaking
A Maharatna Company



SMS

Awards and Recognitions

1997- Awarded the first BOT Project of the National Highways Authority of India.

2007- Awarded mining contract for Asia's largest Uranium Mine.

2008- Commissioned India's largest Plasma Gasification Plant, converting waste to energy.

2009 – Started Asia's biggest Bio-Medical waste facility in Mumbai.

2011- Launched Tab Cab, India's largest fleet of radio cabs.

2012- The first introduction to India of low cost continuous mining through blast-free technology.

2013 - Commissioned India's first fully automated underground car parking system with 828 car park spaces in Kamla Nagar, Delhi.

2014- Became India's second-largest waste processor in terms of volume.

2015- Featured in the Fortune India magazine July 2015 issue.

2016- ILC Power Brand Awards 2016.

2017- Bhandewadi Project – Reuse of wastewater for 3 X 660 MW, TPS (Koradi)

SMSL

Board of Directors



Anand Sancheti
Managing Director



Dilip Surana
Whole Time Director



Ajay Kumar Lakhotia
Independent Director



Anil Kumar Jha
Independent Director



Ramchandra Rao Kasaraneni
Whole Time Director



Hemant Lodha
Non-Executive Director



Paramveer Sancheti
Whole Time Director



Nirbhay Sancheti
Whole Time Director



Akshay Sancheti
Whole Time Director

Company Information

Membership/Chairmanship in Board Committees:

1. Mr Anand Sancheti
Managing Director

EC

AC

CSR

RMC

STC

2. Mr Dilip Surana
Whole Time Director

EC

RMC

3. Mr Ajay Kumar Lakhotia
Independent Director

AC

NRC

CSR

STC

4. Mr Anil Kumar Jha
Independent Director

AC

CSR

NRC

5. Mr Paramveer Sancheti
Whole Time Director

EC

CSR

RMC

STC

6. Mr Nirbhay Sancheti
Whole Time Director

EC

CSR

RMC

STC

7. Mr Nirbhay Sancheti
Whole Time Director

EC

CSR

RMC

STC

8. Mr Hemant Lodha
Whole Time Director

NRC

- Chairman ● Members

These Committees meet at frequent intervals to discuss their relevant focus areas.

ECR-Executive Committee of the Board

AC-Audit Committee

CSR-Corporate Social Responsibility Committee

NRC-Nomination and Remuneration Committee

RMC-Risk Management Committee

STC-Share Transfer Committee

Chief Financial Officer

Mr Rajesh Gupta

Company Secretary

Ms Smita Agarkar

Statutory Auditor

V. K. Surana & Co.

Internal Auditors

C.R. Sagdeo & Co.

Secretarial Auditor

Vaibhav Jachak & Co.

Cost Auditor

D. Rajarao & Co.

Registered Office

I.T. Park, 20, S.T.P.I., Gayatri Parsodi, Nagpur-440022

BOARDS' REPORT

To

The Members,
SMS Limited

The Board of Directors hereby submits its 28th (Twenty Eighth) Report on the business and operations of the Company ('SMS LIMITED'), along with the audited financial statements, for the financial year ended March 31, 2025. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

1. COMPANY SPECIFIC INFORMATION:

SMS Limited is a public limited company incorporated under the provisions of the Companies Act, 1956, with a registered office in Nagpur, Maharashtra, India. The company is engaged in the business of construction & commissioning and Lump Sum Turn Key facilities in various infrastructure projects like Road Bridges, Water Supply, Power Transmission, Underground Mining Work, etc., for Central/State Governments, other local bodies, and the Private sector in the Country and Waste Management activities.

1.1 Financial summary and highlights:

The financial performance of the Company for the year 2024-25 ended on 31st March 2025 is summarized below:

(₹ In Lakhs)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	1,50,508.94	1,38,622.72	2,40,599.74	2,22,513.57
Other income	3,349.89	5,033.00	8,206.58	5,604.72
Total Income	1,53,858.84	1,43,655.72	2,48,806.31	2,28,118.28
Profit Before Depreciation, Finance Costs, share of profit/(loss) of associate Companies, Exceptional Items, and Tax Expenses.	25,694.35	23,524.07	51,871.69	58,378.69

<u>Less:</u> Depreciation /Amortisation /Impairment	5,943.83	5,444.46	15,035.75	13,141.66
Profit Before Finance Costs, Share of profit/(loss) of associate Companies, Exceptional items, and Tax Expenses	19,750.52	18,079.61	36,835.94	45,237.03
<u>Less:</u> Finance Costs	9,318.98	8,011.49	17,659.03	16,245.32
Profit Before Share of profit/(loss) of associate Companies, Exceptional items, and Tax Expenses	10,431.54	10,068.12	19,176.91	28991.71
<u>Add/Less:</u> Share of profit/(loss) of associate Companies	-	-	(164.52)	(117.52)
Profit Before Exceptional items and Tax Expenses	-	-	19012.40	28874.19
<u>Add/Less:</u> Exceptional items	-	(507.19)	(7.86)	(1,224.09)
*Profit Before Tax Expenses	10,431.54	9,560.92	19004.54	27,650.10
<u>Less:</u> Tax Expenses (Current & Deferred)	2,385.90	3,337.28	6980.71	5290.48
Profit for the year (1)	8,045.65	6,223.64	12,023.83	22,359.61
Other Comprehensive income/(loss) for the year	501.29	328.16	(2,318.32)	(1,717.00)
Total Comprehensive income (2)	8,546.94	6,551.81	9,705.51	20,642.61
Retained Earning- Opening Balance	74,408.87	60,632.31	94,208.06	81,841.41
<u>Add:</u> Profit for the year	8,042.65	6,223.64	11,233.76	14,706.69
<u>Add:</u> Transfer from OCI to Retained Earnings due to sale	32.80	14.24	91.95	14.24
<u>Add:</u> Addition during the year due to merger of AGSTPL	-	7,538.68	-	-

<u>Less:</u> Transfer to Reserves	0.00	0.00	0.00	0.00
<u>Less:</u> #Dividend paid on Equity Shares including DDT	0.00	0.00	(999.00)	(1,748.25)
<u>Add/Less:</u> Reversal due to the transfer of WOS and a foreign company not consolidated	0.00	0.00	0.00	(44.44)
<u>Add:</u> Reversal due to changes in the status of the associate to non-associate.	0.00	0.00	0.00	1,037.40
<u>Add/Less:</u> De-recognition of reserves due to the Merger of WOS	-	-	-	(1599.00)
<u>Less:</u> Buyback of Shares (including tax)	-	-	(743.33)	-
Retained Earning closing balance	82,487.32	74,408.87	103,791.43	94,208.06

Previous year's figures have been regrouped /recast wherever necessary as per IND AS

**Profit before tax expenses is after exceptional items and tax thereon.*

#Interim Dividend

A. Standalone

The revenue from operations of the Company for the financial year ended 2024-25 amounted to ₹1,50,508.94/- lakh as against ₹1,38,622.72/- lakh in FY-2023-24 and earned a profit before interest, depreciation, exceptional items and tax (PBIDT including exceptional item) for the FY 2024-25 ₹ 25,694.35/- lakh as against ₹23,524.07/- lakh in the previous year. After deducting financial charges of ₹ 9318.98/- lakh, providing a sum of ₹ 5,943.83/- lakh towards depreciation and amortisation, and ₹ 2,385.90/- lakh for income tax and the operations of the Company resulted in a net profit of ₹ 8042.65/- lakhs for the FY 2024-25 as against ₹ 6,223.64/- lakhs in FY 2023-24.

B. Consolidated

During the year under review, the revenue from operations of the Company on a consolidated basis amounted to ₹ 2,40,599.74/- lakh as against ₹ 2,22,513.57/- lakh in the previous fiscal year. The Company has earned a PBIDT (includes share of profit/(loss) of associate Companies and exceptional items) of ₹ 51,871.69/- lakh for the financial year 2023-24 as against ₹ 58,378.69/- lakh in the previous financial year. The operations resulted in a net profit attributable to the shareholders of the Company of ₹ 11,233.75/- lakh as against ₹ 14,706.69/- lakh in the previous financial year.

The order book of the company as of March 31, 2025, stood at ₹ 9574.18/- crore.

1.2 Amount, if any, which the Board proposes to carry to any reserves:

In accordance with the provisions of Section 134(3)(j) of the Companies Act, 2013 (hereinafter “the Act”), the Company has not proposed any amount to transfer to the General reserves of the Company for the FY 2024-25.

1.3 Dividend:

The Board, in need to conserve resources, has not recommended the payment of any dividend during the year under review.

1.4 Major events that occurred during the year:

a) The State of the company’s affairs:

The state of affairs of the Company shall, inter alia, include the following information.

(i) Segment-wise position of the business and its operations:

The Company is engaged in providing infrastructural services with diversification into all the major sectors of infrastructure, including Tolls, Mining, Railways, Irrigation, Highways Construction, Power, Environment, and Hazardous Urban and Rural Development.

The Order Book position as on March 31, 2025, stood at ₹ 9574.18/- crore.

A separate reportable segment forms part of note no. 53 to the Consolidated Balance Sheet as on 31st March 2025.

(ii) change in status of the company;

During the year under review, there were no material and significant changes in the status of the Company.

(iii) Key business developments;

During the year under review, the following works were completed or awarded in different sectors of the business of the Company.

MINING VERTICAL:

The following works in the Mining sector, as detailed under, were completed during the FY 2024-25:

Banwas Block - Khetri Copper Mine Underground Mine:

27,10,000 MT ore production along with mine development, decline development, diamond drilling for exploration including sampling in development and stopes, production drilling of large dia. (165 mm, 115 mm) drilling & long hole (57 mm) drilling, drop raising & equipping at Banwas block of Khetri Copper Mine, Rajasthan. The project was awarded by Hindustan Copper Limited, Kolkata, with a total project cost of ₹ 316.98 crore. The project was started on the 17th of May 2017 and completed in November 2024.

The following works of the mining sector were awarded or are ongoing during FY 2024-25:

1. New Banwas Block - Khetri Copper Mine Underground Mine:

22,42,000 MT of Ore Production along with Mine Development, Decline Development, Definition Diamond Drilling for exploration, including sampling in mine development and stopes, Production drilling of Large Dia(115mm) Drilling & Long Hole (57 ram) drilling, Drop raising & equipping at Banwas Block of Khetri Copper Mine, Rajasthan, India. Total Contract Value is ₹ 336 crores. Works started in January 2025.

2. Malanjkhand Copper Project (MCP) Underground Mine:

Mine development, production drilling, and ore production from the MCP underground mine, Madhya Pradesh. The project was awarded by Hindustan Copper Limited, Kolkata, and the project was started on the 20th of November 2019 with a total project cost of ₹1573.81 crore. Development work is fully completed, as against 45% in the previous financial year, and now Ore production work is going on.

3. Tummalapalle Existing Underground Mine (2019) Part-2:

Mine development, stoping, ventilation shaft sinking, stowing, transportation of waste & other rocks underground, excavation of crusher chamber & other related excavation for production of 3000 TPD of Uranium Ore at Tummalapalle

existing underground mine (Part-2). This is 8 year project awarded by Uranium Corporation of India Ltd. The project was started on the 7th of March 2020 with a total project cost of ₹ 3188.38 crore including GST, and completed 40% of the work at the end of the year, as against 25% work in the previous financial year.

4. Kondapuram UG mine :

Extraction of coal on a cost per ton basis by deploying Continuous Miners (CM), including the drive of tunnels at the Kondapuram UG mine, Manuguru area, awarded by the Singareni Collieries Company Limited (SCCL), with a total project cost of ₹1010.78 crores, and have completed 5% of the work at the end of the year. One set of equipment was deployed due to a change in geo-mining conditions. Faults encountered are substantially reduced. However, water fissures remain a challenge. Meanwhile, SCCL is assessing the geological structure and workable reserves in the mine. It seems that the mining conditions in the future shall be better and yield better output & productivity, as such deployment of the second CM is kept on hold.

5. Ketki MDO Underground Coal Mine:

Mine Development and Operation (MDO) of Ketki Expansion Underground Coal Mine, Bishrampur area, the LOA issued by the Southeastern Coalfield Limited on 10th of March 2022, the total MDO project cost for 16 years is ₹ 1621.35 crore. The project was started on the 1st of April 2023. Production has started and is expected to pick up from FY 2025-26.

6. Shivani Underground Coal Mine:

Introduction of 2 (Two) Sets of Low Height Continuous Miner (LHCM) Package for winning coal without blasting from the district(s) in Shivani UG Mine of Bhatgaon Area of SECL on a hiring basis. The LOA was issued by Southeastern Coalfield Limited on 09th October 2023 with a total project cost of ₹ 699.75 crore for 7 years. Equipment has started reaching the site. Work is expected to start from FY 2025-26.

INFRASTRUCTURE VERTICAL:

IRRIGATION SECTOR:

The following works in the irrigation sector, as detailed under, were completed during the FY 2024-25:

1. Construction of Battisa Nallah Gravity Dam across Battisa Nallah on an Engineering, Procurement and Construction (E.P.C) single Responsibility turn-key basis, near the village Deldar of the tehsil of Aburoad, Sirohi District in the State of Rajasthan, India. Cost: ₹133.43 Cr. Completed Cost: ₹133.17 Cr. Completion in percentage: 100.00% (Project completed on 07.04.2024. Maintenance period of 5 Yrs in progress).

The following works in the irrigation sector, as detailed under, were in progress during FY 2024-25:

2. Construction of Earthen Dam With Central Concrete Spillway, Stilling Basin, Non-Over Flow Section, Piers, Guide Wall, Key Wall, Pre-cast Prestressed Deck Bridge, Irrigation Outlet, D/S Bridge, Fabrication and Erection of Radial Gates of size 18.30m x 16.50m and allied works for Lower Penganga Interstate Project.” Awarded in Feb 2024 with a Cost of ₹1034.05 Crore, Work Executed ₹ 0.038 Crore.
3. Construction of H.R. at RD -119 to -49 m and Aqueduct RD - 49 to 780 m, on Khindsi Feeder Canal. Tal. Ramtek, Dist. Nagpur.

Cost ₹ 88.60 Crore Work Executed ₹ 69.32 Crore Completion in percentage: 78.63% as against 50.24% in 2023-24.
4. Construction of 4th raising of existing Ash Bund from T.B.L. 198.00 M to T.B.L. 201.00 M with the construction of the concrete dam (Waste weir & non overflow structure), construction of drain wells, approach to drain wells and raising of ash compartment for ash bund at CSTPS, Chandrapur Cost ₹ 130.53 Crore Work Executed ₹ 78.96 Crore Completion in percentage: 59.0% as against 34.42% in 2023-24.

No new works were awarded during FY 2024-25.

RAIL AND ROAD VERTICAL:

The following works in the rail and road sector were completed during FY 2024-25:

1. Construction of Hardibazar Tarda Sarvamangla Imlichhapar Road, Length 27.19 km, i/e, Four lane Street Light Work of Sarvamangla Imlichhapar Road Length 5.55 Km (Cement Concrete Road). Cost: ₹ 172.1 Crore. Completed Cost: ₹ 88.73 Crore Completion in percentage: 51.55%. (Foreclosed-Final Bill is in Process).

2. Construction of Mitigation Measure structures on CH/MH Border to Wainganga Bridge Section of NH-6 (New NH-53) in the State of Maharashtra under Bharatmala Pariyojana on EPC Mode. Cost: ₹ 360.80 Crore Completed Cost: ₹ 360.02 Crore. Completion in percentage: 100%. (Final Bill is in Process).
3. Construction of Approaches For Major Bridge Across Purna River Village Yerali On Nandura-Khandvi Road S.H. 196 in Buldana District (Jigaon Irrigation Project Affected Work). Cost: ₹145.71 Crore Completed Cost: ₹145.66 Crore Completion in percentage: 100.0 %. (Final Bill is in Process).

The following works of the Railway and Road sector are ongoing during FY 2024-25:

4. Package II: Construction of Roadbed, Major bridges, minor bridges, ROBs & RUBs including road approaches, Station Buildings, Staff Quarters, Other Service Buildings, HL Platforms, COPs, FOBs, General Electrification & other Works related to Construction of New BG Line From km 110 to km 157 (Near Digra Station) of Central Railway in Maharashtra State, India. Cost: ₹ 605.81 Crore. Completed Cost: ₹ 449.61 Crore. Completion in percentage: 74.21%.
5. Construction of Flyover at (km 544/650), including ROB in lieu of L.C. No. 72 including Services Roads, Footpath for RCC drains on Urban link to Nagpur-Raipur road NH-6 (Pardi Octroi Naka to Sant Tukaram Square to APMC Market) on EPC Mode. Cost: ₹ 494.56 Crore (GDCL: SMSL JV, 60:40) Completed Cost: ₹ 452.65 Crore. Completion in percentage: 91.52 % as against 87.26 % in the previous financial year.
6. Construction of Roadbed, Major and Minor Bridges, Service Buildings, including Miscellaneous works & General Electrical Works in connection with Doubling between Tinaighat [KM. 11.575] [INCLUDING] and Castlerock [KM. 24.600] [INCLUDING] in Hubballi Division of South Western Railway in Karnataka State, India. Cost: ₹ 62.63 Crore. Completed Cost: ₹ 61.18 Crore. Completion in percentage: 97.68 % as against 95.06% in the previous year.
7. Construction of Road Over Bridges, Road Under Bridges, and Major & Important waterway Bridges for electrified new BG railway line between Mangliyagaon (Indore) - Budni stations (198 KMs) between Ratlam and Bhopal Divisions of Western Railway and West Central Railway, respectively, in Madhya Pradesh State, India, in 2 (two) packages. Cost: ₹ 299.83 Crore. Completed Cost: ₹ 181.06 Crore. Completion in percentage: 60.38% as against 44.90% in the previous financial year.

8. Demolition and Reconstruction of the existing Gopal Krishna Ghokale Bridge at Andheri (Municipal Corporation). Cost: ₹ 107.51Crore Completed Cost: ₹ 74.03Crore Completion in percentage: 68.86% as against 40.75% in the previous financial year.
9. Earthwork in Formation, Minor Bridges, P. Way Linking work including supply of Track Ballast, PSC Sleepers, P. Way Fittings, Points & Crossings, Drain, Road, FOB, Geotechnical Investigation etc. in connection with Project Management Consultancy Work for the proposed feeder line of East West Rail Corridor within the Leasehold boundary of Project for Coal evacuation through Rail at Gevra Opencast of Gevra Area of SECL. Cost: ₹ 82.99 Crore. Completed Cost: ₹ 63.96 Crore. Completion in percentage: 77.06% as against 62.32% in the previous financial year.
10. Widening & strengthening to 2 Lane / 4lane with paved shoulders from km 0+000 to km 60+255 of the Mahabubnagar - Chincholi section of NH-167N in the State of Telangana on an Engineering, Procurement and Construction (EPC) Basis. Cost: ₹331.52 Crore(SRRCIPL: SMSL JV, 80:20) Completed Cost: ₹ 210.71 Crore. Completion in percentage: 63.56% as against 42.72% in the previous financial year.
11. Earthwork in formation, Construction of Minor Bridges, side drains, etc. for 3rd & 4th line in Wardha-Sindi (31km) section in connection with Wardha Nagpur 3rd & 4th line. Cost: ₹ 108.44 Crore Completed Cost: ₹ 86.45 Crore. Completion in percentage: 79.72% as against 58.60% in the previous financial year.
12. Construction of 6-Lane Durg – Raipur – Arang Bypass section of NH-53 from design ch. 0+000 (Vill. Tendesara) to design ch. 44+500 (Vill. Parsada) in the State of Chhattisgarh on EPC Mode under Bharatmala (Package A) Cost: ₹ 789.87 Crore (SMSL: MBPL JV, 60:40) Completed Cost: ₹ 220.48 Crore. Completion in percentage: 27.91%, as against 10.38% in the previous financial year.
13. Planning, Design, Construction of Elevated Multilevel Electro Mechanical Car Parking System (Shuttle and Dolly System) and operation and maintenance after completion of the same on an open plot reserved for Parking near Mumbadevi Temple, Kalbadevi in C-ward. (EPC Turnkey Project). Cost: ₹117.94 Crore, Completed Cost: ₹ 19.28 Crore. Completion in percentage: 16.35%.

14. Construction of 2 lane with paved shoulder from (existing chainages) km 55.600 to km 90.700 (Design chainages from Km. 0.000 to Km 13.832 km of realignment) with 2 major Bridges across the Sharavathi Backwaters of NH-766C in the state of Karnataka. Cost: ₹ 207.10 Crore (SRRCIPL: SMSL JV, 80:20) Completed Cost: ₹ 54.49 Crore. Completion in percentage: 26.31% as against 18.48% in the previous financial year.
15. Construction of 08 Nos major bridges, earthwork in formation in bridge approaches, protection work of bridges, and other ancillary works in the Sidhi-Gajrahi section in connection with Sidhi-Singrauli new BG rail line project, Cost: ₹104.79 Crore. Completed Cost: ₹ 37.52 Crore. Completion in percentage: 35.80%.

Defence and Other:

The following works of the Defence sector are on-going during FY 2024-25:

1. The defence project at Salua, West Bengal, is at the final stage of completion.

Anandam Project at Nagpur is at the final stage of Completion.

ENVIRONMENT VERTICAL:

Raipur Municipal Corporation-Naya Raipur: - STP RAIPUR:

Comprehensive Operation and Maintenance for 15 years, including replacement and warranty of all components, for three Sewage Treatment Plants (STPs) with capacities of 75 MLD, 35 MLD, and 90 MLD respectively, employing SBR technology, under the AMRUT Mission, valid until June 2033.

Ponda Envocare Limited: PONDA GOA:

The Common Hazardous Waste Treatment Facility (CHWTF) has been fully developed and has been operating at optimal capacity since July 2025. The plant has been successfully handed over to Ponda Envocare Limited.

Executive Engineer MIDC (Additional Butibori) CETP 5MLD.

The 5 MLD CETP facility at Additional Butibori (MIDC) has been fully developed and has been operational since March 2025. Operation and Maintenance activities are scheduled to continue for the next 12 months, i.e., until February 2026.

ONGC NADA - GUJRAT:

The Operation and Maintenance (O&M) period concluded on 31st January 2025, and the process of handing over the plant to Oil and Natural Gas Corporation (ONGC) is currently underway.

O & M CETP AMRAVATI:

The Operation and Maintenance (O&M) works of the CETP at Amravati are currently in progress and are valid until 22nd December 2037. As of now, 39.91% of the work has been completed, with the remaining 60.09% under execution.

Kerala Solid Waste Management Project (KSWMP) - KERLA BIOMINING PACKAGE 1 & 2:

Kerala Biomining – Package 1 and Package 2: The company has been awarded a contract worth ₹ 95.24 crore by the Kerala Solid Waste Management Project (KSWMP), as per the Letter of Award (LOA) dated 26th February 2024. As of date, completion progress stands at 11% for Package 1 and 21% for Package 2. The estimated completion date, as granted by KSWMP, is 31st March 2026.

ONGC - (AHMEDABAD ASSET - GGM HEAD CIVIL & LSTK PROCUREMENT, CPD, ONGC, DELHI):

The company has secured a contract valued at ₹252.68 crore for the construction of an Effluent Treatment Plant (ETP) along with a 5-year Operation and Maintenance (O&M) commitment, as per the Notice of Award (NOA) dated 13th May 2024.

Engineering, Procurement, and Construction (EPC) works are currently in progress at South Kadi for a 0.6 MLD facility and at Jhalora for a 4 MLD facility. However, the project at Jhalora is facing delays due to certain hindrances, including the pending clear land handover by ONGC for construction. Liaison efforts are ongoing, and as a result, a significant delay in project completion is anticipated.

Apart from the above Company has bid during the FY 24-25 for Projects Viz., Durg, Prayagraj, NMC, but has not been successful for any of their bids.

iv) Change in financial year:

No changes have been made in the financial year of the company.

v) **Capital Expenditure Programme;**

The company incurred a capital expenditure of ₹ 23,304.37/- lakh detailed hereunder for the purchase of various tangible fixed assets during FY 2024-25.

Expenses for the following are as follows-

Sr. No.	Particulars	₹ in Lakh
1.	Building	453.87
2.	Plant & Equipment's	22,183.26
3.	Furniture & Fixture	77.25
4.	Vehicles	372.00
5.	Office Equipment	109.86
6.	Computer	108.13
	Total (Excludes leasehold assets)	23304.37
7.	*Right of use Assets	380.00
	Total (includes leasehold assets)	23,684.37

*The asset represents an asset availed on lease with the privilege to use the asset over the duration of an agreed-lease term.

vi) **details and status of acquisition, merger, expansion, modernization, and diversification;**

During the year under review, the company has not carried out any activity related to acquisition, expansion, modernization, or diversification.

Investment:

The Board of Directors vide its meeting dated 25th January 2024, approved the investment of the Company's funds amounting to ₹ 40,91,89,630/- (Rupees Forty Crore Ninety One Lac Eighty Nine Thousand Six Hundred Thirty Only) for the off-market purchase of 100% of the paid-up equity shares of SMS Envocare Limited. This consists of 1,55,94,117 (Rupees One Crore Fifty Five Lac Ninety Four Thousand One Hundred Seventeen) fully paid-up equity shares, each having a face value of ₹ 10/- each, at a price of ₹ 26.24/- per equity share.

While the Company entered into a Share Purchase Agreement (SPA) on 28.03.2024 with respect to the purchase of an aggregate of 1,55,94,117 equity shares of SMS Envocare Limited, resulting in SMS Envocare Limited becoming a Wholly Owned Subsidiary of SMS Limited w.e.f. 28.03.2024, however, the shares

were reflected in the holding statement of the Company on 20th August 2024, issued by the registration with the depository participant.

MERGER:

The Board of Directors, vide its meeting dated 26th December 2022, approved the scheme of the merger with its Wholly Owned Subsidiary (WOS), namely Ayodhya Gorakhpur SMS Tolls Private Limited.

After the end of the financial year and before the date of the Board Report, 'The National Company Law Tribunal' Mumbai Bench-IV vide its order dated 24th July 2024 has approved the Scheme of Merger.

vii) **developments, acquisitions, and assignments of material Intellectual Property Rights;**

The Company has not carried out any activity for the development, acquisition, and assignment of material Intellectual Property Rights during the financial year.

viii) **any other material event having an impact on the affairs of the company;**

There are no other material events that have occurred during the financial year that have an impact on the affairs of the Company.

b) **change in the nature of business:**

There is no change in the nature of business carried out by the Company during the year under review.

c) **Material changes and commitments if any affecting the Financial Position of the Company, having occurred since the end of the Year and till the date of the Report:**

There have been no material changes and commitments which affect the financial position of the Company that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

Except increase in the authorised capital of the Company after the end of the financial year and before the date of the Board Report due to the merger of the company's Wholly Owned Subsidiary (WOS), namely Ayodhya Gorakhpur SMS Tolls Private Limited vide 'The National Company Law Tribunal' Mumbai Bench-IV vide its order dated 24th July 2024.

1.5 Details of revision of financial statement or the Report:

Disclosure for voluntary revision of financial statements pursuant to section 131(1)/(2) of the Companies Act, 2013, is not required as the Company has not revised its financial statements or the report in respect of any of the three preceding financial years either voluntarily or pursuant to the order of a judicial authority.

2. GENERAL INFORMATION:

SMS Limited (“SMSL”/ “the Company”) was established as a Partnership firm in 1979 and subsequently converted into a Limited Company in 1997. The Company was founded by the Late Mr Shaktikumar M. Sancheti. Recognised as one of the largest Infrastructure Companies in Central India. The registered office of the Company is located at IT Park, 20 S.T.P.I., Gayatri Nagar, Parsodi, Nagpur, Maharashtra, India.

The Company is mainly engaged in industrial and commercial buildings, roads, railways, bridges, dams and flyovers, development of mining and extraction of ores, water supply and environment projects (Sewerage Treatment plant, Effluent treatment plant, Landfills, Integrated Hazardous waste management facility), O & M CETP, Biomining, power transmission lines, irrigation and hydrothermal power projects, etc.

2.1 Overview of the industry and important changes in the industry during the last Year:

During the year, the infrastructure sector continued to witness strong growth driven by sustained government capital expenditure and large-scale project pipelines. The Company’s core operating segments—roads, railways, environmental infrastructure, water management, mining, industrial construction, and power transmission—experienced positive traction with improved tendering activity and policy support.

The **roads and highways** sector remained a major growth driver with increased project awards under national and state programmes, supported by better digital monitoring and quicker clearances. The **railway and metro** segment continued to expand, with higher investments in civil works, station redevelopment, network doubling, and allied infrastructure.

In the **environment and water** sectors, stricter regulatory norms and urban development initiatives generated strong demand for STPs, ETPs, CETPs, integrated waste management projects, and biomining activities.

Similarly, the **mining sector** saw increased mechanisation and enhanced opportunities in mine development, extraction, and overburden removal.

Industrial and commercial construction activities also strengthened, driven by manufacturing growth and the expansion of logistics, healthcare, and institutional infrastructure. The power transmission and irrigation sectors maintained steady progress, supported by renewable energy integration and continued investments in water resource management.

Overall, the industry environment remained favourable, supported by robust public spending, improved policy frameworks, and rising emphasis on environmental sustainability, offering sustained opportunities across the Company's operating segments.

2.2 External environment and economic outlook:

India's economic environment remained stable during the year, supported by strong domestic demand and continued government focus on capital expenditure. Infrastructure development across roads, railways, water, and environmental projects remained a key priority, creating steady opportunities for the sector. Despite global uncertainties and fluctuations in commodity prices, project execution in India remained resilient. The overall outlook for the infrastructure industry continues to be positive, backed by sustained public investment, policy support, and rising emphasis on sustainable and technology-driven development.

2.3 Induction of strategic and financial partners during the Year:

During the year, the Company continued to explore opportunities for strengthening its operational and financial capabilities. While no new strategic or financial partners were formally inducted, the Company maintained active engagement with potential investors, lenders, and technical collaborators to support future growth, enhance project execution capacity, and improve its financial position.

3. CAPITAL AND DEBT STRUCTURE:

Any changes in the capital structure of the company during the year, including the following:

(a) Change in the authorised, issued, subscribed and paid-up share capital:

During the financial year 2024-25, there is no change in the Capital structure of the Company.

However the authorised share capital of the Company is ₹ 31,50,00,000 (Rupees Thirty One Crore Fifty Lac only) divided into 31500000 Equity Shares of ₹ 10/- each as a result of the merger of the Wholly Owned Subsidiary (WOS) Company

namely Ayodhya Gorakhpur SMS Tolls Private Limited (the merged Company) with the Company, hence the authorised capital of the merged company got included in the resulting Company (SMS Limited) thereby increasing the authorised by ₹ 16,00,00,000 (Rupees Sixteen Crore only).

Accordingly, the authorised share capital of the Company is ₹ 31,50,00,000 divided into 3,15,00,000 Equity Shares of ₹ 10/- each as of 31st March 2025, and the issued, subscribed, and paid-up capital of the Company stands at ₹ 10,261,3820/- divided into 10261382 Equity Shares of ₹ 10/- each

During the year under review, the Company has not issued any securities like debentures, bonds or any non-convertible securities during the financial year under review.

Depository System:

The shares of the Company are in dematerialized form with National Securities Depository Limited and M/s. . MUFG Intime India Private Limited, Mumbai (formally known as Link Intime India Pvt. Ltd.) is its Registrar and Transfer Agent.

As of March 31, 2025, 100% of the Company's paid-up capital, representing 1,02,61,382 shares, is in dematerialized form.

The Status of shares held in dematerialised and physical formats is given below:

Particulars	Number of		% of the total equity
	Shareholders	Shares	
Shares in Demat Form	9	1,02,61,382	100
Shares in Physical Form	0	0	0

(b) **reclassification or sub-division of the authorised share capital;**

During the financial year 2024-25, the Company has not reclassified or subdivided its authorised share capital.

(c) **reduction of share capital or buyback of shares;**

During the financial year 2024-25, there was no reduction of share capital or buyback of shares in the Company.

(d) **change in the capital structure resulting from restructuring;**

During the financial year 2024-25, there were no restructuring carried out in the Company, and consequently, the Capital Structure of the Company remained unchanged.

Whereas during the year under review the authorised share capital of the Company increased to ₹ 31,50,00,000 (Rupees Thirty One Crore Fifty Lakh only) divided into 31500000 Equity Shares of ₹ 10/- each as a result of the merger of the Wholly Owned Subsidiary (WOS) Company namely Ayodhya Gorakhpur SMS Tolls Private Limited (the merged Company) with the Company, hence the authorised capital of the merged company got included in the resulting Company (SMS Limited) thereby increasing the authorised by ₹ 16,00,00,000 (Rupees Sixteen Crore only).

(e) **change in voting rights;**

The voting rights of the Company remained unchanged during the FY 2024-25.

3.1 Issue of shares or other convertible securities:

During the financial year 2024-25, the Company has not issued any equity shares or preference shares or any securities that carry a right or option to convert such securities into shares, hence there was no change in the capital structure of the Company.

Accordingly, the issued, subscribed, and paid-up capital of the Company stands at ₹ 10,26,13,820/- divided into 10261382 Equity Shares of ₹ 10/- each as of 31st March 2025.

3.2 Issue of equity shares with differential rights:

During the year under review, the Company has not issued any Equity Shares with differential rights pursuant to the provisions of section 43 of the Companies Act, 2013, and in accordance with the rules prescribed under Rule 4 of the Companies (Share Capital and Debentures) Rules, 2014.

3.3 Issue of Sweat Equity Shares:

During the year under review, the Company has not issued any Sweat Equity Shares pursuant to the provisions of section 54 of the Companies Act, 2013, and the rules made thereunder.

3.4 Details of Employee's Stock Options:

During the year under review, the Company has not issued any shares to the employees under a scheme to Employees' Stock Option, pursuant to Section 62(1)(b) of the Companies Act, 2013, and Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014.

3.5 Shares held in trust for the benefit of employees where the voting rights are not exercised directly by the employees:

During the year under review, the company does not have any shares held in trust for the benefit of employees where the voting rights were not exercised directly by such employees, in accordance with the proviso to sub-section (3) of section 67 of Companies Act, 2013 and Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014. Hence, the disclosure of the aforementioned detail is not required.

3.6 Issue of debentures, bonds or any non-convertible securities:

During the year under review, the Company has not issued any debentures, bonds or any non-convertible securities.

3.7 Issue of warrants:

During the year under review, the Company has not issued any warrants pursuant to the related provision of the Companies Act, 2013.

4. CREDIT RATING OF SECURITIES:

The disclosure shall include the following:

(a) credit rating obtained in respect of various securities;

1. CREDIT RATING OF SECURITIES FROM INFOMERICS:

Credit rating obtained in respect of Fund Based Limits i.e., Cash Credit, CECL, GECL Loan, Term loan, and Non-Fund Based Limits, i.e. Bank Guarantee (BG) and Letter of Credit (LC).

(b) Name of the credit rating agency;

The Company has been rated by M/s. Infomerics Valuation and Rating Pvt. Ltd. for its banking facilities. Infomerics Valuation and Rating Pvt. Ltd. (Infomerics), a SEBI-registered credit rating agency, has also been accredited by the RBI and offers rating services for the entire range of money market and capital market instruments

and borrowing programs like non-convertible debentures, commercial papers, Tier I and Tier II bonds, perpetual bonds, structured obligations (including guarantee-backed debt programs), and securitisation transactions.

Infomerics also rates various schemes of mutual funds and alternative investment funds.

(c) the date on which the credit rating was obtained;

The Credit rating was obtained on 3rd June 2024 for FY 2024-25 where Infomerics has assigned the rating of IVR A- /Stable/A2+ for the bank loan facilities of ₹1,619 Crore of SMS Limited.

(d) revision in the credit rating and (e) reasons provided by the rating agency for a downward revision, if any.

Infomerics has reaffirmed the ratings assigned to the existing bank facilities and assigned ratings to the enhanced bank facilities of SMS Limited (SMSL) on the back of strength from established track record of operations and experienced management, diversified and reputed client base which reduces counterparty risk to a large extent, healthy order book position, steady increase in the topline and profit in FY23 and FY24 (prov) and Government's thrust on infrastructure.

The company has had an established presence in the infrastructure sector for nearly six decades. It has experience in the successful execution of projects in roads, bridges, and specialized areas, including mining, environmental, railway, pipeline, and bridge projects, among others. Further, it is into designing, engineering, and construction of complex and integrated water transmission and distribution projects, water treatment plants, barrages, dams, embankments, elevated and underground reservoirs, construction and upgradation of roads, bridges, flyovers, highways, and tunnels, among others.

Infomerics believes that SMS Limited's business risk profile will be maintained over the medium term. The Stable outlook indicates a very low likelihood of rating downgrade over the medium term.

2. CREDIT RATING OF SECURITIES FROM BRICKWORK:

(a) credit rating obtained in respect of various securities;

Credit rating obtained in respect of Fund Based Limits, i.e. Cash Credit, CECL, GECL Loan, and Non-Fund Based Limits, i.e. Bank Guarantee (BG) and Letter of Credit (LC).

(b) Name of the credit rating agency;

The Company has been rated by M/s. Brickwork Ratings India Pvt. Ltd. for its Banking facilities. Brickwork Ratings (BWR), a SEBI registered Credit Rating Agency, has also been accredited by the RBI and offers rating services on Bank Loans, NCD, Commercial Paper, Fixed deposits, Securitised paper, Security receipts, etc.

(c) the date on which the credit rating was obtained;

The Credit rating was obtained on 9th May 2024 for FY 2024-25, where Brick work has assigned the rating of BWR A /Stable/A2+ for the bank loan facilities of ₹1350.80 Crore of SMS Limited.

(d) revision in the credit rating and (e) reasons provided by the rating agency for a downward revision, if any:

Brickwork has reaffirmed the ratings assigned to the existing bank facilities of SMS Limited (SMSL) on the back of improvement in the operating revenues and profits, and financial risk profile on the standalone and consolidated basis, and a strong albeit concentrated order book. The rating also factors in the diversified and reputed client profile, thereby limiting counterparty risks, an improvement in the contingent liabilities owing to a healthy recovery, and the extensive experience of the promoters and the company's established track record.

The company's promoters have extensive experience of more than fifty years working as an EPC contractor in sectors such as mining, irrigation, roads and bridges, highways, electrical, environment and clean energy, and railways. The company mostly undertakes contracts for central departments.

SMSL has successfully executed various projects in the past, and the current order book comprises around 37 orders spread across multiple regions.

Brickwork believes that SMS Limited's business risk profile will be maintained over the medium term. The Stable outlook indicates a very low likelihood of rating downgrade over the medium term.

5. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

During the year under review, there were no amounts required to be transferred to the Investor Education and Protection Fund (IEPF) pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, and the rules made thereunder.

Accordingly, no unclaimed or unpaid dividends, matured deposits, or matured debentures were due for transfer to the IEPF during the financial year.

6. MANAGEMENT:

6.1 Directors and Key Managerial Personnel;

The disclosure shall include the following:

Directors And Key Managerial Personnel:

The Board is comprised of seven Executive Directors, one Non-Executive Independent Director, as on 31st March 2025.

Executive Directors:

Mr Anand Sancheti, Managing Director	-----	DIN: 00953362
Mr Dilip Surana, Whole Time Director	-----	DIN: 00953495
Mr Paramveer Sancheti, Whole Time Director	-----	DIN:05326947
Mr Nirbhay Sancheti, Whole Time Director	-----	DIN: 08338308
Mr Akshay Sancheti, Whole Time Director	-----	DIN: 07564977
Mr Hemant Lodha, Director	-----	DIN:01654145
Mr Ramchandra Rao Kasaraneni, Whole Time Director	-----	DIN: 08705681

Non-Executive Independent Directors:

Mr Anil Kumar Jha	-----	DIN: 06645361
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Non-Executive Directors:

NIL

- (a) names of the persons who have been appointed/ceased to be Directors and/or Key Managerial Personnel of the Company:

And

- (b) mode of such appointment /cessation;

APPOINTMENT, RETIREMENT, RESIGNATIONS AND CESSATION:

APPOINTMENT AND MODE OF APPOINTMENT:

(i) During the year under review,

Mr Ramachandra Rao Kasaraneni (DIN: 08705681), was appointed as the Whole Time Director of the Company with effect from 22nd May 2024 pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and approval of the Board vide its meeting dated 27th April 2024 respectively the appointment of Mr Rao was proposed to the members and was approved by the members vides the Extra Ordinary General Meeting dated 22nd May 2024 and in respect of whom the company has received a notice in writing from members under section 160(1) of the Act, proposing his candidature for the office of Whole Time Director of the Company.

Mr Anil Kumar Jha (DIN: 06645361) was appointed as an Independent Director on the Board of the Company with effect from 1st April 2024 for the 1st term of Five years pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board vide meeting dated 30th March 2024 respectively the appointment of Mr Jha was proposed to the members and was approved by the members vides the Extra Ordinary General Meeting dated 1st of April 2024.

Mr. Dilip Surana (DIN: 00953495) was re-appointed as a Whole-time Director of the Company for a period of five (5) years from 24th May 2025 to 23rd May 2030, based on the recommendation of the Nomination and Remuneration Committee at its 22nd meeting and approved by the Board at its 445th meeting both dated 28th March 2025, subsequently approved by the members at their meeting held on 24th May 2025. The re-appointment is in accordance with the provisions of Sections 196, 197, and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder.

(ii) after the end of the financial year 2024-25 and up to the date of the Report:

Mr. Hemant Kumar Lodha (DIN: 01654145) was appointed as an Additional Director of the Company on 1st March 2020 and was subsequently regularized as a Non-Executive, Non-Independent Director on 28th December 2020. Pursuant to the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, at its meeting held on 28th March 2025, re-designated and appointed Mr. Hemant Kumar Lodha as Whole-time Director of the Company for a period of five years commencing from 1st April 2025 to 31st March 2030, in accordance with the provisions of Sections 196 and 197 of the Companies Act, 2013.

Mr. Pranay Prakash Bhatia (DIN: 07175286) was appointed as an Additional Director (Non-executive) on the Board of Directors of the Company with effect from 1st April 2025. Mr. Bhatia holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible for re-appointment.

Mr Sharad Chandak (DIN: 11100096) was appointed as an Independent Director on the Board of the Company with effect from 21st May 2025 for the 1st term of Five years pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board vide meeting dated 21st May 2025 respectively the appointment of Mr Chandak was proposed to the members and was approved by the members vides the Extra Ordinary General Meeting dated 22nd May 2025.

RETIREMENT BY ROTATION:

- (c) **names of the Directors retiring by rotation at the ensuing annual general meeting, and whether or not they offer themselves for re-appointment;**

In pursuance of section 152 of the Companies Act, 2013, and the rules framed thereunder and the Articles of Association of the Company, Mr Paramveer Sancheti (DIN: 05326947) and Mr Nirbhay Sancheti (DIN: 08338308) are liable to retire by rotation at the ensuing Annual General Meeting ("AGM") and, being eligible, offer themselves for re-appointment. The Board of Directors recommends their re-appointment.

RESIGNATION AND MODE OF RESIGNATION:

Mr. Ajay Kumar Lakhotia, Non-Executive Independent Director, completed his second term of five consecutive years on 30th March 2025 from the close of business hours and consequently ceased to be a member of the Corporate Social Responsibility Committee, the Nomination and Remuneration Committee, and the Audit Committee. The Board places on record its deep appreciation for the invaluable guidance, support, and contributions made by Mr. Lakhotia during his association with the Company as an Independent Director.

Other than as stated above, there has been no other change in the Directors during the year under review and after the end of the year and up to the date of the report.

KEY MANAGERIAL PERSONNEL:

Mr Anand Sancheti, Managing Director, Mr Rajesh Gupta, Chief Financial Officer and Mrs Smita Agarkar, Company Secretary are the Key Managerial Personnel ("KMP") of the Company in accordance with the provisions of Section(s) 2(51), and 203 of the Companies

Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Other than as stated above, there has been no other change in the directors and Key Managerial Personnel during the Financial Year under review.

Pursuant to Section 149(1) read with Rule 3 of The Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to appoint a woman director for an intermittent vacancy caused due to the retirement of Mrs Renu Challu w.e.f. 30.03.2020, however, the company is in the process and search of a suitable and viable candidate for the position of Women Director, yet was unable to find a suitable candidate for the said position.

6.2 **Independent Directors:**

- (a) **in case of appointment of Independent Directors, the justification for choosing the proposed appointees for appointment as Independent Directors; and**

During the year under review, pursuant to the provisions of Section 149(10) of the Companies Act, 2013, **Mr. Anil Kumar Jha (DIN: 06645361)** was appointed as an Independent Director on the Board of the Company for his first term of five years with effect from 1st April 2024, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board at its meeting held on 30th March 2024. His appointment was subsequently approved by the members at the Extraordinary General Meeting held on 1st April 2024.

Further, after the close of the financial year and up to the date of this Board's Report, the Board appointed **Mr. Sharad Chandak** as an Independent Director with effect from 21st May 2025.

a statement regarding the opinion of the Board with regard to integrity, expertise, and experience (including the proficiency) of the independent directors appointed during the year":

In terms of Section 134 and Rule 8 of the Companies (Accounts) Rules, 2014, the Board of Directors has evaluated and formed an opinion on the integrity, expertise, experience (including proficiency) of the Independent Directors appointed during the year and thereafter up to the date of this Report.

The Board is of the opinion that the Independent Directors appointed possess the requisite qualifications, professional expertise, and relevant industry experience to provide meaningful guidance and contribute effectively to the Company's governance and strategic

direction. The Board further affirms that they demonstrate high standards of integrity, sound judgment, and the ability to analyse complex issues, thereby adding significant value to the Board's deliberations.

The Board confirms that the Independent Directors meet the criteria of independence as specified under Section 149(6) of the Companies Act, 2013, and that their appointments have been made in accordance with the prescribed legal provisions and procedure

Completion of Tenure:

During the year under review, **Mr. Ajay Kumar Lakhotia** (DIN: 00634602) completed his second term as an Independent Director and accordingly ceased to be a Director of the Company with effect from the close of business hours on **30th March 2025**.

6.3 Declaration by Independent Directors and statement on compliance of code of conduct:

- (a) Pursuant to the requirement of the provision of sub-section (3) of 134 of the Companies Act, 2013, the Independent Directors have submitted the requisite declaration of independence, pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended.
- (b) The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Act.

6.4 Board Meeting:

The number and dates of meetings of the Board of Directors held during the year:























































The Board of Directors met five times during the financial year 2024-25: April 27, 2024, August 16, 2024, September 26, 2024, January 20, 2025, and March 28, 2025.

The details of the meetings of the Board of Directors are given in Table 1.

The intervening gap between any two consecutive meetings was well within the maximum interval of one hundred and twenty days as prescribed under the Companies Act, 2013.

The annual General Meeting for FY 2023-24 was held on September 28, 2024.

Table 1: Details of the Meeting of the Board of Directors:

Name of the Directors	*Attendance at the last AGM held on September 28, 2024	No. of Board Meetings held and attended					% of attendance, including video conferencing
		1	2	3	4	5	
		27/04 2024	16/08 2024	26/09 2024	20/01 2025	28/03 2025	
Anand Sancheti							100
Dilip Surana							60
Anil Kumar Jha							100
@Ajay Kumar Lakhota							100
Paramveer Sancheti							100
Nirbhay Sancheti							100
Akshay Sancheti							80
Hemant Lodha							100
*Ramachandra Rao Kasaraneni							100



Attendance in person or Through Video Conferencing



Absent



Not Applicable

*Resigned

*Mr. Ramachandra Rao Kasaraneni was appointed as Whole-time Director on 22.05.2024

@ Mr.Ajay Kumar Lakhota Completed his tenure of the 2nd term as an Independent Director on 30.03.2025





































6.5 Committees:

Currently, the Board has six committees:

- 1) The Executive Committee,
- 2) The Audit Committee,
- 3) The Corporate Social Responsibility (CSR) Committee,
- 4) The Nomination and Remuneration Committee (NRC),
- 5) The Share Transfer Committee,
- 6) The Risk Management Committee.

The details of the composition of the Board and its committees are given in Table 2:

Table 2:

Board and Committee Composition as of March 31, 2025							
Name	Board	Executive Committee	Audit Committee	CSR Committee	NRC Committee	Risk Management Committee	Share Transfer Committee
Anand Sancheti							
Dilip Surana							
@Ajay Kumar Lakhotia							
Anil Kumar Jha							
Paramveer Sancheti							
Nirbhay Sancheti							
Akshay Sancheti							
Hemant Lodha							
*Ramachandra Rao Kasaraneni							



Chairman



Member

@ Mr.Ajay Kumar Lakhotia, completed his tenure of the 2nd term as an Independent Director on 30.03.2025

*Mr. Ramachandra Rao Kasaraneni was appointed as Whole-time Director on 22.05.2024

A. The Composition and Attendance of the Executive Committee:

The Committee comprises Mr Anand Sancheti, Mr Dilip Surana, Mr Paramveer Abhay Sancheti, Mr Nirbhay Ajay Sancheti, and Mr Akshay Abhay Sancheti.

During FY 2024-25, 55 (Fifty Five) Meetings of the Executive Committee were held as detailed in Table 3:

Table 3: Details of the Executive Committee Meetings:

Date	Month	Year	Date	Month	Year
03 rd , 8 th & 30 th	April	2024	07 th , 15 th , 19 th & 28 th	October	2024
06 th , 13 th , 20 th & 29 th	May	2024	08 th , 15 th , 22 nd & 28 th	November	2024
08 th , 20 th , 24 th & 29 th	June	2024	06 th , 11 th , 16 th , 20 th & 26 th	December	2024
08 th , 25 th , & 29 th	July	2024	03 rd , 8 th , 13 th , 16 th , 21 th , 23 rd , 28 th & 30 th	January	2025
05 th & 07 th	August	2024	1 st , 05 th , 08 th , 12 th , 17 th , 21 st & 25 th	February	2025
04 th , 12 th , 23 rd , & 28 th	September	2024	03 rd , 07 th , 18 th , 21 st , 25 th , 27 th & 29 th	March	2025

The details of the composition of the Executive Committee and the attendance of its members at its meetings held during FY 2024-25 are detailed in Table 4:

Table 4:

Name of the Member	Nature of Membership	Category	No. of Meetings held	No. of meetings attended	% of Attendance
Anand Sancheti	Member	Managing Director	55	55	100
Dilip Surana	Member	Whole Time Director	55	55	100
Paramveer Sancheti	Member	Whole Time Director	55	55	100
Nirbhay Sancheti	Member	Whole Time Director	55	55	100
Akshay Sancheti	Member	Whole Time Director	55	55	100













B. The Composition and Attendance of the Corporate Social Responsibility Committee:

The Committee comprises Mr Anand Sancheti, Mr Ajay Kumar Lakhotia, Mr Anil Kumar Jha, Mr Paramveer Abhay Sancheti, Mr Nirbhay Ajay Sancheti, and Mr Akshay Abhay Sancheti.

During FY 2024-25, two Meetings of the Corporate Social Responsibility Committee were held on April 27, 2024, and March 28, 2025.

The details of the composition of the Corporate Social Responsibility Committee and the attendance of the members at its meetings held during FY 2024-25 are detailed in Table 5:

Table 5:

Name of the Member	Nature of Membership	Category	No. of Meetings held & attended		% of Attendance
			1	2	
@Ajay Kumar Lakhotia	Member	Independent Director			100
Anil Kumar Jha	Member	Independent Director			100
Anand Sancheti	Member	Managing Director			100
Paramveer Sancheti	Member	Whole Time Director			100
Nirbhay Sancheti	Member	Whole Time Director			100
Akshay Sancheti	Member	Whole Time Director			50



Attendance in person or Through Video Conferencing



Absent



Not Applicable

@ Mr. Ajay Kumar Lakhotia completed his tenure of 2nd term as an Independent Director of the Company on 30.03.2025

C. The Composition and Attendance of the Audit Committee:
















As per the provisions of Section 177 of the Companies Act 2013, the company has an Audit Committee comprising Mr Anand Sancheti, Mr Anil Kumar Jha, and Mr Ajay Kumar Lakhotia. Mr Ajay Kumar Lakhotia is the Chairman of the Committee.




During FY 2024-25, five meetings of the Audit Committee were held i.e., on April 27, 2024, August 16, 2024, September 26, 2024, January 20, 2025, and March 28, 2025.

The Board has accepted all the recommendations made by the Audit Committee, and the minutes of the meetings of the Committee were noted by it.

The details of the composition of the Audit Committee and the attendance of the Members at its Meetings are given in Table 6:

Table 6:

Name of the Member	Nature of Membership	Category	No. of Meetings held & attended					% of Attendance
			1	2	3	4	5	
@Ajay Kumar Lakhota	Chairman	Independent Director						100
Anil Kumar Jha	Member	Independent Director						100
Anand Sancheti	Member	Managing Director						100

 Attendance in person or Through Video Conferencing  Absent  Not Applicable

@ Mr. Ajay Kumar Lakhota completed his tenure of 2nd term as an Independent Director of the Company on 30.03.2025







D. The Composition and Attendance of the Nomination And Remuneration Committee:

The Committee comprises two Independent Directors and a Non-Executive Director, viz. Mr Ajay Kumar Lakhota, Mr Anil Kumar Jha, and Mr Hemant Lodha.

During FY 2024-25, two meetings of the Nomination Remuneration Committee were held, i.e., on April 27, 2024, and March 28, 2025.

The details of the composition of the Nomination and Remuneration Committee and the attendance of the Members at its Meetings are given in Table 7:

Table 7:

Name of the Member	Nature of Membership	Category	No. of Meetings held & attended		% of Attendance
			1	2	
@Ajay Kumar Lakhota	Member	Independent Director			100
Anil Kumar Jha	Member	Independent Director			100
Hemant Lodha	Member	Non-Executive Director			100

 Attendance in person or Through Video Conferencing  Absent  Not Applicable

@ Mr. Ajay Kumar Lakhota completed his tenure of 2nd term as an Independent Director of the Company on 30.03.2025

The Board has stipulated the terms of reference for the Nomination and Remuneration Committee in line with the provisions of Section 178 of the Companies Act, 2013. The Company's policy on appointment and remuneration reflects its philosophy of fostering a culture of leadership with trust. The policy is designed to ensure that the level and structure of remuneration for Directors, Key Managerial Personnel, and senior management are fair, reasonable, and sufficient to attract, retain, and motivate competent talent to effectively manage and grow the Company.

E. The Composition and Attendance of the Stakeholders Relationship Committee:

During the Financial Year 2024-25, the Company was not required to constitute a Stakeholders Relationship Committee, as prescribed under section 178(5) of the Companies Act, 2013.

F. The Composition and Attendance of the Risk Management Committee:

The Risk Management Committee has been constituted in conformity with the provisions of the Companies Act, 2013, and the Committee comprises five members, namely Mr Anand Sancheti, Mr Dilip Surana, Mr Paramveer Abhay Sancheti, Mr Akshay Abhay Sancheti, and Mr Nirbhay Ajay Sancheti.






This Committee has been delegated the authority of the Board to review and monitor the implementation of the risk management policy of the Company and to assist the Board in matters of risk management.

One Committee meeting was held during the financial year, i.e., on April 27, 2024.

The details of the composition of the Committee, meetings held, and its attendance at the meetings are given in Table 8 below;

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Table 8:

Name of the Member	Nature of Membership	Category	No. of Meetings held & attended	% of Attendance
			1	
Anand Sancheti	Member	Managing Director		100
Dilip Surana	Member	Whole Time Director		100
Paramveer Sancheti	Member	Whole Time Director		100
Nirbhay Sancheti	Member	Whole Time Director		100
Akshay Sancheti	Member	Whole Time Director		100



Attendance in person or Through Video Conferencing



Absent

G. The Composition and Attendance of the Share Transfer Committee:

The Committee comprises five Directors, viz. Mr Anand Sancheti, Mr Ajay Kumar Lakhotia, Mr Paramveer Abhay Sancheti, Mr Akshay Abhay Sancheti, and Mr Nirbhay Ajay Sancheti.

There being no requirement, no Share Transfer Committee meeting was held during the financial year 2024-25.

The details of the composition of the Committee, meetings held, and its attendance at the meetings are given in Table 9:

Table 9:

Name of the Member	Nature of Membership	Category	No. of Meetings held & attended	% of Attendance
			F.Y. 2024-25	
Anand Sancheti	Member	Managing Director	NIL	NA
@Ajay Kumar Lakhotia	Member	Independent Director	NIL	NA
Paramveer Sancheti	Member	Whole Time Director	NIL	NA
Nirbhay Sancheti	Member	Whole Time Director	NIL	NA
Akshay Sancheti	Member	Whole Time Director	NIL	NA



Attendance in person or Through Video Conferencing



Absent

@ Mr. Ajay Kumar Lakhotia completed his tenure of 2nd term as an Independent Director of the Company on 30.03.2025

H. Separate Independent Directors' Meetings:

During the financial year 2024-25, in accordance with the provisions of Section 149(8) read with Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors (Annual ID Meeting) was held on 28th March 2025, without the attendance of Non-Independent Directors and members of the management.

The Independent Directors reviewed the performance of the Board (as a whole), the Non-Independent Directors, and the Chairman. The Independent Directors inter alia discuss the issues arising out of Committee meetings and Board discussion, including the quality, quantity, and timely flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. Post the Annual Independent Directors Meeting, the collective feedback of each of the Independent Directors was discussed with the Board, covering the performance of the Board as a whole, the performance of the non-independent directors, and the performance of the Chairman of the Board. The Board also suggested certain areas that require more focused attention from the Management of the Company in the current financial year.

6.6 Recommendations of the Audit Committee:

There is no occasion wherein the Board of Directors of the Company has not accepted any recommendation/s of the Audit Committee of the Company during FY 2024-25. As such, no specific details are required to be given or provided.

6.7 Company's Policy on Directors' appointment and remuneration:

The Company's policy on Directors' appointment and remuneration and other matters pursuant to Section 178(3) of the Companies Act, 2013, is hosted on the Company's website, and the web link thereto is <https://smsl.co.in/policies/>

6.8 Board Evaluation:

Performance Annual Evaluation of Board and Committees Thereof:

The company has devised a framework for performance evaluation of the Board, its committees, and individual directors in terms of the provisions of the Act and the nomination policy of the company.

During the year under review, the board carried out an evaluation of its performance and that of its committees and individual directors. The independent directors carried out the performance evaluation of non-independent directors and the board as a whole.

The evaluation process consisted of structured questionnaires covering various aspects of the functioning of the board and its committees, such as the composition of the board and committees, the effectiveness of the board process and information sharing, the board's expertise and experience to meet the best interests of Co., and the establishment and delineation of responsibilities to committees, etc.

The outcome of the Evaluation:

The Board of the Company was satisfied with the functioning of the board and its committees. The committees are functioning well; besides the committee's terms of reference, as mandated by law, important issues are brought up and discussed in the committee meetings. The board was also satisfied with the contribution of directors, in their respective capacities, which reflects the overall engagement of the individual directors.

6.9 Remuneration of Directors and Employees of Listed Companies:

At the end of the financial year, the Company had 3,117 permanent employees on its rolls.

The Company is an unlisted Public Company, provision pursuant to section 197(12) and Rule 5 of the Companies (Appointment And Remuneration) Rules, 2014 of the Companies Act, 2013, with respect to disclosure in the Board's Report relating to the ratio of the remuneration of each director to the median employee's remuneration are not applicable.

Particulars of Employees:

A statement providing the details required under Section 134 (3) (q) of the Companies Act 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended March 31, 2025, is attached as Annexure-IV and forms part of this Report.

6.10 Remuneration received by Managing/Whole Time Director from holding or subsidiary Company:

Pursuant to the provisions of Section 197(14) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the financial year, none of the Managing Directors or Whole Time Directors of the Company are in receipt of any commission from the company and also do not receive any remuneration or commission from any of its holding or subsidiary companies.

6.11 DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134(3)(c) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. In the preparation of the annual accounts for the financial year 2024-25, the applicable accounting standards have been followed along with proper explanation, and there are no material departures.
- b. As mentioned in Note 2 of the Notes to the Financial Statements, the Directors had selected such accounting policies as mentioned and applied consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at end of the year i.e March 31, 2025, and of the profit of the Company for the year ended on that date.
- c. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared annual accounts on a going concern basis.
- e. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively;
- f. the Directors even being the unlisted Company, had laid down internal financial controls to be followed by the Company, and that such internal financial controls are adequate and operating effectively.

6.12 Internal Financial Control:

SMS Limited ("the Company") has established and maintained a comprehensive system of Internal Financial Controls commensurate with the scale, nature, and complexity of its diversified operations across infrastructure, roads, railways, and environmental projects. These controls have been designed to ensure compliance with the requirements of Rule 8 of the Companies (Accounts) Rules, 2014 of the Companies Act, 2013, and to provide reasonable assurance regarding:

- Accuracy and reliability of financial reporting;
- Safeguarding of the Company's assets;
- Prevention and detection of frauds and irregularities;
- Maintenance of adequate accounting records in accordance with Section 143(8) of the Act;
- Timely and reliable preparation of financial statements in compliance with generally accepted accounting principles and applicable standards.

The Company has implemented well-defined **Standard Operating Procedures (SOPs)**, **delegation of authority matrices**, and **process-level controls** across all key financial and operational areas. The Internal Audit function, led by an independent professional firm, carries out periodic audits of these processes based on an annual risk-based Internal Audit Plan.

Internal Audit observations, together with management responses and the status of corrective actions, are presented to the Audit Committee. The Audit Committee reviews the adequacy and effectiveness of the internal control environment and provides necessary guidance for strengthening the same wherever required.

Based on the review and evaluations conducted during the financial year, including the reports of the Internal Auditors, management assessments, and discussions with the Statutory Auditors, the Board confirms that the Internal Financial Controls of SMS Limited were adequate and operating effectively throughout the year, and that no material weakness was observed during the year under review. This is in accordance with the requirements of Section 143(3)(i) of the Companies Act, 2013, relating to the auditor's report on IFC over financial reporting.

6.13 Frauds report by the Auditor:

There have been no instances of fraud reported by the Statutory Auditor, Secretarial Auditor, or Cost Auditor of the Company under Section 143(12) of the Companies Act, 2013, and the Rules framed thereunder, either to the Audit Committee or to the Company or the Central Government.

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7. **DISCLOSURES RELATING TO SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:**

7.1 **Report on performance and financial position of the subsidiaries, associates, and joint ventures:**

During the financial year, the company has 26 subsidiaries (including step-down subsidiaries), 2 associates, and 20 joint ventures as of March 31, 2025.

There was no material change in the nature of the business carried on by the subsidiaries.

During the FY 2024-25:

As per the provisions of Section 129 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the financial statements of the subsidiary Companies/ Associate Companies/Joint Ventures is prepared in Form AOC-1 as Annexure III to the Boards' Report. It is attached to the Financial Statements of the Company. The Company will make the Annual Accounts of its subsidiary companies and the related information available to any member of the Company who may be interested in obtaining them.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements together with other reports of each of the subsidiary companies, including the consolidated financial statements and related information of the Company, are available on the website of the Company at www.smsl.co.in. These documents and audited accounts of each of its subsidiaries will also be available for inspection during business hours at the Registered Office of the Company and made available to any member of the Company who may be interested in obtaining the same.

In compliance with Section 134 of the Companies Act, 2013, read with the rules framed there, the Financial Statements for the F.Y. 2024-25 have been prepared in compliance with the applicable Indian Accounting Standards.

Consolidated Financial Statements

Consolidated Financial Statements in compliance with the provisions of Section 129(3) and other applicable provisions of the Companies Act, 2013, and the Indian Accounting Standards Ind AS-110 and other applicable Accounting Standards. The consolidated financial statements for the financial year ended March 31, 2025, form part of the Annual Report.

SUBSIDIARIES:

Highlights of Performance and Financial Positions of Subsidiaries:

i. SMS Infolink Private Limited:

SMS Infolink Private Limited was incorporated on 9th September 2011 under the provisions of the Companies Act, 1956, as a wholly owned subsidiary of SMS Limited with a registered office located at 20, IT Park, Parsodi, Nagpur, MH 440022 IN.

The Company has amended its object clause in the preceding financial year to include the business of fleet management to take up the business in the transportation sector in the near future. However, has not commenced any commercial activities to date.

Revenue from operations of the subsidiary during the year stood at ₹ 186.59/- lakh, and the net profit was ₹ 4.02/- lakh as against ₹ 1.07/- lakh in the preceding year.

ii. SMS Hazardous Waste Management Private Limited (Formerly known as SMS Mines Developers Private Limited)

SMS Hazardous Waste Management Private Limited was incorporated on 16th May 2007 with its registered office located at 267, Ganesh Phadnavis Bhavan, Near Triangular Park, Dharampeth, Nagpur MH 440010 IN. It became a Subsidiary of SMS Limited on 10th November 2008. The Subsidiary is engaged in the business of purchasing, holding, developing, and acquiring mines and to do all such incidental and necessary acts and things that may be essential for the attainment of the foregoing objects.

During the year under review, the subsidiary did not undertake any business activity; hence, no revenue was generated from the operation. However, the net loss was ₹ 0.99/- lakh against the net profit of ₹ 0.86/- lakh in the preceding year.

iii. Spark Mall And Parking Private Limited:

Spark Mall and Parking Private Limited is a subsidiary of the Company incorporated as an SPV (Special Purpose Vehicle) on 12th February 2008 and has its registered office at 267, Ganesh Phadnavis Bhavan, Near Triangular Park, Dharampeth, Nagpur, Maharashtra, 440010, India to develop a multilevel car parking cum commercial complex in Kamla Nagar at Delhi and has been assigned

the composite Public-Private Partnership (PPP) project to develop for the development of a multilevel car parking cum commercial complex at Kamla Nagar, New Delhi by Municipal Corporation of Delhi (MCD). The subsidiary received a “substantial Completion Certificate” from MCD on 2nd September 2013. The subsidiary Company is engaged in the business of constructing and providing multilevel car parking blocks for general use for the public and private parties on a turnkey contractual and on built operate and transfer (BOT) basis and to carry on the business of infrastructure management and conduct research, design and develop technologies for effective pollution control and environment protection and all such other works or undertaking in relation to the works and the general objects of the Company.

The project is one of its kind, with eight floors below the ground with a multilevel automatic robotic parking facility, and runs a mall by leasing out space to renowned retail brands, approximately 50,000 sq. ft.

The said mall has been in operation since 2014 and some of the key features are as follows:

- The project has a concession period of 50 years from MCD, starting on 9th May 2014 and ending on 22nd February 2060. Technology partner associated with us Proviron BV, Switzerland.
- Located in one of the most densely populated areas of North Delhi, the Kamla Nagar market roundabout.
- With an impressive space to provide an enjoyable experience for everyone who walks in the mall, in 50,000 sq ft with fine dining restaurants, fast food outlets, coffee shops, juice bars, and much more.
- Parking for a multilevel car parking facility for 828 cars (8 floors below the ground).
- Housing over world-renowned fashion brands, grab the best from the largest selection of lifestyle products, including apparel, footwear, and fashion accessories.

However, since its inception, the subsidiary has been in losses. This was due to a recession in the retail sales of malls across India. However, the Company has changed the product mix and shifted its focus from retail trade to service and food outlets, and gaming zones are being introduced, including cinema and allied business. The Company is also in the advanced stage of starting two 40-seater

cineplexes. The management is hopeful of the revival of the economy and a boost to the property market, and consequently will be able to generate revenue.

During the financial year as a consequence of the merger of M/s Ayodhya Gorakhpur SMS Tolls Private Limited (AGSTPL) with its holding Company M/s SMS Limited sold its (AGSTPL) investment in Preference Shares of Spark Mall and Parking Private Limited to Maharashtra Enviro Power Limited for consideration of 50,20,00,000/- (Rupees Fifty Crores Twenty Lakhs only) which was received in 2 tranches 24th and 25th April 2023.

Further, Kingsway Institute of Health Sciences ceased as a subsidiary of M/s. Spark Mall and Parking Private Limited on October 25, 2023, The subsidiary Spark Mall and Parking Private Limited sold its entire stake in the subsidiary Kingsway Institute of Health Sciences on October 25, 2023.

During the financial year, Spark Mall and Parking Private Limited sold part of the investment in SPANV Medisearch Lifesciences Pvt Ltd, due to which it lost the Associate relation.

The Company, in the financial year of October 2023, has started the Manganese Mineral Trading business. The management of the subsidiary company is hopeful of a revival of the economy and a boost to the property market, and consequently will be able to generate revenue.

Revenue from operations of the subsidiary during the year stood at ₹ 2,621.31/- lakh, and the net loss was ₹ 3,361.11/- lakh as against ₹ 3,795.31/- lakh in the preceding year.

iv. SMS Taxicabs Private Limited:

SMS Taxicabs Private Limited is domiciled in India and incorporated under the provisions of the Companies Act, 1956, as a subsidiary of M/s. SMS Limited on 26/07/2011. The registered office of the subsidiary is located at 20A, 3rd Floor, Gold Mohur co-op. Hsg. Society, 174, Shamaldas Gandhi Marg, Lohar Chawl, Kalbadevi, Mumbai, Maharashtra, 400002, India. The subsidiary is operating a phone fleet taxi vide licensee awarded to it by the transport department. As per the terms of the licensee, the Company has to put on the road 4,000 phone fleet taxis in stages (40% within 6 months, 30% within 12 months, and 30% within 18 months).

SMS Taxicabs Private Limited owns the license to run 2800 taxis, and the same are perpetual in nature, the subsidiary got losses due to severe competition from

large corporates. However, the license owned by the Company is against which the Company filed the claim with the concerned department. The outcome of a few claims is still pending with the department.

Revenue from operations of the subsidiary during the year stood at ₹ 78.18/- lakh, and the net loss was ₹ 1,227.88/- lakh as against the net loss of ₹ 1,090.38/- lakh in the preceding year.

v. SMS Vidhyut Private Limited:

SMS Vidhyut Private Limited is a Wholly Owned Subsidiary (WOS) of SMS Limited, incorporated on 6th December 2006, and has its registered office at 267, Ganesh Phadnavis Bhavan, Near Triangular Park, Dharampeth, Nagpur, MH 440010 IN, and is engaged in the business of generation and transmission of power from hydro projects, having two hydropower plants.

The WOS has two operational hydropower generation plants situated at the Right Bank Canal (RBC) and Left Bank Canal (LBC) near the reservoir of the Pench River. The RBC hydropower plant is situated at Navegaon Khairi, district Nagpur, and the LBC hydropower plant is situated at Wainganga River at Navegaon Bandh, district Nagpur.

1. The Right Bank Canal Power plant has a capacity of 1.4 MW. The evacuation/ transmission of the power plant to the nearby relay station has been done through a 33KVA transmission line. The subsidiary has erected this RBC for Maharashtra State Electricity Distribution Company Ltd (MSEDCL) and handed it over to them.

At RBC, the subsidiary has two machines of 0.7 MW each, and both machines are operational. However, due to the low dam head and less water requirement for the irrigation department, the subsidiary could generate only 15% of the plant's capacity. Furthermore, the RBC canal was in less power generation i.e., 5.2% less than the previous year.

2. The Left Bank Canal Power plant has a capacity of 4.4 MW. The construction work of the 33KVA transmission line for the evacuation/transmission of power from LBC is completed and handed over to MSEDCL.

At LBC, the subsidiary has two machines of 2.2 MW each, and both machines are operational. Because of the low dam head and back pressure caused by to by pass of excess volume of water flow, the subsidiary has generated only 12.84 % of the plant's capacity.

Both plants are operational and have a life of 30 years from the date of commercial operations.

The Company is planning to approach irrigation officers to provide water for irrigation as the dam is filled with 90% of its capacity as a result of the favourable monsoon.

SMS Vidhyut Private Limited is a Wholly Owned Subsidiary (WOS) of SMS Limited, incorporated on 6th December 2006, and has its registered office at 267, Ganesh Phadnavis Bhavan, Near Triangular Park, Dharampeth, Nagpur, MH 440010 IN, and is engaged in the business of generation and transmission of power from hydro projects, having two hydropower plants.

During the FY 24-25, the company has commenced new lines of business, including Technical advisory services & Bid support services to Ceinsys Tech Limited. The consultancy covers IOT deployment, including design, implementation, and Maintenance, along with the establishment of a centralized IOT platform for Jal Jeevan Mission projects in the state of Maharashtra.

Trading Business, wherein the Company has initiated the sale of solar panels.

Technical advisory, which provides expert guidance throughout the project. This begins with an in-depth review of the original design, assessing its feasibility in light of site-specific conditions and requirements. The technical advisory team evaluates the design to ensure compliance with safety, standards, and operational efficiency. This phase also involves identifying potential risks, suggesting improvements to the design, and offering strategies for overcoming challenges before they arise, ensuring the project runs smoothly.

During the year, revenue from the operation stood at ₹ 2,279.68/- lakh and a net profit was ₹ 346.40/- lakh, as against the net loss of ₹ 876.20/- lakh in the preceding financial year.

vi. SMS-AABS India Tollways Private Limited:

SMS-AABS India Tollways Private Limited a Special Purpose Vehicle (SPV) was incorporated on 17th July 2014 and has its registered office at Flat No. 306-307, Chandni Apartment 2/2 New Palasia, Indore, Indore, Madhya Pradesh, India, 452001 The subsidiary (SPV) formed exclusively for the execution of the project to Operate, Maintain and transfer the contract of Mazzaffarpur-Darbhanga-Purnea for a period of 9 years from COD i.e 19th July 2015, i.e. the date of

commencement of toll collection. Subject to the fulfilment of conditions laid down in the concession agreement, the SPV is allowed to collect the user fees for 9 years from the date of COD and thereafter is under a continuing obligation to maintain the project road during the concession period.

The subsidiary has completed its tenth year of operation after the end of the financial year 2025 on 19th July 2025.

Revenue from operations during the year stood at ₹ 20,430.68 /- lakh and the Net loss was ₹ 47.45 lakh as against ₹ 13,071.93/- lakh in the preceding year.

vii. SMS Waste Management Private Limited:

SMS Waste Management Private Limited is a Wholly Owned Subsidiary (WOS) of SMS Limited and was incorporated on 15/12/2014 under the provisions of the Companies Act, 1956 with the registered office situated at IT Park, 20 STPI Gayatri Nagar, Parsodi, Nagpur, Maharashtra 440022. The WOS was formed with the object of Providing common effluent collection, effluent treatment, recycling, disposal arrangement and common effluent treatment plant including Operation & Maintenance of Common Effluent Treatment Plant and collecting, transport, treatment process, and disposal of any type of waste material like plastic, biomass, coal, charcoal, industrial waste etc., in solid, liquid and gaseous form.

However, as of 31st March 2025, the subsidiary has not yet started its business activity.

During the year under review, there was no activity resulting in nil revenue, and the net loss was ₹ 1.03/- lakh as against ₹ 0.826/- lakh in the preceding year.

viii. SMS Mining Limited:

SMS Mining Limited was incorporated as a Wholly Owned Subsidiary (WOS) of SMS Limited on 28/09/2021 and has its registered office at I.T. Park, 20, S.T.P.I, Gayatri Nagar, Parsodi, Nagpur, Maharashtra, India, 440022. The WOS was incorporated with a primary object to carry the business to mine, quarry, beneficiate, concentrate, dress, smelt, refine, manufacture, process, fabricate, purchase or otherwise acquire, sell or otherwise dispose of or deal in ores containing copper, lead or cadmium, concentrates of Coal, Uranium, copper, lead and zinc, copper, lead and zinc alloys and compounds, copper, lead and zinc, goods, wares, and products of all kinds, fertilizer, chemicals, compounds of metals and minerals or other material of every kind needed for or resulting from the

mining, production, purchase or processing of ores containing copper, lead and zinc; cadmium metals and their products of every kind.

However, the subsidiary has not yet started its business activity.

During the year under review, no revenue was generated from the operation, revenue and the net loss were ₹ 2.42/- lakh as against ₹ 2.09/- lakh in the preceding year.

ix. SMSL Ketki MDO Project Limited:

The SMSL Ketki MDO Project Limited, a Wholly Owned Subsidiary (WOS) of SMS Limited, was incorporated on 17th November 2022 with the registered office at IT Park, 20, S.T.P.I. Gayatri Nagar, Parsodi, Nagpur MH 440022 IN. The WOS was formed as a Special Purpose Vehicle (SPV) for the execution of the MDO project by taking up the work to develop and operate Ketki Expansion Underground mine of South Eastern Coalfields Limited (SECL) in Bistrampur Area of Chhattisgarh including detailed designing, mine construction, operation and maintenance (O&M) and allied works of the mine and performance of such other obligations of the Mine Operator in accordance with the LOA No. SECL/BSP/CMC/e-Tender-472/LOA Ketki MDO/BSRM/2021-22/112 dated 10.03.2022 and the general objects of the said subsidiary.

Revenue from operations of the subsidiary during the year stood at ₹1597.40/- lakh and the net profit of ₹ 170.60/- lakh as against the net loss of ₹ 42.60/- lakh in the preceding year.

x. SMS Envocare Limited:

SMS Envocare Limited became a Wholly Owned Subsidiary (WOS) of the Company w.e.f. 28.03.2024, and the subsidiary is involved in executing Environmental Infrastructure Projects for central and state governments, local bodies, and the private sector. The Company focuses on the construction of ETPs (Effluent Treatment Plants) and STPs (Sewage Treatment Plants), offering operations and maintenance services for these facilities, as well as preparing Environmental Assessment Reports and conducting environmental audits. It also provides licensing, permits, and environmental monitoring services.

Revenue from operations during the year stood at ₹ 3,364.39 /- lakh and the Net Profit of ₹ 7.29 /- lakh as against ₹ 188.15 lakh/- in the preceding year.

SUBSIDIARY COMPANIES OUTSIDE INDIA:

xi. Pt. SMS Minerals International:

Pt. SMS Minerals International is a foreign subsidiary incorporated under the Laws and Regulations of the Republic of Indonesia, especially in the framework of the Law on Foreign Investment (PMA) and domiciled in Jakarta.

The subsidiary is in the business of coal mining in the province of Sumatra. For the last few years, the foreign subsidiary has had huge reserves of coal, and in the past, a substantial portion was mined, resulting in profit in past years. However, over the past few years, there has been no business in the foreign subsidiary as the coal reserves have been stuck beneath a river due to the diversion of the river. Moreover, the mining of balance reserves could not be undertaken by the subsidiary company, resulting in no business in the said foreign subsidiary. The application for river diversion has already been put up with the concerned authorities in Indonesia, but no approval has been received to date.

Considering the past performance of the business, regulatory challenges, distant chances of revival of business operations, huge losses, etc., with no clear deadlines for recovery, the parent Company is exploring selling and transferring the business interest of the said foreign subsidiary.

The Company, being a foreign subsidiary, has its Financial year end on 31st December every year. Hence, the subsidiary had no business at the end of its financial year, i.e., 31st December 2024; hence, no revenue was generated from sales, and the net loss was ₹ 474.34/- lakh as against ₹ 458.31/- lakh in the preceding year.

SUBSIDIARY MERGED DURING THE YEAR:

Ayodhya-Gorakhpur SMS Tolls Private Limited:

The Ayodhya-Gorakhpur SMS Tolls Private Limited is a Wholly Owned Subsidiary (WOS) Company and was incorporated on 06th February 2013 has its registered office at I.T. Park, 20, STPI Gayatri Nagar, Parsodi, Nagpur, MH 440022 IN. The said subsidiary was formed as a Special Purpose Vehicle (SPV) for taking up work of Operation & Maintenance of the Ayodhya-Gorakhpur Section (KM 137.970 to KM 252.860) stretch of NH-28 (Total length 116.101 km) in the state of Uttar Pradesh under the Concession Agreement dated 5th March 2013 for 9 years on an Operate, Maintain and Transfer (OMT) basis and for implementation of the said road project of National Highway Authority of India, which includes construction on the site of the project facilities,

operation and maintenance of the project highway and performance and fulfilment of all other obligations incidental thereto and the general objects of the said subsidiary.

The Board of Directors, vide its meeting dated 26th December 2022, approved the scheme of the merger with its Wholly Owned Subsidiary (WOS), namely Ayodhya Gorakhpur SMS Tolls Private Limited.

After the end of the financial year and before the date of the Board Report, 'The National Company Law Tribunal' Mumbai Bench-IV vide its order dated 24th July 2024 has approved the Scheme of Merger, the merger of the Company with its Wholly Owned Subsidiary (WOS), namely Ayodhya Gorakhpur SMS Tolls Private Limited.

As a consequence of the merger process, the Revenue from operations during the year for the subsidiary stood at ₹ NIL.

SUBSIDIARY INCORPORATED AFTER THE END OF THE FINANCIAL YEAR:

SANCHETI FOUNDATION:

Sancheti Foundation was incorporated on 29th April, 2025, as a Section 8 Company pursuant to the provisions of the Companies Act, 2013. The Company was incorporated after the end of the financial year but before the date of this Report. The Company has been established to promote education by setting up and running educational institutions in India, with a focus on minorities and economically weaker sections, including the appointment of staff and providing scholarships and financial assistance to students.

STEP DOWN SUBSIDIARIES:

SUBSIDIARIES OF SMS ENVOCARE LIMITED:

xii SMS Envoclean Private Limited:

SMS Envoclean Private Limited, incorporated on 17th October 2005, was formed as a Special Purpose Vehicle (SPV) for taking up work for taking up work in the field of Bio-Medical Waste Management. It is a step-down subsidiary of SMS Limited and is operating in the jurisdiction of Mumbai City on a Build-Own-Operate-Transfer (BOOT) basis. The facility provides services to approximately

13,357 healthcare establishments and ensures regular and compliant collection through a fleet of 58 vehicles. The company initially started its operations in 2009.

During the year under review, the step-down subsidiary has generated ₹ 25,70.89/- lakh, revenue from operations, and a net loss of ₹ 84.11/- lakh as against the net profit of ₹ 4,53.06/- lakh in the preceding year.

xiii. SMS Water Grace BMW Private Limited:

SMS Water Grace BMW Private Limited is a step-down subsidiary of the Company pursuant to the provisions of section 2(87) of the Companies Act 2013 and its Wholly Owned Subsidiary of SMS Envocare Limited.

The step-down Subsidiary was formed as a Special Purpose Vehicle incorporated as a subsidiary Company of SMS Limited on 6th February 2007 and has its registered office at 267 Ganesh Phadnavis Bhavan, Near Triangular Park, Dharampeth, Nagpur MH 440010 IN and is engaged in the business of providing biomedical waste management and disposal services for providing total solutions for scientific treatment and disposal of various types of biomedical waste by the latest.

The step-down subsidiary was appointed by Delhi Health Services (DHS) to serve Health Care Facilities under the Jurisdiction of DHS. The company is responsible for the collection, storage, treatment & disposal of bio-medical waste generated in the city of Delhi. This Common Bio-Medical Waste Disposal and Treatment Plant (CBMWDTP) is located at Nilothi New Delhi and has 28.8 TPD treatment and disposal capacity, it has an Incinerator, Autoclave and Shredding methods for the treatment of biomedical waste with the capacity of the incinerator to operate at 500 kg/hr, Autoclaving method operates at 700 kg/Batch, Shredding method operates at 550 Kg/Hour, Effluent Treatment Plant (ETP) Capacity 100 KLD with zero discharge and Rainwater Harvesting facility. The Company has one of the modern facilities in India and is continuously updating the latest technology and installing new equipment.

The stepdown subsidiary has 34 owned GPS-enabled vehicles for the transportation of biomedical waste with GPS tracking systems fitted in transport vehicles. Enabled with a route and area-wise map for every vehicle to cover all the clients for the Collection of BMW.

Whereas the validity of the stepdown subsidiary for the work order issued by the Directorate General of Health Service, Delhi, expired on 2nd May 2024, and was subsequently granted an extension for a further period of five years, effective from 25th January 2024 to 24th January 2029.

Revenue from operations during the year for the step-down subsidiary stood at ₹ 12,92.50/- lakh, and the Net Profit was at ₹ 480.52/- lakh as against ₹ 714.54/- lakh in the preceding year.

xiv. Maharashtra Enviro Power Limited (MEPL):

Maharashtra Enviro Power Limited (MEPL) was incorporated on 20th January 2005. It is a Subsidiary of SMS Envocare Limited and the stepdown Subsidiary of SMS Limited. The step-down subsidiary was formed as a Special Purpose Vehicle and is engaged in the business of management of Hazardous Industrial solid waste. It has two Common Hazardous Waste Treatment Storage and Disposal Facilities (CHWTSDF) located at Ranjangaon MIDC, Shirur, District, Pune, and Butibori MIDC, District Nagpur.

The subsidiary is an ISO 9001, ISO 14001 & ISO 45001 certified company and has an in-house laboratory for carrying out all the Hazardous waste sample analysis, and water and wastewater analysis. This project is for the scientific disposal of Industrial Hazardous waste in the region.

The area of jurisdiction allotted for the CHWTSD facility located at Ranjangaon, as per the Area Allocation Order of Maharashtra Pollution Control Board, is Ahmednagar, Kolhapur, Pune, Satara, Sangli, Sholapur, Aurangabad, Beed, Dhule, Hingoli, Jalgaon, Jalna, Latur, Nanded, Nandurbar, Nashik, Parbhani, Osmanabad districts.

Similarly, the area of jurisdiction allotted for the CHWTSD facility located at Butibori caters to the districts of Nagpur, Gondia, Bhandara, Chandrapur, Gadchiroli, Amravati, Wardha, Yawatmal, Akola, and Buldana.

The step-down subsidiary caters to industries generating Industrial Hazardous Waste to Scientifically Collect, Store, treat, and dispose of the waste as per the regulatory norms stipulated in the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, and further amendments thereof by MoEF & CC, and also as per the CPCB guidelines for TSD facility.

During the year under review, the step-down subsidiary generated ₹ 20,208.49/- lakh as net revenue from operations and the net profit at ₹ 5,858.93/- lakh as against ₹ 8324.39/- lakh in the preceding year.

xv. Butibori CETP Private Limited:

The Butibori CETP Private Limited is a subsidiary of SMS Envocare Limited, and the stepdown Subsidiary of SMS Limited, incorporated as a Special Purpose Vehicle (SPV) on June 27, 2005, and has its registered office at 20 IT Park, Gayatri Nagar, Parsodi, Ranapratap Nagar, Nagpur, Maharashtra, India, 440022. The Special Purpose Vehicle (SPV) is engaged in providing integrated solutions for the scientific treatment and disposal of industrial liquid waste using environmentally sustainable technologies. The Common Effluent Treatment Plant (CETP) operates on the Activated Sludge Process with a Diffused Aeration System for treatment of industrial effluents at BCPL. The treated effluent is finally discharged into a High Rate Transpiration System (HRTS) designed by NEERI, Nagpur, and developed over an area of approximately 25 hectares by Maharashtra Industrial Development Corporation (MIDC).

The CETP services 475 member units located across the Butibori and Hingna MIDC industrial areas.

The Company has been operational for more than 18 years and presently operates a treatment facility with an installed capacity of 5 MLD, which is operating at full design capacity. Considering the increased load and future requirements, the Company proposes to expand the plant capacity from 5 MLD to 10 MLD.

During the year under review, the step-down subsidiary generated ₹ 587.03/- lakh as net revenue from operations and the net profit at ₹ 45.48/- lakh as against ₹ 28.35/- lakh in the preceding year.

xvi. SMS Waluj CETP Private Limited:

SMS Waluj CETP Private Limited, a subsidiary of SMS Envocare Limited, and the stepdown Subsidiary of SMS Limited, incorporated a Special Purpose Vehicle (SPV) on December 6, 2006, for the treatment of industrial wastewater generated from Waluj, Aurangabad, and adjoining industrial areas. The project has been awarded on a BOOT (Build-Own-Operate-Transfer) basis for a period of 17 years.

The Company presently operates a Common Effluent Treatment Plant (CETP) with an installed and operating capacity of 10 MLD. It also operates a Special Treatment Plant for the treatment of heavy metal-bearing effluents from electroplating industries, which provides additional revenue.

The Company has been operational for over 13 years, and its affairs remain stable. The project is being implemented successfully with active cooperation from the Industrial Association and officials of MIDC and MPCB. The scheme has been approved by IIT, Mumbai, and the plant operates on Conventional Technology using the Extended Aeration Activated Sludge Process.

During the year under review, the step-down subsidiary generated ₹ 1,068.38/- lakh as net revenue from operations and the net profit at ₹ 96.62/- lakh as against ₹ 10.54/- lakh in the preceding year.

xvii. SMS Water Grace Enviroprotect Private Limited:

SMS Water Grace Enviroprotect Private Limited, a subsidiary of SMS Envocare Limited and the stepdown subsidiary of SMS Limited, has been incorporated as a Special Purpose Vehicle (SPV) for Bio-Medical Waste Management. It operates a Common Bio-Medical Waste Treatment Facility (CBMWTF) established over 1.5 acres at Siltara Industrial Area, Raipur, Chhattisgarh, in compliance with the Bio-Medical Waste Management Rules, 2016.

The facility is equipped with an incinerator of 250 kg/hour with online monitoring, an autoclave, a shredder, and a 20 KLD zero-discharge Effluent Treatment Plant. The Company operates GPS-enabled vehicles compliant with CPCB guidelines for waste collection.

The Company provides services across nine districts of Chhattisgarh, covering approximately 2,200 healthcare facilities and about 22,000 beds. The management proposes to enhance capacity to support future growth.

During the year under review, the step-down subsidiary generated ₹ 1,312.50 /- lakh as net revenue from operations and the net profit at ₹ 537.07/- lakh as against ₹ 455.55 /- lakh in the preceding year.

xviii Enviroprotect Waste Management Limited:

Enviroprotect Waste Management Limited, a wholly owned subsidiary of SMS Envocare Limited, was incorporated on November 4, 2011, and has its registered office at 267 Ganesh Phadnavis Bhavan, Near Triangular Park, Dharampeth, Nagpur, MH 440010, India. The subsidiary has initiated a due diligence process in Gujarat for a hazardous waste facility to assess the project's viability; however, it was not able to proceed with the project and has not yet commenced any commercial activity.

During the year under review, the step-down subsidiary was in the process of being struck off. The same was struck off after the end of the financial year, on 2nd June, 2025.

xix. Ponda Envocare Limited:

Ponda Envocare Limited, a wholly owned subsidiary of SMS Envocare Limited, and the stepdown subsidiary of SMS Limited, incorporated on August 5, 2013 to develop a Common Hazardous Waste Treatment, Storage, and Disposal Facility (CHWTSDf), awarded by the Goa Industrial Waste Management Association in 2013 The Goa Industrial Development Corporation has allocated land for this facility in GIDC's Pissurlem Industrial Estate, North Goa.

During the year under review, the step-down subsidiary has generated ₹ 1194.74/- lakh as revenue from operations and a net loss of ₹ 286.30/- lakh as against the net loss of ₹ 2,105.50/- lakh in the preceding year.

xx. SMS Greentech Private Limited:

SMS Greentech Private Limited, a Wholly Owned Subsidiary of SMS Envocare Limited, was incorporated on 03rd September 2009 and is the stepdown subsidiary of SMS Limited. The step down subsidiary is engaged in the business of providing Biomedical Waste Management & Disposal Services and has its registered office at 267 Ganesh Phadnavis Bhavan, Near Triangular Park, Dharampeth, Nagpur, MH 440010 IN. The subsidiary is yet to commence its commercial operation.

During the year under review, the step-down subsidiary incurred a loss of ₹ 0.19/- lakh as against a loss of ₹ 2.04/- lakh in the preceding year.

xxi. SMS Water Grace Mediawaste Management Private Limited:

SMS Water Grace Mediawaste Management Private Limited, a subsidiary of SMS Envocare Limited and step down subsidiary of SMS Limited, the step down subsidiary was incorporated as a Special Purpose Vehicle (SPV) on February 22, 2011, with an object to carry biomedical waste management, and treatment plant at 313 Kha Gram Bindowa, Tehsil Mohanlalganj, Lucknow, and has its registered office at 20 IT Park, Gayatri Nagar, Parsodi, Ranapratap Nagar, Nagpur, Maharashtra, India, 440022.

The step down subsidiary provides bio-medical waste collection, treatment, and disposal services to over 1,600 healthcare facilities, comprising approximately 1,520 private hospitals and 80 government hospitals, covering around 25,000 beds. The Common Bio-Medical Waste Treatment Facility (CBMWTF) is equipped with an incinerator with online monitoring, autoclave, chemical disinfection, shredding facilities, and an Effluent Treatment Plant for effective management of effluents, in compliance with the Bio-Medical Waste Management Rules, 2016.

During the year under review, the step-down subsidiary has generated ₹ 695.20/- lakh as revenue from operations and the net profit at ₹ 253.07/- lakh as against ₹ 200.77 /- lakh in the preceding year.

xxii. Nilawars Watergrace Waste Management Private Limited:

Nilawars Watergrace Waste Management Private Limited, a Subsidiary of SMS Envocare Limited (w.e.f. 26.03.2024) and step-down subsidiary of SMS Limited, incorporated on 24th November 2014, has its registered office at IT Park, Gayatri Nagar, Parsodi, Ranapratap Nagar, Nagpur, Maharashtra, India, 440022.

The step-down subsidiary had initiated a due diligence process to set up a Common Bio-Medical Waste Management Facility at Ranchi, in the state of Jharkhand. However, the project was abandoned due to its non-viability. As a result, the Company decided to discontinue the project and derecognize the CWIP. The Company has not yet commenced its commercial operations.

During the year, the company incurred a loss of ₹ 0.82/- lakh as against the loss of ₹ 1.157/- lakh in the preceding year.

xxiii. Western Integrated Waste Management Facility Private Limited:

WIWMFPL was incorporated on 08th August 2017, with the object to carry on the business of management of Hazardous Industrial Solid Waste, and has its registered office at Jagat Steel Ind. Plot-16 Mancheswar Ind. Estate, Sec-A, Zone-A, Khordha, Bhubaneswar, Orissa, India, 751010. The Company also provides solutions for the scientific treatment and disposal of hazardous industrial solid waste with the latest eco-friendly technology. The Company has yet to start its commercial operations.

During the year, the company incurred a loss of ₹ 0.25 /- lakh as against the net profit of ₹ 0.59/- lakh in the preceding year.

xxiv. Watergrace Biomedical Waste Private Limited:

Watergrace Biomedical Waste Private Limited, a Subsidiary of SMS Envocare Limited, was incorporated on 11th December 2023 with the object to carry out the comprehensive management of biomedical waste, including its collection, transportation, processing, and treatment in solid, liquid, or gaseous forms. It operates on various contractual models such as Build, Own, Operate, and Transfer (BOOT), or Build, Operate, and Transfer (BOT), and has its registered office at IT Park Gayatri Nagar, Parsodi, Ranapratap Nagar, Nagpur, Maharashtra, India, 440022. The company also conducts research and develops technologies to convert waste into value-added products, aiming to improve pollution control and environmental protection. However, the subsidiary has not yet started its business activity.

During the year under review, the step-down subsidiary has not yet commenced its business operations and has not incurred any revenue from operations, and incurred a net loss of ₹ 0.39/- lakh.

SUBSIDIARIES OF SPARK MALL AND PARKING PRIVATE LIMITED:

xxv. Medisearch Life Sciences Private Limited:

Medisearch Life Sciences Private Limited was incorporated on 1st January 2010 under the Companies Act 1956 and has its registered office at Plot No 44 Parwana Bhawan, Opp Srimohini Complex, Beside Bank of India, Nagpur, Maharashtra, 440001 IN, a subsidiary of Spark Mall and Parking Private Limited (w.e.f. 9th May 2022) and is a step-down subsidiary of the Company. Medisearch was incorporated with the object of providing tertiary and quaternary care hospitals and research institutes.

Revenue from operations for the said subsidiary company during the year stood at nil, the other income stood at ₹ 23.07 lakh/-, and the net profit during the financial year is ₹ 16.80/- lakh as against the net profit of ₹ 1.66/- lakh.

SUBSIDIARIES OF SMS INFOLINK PRIVATE LIMITED:

xxvi. Procohat Technologies Private Limited:

Procohat Technologies Private Limited (CIN: U74994MH2019PTC320255) is a Private Limited Company incorporated on 28th January 2019 under the Companies Act, 1956. It is a Subsidiary of SMS Infolink Private Limited, which is a wholly owned subsidiary of SMS Limited.

The step-down subsidiary is engaged in various activities related to software development, technical research, IT-enabled services, and the provision of digital solutions. This includes offering services such as call center management, data processing, medical and legal transcription, and warehousing. It will also be involved in the import, export, and sale of computer hardware and software, including computer systems, tabulating machines, calculators, telecommunication systems, and related components.

During the year under review, the step-down subsidiary has generated ₹ 69.97/- lakh as revenue from operations and the net loss at ₹ 116.81/- lakh as against ₹ net loss of 1.61 /- lakh in the preceding year.

Ceased to be step down subsidiary at the end of the year:

Envotech Waste Management Limited: not a step down subsidiary 20.03.2025

Envotech Waste Management Limited, a wholly owned subsidiary of SMS Envocare Limited and the Ultimate Subsidiary of SMS Limited, was incorporated on November 17, 2011. The subsidiary was awarded an integrated waste management project in Bangalore and also received environmental clearance from the Ministry of Environment, Forest, and Climate Change. However, management plans to review the project before construction begins.

During the year under review, the wholly owned subsidiary company SMS Envocare Limited disinvested its entire 100% shareholding in the Company. Pursuant to this disinvestment, M/s Envotech Waste Management Limited ceased to be a wholly owned subsidiary w.e.f 20.03.2025, hence ceased to be step down subsidiary of the Company as well.

ASSOCIATES:

i **RCCL Infrastructure Limited:**

RCCL Infrastructure Limited is an associated Company, incorporated with the object of undertaking business activities on a BOT basis or otherwise of planning, execution, construction, development, maintenance, and other incidental activities, for roads, bridges, flyovers, railways tracks, stadiums, theatres, multiplexes, convention halls, auditorium etc.

The Company is under the thought of diminution in value of investment from said associate. As the operation of these entities stalled 8-9 years back, the Company is not estimating any future returns from said associate.

The Company was incorporated on 26th December 2002 and has its registered office at C-74, Ambabari, Jaipur, RJ 000000 IN.

ii **SMS-AAMW Tollways Private Limited:**

SMS-AAMW Tollways Private Limited is an associated Company, incorporated as a special purpose company (SPC) with the object of collecting toll tax from all specified commercial vehicles entering the municipal limits of Delhi at toll tax plazas/posts barriers and operating and maintaining all existing and new infrastructure, upgrade/modify/add, etc.

Revenue from operations during the year stood at nil, and the net loss at ₹ 0.002/- lakh as against the net loss of ₹ 0.23/- lakh in the preceding year.

(Previous year figures have been regrouped/recast as per IND AS for all associates except RCCL Infrastructure Limited).

JOINT VENTURES:

i. **SMS Infrastructure Ltd. & D. Thakkar Construction Pvt. Ltd. (JV):**

SMS Infrastructure Ltd. & D. Thakkar Construction Pvt. Ltd. are joint venture partners entered into JV which was formed in December 2008 for the execution of the work of construction of Purna Barrage No. 2 (Ner-Dhamana), in the state of Maharashtra, with 70% share of SMSL and 30% share of D. Thakkar Construction Pvt. Ltd.

The value of work done by JV during the year stood at ₹ 1,355.96/- lakh, and the net profit stood at ₹ 17.57 /- lakh as against the net profit of ₹ 21.34/- lakh in the preceding year. Out of the total profit, ₹ 12.30/- lakh was apportioned to SMS Limited (JV partner).

ii. SMS Infrastructure Ltd. Aarti Infra-Projects Pvt. Ltd. (JV):

SMS Limited (Formerly Known as SMS Infrastructure Ltd.) and Aarti Infra-Projects Pvt. Ltd. are joint venture partners, namely SMSIPL-AIPPL (JV), entered into a JV for the work of construction, erection, and commissioning of the infrastructure plan phase II A project work in Allapali and Gadchiroli, invited by Maharashtra State Electricity Distribution Company Limited.

During the year under review, there were no activities in JV; however, the net loss is ₹ 0.12/- lakh, and out of the total loss, ₹ 0.06/- lakh was apportioned to SMSL (JV partner).

iii. SMS Infrastructure Ltd. Shree Nath Enterprises (JV):

SMS Infrastructure Ltd. & Shree Nath Enterprises are Joint Venture partners entered into JV for the work of revocation of Asolamendha's existing main canal Km 1.00 to 41.37, including earthwork structures & lining.

The operations of these entities stalled 6-7 years back, and the company is expecting receipts of o/s income tax refund, VAT refund, and security deposits in this entity, and hence carried forward balances in the books.

iv. SRRCIPL-SMSL-BEKEM(JV):

SRRCIPL-SMSL-BEKEM (JV), is a joint venture entity, formed on 10-11-2016, for the purpose of executing the IFFSC Project construction of Spillway from Spillway Block 1 to 15 of the Mid Manair reservoir. The principal place of office is situated at D No. 6-3-597/A/201, Bhavya Lakshmi Krishna, residency No.15, Khairatabad, Hyderabad-500004. The constituent parties in JV are M/s. Sri Raja Rajeswari Constructions (India) Private Limited, M/s. SMS Private Limited and M/s. BEKEM Infra Projects Private Limited.

The JV firm was awarded the execution of contract work 'IFFC Project: SE/IFFCC-II/TS/T1/903/SE, dated 22-11-2016 (Project at Balance work of earthwork excavation and formation of embankment from Km 2.000 to L/s end pier, construction of spillway and spillway block 1 to 15, L/s NOF's 1 to 4 up to road bridge level including supply, fabrication, erection, commissioning & testing

of spillway gates, L/s core wall, L/s guide bank, infall regulator, R/s off-take sluice etc., of Mid Manair reservoir near Manwada (V), Boinpally (M), Rajanna Sircilla Dist.' by the Superintending Engineer, Indiramma floor, flow canal circle-II, LMD colony, Karimnagar and the total value of work was initially estimated at ₹ 316,59,28,600.98/-, subject to further award of work for the completion of the project and the same is to be executed by Joint venture parties at the ratio 60:20:20, respectively.

During the year under review, the revenue from operations for JV is NIL, and the net loss for the JV stood at ₹ 0.1/- lakh as against the net loss of ₹ 0.22/- lakh in the preceding year, out of the total loss ₹ 0.02/- lakh apportioned to SMSL (JV partner).

v. Shaktikumar M. Sancheti Ltd. & S N Thakkar Construction Pvt. Ltd (JV):

Shaktikumar M. Sancheti Ltd. & S N Thakkar Construction Pvt. Ltd is a joint venture partner entered into a JV for the purpose of construction of the earthen dam of the Lower Pedhi Project Tq. Bhatkuli, district Amravati, with 65% share of Shaktikumar M. Sancheti Ltd. (presently SMS Limited) and 35% share of S.N Thakkar Construction Pvt. Ltd

The value of work done by JV during the year stood at ₹ 600.32/- lakh and the Net Profit at ₹ 8.06/- lakh as against ₹ 14.91 /- lakh in the preceding year, out of the total profit of ₹ 5.24 /- lakh was apportioned to SMSL (JV partner).

vi. GSJ ENVO Ltd. In Consortium with SMS Infrastructure Ltd.:

GSJ Envo Limited in consortium with SMS Infrastructure Ltd. (AOP) an association of person entities entered into a joint venture for the work of 130MLD sewage water reuse project as an EPC contract including complete design, engineering, procurement supply, installation, construction, testing and commissioning of all civil electrical, mechanical and instrumentation works consisting of intake works, sewage treatment plant, pumping station, pipeline and a tertiary treatment plant with comprehensive operation and maintenance of the entire plant for a period of ten years for water supply to 3x660MW Koradi expansion project, dist. Nagpur (MS.).

The value of work done during the year stood at ₹ 174.39/- lakh and the total net loss of ₹ 0.50/- lakh as against a net profit of ₹ 17.32/- lakh in the preceding year. whereas out of the total loss, ₹ 0.35/- lakh was apportioned to SMS Limited (JV partner).

vii. SMSIL-KTCO(JV):

SMS Infrastructure Ltd. and Khare & Tarkunde Infrastructure Pvt. Ltd. are joint venture partners, namely SMSL-KTCO (JV), entered into a JV for the work of Purna Barrage No. 2 (Ner Dhamna), construction of barrage on L/S and R/S chamber, and allied earthwork and other work, invited by Akola Irrigation Division and Wardha Barrage (Hadgaon), construction of Barrage, jack well, and pump house raising main, invited by ex-engineer, Yavatmal with with 50% share of SMS Limited (Formerly SMS Infrastructure Limited) and 50% share of Khare and Tarkunde Infrastructure Pvt. Ltd.

During the year under review, there were no activities in JV; however, the net loss is ₹ 0.62/- lakh as against a net loss of ₹ 0.62/- lakh in the preceding year, and out of the total loss of ₹ 0.31/- lakh apportioned to SMSL (JV partner).

viii BHARTIA SMSIL (JV):

SMS Infrastructure Limited and Bhartia Infra Projects Limited are joint venture partners, namely BHARTIA SMSIL (JV), entered into JV for the work of construction of single line BG tunnel no.7 (App. Total length 1780 RM) at KM. 36.640 to KM. 38.420 in between station Kambiron Road and Thingou in connection with the construction of the new railway line project Jiriba-Tupul (Imphal) of N.F. railway construction with 49% share of SMS Limited (Formerly SMS Infrastructure Limited) and 51% share of Bhartia Infra Projects Limited.

During the year under review, there was no business in the JV, resulting in Nil revenue; however, the loss for the year is ₹ 0.06/- lakh, and out of the total loss ₹ 0.02/- lakh was apportioned to SMS Limited (JV partner).

ix SMSIL-MBPL-BRAPL (JV):

SMS Infrastructure Limited (presently SMS Limited), Mehrotra Buildcon Pvt. Limited and Bharat Rail Automation Pvt. Ltd. are joint venture members namely SMSIL-MBPL-BRAPL (JV) entered into JV for balance work for the construction of roadbed, major and minor bridges, track linking (excluding supply of rails, ordinary track sleepers, and thick web switches), outdoor signalling and electrical (general) works in connection with doubling of Akalkot Road-Gulbarga section (78 Kms) of Hotgi-Gulbarga section in Sholapur division of Central Railway in the State of Maharashtra & Karnataka, India awarded by Rail Vikas Nigam Limited with 57% share of SMS Limited (Formerly SMS Infrastructure Limited)

The value of work done during the year stood at NIL, and the total net loss of ₹ 19.82/- lakh as against the net loss of ₹ 28.55/- lakh in the preceding year. Out of the total loss of ₹ 11.30/- lakh was apportioned to SMS Limited (JV partner).

x. Gannon Dunkerley & Co. Ltd. and SMS Infrastructure Ltd (JV) [GDCL-SMSL(JV)]:

SMS Infrastructure Limited and Gannon Dunkerley & Co. Limited are joint venture partners namely GDCL-SMSIL (JV) entered into JV for the work of construction of flyover at KM 544/650, including ROB in lieu of L.C. No. 72 including services roads, footpath for RCC drains on the urban link to Nagpur-Raipur road NH-6 (Pardi octroi Naka to Sant Tukaram square to APMC Market) through EPC contract with 40% share of SMS Limited (Formerly SMS Infrastructure Limited)

Value of work bill receipt during the year stood at ₹ 4075.79/- lakh, the JV has attained a point where its income exactly equals its expenditure, maintaining a zero-profit, zero-loss scenario."

xi. SMSL-SRRCIPL(JV):

SMS Infrastructure Limited (Presently SMS Limited) and Sri Raja Rajeshwari Construction India Pvt. Ltd. are joint venture partners, namely SMSIL-SRRCIPL (JV), entered into a JV for the work of the IFFC project- Construction of link canal from km. 0.00 (MMR R/s canal @ km 36.125, end of package-II) to km 6.900 (joining at km 0.650 of approach channel of Thotapally lift scheme Package-5) and branch canal to connect MMR R/s canal beyond Thotapally from km 1.250, including CM and CD works in Karimnagar district, awarded by Irrigation & CAD department of Telangana.

The contract receipt of JV (Thotapally work) during the year is NIL, and the total net loss was ₹ 0.02/- lakh and out of the total loss, ₹ 0.01/- lakh was apportioned to SMSL (JV partner) and the contract receipt of JV (YNRP-Railway work) during the year is at ₹ 20,646.09/- lakh with zero-profit, zero-loss scenario.

xii SMSL-MBPL (JV):

SMS Limited and Mehrotra Buildcon Pvt. Limited are joint venture members namely SMSL-MBPL(JV) entered into JV for balance work for construction of roadbeds, major and minor bridges, track linking (excluding supply of rails, ordinary track sleepers, and thick web switches), outdoor signalling and electrical (general) works in connection with doubling of Akalkot Road-Gulbarga section

(78 Kms) of Hotgi-Gulbarga section in Sholapur division of Central Railway in the state of Maharashtra & Karnataka, India, awarded by Rail Vikas Nigam Limited.

Scope of JV: SMSL -MBPL JV shall be responsible for the execution of the Rail linking works of AGRP, which is the BOQ item no. 5A & 5B of Part 1 and Part 2. The parties agree that all the 3 types of machinery shall be utilized for the work associated with the successful completion of the linking works of AGRP in proportion as follows:

SMSL: For linking the work of BOQ 5A & 5B in the proportion of 63.33%

MBPL: For linking the work of BOQ 5A & 5B in the proportion of 36.67%

During the year under review, the contract receipt from JV is NIL, and a net loss is ₹ 19.99/- lakh as against the net loss of ₹ 25.91 /- lakh in the preceding year, out of the total loss of ₹ 12.66/- lakh apportioned to SMSL (JV partner).

xiii Meghe SMS Health Science Consortium (AOP):

The Company vide consortium agreement dated 20th March 2020 entered into a joint venture along with:

M/s. Datta Meghe Institute of Medical Science (deemed to be a University) (DMIMS DU), a trust registered under the Bombay Trust Act, 1950.

M/s. Nagar Yuwak Shikshan Sanstha (NYSS), is a trust registered under the Bombay Trust Act of 1950.

M/s. Shri Sainath Textiles Pvt. Ltd. (SSTPL), a Company registered under the Companies Act, 2013, formed the consortium under the name and style 'Meghe SMS Health Science' with four partners with the common object of setting up a medical college and hospital in terms of provisions of the establishment of Medical College Regulations (Amendment) 2019 notified on 13th May 2019 in the Gazette of India.

However the the Company has exited from the JV w.e.f. through the exit agreement dated 10th October 2024.

xiv AGIPL-SMSL (JV):

AGIPL-SMSL(JV) is a joint venture entity formed on 18th January 2021 for the work of construction of mitigation measure structures on the CH/MH border to the Wainganga bridge section of NH-6 (New NH-53) in the state of Maharashtra under the Bharatmala Priyोजना on EPC mode project (the “Project”) through an EPC contract with 20% share of SMS Limited.

The constituent parties are M/s Agarwal Global Infratech Pvt. Ltd. and SMS Limited.

During the year under review, revenue from operations for the JV is ₹ 4,560.39/- lakh and the net profit for the financial year is ₹ 5.21/- lakh out of the total profit of ₹ 1.04/- lakh apportioned to SMSL (JV partner).

xv. Sanbro Corporation:

Sanbro Corporation is a partnership firm formed on 15th November 2007 with four partners bearing a profit/loss sharing ratio of 29.60%, 22.20%, 22.20% and 26.00% respectively, the firm commenced its business on 15th November 2007 with the object of to carry on the business of trading of all kinds of lab equipment's, plasma torch, pollution control system, spare parts of heavy earth mover machines, etc. or any other similar type of activities or any other business as per mutual consent of partners from time to time.

During the financial year, the firm did not generate any revenue; however, the net loss stood at ₹ 0.66/- lakh as against the net loss of ₹ 0.28/- lakh in the preceding year.

xvi. SAKET-SMSL (JV):

SAKET-SMSL(JV) is a joint venture entity formed on 8th August 2019 for the work of widening, reconstruction, and up-gradation of Shilphata to Bhiwandi Road up to Bhiwandi Junction at Mumbai-Agar Highway (Rajnoli Junction) from four-laning to six-laning from chainage 0/000 to 16/100 & 16/880 to 21/058 in the state of Maharashtra (by rigid pavement) on Engineering, Procurement, Construction (EPC) mode, the work issued by Maharashtra State Road Development Corporation Ltd. (MSRDC) with 40% share of SMS Limited.

During the year under review, the revenue from operations for JV is ₹ 3,054.71/- lakh and a net profit is ₹ 77.59/- lakh as against ₹ 36.34/- lakh in the preceding

year and out of the total profit of ₹ 31.04/- lakh apportioned to SMSL (JV partner).

xvii SRRCIPL-SMSL (JV):

SRRCIPL-SMSL (JV) is a joint venture entity formed on 15th April 2021 vide its joint venture agreement between Sri Raja Rajeswari Constructions (India) Private Limited and SMS Limited for the work of Construction of Major Bridge across Manjra River Near Yesgi Village at Km-276/500 on Renapur Ashtamod Udgir Degloor Aadampur Phata Sagroli Road NH-63 in Tq. Biloli dist. Nanded in the state of Maharashtra on EPC" (the "Project") through an EPC Contract by the Ministry of Road Transport and Highways/National Highways Authority of India. The Joint Venture was awarded the execution of the work on, vide its letter no. CE(NH)/D-1/LOA/3105/2021 dated 18-10-2021. The total value work awarded was for ₹ 111,25,56,474/- and the share of JV partners are SRRCIPL-70% and SMSL 30%

During the year under review, the revenue from operations for the JV is ₹ 210.36/- lakh, and the net loss is ₹ 0.63/- lakh as against the net loss of ₹ 0.05/- lakh in the preceding year, and out of the total loss ₹ 0.19/- lakh apportioned to SMSL (JV partner).

xviii SRRCIPL-SMSL(JV) Mahabubnagar:

Sri Raja Rajeshwari Construction India Pvt. Ltd. and SMS Limited are joint venture partners namely SRRCIPL-SMSL(JV) Mahabubnagar formed vide Joint Venture agreement dated 4th August 2022 for the work of Widening and Strengthening to 2lane/ 4lane with paved shoulders from KM 0+000 to KM 60+255 of Mahabubnagar-Chicholi section of NH-167N in the state of Telangana on EPC mode" through an Engineering, Procurement, Construction (EPC) contract basis.

The Joint Venture was awarded the execution of the work on 19.01.2023, vide its letter no. Lr. No. 867/R&B/SENH/DSE/T2/NH167N/MC/2022-23/1069 dated 19-01-2023. The total value of work awarded was ₹ 331,52,17,777/- and the share of JV partners are SRRCIPL-80% and SMSL 20%.

During the year under review, the revenue from operations for the JV is ₹ 9,459.32/- lakh and the net loss is ₹ 4.94/- lakh as against the net loss of ₹ 14.37/- lakh in the preceding year and out of the total loss ₹ 0.99/- lakh apportioned to SMSL (JV partner).

xix. SMSL-MBPL (JV) DURG PACKAGE A:

SMS Limited and Mehrotra Buildcon Pvt. Ltd. are joint venture partners, namely SMSL-MBPLJV DURG-PACKAGE A, formed vide Joint Venture agreement dated 5th August 2022 for execution of the Construction of 6-Lane Durg – Raipur –Arang Bypass section of NH-53 from design ch. 0+000 (Vill. Tendesara) from design ch. 0+000 (Vill. Tendesara) to design ch. 44+500 (Vill. Parsada) in the State of Chhattisgarh on EPC Mode under Bharatmala (Package A)(the “Project”), the project was proposed or being developed by the National Highways Authority of India (the “NHAI”).

The Joint Venture was awarded the execution of the work, vide its letter no. NHAI/BM/Durg-Raipur-Bypass/Package-A/22A2 dated 27.12.2022, and the share of JV partners is SMSL 60% and MBPL 40%.

During the year under review, the revenue from operations for the JV is ₹ 18,033.15/- lakh, and the net loss is Nil as against the net loss of ₹ 0.30/- lakh.

xx. SRRCIPL-SMSL(JV)Sharavathi:

SMS Limited and Sri Raja Rajeshwari Construction India Pvt. Ltd. are joint venture partners, namely SRRCIPL-SMSL(JV) Sharavathi, formed vide Joint Venture agreement dated 22nd February 2023 for execution of Construction of 2 lane with paved shoulder from (existing chainages) km 55.600 to km 90.700 (Design chainages from Km. 0.000 to Km 13.832 km of realignment) with 2 major Bridges across the Sharavathi Backwaters of NH-766C in the state of Karnataka on EPC mode (Job no. NH-766C-KNT-2022-23-960)- Letter of Acceptance (LOA)- Reg and work order: 19/2023-24 dated 20.12.2023 with the share of JV partners is SMS Limited 20% and Sri Raja Rajeshwari Construction India Pvt. Ltd 80%.

During the year under review, the revenue from operations for JV is 4815.66, and the net loss for the JV stood at ₹ 33.27/- lakh out of the total loss ₹ 6.65/- lakh apportioned to SMSL (JV partner).

SMS

7.2 Companies, which have become or ceased to be subsidiaries, associates, and joint ventures:

i) Companies which have become subsidiaries:

During the financial year under review, no company became a Wholly Owned Subsidiary of the Company. However, **SMS Envocare Limited**, which had become a Wholly Owned Subsidiary in the previous financial year on 28th March 2024, was reflected in the Company's holding statement issued by the depository participant on 20th August 2024.

And Sancheti Foundation was incorporated on 29th April, 2025, as a Section 8 Company pursuant to the provisions of the Companies Act, 2013. The Company was incorporated after the end of the financial year but before the date of this Report.

ii) Companies, which have ceased to be subsidiaries:

During the financial year under review, no Companies ceased to be subsidiaries of the Company. While following companies ceased as subsidiaries in the previous financial year, the shares of these subsidiaries were reflected in the holding statement of the Company on 20th August 2024, issued by the registration with the depository participant.

Name of the Subsidiary	Date of cessation as Subsidiary	Holding statement issued by the depository
Maharashtra Enviro Power Limited (MEPL)	30 th March 2024	20 th August 2024
SMS Water Grace BMW Private Limited (SWBPL)	30 th March 2024	20 th August 2024
SMS Envoclean Private Limited (SEPL)	30 th March 2024	20 th August 2024

This cessation was a consequence of the transfer of 100% shareholding in MEPL, SWBPL, and SEPL to the Company's wholly owned subsidiary, **SMS Envocare Limited**, on 30th March 2024. Accordingly, MEPL, SWBPL, and SEPL ceased to be the immediate subsidiaries of the Company.

However, pursuant to Section 2(87) of the Companies Act, 2013, since these entities are now subsidiaries of SMS Envocare Limited (a wholly owned subsidiary of the Company), they continue to remain as step-down subsidiaries of SMS Limited.

iii) Companies, which have become joint ventures:

(i) **SRRCIPL-SMSL(JV) Sharavathi-** is a joint venture entity formed vide Joint Venture agreement dated 22nd February 2023 for execution of Construction of 2 lane with paved shoulder from (existing chainages) km 55.600 to km 90.700 (Design chainages from Km. 0.000 to Km 13.832 km of realignment) with 2 major Bridges across the Sharavathi Backwaters of NH-766C in the state of Karnataka on EPC mode (Job no. NH-766C-KNT-2022-23-960)- Letter of Acceptance (LOA)- Reg and work order: 19/2023-24 dated 20.12.2023.

Sri Raja Rajeshwari Construction India Pvt. Ltd. and SMS Limited are Joint Venture Partners with a profit/loss ratio of SRRCIPL-80% and SMSL 20%.

The JV has started its work during the year under review.

8. **DETAILS RELATING TO DEPOSITS COVERED UNDER CHAPTER V OF THE ACT;**

During the financial year 2024-25 under review, the Company has neither invited nor accepted any public deposits within the meaning of Sections 73 and 74 of the Companies Act, 2013, read with Companies (Acceptance of Deposit) Rules, 2014. As such, no specific details prescribed in Rule 8(1) of the Companies (Accounts) Rules, 2014 (as amended) are required to be given or provided.

9. **PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS:**

Particulars of loans, guarantees or investments, if any, are given in Notes 6, 6A, 12, and 41A to the audited financial statements.

Since the Company is engaged in the business of providing infrastructural facilities as per section 186 (11) read with Schedule VI of the Act, disclosures under section 186 of the Act in respect of a loan made, guarantees given, or security provided do not apply to the Company.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions entered during the financial year were in compliance with the requirements of the Companies Act, 2013, and the Rules framed thereunder, and were in the ordinary course of the business of the Company and were on an arm's length basis. There were no materially significant related party transactions entered by the Company during the year with the promoters, directors, key managerial personnel, or other persons who may have a potential conflict with the interests of the Company.

All related party transactions attracting compliance under section 177 of the Companies Act, 2013, were placed before the Audit Committee and also the Board, as the case may be, along with a statement giving details of all related party transactions for their necessary approval/noting.

There are no material contracts, arrangements, or transactions to be reported in Form AOC-2 in terms of Section 134 of the Act, read with Companies (Accounts) Rules, 2014. Further, the details of the transactions with related parties are provided in the Company's financial statements in accordance with the Indian Accounting Standards given in note no. 46 to the standalone balance sheet as on 31st March 2025.

The basis of the materiality term for dealing with related party transactions of the Company is as under:

"Material Related Party Transaction" means a transaction with a related party where the transaction/transactions to be entered into individually or taken together with previous transactions with a related party during a financial year, exceed ten per cent of the consolidated annual turnover of the Company as per the last audited financial statements of the Company. Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, or any other applicable law or regulation, including any amendment or modification thereof, as may be applicable.

11. CORPORATE SOCIAL RESPONSIBILITY:

The brief outline of the Corporate Social Responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure II** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Policy is available on the website of the Company (www.smsl.co.in).

The CSR contribution made towards the education, including Rural Development projects, including the Eradication of hunger, poverty, and malnutrition, thereby promoting healthcare care for the current financial year, based on the recommendation of the CSR Committee.

Pursuant to the provisions of Section 135(5) of the Companies Act, 2013, read with Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company is required to spend at least two per cent (2%) of the average net profits of the three immediately preceding financial years towards Corporate Social Responsibility (CSR) activities.

Accordingly, the CSR obligation of the Company for the financial year 2024-25 was ₹1,17,00,523.75/- (Rupees One Crore Seventeen Lakh Five Hundred Twenty-Three and Seventy-Five Paise only).

Further, in accordance with the provisions of Section 135(5) of the Act read with Rule 7(3) of the Companies (CSR Policy) Rules, 2014, the Company set off the excess CSR expenditure of ₹1,01,233.20 (Rupees One Lakh One Thousand Two Hundred Thirty-Three and Twenty Paise only) incurred during the financial year 2023-24. Accordingly, the net CSR amount required to be spent by the Company for the financial year 2024-25 stood at ₹1,15,99,290.55 (Rupees One Crore Fifteen Lakh Ninety-Nine Thousand Two Hundred Ninety and Fifty-Five Paise only).

During the financial year 2024-25, the Company actually spent ₹1,16,22,156.62 (Rupees One Crore Sixteen Lakh Twenty-Two Thousand One Hundred Fifty-Six and Sixty-Two Paise only) towards CSR activities. Consequently, the Company has fully complied with the CSR spending requirements under the Companies Act, 2013, resulting in an excess CSR expenditure of ₹ 22,866.07 (Rupees Twenty-Two Thousand Eight Hundred Sixty-Six and Seven Paise only) over and above the amount required to be spent for the year.

In accordance with the provisions of Section 135(5) of the Act read with Rule 7(3) of the Companies (CSR Policy) Rules, 2014, the aforesaid excess amount shall be carried forward and set off against the CSR obligation of the Company for the immediately succeeding three financial years, subject to the conditions prescribed under the Act, on the recommendation of the CSR Committee and approval of the Board of Directors.

The figures disclosed herein are consistent with the disclosures made in Form CSR-2 for the financial year 2024-25, and no amount remains unspent as on 31st March, 2025.

Details of CSR contribution are hereunder.

Nagpur Head Office:

1. ₹ 33,50,100/- (Rupees Thirty Three Lakh Fifty Thousand One Hundred only) to the Ramkrishna Mission Vidhyapith as a donation to provide Mid-day meals.
2. ₹ 3,00,000/- (Rupees Three Lakh only) to the Babuji's Destination Club Resort and Council as a donation to promote Literacy & Sports for underprivileged people.
3. ₹ 2,00,000/- (Rupees Two Lakh only) to the Setu-Welfare Foundation as a donation for promoting education, for showcasing their skills and creativity in filmmaking.
4. ₹ 45,000/- (Rupees Forty Five Thousand only) in the field of providing facilities to senior citizens, by donating wheelchairs for the senior citizens residing in Sarva Manav Seva Sangh.
5. ₹ 1,00,000/- (Rupees One Lakh only) in the field of providing facilities for animal welfare, by donating cow fodder for the cows nourished in Ujjawal Gorakshan Trust.
6. ₹ 27,53,000/- (Rupees Twenty Seven Lakh Fifty Three Thousand only) to Deendayal Seva Pratishthan as a donation for the upliftment of the tribal Paradhi community and suicide victims.
7. ₹ 3,00,315/- (Rupees Three Lakh Three Hundred Fifteen only) to the Institute of Social Awareness and Reform Kumbha as a donation for rural development.
8. ₹ 3,00,000/- (Rupees Three Lakh only) to Foundations Education Society as a donation for the upliftment of girl child education and women empowerment.

MINING SITES

I) Tummalapalle Ug Mine-Site:

1. ₹ 50,000/- Paid Fees for 2 poor brilliant students (Keerthana and Govardhan) of Mobbuchintalapalli Govt MPP School, residents of Mobbuchintalapalli at Pulivendla Vikas School, 7th Standard.

2. ₹ 17,600/- Distributed (Rice, Dal, Oil Packets) to Dheena Bhandu Trust (Old age Home) @ Pulivendla Dheena Bhandu Trust, Pulivendla.
3. ₹ 10,436/- Distributed Play items & Plastic chairs at K Kottala MPP School Primary School.
4. ₹ 83,000/- installed RO water cooler at Belum Caves, Andhra Pradesh Tourism Department.
5. ₹ 15,642/- Distribution of Stationery, Educational charts, Playing items, Plastic chairs, etc. to MC Palli Primary School, Mobbuchintalapalli at Pulivendla.
6. ₹ 3,45,040/- Distribution of Groceries, Clothes, Furniture, and other necessities to Leelavati Charitable Trust and Veera Andhula Ashram, Pulivendula.

II) **Kondapuram Ug Mine Site:**

1. ₹ 1,14,578/- Furniture & Utensils for students at Govt. MPUP School, Bapanagunta.
2. ₹ 2,07,090/- Furniture & Utensils for students at Govt. Girls' High School at Gandhi Statue Center.
3. ₹ 78,352/- Furniture & Utensils for students at Govt. MPUP School, Rajupeta.

III) **Banwas Block Of Khetri Copper Mine Site:**

1. ₹ 1,09,864/- install Water tank, Water Cooler & RO plant 250 LPH Govt. Hospital (PHC) Gothara, Dist. Jhunjhunu- Rajasthan.
2. ₹ 1,60,324/- Furniture, Play items for Children and Incinerator & dispenser for girls students at Shahid Dhrampal Saini Govt. Sr. Sec. School, Gothara, Khetri Nagar, Distt. Jhunjhunu - Rajasthan.
3. ₹ 1,28,856/- Mattress for a senior citizen, Apna Ghar Ashram , Neem ka Thana, Rajasthan.

IV) Malanjkhanda (Underground Mine) site:

1. ₹ 37,140/- Organised Blood Donation Camp at Balaghat District.
2. ₹ 25,000/- contributed to the Indian Red Cross Society at Balaghat District.
3. ₹ 25,500/- Distributed Blanket and Sweaters to the Sahara old age home and School Children at Kendatola, Birsia.
4. ₹ 1,49,239/- Donated a tricycle to a handicapped person at the project site at Balaghat.
5. ₹ 1,06,819/- Installation of RCC chairs in Public Garden at Malanjkhanda Bus Stand.
6. ₹ 2,28,330/- Ground Maintenance at DAV school, at Malanjkhanda sites.

V) Ketki Underground Mine site:

1. ₹ 41,347.20/- PE drinking water Storage Tank 5000 ltr. along with installation and complete plumbing fitting in two numbers. School.(Primary & Middle) and PE drinking water Storage Tank 5000 ltr. along with installation and complete plumbing fitting for Aaganwadi Kendra, one no. at Jogba Grampanchayat.
2. ₹ 41330.68/- GI Shade for Raw food storage and constructed a ladies' bathroom at Pondi Grampanchayat.
3. ₹ 1,80,776/- Construction of Female wash room- 3 nos., PE water Storage Tank 1000 ltr. along with installation and complete plumbing fitting in two numbers, School and one nos Submersible motor for water supply, Ketka Grampanchayat.
4. ₹ 96,694/- Devalay construction of shade and Water Storage tank and submersible motor at Lachha Grampanchayat.

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INFRASTRUCTURE SITES:

I) RRI HO:

1. ₹ 5,00,000/- (Rupees Five Lakh only) to the Institution of Engineers (India) as a donation for the promotion of education.

II) PMAGY Yavatmal Site:

1. ₹ 2,13,700/- Contribute to Deendayal Seva Prasthan/Matoshri Sushilabai Nagpure/Nandadip Foundation, Beghar Manorugna Niwara Kendra includes B) Contribution to day care centres and other facilities for senior citizens, and measures to reduce inequalities faced by socially and economically backward groups.

III) Khindsi Feeder Canal Aqueduct site:

1. ₹ 2,54,500/- distributed Steelcupboard/ Computer Table & Other Material to Pratamik Arogya Kendra, NavegaonKhairi.

IV) Durg Bypass Site:

1. ₹ 4,08,280/- installed RO plant (100 Liters) at Shasakiya Purv madhyamik shala, patora/Shasakiya Purv madhyamik shala, Arasanara/Shasakiya Purv madhyamik shala, Demar &
2. ₹ 3,13,290/- installed water cooler (100 Liters) at Shasakiya Purv Madhyamik Shala, Patora/ Swami Atamanand Utkarsth Hindi Madhyam Vidhalaya, Dewada/Shasakiya Prathamik Shala, Mudapar Shala, Patora.
3. ₹ 85,834/- installed Multipara Monitor at Feel Parmartham Foundation.
4. ₹ 25,980/- distributed Commercial Air cooler at Shasakiya Purv Madhyamik Shala, Patora.
5. ₹ 19,000/- towards 26th January 2025, winning prize distribution for the Drawing Competition Winner.

V) **Chandrapur Ash Bund:**

1. ₹ 1,39,240/- Contribute to Zilha Parishad Ucch Prathmik Shala, Kacharala.
2. ₹ 61,000/- Contribute to Zilha Parishad Ucch Prathmik Shala-Tirwanja (Mokasa).

12. **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

(A) **Conservation of Energy:**

i. **Steps taken/impact on the conservation of energy:**

The Company's core activity is providing an infrastructure facility which is not power-intensive. However, the Company consciously makes all efforts to conservation of energy and usage of power.

ii. **Steps taken by the Company for utilising alternate sources of energy:**

Considering the looming climate crisis, businesses worldwide are taking a proactive stance towards adopting sustainable practices and reducing their environmental impact. The Company is also at the forefront of this transformation, spearheading a comprehensive approach towards achieving net zero.

Embracing Renewable Energy:

The Company's commitment to net zero is exemplified by upgrading the previous installation, which began in December 2022, from 198 KW to 214 KW solar power plant at its headquarters. The project involved an investment of approximately of Rs. 0.84 crore, which reflects the company's unwavering belief in the power of renewable energy.

The solar plant has delivered strong and measurable results since its commissioning. The system has generated a cumulative 6,91,631.9 kWh of solar power, resulting in the avoidance of approximately 484.14 tonnes of CO₂ emissions, equivalent to the annual carbon sequestration capacity of nearly 22,238 mature trees. In addition to its environmental benefits, the project has demonstrated the economic viability of renewable energy investments through consistent operational savings and favourable returns.

Company-Wide Commitment to Sustainability:

The Company's dedication to net zero extends beyond its headquarters. The company's top management is committed to investing in clean energy initiatives across all its business units. This commitment ensures that sustainability is not just a corporate initiative but an integral part of the company's ethos.

The Company's journey towards net zero reflects its unwavering commitment to environmental stewardship. Through the strategic adoption of renewable energy, continued investment in sustainable practices, and the fostering of a strong culture of environmental responsibility, the Company is setting a benchmark within the industry. SMS Limited's leadership-driven approach and forward-looking initiatives are expected to inspire other organizations to embrace sustainability and actively contribute to a greener and more resilient future.

iii. Capital investment on energy conservation equipment:

The Company has invested an amount of ₹ 0.84 crore reflects the company's unwavering belief in the power of renewable energy. The solar plant is expected to generate 2,90,000 KWH of clean electricity annually, offsetting approximately 230 tonnes of CO2 emissions, equivalent to planting approximately 8,846 trees.

(B) Technology Absorption:

i) Efforts made towards technology absorption and adaptations during the years are:

1. The company was using an online auction platform, ARIBA, to optimise its purchase cost using various auction tools available at ARIBA. It also brought transparency among the suppliers. From January 2020, we have replaced Ariba with a reverse auction software that is developed for SMS, and now the same is in use for all reverse auctions.
2. The Company operates on SAP S4 Hana version 1610, which is configured to ensure that all transactions are integrated seamlessly with the underlying books of account.
3. All payments made to vendors are directly processed from SAP using the cheque printing solution, thus avoiding manual intervention.
4. Master Data in SAP is governed by the Model Business Process defined during the Implementation of SAP, thus ensuring proper data in SAP.
5. The Company is in the process of implementing e-Invoice as directed by the Government of India, thus ensuring compliance with all Rules and Regulations on a timely basis.

6. The Company has started digitization of old and important records for easy access using a Document Management System that is developed and maintained in-house, using all old accounting records stored in an electronic form and backed up regularly. All contracts and important files, as identified by the respective verticals, are digitized, and the process is ongoing as the number of records is huge.
7. The Company has a robust financial closure self-certification mechanism wherein the line managers certify adherence to various accounting policies and the accuracy of provisions and other estimates.
8. The Company operates a shared service centre which handles all payments made by the Company. This centre ensures adherence to all policies laid down by the management.

(C) **Foreign Exchange Earnings and Outgo:**

During the Financial Year 2024-25, total Foreign Exchange earned and used:

Foreign Exchange Inflow		FY 2024-25
Sr. No.	Particulars	Inflow
1.	NIL	NIL
Foreign Exchange outflow		FY 2024-25
Sr. No.	Particulars	Inflow
1.	Equipment / Capex	4,90,59,601
2.	Spares and Consumables /Opex	3,96,48,555
3.	Loan EMI	7,97,42,726

13. **RISK MANAGEMENT POLICY:**

The Company has constituted a Risk Management Committee (RMC) for the identification, evaluation, and mitigation of operational, strategic, and external risks. RMC is supported by an internal divisional team, headed by the departmental heads, who are experts from various business processes and segments. These experts assist the RMC in defining the framework for risk management and compliance, undertake an assessment of risks, adopt the risk mitigation plans, and regularly monitor them in a structured and controlled environment. It also reviews the developments in the socio-economic environment and identifies internal threats and opportunities, updates the framework, and refines processes and systems for mitigation. Details of the composition of the RMC have been disclosed separately.

The Company has already developed and implemented a 'Risk Management Policy' in accordance with the provisions of the Act, as per which the Directors themselves periodically assess risks in the internal and external environment, as also elements of risk, if any, which may threaten the existence of the company.

14. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM:

In compliance with the provisions of Section 177(10) of the Companies Act, 2013, the Board of Directors has established a Vigil Mechanism for directors and employees to report their genuine concerns or grievances. The Company oversees the mechanism through the Audit Committee. The vigil mechanism provides for adequate safeguards against the victimisation of employees and directors who avail of the vigil mechanism and also provides for direct access to the Chairperson of the Audit Committee in exceptional cases. In the case of repeated frivolous complaints being filed by a director or an employee, the audit committee may take suitable action against the concerned director or employee, including reprimand.

The vigil mechanism policy is available on the website of the Company at www.smsl.co.in.

15. THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE;

During the year under review, there are no significant and material orders passed by the Regulators, Courts, Tribunals, Statutory and quasi-judicial bodies, impacting the going concern status of the Company and its future operations.

16. AUDITORS:

STATUTORY AUDITOR:

The Members of the Company at the 25th Annual General Meeting ("AGM") held on 30th September 2022, approved the appointment of M/s. V. K. Surana & Co., Chartered Accountants, Nagpur, bearing ICAI firms Registration No. 110634W, as the Statutory Auditors of the Company, to hold office from the conclusion of the 25th AGM until the conclusion of the 30th AGM held thereafter.

As per the existing appointment of M/s. V. K. Surana & Co., Chartered Accountants, Nagpur, their remaining audit period covers 2 years of their appointment up to the conclusion of the 30th Annual General Meeting to be held in the financial year 2026-27.

The company pursuant to section 139 of the Companies Act, 2013 had obtained the written consent and a certificate from the Auditors and along with their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder, to their continued appointment, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

SECRETARIAL AUDITOR:

In compliance with the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company at its meeting held on March 30, 2024, had appointed M/s. Vaibhav Jachak & Co., Practicing Company Secretary, bearing Certificate of Practice No. 18495 and Membership No. F8821 as Secretarial Auditor of the Company for the financial year 2024-25.

COST AUDITOR:

In compliance with the provisions of Section 148 of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on March 30, 2024, had appointed M/s. D. Rajarao & Co., Cost Accountants, Nagpur (Firms Registration No. 101112) as Cost Auditors of the Company for the financial year 2024-25.

17. SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Vaibhav Jachak & Co., Practicing Company Secretary, to conduct a Secretarial Audit of the records and documents of the Company for the financial year 2024-25.

The Secretarial Audit Report for the financial year ended 31st March 2025 in Form MR-3 is annexed to the Boards' Report as "Annexure I" and forms part of this Report.

The Secretarial Auditors' Report to the members of the Company for the financial year ended March 31, 2025, does not contain any qualification(s), reservation, or adverse remarks or disclaimer except on Section 149(1) of the Companies Act 2013 read with Rule 3 of the Companies Appointment and Qualification of Directors. Rules 2014 for the company's failure to appoint a woman director on its Board.

Explanation by the Board on Section 149(1) of the Companies Act 2013:-

The Company was required to appoint a Woman Director to fill the intermittent vacancy caused by the retirement of Ms. Renu Challu with effect from 30th March 2020. The Company has been in the process of identifying a suitable and eligible candidate for the said position; however, despite its efforts, it has not been able to finalize an appointment to date.

18. EXPLANATIONS IN RESPONSE TO AUDITORS' QUALIFICATIONS:

There are no qualifications (s), reservations, or adverse remarks made by the statutory auditors in their report on the standalone financial statements. However, the auditors in their report stated, “Emphasis of matter,” on note no. 55 and 6(C & D) which are reproduced as under:-

Emphasis of Matter:

1. We draw attention to Note No. 55 of the standalone financial statements regarding investment in equity shares of Pt. SMS Minerals International, interest bearing loan given and trade receivable. This foreign entity is in the business of coal mining in the province of Sumatra. This foreign entity have huge reserves of coal and in the past a substantial portion of the same was mined which resulted in profit in past years. However, subsequently, due to diversion of river and certain other issues, the mining of balance reserves could not be undertaken as coal reserves was stuck beneath the river and over the past few years there has been no /negligible business in foreign entity. The application for river diversion had already been put up with the concerned authorities in Indonesia, but no approval has been received so far.

In the meanwhile, SMS Ltd. is also exploring to sell and transfer the business interest. In the year 2023, an understanding has arrived to the said effect whereby the company has entered into a term sheet with a prospective buyer to sell off the investment in above foreign entity.

However, looking at the past performance of the business and regulatory challenges, the possibility to recover the amount from said foreign entity is uncertain. As such on a prudent basis, the Company has made provision for doubtful loans and debt in the books totalling to Rs.7462.36 Lacs. However, this action will not impact the right of SMS Ltd to recover the said amount in future from foreign entities.

2. We draw attention to Note No. - 6(C & D) of the standalone financial statements regarding - Investment in Partnership Firm and Association of Person, wherein due to non-availability of financial statement as on the date of signing of standalone financial statement, the share in profit / (loss) of the all the Partnership firm and Association of

Person is not accounted and the value of investment as on Balance Sheet date disclosed based on last year financials. Our opinion is not modified in respect of these matters.

Likewise, wherever the financial statement of subsidiaries and associate companies have not been received, the investments have been carried at cost without testing impairment thereof. As per the provisional financial statements and other relevant records, no major impairment losses are expected.

3. We draw attention to the standalone financial statements wherein balance confirmations of some of the parties are not received as on the date of signing of financial statement and are subject to confirmations.

Our opinion is not modified in respect of these matters.

Explanation by the Board on “Emphasis of matter” made by the statutory auditors in their report on the Standalone Financial Statement.

For Serial No. 1: To focus on the businesses within the domestic market, SMS Ltd. was also exploring selling and transferring the business interest. An understanding had arrived whereby the company entered a term sheet with a prospective buyer to sell off the investment in the above foreign JV. Thus, on a prudent basis, the company has made provision for doubtful loans and debt in the books. However, this action will not impact the right of SMS Ltd to recover the amount from the foreign entities.

For Serial No. 2: The investment balance in the partnership firm, as per the previous year’s audited financials, has been considered to ensure accuracy and compliance in reporting. Adjustments for any material changes, if identified in the current year’s audit, will be duly incorporated in the subsequent reporting period. In the absence of current audited data, relying on last year’s audited figures ensures consistency in financial reporting. This approach aligns with the principles of prudence and materiality. Once the audited financials of the partnership firm are available, any deviations or adjustments will be reviewed and appropriately reflected in the financial statements of the subsequent reporting period.

For Serial No. 3: As suggested by the auditor, we sent the request letter for the balance confirmation to the parties selected by the auditor. However, till the date of the balance sheet, we have not received the balance confirmation for a few cases. All these parties are regular, and management does not expect any discrepancies in the balance with these parties.

The Statutory Auditors have not made any qualifications, reservations, or adverse remarks in their report on the Consolidated Financial Statements. However, they have

cited an "Emphasis of Matter" on notes 61, 65, 57,8 and 47A, which are reproduced as under:

Emphasis of Matter on the Consolidated Financial Statements:

1. We draw attention to Note No. 61 of the Consolidated financial statements regarding investment in equity shares of Pt. SMS Minerals International, interest-bearing loan given and trade receivable. This foreign entity is in the business of coal mining in the province of Sumatra. This foreign entity has huge reserves of coal and in the past a substantial portion of the same was mined which resulted in profit in past years. However, subsequently due to diversion of river and certain other issues, the mining of balance reserves could not be undertaken as coal reserves was stuck beneath the river and over the past few years there has been no/negligible business in foreign entity. The application for river diversion had already been put up with the concerned authorities in Indonesia, but no approval has been received so far.

In the meanwhile, SMS Ltd. was also exploring to sell and transfer the business interest. In the year 2023, an understanding has arrived to the said effect whereby the company has entered into a term sheet with a prospective buyer to sell off the investment in above foreign entity. However, looking at the past performance of the business and regulatory challenges, the possibility to recover the amount from said foreign entity is uncertain. As such on a prudent basis, the Company has made provision for doubtful loans and debt in the books totaling to Rs.7,462.36 Lacs. However, this action will not impact the right of SMS Ltd to recover the said amount in future from foreign entities.

2. We draw attention to Note No 65 of the Consolidated financial statements wherein balance confirmations of some of the parties are not received as on the date of signing of financial statement and are subject to confirmations.

Our opinion is not modified in respect of these matters.

3. **Subsidiaries, Jointly Controlled entities and Associate Company not consolidated**

We draw attention to Note No. 57 of the Consolidated Financial Statements, which is reproduced as under:

We draw attention to Note No. 8 of the Consolidated financial statements where in the absence of the financial statements of one associate company - RCCL Infrastructure Limited the same is not consolidated, the investment in associate company accounted through equity method recognised at Nil. Considering the fact that the associate companies share in losses exceeds the carrying value of investment. Total unrecognised losses of associate company are ₹ 1,356.37 Lacs as at 31st March 2025 (F.Y. 2023-24 ₹

1,149.21 Lacs). During F.Y 2024-25 the share in loss of associate company not accounted for amounts to ₹ 207.16 Lacs (F.Y 2023-24 ₹ -0.06 Lacs)

In the absence of the financial statements of one Foreign Subsidiary Company “P.T. SMS Minerals international”, one foreign step-down subsidiary “SMS Envocare PTE.” and one Jointly controlled entity “SMSIL-SHREENATH JV” are not consolidated in SMS LTD ("the Holding Company").

The management of the Holding Company is of the opinion that there will not be any material transactions during the current year.

4. Fire Arcor Infrastructure Private Limited – Associate of the Subsidiary Company

We would like to draw attention to Note No. 47A of the Consolidated financial statement, which describes that the income tax department has passed an order under Section 143(3) read with Section 144B of the Income Tax Act ,1961, assessing the Company's income at Rs. 5,950.79 Lacs for the Assessment Year 2023-24. Penalty proceedings under Sections 271AAC and 270A of the Act have been initiated in respect of unexplained credit entities and under reporting of income. The Company has filed a Writ Petition before the Hon'ble Bombay High Court, Nagpur Bench, challenging the said order. The matter is sub judice and the ultimate outcome of the proceedings cannot presently be determined.

We draw attention to Note 47A of the Consolidated financial statements, which describes that a class action suit has been filed by various customers under Section 12(1)(c) of the Consumer Protection Act, 1986 against the Company, alleging refund claims, deficiency of services, and unfair trade practices, among other matters. The case is presently before the National Consumer Disputes Redressal Commission (NCDRC) and is scheduled for hearings. Based on the management's evaluation, legal advice, and information presently available, no provision has been made in the financial statements as the outcome of the matter is presently not ascertainable, and the Company does not expect any material adverse impact on its financial position.

Our opinion is not modified in respect of the above emphasis matter paragraphs.

Explanation by the Board on “Emphasis of matter” made by the statutory auditors in their report on the Consolidated Financial Statement.

For Serial No. 1:

To focus on the businesses within the domestic market, SMS Ltd. was also exploring selling and transferring the business interest. An understanding had arrived whereby the company entered a term sheet with a prospective buyer to sell off the investment in the above foreign JV. Thus, on a prudent basis, the company has made provision for doubtful loans and debt in the books. However, this action will not impact the right of SMS Limited to recover the amount from the foreign entities.

For Serial No. 2:

As per normal practice, we had sent the request letter for the balance confirmation to the parties which was selected by the auditor. However, till the date of the balance sheet, we have not received the balance confirmation for a few cases. All these parties are regular, and management does not expect any discrepancies in the balance with these parties.

For Serial No. 3:

The Financial statement/financial information has not been considered for the purpose of consolidation due to the non-receipt of certified financial statements from the management of the respective companies. There are no material transactions during the current year's financial statement of the respective entities and there is no consequential impact on the consolidated financial statement.

For Serial No. 4: Assessing officer of the Income Tax Department has wrongly interpreted borrowing as income and to address this the Company has filed a Writ Petition before the Hon'ble Bombay High Court, Nagpur Bench, challenging the said order. The matter is sub judice and considering the strength of the issue, the outcome of the proceedings is most likely to come in our favour.

Based on the management's evaluation, legal advice, and information presently available, provision has not been made in the financial statements as the outcome of the matter is presently not ascertainable, and the Company does not expect any material adverse impact on its financial position.

19. **COMPLIANCE WITH SECRETARIAL STANDARDS:**

The Board of Directors confirms that during the year under review, the Company has been in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

20. **CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):**

During the FY 2024-25 under review, no such event occurred by which the Corporate Insolvency Resolution Process can be initiated under the Insolvency and Bankruptcy Code, 2016 (IBC) either by the Company or by a financial or operational creditor, except SREI had filed an application under Section 7 of the Insolvency and Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal (NCLT), Mumbai, for the loan facility availed by the Company in January 2020. This application was subsequent to arbitration proceedings wherein an Arbitral Award dated 25.08.2022 with respect to the

same loan facility directed the Company to pay ₹ 49,04,00,000/- (Rupees Forty Nine Crores Four Lacs only) to SREI. The Company had expressed its willingness to pay the amount as per the Award, and upon the Hon'ble NCLT's direction, the amount was duly deposited with SREI on 31.03.2024. As a result, SREI withdrew the Section 7 application, which was disposed of as withdrawn by the NCLT on 10.06.2024. As of the end of the preceding financial year, the matter regarding the payment of the due sum was concluded on 31.03.2024, and the application was merely pending for disposal, which was done on 10.06.2024.

21. **FAILURE TO IMPLEMENT ANY CORPORATE ACTION:**

During FY 2024-25, there was no occasion where the Company failed to implement any Corporate Action. As such, no specific details are required to be given or provided.

22. **ANNUAL RETURN:**

Pursuant to Notification No. G.S.R. 159(E) dated 05/03/2021 and Section 92 and Rule 12 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013, a copy of the annual return shall be filed in Form MGT-7 with the Registrar with such fees as specified in the Act for the financial year ending March 31, 2025.

22.1 **Weblink of Annual Return:**

Pursuant to Section 92 (3) of the Companies Act, 2013, a copy of the Annual Return for the financial year ended March 31, 2025, has been placed on the website of the Company at www.smsl.co.in.

OTHER DISCLOSURES:

23. **THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

The Company has not entered into a one-time settlement with the banks or financial institutions for any of the loans availed by the Company. Hence the requirement to disclose the details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof, is not required.

24. **CONSOLIDATED FINANCIAL STATEMENTS:**

In compliance with the provisions of Section 129(3) and other applicable provisions of the Companies Act, 2013, read with the rules issued thereunder and the Indian Accounting Standards Ind AS-110 and other applicable Accounting Standards, the consolidated financial statements have been prepared on the basis of audited standalone financial statements of the Company, its subsidiaries, associate companies, and Joint Ventures.

Further, a separate statement containing the salient features of the financial statements of the subsidiary Companies/Associate Companies/Joint Ventures in prescribed Form **AOC-1** is attached along with the consolidated financial statements.

Wherever applicable, the company is presenting its Consolidated Financial Statements in addition to the Standalone Financial Statements, in accordance with the requirements of the Companies Act, 2013, and applicable accounting standards.

25. **COST AUDIT:**

a disclosure, as to whether maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained,

"The company confirms that, pursuant to an order of the Central Government under Section 148 of the Companies Act, 2013, it is required to maintain cost records for its operations. Accordingly, the company has maintained the prescribed cost records and accounts for the relevant financial year, in compliance with the applicable provisions of the Act and the rules made thereunder."

26. **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

a) **Internal Control Systems and their Adequacy:**

The Company has internal control systems, commensurate with the size, scale and complexity of its operation. The Internal Audit team monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies within the Company. Based on the report of the internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

The Company has an operating system of SAP, and all accounting records are stored in an electronic form and backed up periodically. The SAP system is configured to ensure that all transactions are integrated seamlessly with the underlying books of account. The Company has an automated process to ensure accurate and timely updating of various master data in the underlying SAP system.

The Company is preparing its financial statements, makes judgments and estimates based on sound policies, and uses external agencies to verify/ validate them as and when applicable and appropriate. The basis of such judgments and estimates are also approved by the Statutory Auditors.

The Management periodically and regularly reviews the financial performance of the Company against the approved plans across various parameters and takes necessary action, wherever necessary.

b) Human Resource Development:

The Company has continuously adopted structures that help attract the best external talent and promote internal talent to higher roles and responsibilities. SMS's people-centric focus on providing an open work environment, fostering continuous improvement and development, helped several employees realise their career aspirations during the year.

SMS Group Gratuity Scheme:

The Company has established a Group Gratuity Scheme - "SMS Limited Employees Group Gratuity Scheme" in collaboration with the LIC of India for the benefit of the employees of SMS Limited. The Company shall pay gratuity to such staff as are covered under the said Act, on exit from their services, and to cover the accidental cases and death cases.

c) Particulars of Employees:

Details in respect of remuneration paid to employees as pursuant to section 134 (3) (q) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, is given in Annexure – IV and form part of this Report.

In terms of Section 136 of the Companies Act, 2013, the same is open for inspection at the Registered Office of the Company.

27. **A STATEMENT THAT THE COMPANY HAS COMPLIED WITH PROVISIONS RELATING TO THE CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 [14 OF 2013]**

a) SMS has always believed in providing a conducive work environment devoid of discrimination and harassment, including sexual harassment. SMSL has a well-formulated policy on the prevention and redress of sexual harassment. The objective of the policy is to prohibit, prevent, and address issues of sexual harassment in the workplace. These policies have striven to prescribe a code of conduct for employees, who are required to strictly abide by it.

The policy covers all employees, irrespective of their nature of employment, and is also applicable with respect to all allegations of sexual harassment made by an outsider against an employee.

During the year 2024-25, the Company has duly complied with the provisions relating to the constitution of 'The Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Internal Complaints Committee consists of the following members:

1. Ms Reena Banerjee	-	Presiding officer
2. Mr Anupam Desai	-	Member
3. Ms Sweta Gattuwar	-	Member
4. Ms Rashmi Nair	-	Member

Subsequent to the close of the financial year, and as on the date of the Board's Report, i.e., 18 September 2025, the Internal Complaints Committee (ICC) was reconstituted pursuant to the resignation of Ms. Reena Banerjee, Presiding Officer of the Committee.

The composition of the Internal Complaints Committee as on the date of this Report is as follows:

1. Ms. Smita Agarkar, AGM (CS) – Presiding Officer
2. Ms. Rupali Bagaddeo, Senior Manager (HR) – Secretary
3. Ms. Diana Batiwala, Senior Manager (HR) – Member
4. Mr. Naresh Nagpure, AGM (HR) – Member
5. Ms. Rashmi Nair, Executive Assistant to Managing Director – Member
6. Mr. Parinaz Buxy, Legal / NGO Representative – External Member

The Company confirms that the constitution of the Internal Complaints Committee is in compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

b) the details of the number of cases filed and disposed of as required under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

(a)	Number of complaints pending at the beginning of the year;	NIL
(b)	Number of complaints received during the year	NIL
(c)	Number of complaints disposed of during the year	NA
(d)	Number of cases pending at the end of the year	NIL

28. **DOCUMENTS PLACED ON THE WEBSITE (www.smsl.co.in):**

The Company's website (www.smsl.co.in) contains a separate section i.e. Investor Relations where shareholder's information is available.

The following documents have been placed on the website in compliance with the Act:

- Corporate Social Responsibility Policy as per 135 (4) (a)
- Details of Vigil Mechanism for directors & employees to report genuine concerns as per proviso 177(10).
- Terms & Conditions of Appointment of Independent Directors as per Schedule IV to the act.
- Annual Return
- Financial Statement (Standalone, Consolidated, and Subsidiaries)

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

No application has been made under the Insolvency and Bankruptcy Code; hence, the requirement to disclose the details of the application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year, is not applicable.

30. **The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof:**

During the financial year under review, the company has not entered into any one-time settlement with banks or financial institutions. Accordingly, the requirement for disclosure of valuation differences does not arise.

31. **A STATEMENT BY THE COMPANY WITH RESPECT TO THE COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT 1961.**

The Company has duly complied with all applicable provisions of the Maternity Benefit Act, 1961 and the rules framed thereunder. The Company ensures that all female employees are made aware of their rights and entitlements under the Act, including paid maternity leave, nursing breaks, and protection against dismissal during maternity leave.

All relevant provisions relating to eligibility, duration of leave, payment of maternity benefits, and maintenance of prescribed registers are being observed in letter and spirit.

During the year under review, the Company had twenty-three (23) female employees on its rolls. However, no employee has applied for or availed maternity benefits during the financial year. The Company remains committed to upholding the welfare and rights of women employees and will continue to provide all statutory benefits as and when applicable in accordance with the law.

32. **ACKNOWLEDGEMENTS:**

The Directors would like to acknowledge and place on record their sincere appreciation to all stakeholders – clients, Financial Institutions, Banks, Central and State Governments, the company's valued investors, and all other business partners for their continued cooperation and excellent support received during the year.

The Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation, dedication and continued contribution to the company's progress.

FOR AND ON BEHALF OF THE BOARD

Dated: 18th September 2025
Place: Nagpur

Anand Sancheti
Managing Director
DIN: 00953362

Add: 10, Hindustan
Colony Amaravati Road
Bharat Nagar Nagpur-
440033

Hemant Lodha
Whole Time Director
DIN: 01654145

Add: 206 Civil Lines
GPO Square, Himalaya
Paradise, Nagpur,
440010

SMS

ANNEXURES TO THE REPORT

ANNEXURE INDEX

Annexure number	Details of Annexure
I	Secretarial Audit Report for the relevant year in Form MR-3
II	Annual Report on Corporate Social Responsibility
III	AOC 1 - Statement containing salient features of the financial statement of Subsidiaries/Associate Companies / Joint Ventures
IV	<p>Prescribed Particulars of remuneration of Director and Employees.</p> <p>(Pursuant to Section 134 (3) (q) of The Companies Act, 2013 Read with Rule 5 (1) of The Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014)</p>

Annexure I

To,
The Members,
SMS LIMITED
CIN: - U80100MH1997PLC107906

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

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

Place: Nagpur

Date: 06/09/2025

VAIBHAV JACHAK & CO.
Company Secretaries

Vaibhav Yashwant Jachak
Proprietor
Membership No: 8821
C.P.No:18495
(Peer Reviewed Firm)

UDIN: F008821G001194313

Annexure II

Registered office:

I. T. PARK, 20, STPI GAYATRI NAGAR, PARSODI NAGPUR Nagpur MH 440022 IN

Corporate office:

I. T. PARK, 20, STPI GAYATRI NAGAR, PARSODI NAGPUR Nagpur MH 440022 IN

(Since Company being an Infrastructure Company, and having various sites throughout India, we have not made any site visits, so unable to comment on any onsite compliances)

S M S

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

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

To,
The Members,
SMS LIMITED
CIN: - U80100MH1997PLC107906

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **SMS LIMITED, having CIN: - U80100MH1997PLC107906** (hereinafter called “**the Company**”). The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliance and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information, representation and reports provided by the Company, its Board of Directors, its designated officers, and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2025 generally complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- A. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31/03/2025 according to the provisions of:
- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
NOT APPLICABLE
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- **NOT APPLICABLE**

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and

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

(i) Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India.;

(ii) The Listing Agreements under SEBI (Listing Obligation Disclosure Requirement) 2015, entered into by the Company with the Stock Exchange; **NOT APPLICABLE**.

B. We report that, during the year under review, the Company has generally complied with the provisions of the acts, rules, regulations and guidelines mentioned above except the Company has failed to appoint woman director till date on its Board which is non compliance of Section 149(1) of the Companies Act read with Rule 3 of the Companies Appointment and Qualification of Director) Rules 2014; and also filed various e-forms for the period under review after the due date with requisite late fees.

C. We further report that, based on the information provided and the representation made by the Company and also on the review of the compliance reports of Company Secretary / Chief Executive Officer taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws like labour laws and environmental laws.

D. We further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

E. We further report that:

- The Board of Directors of the Company was constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors except appointment of Woman Director.
- It is already informed in the previous report that Mr. Ramendra Gupta resigned from the Directorship w.e.f 31.01.2025. Mr. Anil Kumar Jha appointed as Independent Director w.e.f 01.04.2025 and Mr. Ramchandra Rao Kasaraneni appointed as WTD w.e.f 22.05.2025.
- It is to be noted that, Mr. Ajay Kumar Lakhotiya, Non Executive Independent Director, whose 2 terms of 5 years has been ended on 30.03.2025. There were no other changes took place in the composition of the Board of Directors during the period under review.
- During the year the Company has not received any information for transfer of equity shares of the Company and no request for transmission of shares has been received by the company during the year other than as recorded.
- As per the information provided the company has prima facie given notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and detailed procedure have been followed for meeting calling on shorter Notices and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views if any, are captured and recorded as part of the minutes.

- The Company has obtained all necessary approvals under the various provisions of the Act; and
- F. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- G. **We further report that**, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having major bearing on the company's affairs except appointment of woman Director on the Board and the legal cases mentioned in statutory auditors report.

Place: Nagpur

Date: 06/09/2025

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Encl. ANNEXURE I

ANNEXURE II

VAIBHAV JACHAK &

Company Secretaries

Vaibhav Yashwant Jachak

Proprietor

Membership No: 8821

UDIN: F008821G001194313

C.P.No:18495

(Peer Reviewed Firm)

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE I' and forms an integral part of this report.

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ANNEXURE II

ANNUAL REPORT ON CSR ACTIVITIES

Report on Corporate Social Responsibility (CSR) Policy and Activities as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014

1. Brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and project or programs:

(i) CSR Activities/Projects

- In Education, our endeavour is to spark the desire for learning and knowledge at every stage.
- In Health care, our goal is to render quality health care facilities to people living in the villages and elsewhere through our Hospitals.
- In Sustainable Livelihood our programmes aim at providing livelihood in a locally appropriate and environmentally sustainable manner.
- In Infrastructure Development we endeavour to set up essential services that form the foundation of sustainable development.
- To bring about Social Change we advocate and support.
- Environmental Sustainability.

2. Composition of CSR Committee:

Sr. No.	Name of Director /Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr Anand Sancheti Managing Director	2	2
2.	@Mr Ajay Kumar Lakhotia Independent Director	2	2

3.	Mr Anil Kumar Jha Independent Director	2	2
4.	Mr Paramveer Abhay Sancheti Whole-time Director	2	2
4.	Mr Nirbhay Sancheti Whole-time Director	2	2
5.	Mr Akshay Abhay Sancheti Whole-time Director	2	2

@ Mr. Ajay Kumar Lakhotia completed his tenure of 2nd term as an Independent Director of the Company on 30.03.2025

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

The Company has framed a CSR Policy in compliance with the provisions of section 135 of the Companies Act, 2013 and the same is placed on the website of the Company and the web link for the same is https://smsl.co.in/wp-content/uploads/2024/03/CSR_POLICY_compressed.pdf

4. Provide the executive summary along with web link (s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

The Company is having average CSR obligation less than ₹ 10,00,00,000/- pursuance to sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, hence not applicable for the financial year 2024-25.

5.

(a)	Average net profit of the company as per section 135(5).	₹ 58,50,26,187.43/-
(b)	Two percent of average net profit of the company as per sub-section (5) of section 135.	₹ 1,17,00,523.75 /-
(c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.	NIL
(d)	Amount required to be set-off for the financial year, if any	₹ 1,01,233.20/-
(e)	Total CSR obligation for the financial year [(b)+(c)-(d)].	₹ 1,15,99,290.55 /-

6.	(a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	₹ 1,16,22,156.62 /-
	(b)	Amount spent in Administrative overheads	Nil
	(c)	Amount spent on Impact Assessment, if applicable	NA
	(d) ²	Total amount spent for the Financial Year [(a)+(b)+(c)].	₹ 1,16,22,156.62 /-

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

	Amount Unspent (in ₹)				
Total Amount Spent for the Financial Year. (in ₹)	Total Amount transferred to Unspent CSR Account as per sub-section (6) of <u>section 135</u> .		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of <u>section 135</u> .		
₹ 1,16,22,156.62 /-	Amount.	Date of transfer	Name of the Fund	Amount.	Date of transfer.
	Nil	NA	NA	Nil	NA

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

Sl. No.	Particular	Amount (in Rs.)
(1)	(2)	(3)
(i)	*Two percent of average <u>net profit</u> of the company as per sub-section (5) of section 135	₹ 1,17,00,523.75 /-
(ii)	Total amount spent for the Financial Year	₹ 1,16,22,156.62/-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	₹ 22,866.07 /-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	₹ 22,866.07 /-

*deducting set off for the financial year in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	2021-22	NA	NA	@ 36,99,747/-	NA	NA	NIL	NA
2	2022-23	NA	NA	23,75,000/-	NA	NA	NA	NA
3	2023-24	NA	NA	37,00,000/-	NA	NA	NA	NA

@ Out of the total amount of ₹ 36,99,747/- an amount of ₹ 71,000/- was contributed towards FY 2020-21.

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired: NA

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Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility, amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s)	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
	[including complete address and location of the property]						
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
NA	NA	NA	NA	NA	NA	NA	NA

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: NA

(Chief Executive Officer)/CFO

(Chairman CSR Committee)

[Person specified under clause (d) of sub-section (1) of section 380]
Managing Director

ANNEXURE - III

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read
With Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the Financial
Statement of Subsidiaries/Associate Companies/Joint Ventures

Part "A": Subsidiaries

SL. NO.	1	2	3
Name of the Subsidiary	SMS Infolink Private Limited	Spark Mall and Parking Private Limited	SMS Taxi Cabs Private Limited
The date since when Subsidiary was acquired	09/09/2011	12/02/2008	26/07/2011
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR	INR	INR
Share capital (Paid-up)	₹ 1,00,000.00	₹ 1,19,29,6760*	₹ 14,57,50,000
Reserves & surplus	₹ (4,41,945.27)	₹ (1,49,17,33,826)	₹ (57,74,23,073)
Total assets	₹ 2,96,91,145.90	₹ 7,02,85,07,887	₹ 1,02,75,71,513
Total Liabilities	₹ 3,00,33,091	₹ 3,75,09,44,950	₹ 1,45,92,44,585
Investments	₹ 51,000	₹ 3,51,66,57,852	₹ 5,00,000
Turnover	₹ 1,86,58,800	₹ 26,21,31,236	₹ 78,18,052
Profit before taxation	₹ 2,94,992	₹ (30,08,85,221)	₹ (2,25,91,623)
Provision for taxation	₹ (1,07,419)	₹ 3,52,01,284	₹ 10,01,96,738
Profit after taxation	₹ 4,02,411	₹ (33,60,86,505)	₹ (12,27,88,360)
Proposed Dividend	NIL	NIL	NIL
Extent of shareholding (in Percentage)%	100%	100%	60%

* Paid up Share Capital consists of 1,19,29,676, Equity Capital @ of ₹ 10/- each and 221,33,260 Preference shares @ of ₹ 10/- each included in total liabilities, and the company issued 4650 CCD (Compulsorily Convertible Debentures) @ of ₹ 10,00,000/- each, which is shown under the equity heading name as Instruments entirely equity in nature.

SL. NO.	4	5	6	7
Name of the Subsidiary	SMS-AABS India Tollways Pvt. Ltd.	SMS Vidhyut Pvt. Ltd.	æ SMS Envocare Limited	SMS Hazardous Waste Management Pvt. Ltd.
The date since when Subsidiary was acquired	17/07/2014	28/03/ 2007	28/03/2024	10/11/2008
Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025
Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	INR	INR	INR	INR
Share capital (Paid Up)	₹ 10,00,00,000	₹ 39,500,000	₹15,59,41,170	₹ 1,00,000
Reserves & surplus	₹ 2,97,00,42,662	₹ (63,61,95,796)	₹ 5,49,17,845	₹ (1,83,867.25)
Total assets	₹3,37,32,15,932.06	₹ 1,43,34,72,600	₹ 1,42,78,13,134	₹ 54,352.74
Total Liabilities	₹ 32,40,52,770	₹ 2,03,01,68,394	₹ 1,21,69,54,124	₹ 1,38,220
Investments	₹ 2,07,18,69,827	₹ 10,40,49,000	₹ 52,20,02,741	NIL
Turnover	₹2,04,30,68,034.90	₹ 22,79,68,077	₹ 33,64,38,526	NIL
Profit before taxation	₹ 40,98,063.60	₹ 7,92,30,995	₹51,25,425	₹ (83,826.94)
Provision for taxation	₹ 88,43,129	₹ 4,44,50,926	₹43,96,730	₹15,880
Profit after taxation	₹ (47,50,065.40)	₹ 3,47,80,069	₹ 7,28,695	₹ (99,706.94)
Proposed Dividend	NIL	NIL	NIL	NIL
Extent of shareholding (in Percentage)%	51%	100%	100%	51%

æ SMS Envocare Limited became a Wholly Owned Subsidiary of SMS Limited consequent to the acquisition of the entire equity Capital on 28.03.2024.

SL. NO.	8	9	10	11
Name of the Subsidiary	SMS Waste Management Pvt. Ltd.	SMS Mining Limited	SMSL Ketki MDO Project Limited	PT. SMS Minerals International
The date since when Subsidiary was acquired	15/12/2014	28/09/2021	17/11/2022	04/10/2006
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025	01/01/2024 To 31/12/2024
Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	INR	INR	INR	**(IDR) 184.59
Share capital (Paid Up)	₹ 1,00,000	₹ 1,00,000	₹ 29,00,00,000	IDR 367,80,00,000
Reserves & surplus	₹ (12,25,917)	₹ (7,76,417.22)	₹ 34,79,289.37	IDR(93,71,13,53,649))
Total assets	₹ 41,323	₹ 4,25,449.88	₹ 99,03,49,785.50	IDR 20,80,80,10,677
Total Liabilities	₹ 11,67,240	₹ 11,01,866.52	₹ 69,68,70,496.13	IDR 49,24,82,65,821
Investments	NIL	NIL	NIL	NIL
Turnover	NIL	NIL	₹ 15,97,40,038.28	NIL
Profit before taxation	₹ (1,02,953)	₹ (3,00,855.52)	₹ 8052492.63	IDR (9,01,63,00,912)
Provision for taxation	NIL	₹ (58,620.43)	₹ (90,08,285.89)	NIL
Profit after taxation	₹ (1,02,953)	₹ (2,42,235.09)	₹ 1,70,59,778.53	IDR (9,01,63,00,912)
Proposed Dividend	NIL	NIL	NIL	NIL
Extent of shareholding (in Percentage)%	100%	100%	100%	80%

*Bracket indicates Negative Figures. ** IDR indicates Indonesian Rupiah

Step Down Subsidiaries (Subsidiaries as per section 2 (87) of the Companies Act 2013)

SL. NO.	12	13	14
Name of the Subsidiary	▲ Medisearch Life Sciences Pvt. Ltd.	Ω SMS Envoclean Private Limited	Ω SMS Watergrace BMW Private Limited
The date since when Subsidiary was acquired	09/05/2022	30/03/2024	30/03/2024
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025
Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR	INR	INR
Share capital (Paid Up)	₹ 1,00,000	₹ 4,22,10,000	₹ 10,46,91,680
Reserves & surplus	₹ 4,59,390	₹ 62,61,37,044	₹ 26,01,51,732.89
Total assets	₹ 25,42,770	₹ 1,23,92,52,782	₹ 47,60,46,302.97
Total Liabilities	₹ 19,83,380	₹ 57,09,05,738	₹ 11,12,02,891.3
Investments	NIL	₹ 762339636.64	₹ 37,43,31,951.83
Turnover	NIL	₹ 25,70,88,993.33	₹ 12,92,50,027.98
Profit before taxation	₹ 22,74,244	₹ (1,11,49,780)	₹ 4,92,39,511.29
Provision for taxation	₹ 5,94,368	₹ (27,38,377)	₹ 11,87,761
Profit after taxation	₹ 16,79,875	₹ (84,11,403)	₹ 4,80,51,750.23
Proposed Dividend	NIL	NIL	NIL
Extent of shareholding (in Percentage)%	99.99%	56.02%	56.03%

*Bracket indicates Negative Figures.

▲ Subsidiaries of Spark Mall and Parking Private Limited (Wholly Owned Subsidiary of SMS Limited)

Ω Subsidiaries of SMS Envocare Limited (Wholly Owned subsidiary of SMS Limited w.e.f. 28.03.2024)

SL. NO.	15	16	17
Name of the Subsidiary	Ω Maharashtra Enviro Power Limited	Ω Butibori CETP Private Limited	Ω SMS Waluj CETP Private Limited
The date since when Subsidiary was acquired	30/03/2024	31.03.2012	31.03.2012
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025
Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR	INR	INR
Share capital (Paid Up)	₹ 45,19,85,270	₹ 1,53,49,880	₹1,00,000
Reserves & surplus	₹2,86,29,81,051	₹ 2,65,29,633	₹ 9,34,85,510.34
Total assets	₹6,29,33,70,204	₹ 5,77,45,751	₹10,66,86,612.26
Total Liabilities	₹ 2,97,84,03,881.85	₹ 1,58,66,238	₹1,31,01,100.74
Investments	₹171,72,17,339.59	Nil	Nil
Turnover	₹2,02,08,49,178	₹ 5,87,02,856	₹10,68,38,013.49
Profit before taxation	₹ 87,81,65,495.87	₹ 61,84,166	₹ 1,30,87,687.46
Provision for taxation	₹(29,22,72,026.77)	₹ 16,36,665	₹ 34,26,059.34
Profit after taxation	₹ 58,58,93,469	₹ 45,47,500	₹ 96,61,628.11
Proposed Dividend	NIL	Nil	Nil
Extent of shareholding (in Percentage)%	92.08%	84.45%	51%

*Bracket indicates Negative Figures.

Ω Subsidiaries of SMS Envocare Limited(Wholly Owned subsidiary of SMS Limited w.e.f. 28.03.2024)

Sr. No.	18	19	20
Name of the Subsidiary	Ω SMS Watergrace Enviroprotect Private Limited	Ω Ponda Envocare Limited	Ω SMS Greentech Private Limited
The date since when Subsidiary was acquired	18.03.2011	05.08.2013	06/08/2014
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR	INR	INR
Share capital (Paid-up)	₹10,10,000	₹ 10,00,00,000	₹ 1,00,000
Reserves & surplus	₹17,53,38,161	₹ 17,16,80,260	₹ (1,33,101.26)
Total assets	₹20,74,00,721	₹ 1,52,74,38,335	₹ 6,98,800.59
Total Liabilities	₹3,10,52,561.46	₹ 1,25,57,58,074	₹ 7,31,900.54
Investments	₹ 42,31,824	Nil	NIL
Turnover	₹13,12,49,661	₹ 11,94,73,504	NIL
Profit before taxation	₹7,33,15,774	₹ (4,47,88,627)	₹ (1,19,704.85)
Provision for taxation	₹1,96,08,919	₹ (1,61,58,917)	₹ (1,01,098.83)
Profit after taxation	₹ 5,37,06,855	₹ (2,86,29,710)	₹ (18,606.02)
Proposed Dividend	Nil	Nil	NIL
Extent of shareholding (in Percentage)%	55.54%	100%	100%

*Bracket indicates Negative Figures.

Ω Subsidiaries of SMS Envocare Limited(Wholly Owned subsidiary of SMS Limited w.e.f. 28.03.2024)

Sr. No.	21	22	23
Name of the Subsidiary	Ω SMS Water Grace Mediawaste Management Private Limited	Ω Nilawars Watergrace Waste Management Private Limited	Ω Western Integrated Waste Management Facility Private Limited
The date since when Subsidiary was acquired	09/08/2013	26/03/2024	31/03/2024
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR	INR	INR
Share capital (Paid-up)	₹ 1,90,28,000	₹ 39,00,000	₹ 3,00,00,000
Reserves & surplus	₹ 7,36,33,601	₹(39,29,369.54)	₹(483,524)
Total assets	₹ 11,90,78,989	₹8,851.40/-	₹6,08,75,569
Total Liabilities	₹ 2,64,17,388	₹38,220.94/-	₹ 3,13,59,093
Investments	NIL	NIL	Nil
Turnover	₹ 6,95,20,259	NIL	Nil
Profit before taxation	₹ 2,55,14,893	₹ (82,180.54)	₹(27529)
Provision for taxation	₹ 2,08,005	Nil	₹(2947)
Profit after taxation	₹ 2,53,06,887	₹ (82,180.54)	₹ (24582)
Proposed Dividend	NIL	NIL	Nil
Extent of shareholding (in Percentage)%	56.02%	99.74%	51%

*Bracket indicates Negative Figures.

Ω Subsidiaries of SMS Envocare Limited(Wholly Owned subsidiary of SMS Limited w.e.f. 28.03.2024)

Sr. No.	23	24	25
Name of the Subsidiary	Ω Watergrace Biomedical Waste Private Limited	↪ Envotech Waste Management Limited	♪ Procohat Technologies Private Limited
The date since when Subsidiary was acquired	11/12/2023	17/11/2011	MOU dated 28/06/2024 SH-4-06/08/2024
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025	01/04/2024 To 31/03/2025
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR	INR	INR
Share capital (Paid-up)	₹1,00,000	₹10850000	₹1,00,000
Reserves & surplus	₹(39,058)	₹(10895075.08)	₹(1,16,25,586.69)
Total assets	₹ 95,162	₹ 33,99,38,488.92	₹ 1,91,04,478.79
Total Liabilities	₹ 34,220	₹ 33,99,83,564.00	₹ 3,06,30,065.69
Investments	Nil	₹ 28,90,49,544.00	₹ 4,61,478
Turnover	Nil	NIL	₹69,96,683.68
Profit before taxation	₹ (39,058)	₹(48,344.19)	₹ (1,55,85,964.73)
Provision for taxation	Nil	NIL	₹ (39,04,985)
Profit after taxation	₹ (39,058)	₹(48,344.19)	₹ (1,16,80,979.92)
Proposed Dividend	Nil	NIL	Nil
Extent of shareholding (in Percentage)%	51%	100%	51%

*Bracket indicates Negative Figures.

Ω Subsidiaries of SMS Envocare Limited (Wholly Owned subsidiary of SMS Limited w.e.f. 28.03.2024)

↪ Ceased as a subsidiary of SMS Envocare Limited and as a step-down subsidiary of SMS Limited w.e.f. 20.03.2022

♪ Subsidiaries of SMS Infolink Private Limited (Wholly Owned subsidiary of SMS Limited)

(Note: The following information shall be furnished at the end of the statement:)

1. Names of subsidiaries which are yet to commence operations:

SMS Waste Management Private Limited, SMS Mining Limited
SMS Hazardous Waste Management Private Limited

Name of the step-down subsidiaries which are yet to commence operations:

Enviroprotect Waste Management Limited, SMS Greentech Private Limited, Nilawars Watergrace Waste Management Private Limited, Western Integrated Waste Management Facility Private Limited, and Watergrace Biomedical Waste Private Limited:

2. Names of subsidiaries which have been liquidated or sold during the year.-

- ✕ Enviroprotect Waste Management Limited was under the process of strike-off as at 31 March 2025. Further, after the close of the financial year and prior to the date of this Report, the Company was struck off on 02 June 2025.
- ✕ Envotech Waste Management Limited: Cease to be a step-down subsidiary of the Company and subsidiary of SMS Envocare Limited w.e.f. 20.03.2025.

SMS

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act,
2013 related to Associate Companies and Joint Ventures

ASSOCIATES

SL. NO.		1	2
Name of Associates/ Joint Ventures		*RCCL Infrastructure Ltd.	SMS AAMW Tollways Pvt. Ltd.
Latest audited Balance Sheet Date		2023-24	2024-25
Date on which the Associate or Joint Venture was associated or acquired		31/03/2004	09/05/2011
Shares of Associate/Joint Ventures held by the company on the year-end	No.	15,65,200	2,600
	Amount of Investment in Associates/Joint Venture	₹ 1,56,52,000	₹ 26,000
	Extend of Holding (in Percentage)%	34%	26%
Description of how there is significant influence		Significant influence due to 34% of Share Capital	Significant influence due to 26% of Share Capital
Reason why the associate/joint venture is not consolidated		Unavailability of Financial Statement	consolidated
Networth attributable to Shareholding as per latest audited Balance Sheet			₹ (8,51,37,489.00)/-
Profit / Loss for the year	i) Considered in Consolidation		₹ (72.80)/-
	ii) Not Considered in Consolidation	-	-

*RCCL Infrastructure Ltd. Non receipt of Financial statements for F.Y. 2024-25.

- Names of associates or joint ventures which are yet to commence operations-None
- Names of associates or joint ventures which have been liquidated or sold during the year.Nil

JOINT VENTURES

SL. NO.		1	2	3
Name of Associates/ Joint Ventures		SMS Infrastructure Ltd. & D. Thakkar Construction Pvt. Ltd.(JV)	SMS Infrastructure Ltd.-Aarti infra-Projects Pvt. Ltd(JV)	SMS Infrastructure Ltd. Shreenath Enterprises (JV)
Latest audited Balance Sheet Date		2024-2025	2024-2025	2024-2025
Date on which the Associate or Joint Venture was associated or acquired		04/12/2008	24/07/2010	08/06/2009
Shares of Associate/Joint Ventures held by the company on the year-end	No.	-	-	-
	Amount of Investment in Associates / Joint Venture	₹ 3,11,58,380	₹ 37,21,921	₹ 2,00,314
	Extent of Holding (in Percentage)%	70%	51%	36.50%
Description of how there is a significant influence		Joint control over the economic activity of the entity	Joint control over the economic activity of the entity	Joint control over the economic activity of the entity
Reason why the associate/joint venture is not consolidated		Consolidated	Consolidated	Financials were not available at the time of consolidation
Networth attributable to Shareholding as per latest audited Balance Sheet		₹ 2,99,76,521	₹ 2,19,02,583	₹ 69,69,495
Profit / Loss for the year	i) Considered in Consolidation	₹ 1,23,022	₹ (6,286)	NIL
	ii) Not Considered in Consolidation	-	-	-

SL. NO.		4	5	6
Name of Associates/ Joint Ventures		SRRCIPL-SMSL-BEKEM(JV)	Shaktikumar M. Sancheti Ltd & S.N. Thakkar Construction Pvt. Ltd. (JV)	GSJ Envo Ltd in Consortium with SMS Infrastructure Ltd.
Latest audited Balance Sheet Date		2024-2025	2024-2025	2024-2025
Date on which the Associate or Joint Venture was associated or acquired		11/11/2016	14/11/2005	10/07/2012
Shares of Associate/Joint Ventures held by the company on the year-end	No.	-	-	-
	Amount of Investment in Associates / Joint Venture	₹ (2,04,241)	₹ 2,84,03,932	₹ 1,05,48,386
	Extent of Holding (in Percentage)%	20%	65%	70%
Description of how there is a significant influence		Joint control over the economic activity of the entity	Joint control over the economic activity of the entity	Joint control over the economic activity of the entity
Reason why the associate/joint venture is not consolidated		Consolidated	Consolidated	Consolidated
Networth attributable to Shareholding as per latest audited Balance Sheet		₹ 4,43,36,562	₹ 4,51,07,844	₹ 1,23,35,066
Profit / Loss for the year	i) Considered in Consolidation	₹ (2000)	₹ 5,23,968	₹ 50,250
	ii) Not Considered in Consolidation	-	-	-

SL. NO.		7	8	9
Name of Associates/ Joint Ventures		SMSIL KTCO(JV)	BHARTIYA SMSIL(JV)	SMSIL-MBPL-BRAPL (JV)
Latest audited Balance Sheet Date		2024-2025	2024-2025	2024-2025
Date on which the Associate or Joint Venture was associated or acquired		06/03/2008	07/06/2012	10/05/2016
Shares of Associate/Joint Ventures held by the company on the year-end	No.	-	-	-
	Amount of Investment in Associates/ Joint Venture	₹ 2,72,478	₹ 11,37,660	₹ (9,84,056)
	Extent of Holding (in Percentage)%	50%	49%	57%
Description of how there is a significant influence		Joint control over the economic activity of the entity	Joint control over the economic activity of the entity	Joint control over the economic activity of the entity
Reason why the associate/joint venture is not consolidated		Consolidated	Consolidated	Consolidated
Networth attributable to Shareholding as per latest audited Balance Sheet		₹ 5,44,955	₹ 1,10,40,431	₹ (38,50,432)
Profit / Loss for the year	i) Considered in Consolidation	₹ (31,153)	₹ (2940.98)	₹ (11,29,598.25)
	ii) Not Considered in Consolidation	-	-	-

SL. NO.		10	11	12
Name of Associates/ Joint Ventures		Gannon Dunkerley & Co. Ltd. and SMS Infrastructure Ltd (JV)	SMSL- SRRCIPL(JV)	SMSIL-MBPL(JV)
Latest audited Balance Sheet Date		2024-2025	2024-2025	2024-2025
Date on which the Associate or Joint Venture was associated or acquired		03/09/2015	23/01/2016	08/05/2018
Shares of Associate/Joint Ventures held by the company on the year end.	No.	-	-	-
	Amount of Investment in Associates/Joint Venture	NIL	₹ 87,49,421	₹ 31,25,388
	Extent of Holding (in Percentage)%	40%	60%	59.84%
Description of how there is significant influence		Joint control over the economic activity of the entity	Joint control over the economic activity of the entity	Joint control over the economic activity of the entity
Reason why the associate/joint venture is not consolidated		Consolidated	Consolidated	Consolidated
Networth attributa- ble to Shareholding as per latest audited Balance Sheet		₹ 0	₹ 87,35,547	₹ 1,11,15,634
Profit / Loss for the year	i) Considered in Consolidation	₹ 0	₹ (1,079)	₹ (12,65,844.76)
	ii) Not Considered in Consolidation	-	-	-

SL. NO.		13	14	15
Name of Associates/ Joint Ventures		MEGHE SMS HEALTH SCIENCES CONSORTIUM (SPV)	AGIPL-SMSIL (JV)	SANBRO CORPORATION*
Latest audited Balance Sheet Date		2024-2025	2024-2025	2024-2025
Date on which the Associate or Joint Venture was associated or acquired		20-03-2020	18-01-2021	Not Available
Shares of Associate/Joint Ventures held by the company on the year end.	No.	-	-	-
	Amount of Investment in Associates/Joint Venture	₹ 18,79,977	₹ 96,358	₹ (87,76,573)
	Extent of Holding (in Percentage)%	50%	20%	26%
Description of how there is significant influence		Joint control over the economic activity of the entity	Joint control over the economic activity of the entity	Joint control over the economic activity of the entity
Reason why the associate/ joint venture is not consolidated		Consolidated	Consolidated	Consolidated
Networth attributable to Shareholding as per latest audited Balance Sheet		₹ 60,34,285	₹ 4,81,789	₹ (87,93,857)
Profit / Loss for the year	i)Considered in Consolidation	-	₹ 1,04,140.25	₹ (17,284)
	ii)Not Considered in Consolidation	-	-	-

SL. NO.		16	17	18
Name of Associates/ Joint Ventures		M/S SAKET SMSL (JV)	SRRCIPL-SMSL JV	SRRCIPL-SMSL JV MAHABUBNAGAR
Latest audited Balance Sheet Date		2024-2025	2024-2025	2024-2025
Date on which the Associate or Joint Venture was associated or acquired		12-12-2019	15-04-2021	04-08-2022
Shares of Associate/Joint Ventures held by the company on the year end.	No.	-	-	-
	Amount of Investment in Associates/Joint Venture	₹ (23,70,013)	₹ (11,477)	₹ (2,89,566)
	Extent of Holding (in Percentage)%	40%	30%	20%
Description of how there is significant influence		Joint control over the economic activity of the entity	Joint control over the economic activity of the entity	Joint control over the economic activity of the entity
Reason why the associate/ joint venture is not consolidated		Consolidated	Consolidated	Consolidated
Networth attributable to Shareholding as per latest audited Balance Sheet		₹ 71,66,510	₹ (3,53,686)	₹ (14,37,831)
Profit / Loss for the year	i)Considered in Consolidation	₹ 31,03,589	₹ (19,017)	₹ (98,706)
	ii)Not Considered in Consolidation	-	-	-

SL. NO.		19	20
Name of Associates/ Joint Ventures		SMSIL-MBPL JV DURG-PACKAGE A	SRRCIPL-SMSL JV SHARAVATI
Latest audited Balance Sheet Date		2024-2025	2024-2025
Date on which the Associate or Joint Venture was associated or acquired		05-08-2022	22-02-2023
Shares of Associate/Joint Ventures held by the company on the year end.	No.	-	-
	Amount of Investment in Associates/Joint Venture	₹ 2,70,83,960	-
	Extend of Holding (in Percentage)%	60%	20%
Description of how there is significant influence		Joint control over the economic activity of the entity	Joint control over the economic activity of the entity
Reason why the associate/joint venture is not consolidated		Consolidated	Financials were not available at the time of consolidation
Networth attributable to Shareholding as per latest audited Balance Sheet		₹ 4,56,53,623	₹ 5,95,867
Profit / Loss for the year	i) Considered in Consolidation	₹ 0	-
	ii) Not Considered in Consolidation	-	₹ 6,65,333

1. Names of ~~associates or~~ joint ventures which are yet to commence operations- NIL

2. Names of associates or joint ventures which have been liquidated or sold during the year -NIL

3. Names of entities with whom Company entered into joint ventures agreement

4. Names of associates or joint ventures written off: NIL

FOR AND ON BEHALF OF THE BOARD

Anand Sancheti

Hemant Lodha

Dated: 18th September, 2025
Place: Nagpur

Managing Director
DIN: 00953362

Add 10, Hindustan Colony
Amaravati Road Bharat
Nagar Nagpur-440033

Whole Time Director
DIN: 01654145

Add: 206 Civil Lines GPO
Square, Himalaya Paradise,
Nagpur, 440010

S M S

ANNEXURE – IV

Prescribed Particulars of remuneration of Director and Employees.

DISCLOSURE AS REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULE, 2014 AS AMENDED BY THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016 (As on 31.03.2025)

INFORMATION OF THE TOP 10 EMPLOYEES IN TERMS OF REMUNERATION DRAWN:-

S.N.	Name of the employee	Designation	Remuneration received gross (₹)	Nature Of Employment (whether contractual or otherwise)	Qualifications	Experience (in years)	Date of commencement of employment	Age	Last employment	Percentage equity (if any)	Employee is relative of any director or manager (name of director or manager)
1	Mr Nirbhay Sancheti	Whole Time Director	₹ 2,24,40,792/-	Permanent	BBA, M.Sc	9.11	01-Apr-2015	35	Self employed	17.72%	NO
2	Mr Anand Sancheti	Managing Director	₹ 2,21,04,780/-	Permanent	B Com & Diploma in Finance	27.10	08-May-1997	53	Since incorporation	23.50%	NO
3	Mr Paramveer Abhay Sancheti	Whole Time Director	₹ 1,46,22,900/-	Permanent	Diploma in Business and Academic English	12.2	01-Apr-2012	37	Self employed	15.66%	Akshay Sancheti
4	Mr Akshay Abhay Sancheti	Whole Time Director	₹ 1,46,22,900/-	Permanent	BE -Civil	12.8	01-Nov-2012	35	Self employed	15.66%	Paramveer Sancheti
5	Mr Dilip Surana	Whole Time Director	₹ 1,34,96,424/-	Permanent	Diploma in Civil	32	24-May-2007	60	Self employed	0	NO
6	Mr Praveen Kumar Jain	COO - Metal Mines	₹ 1,17,48,744/-	Permanent	BE Mining	38	19-Dec-2022	63	Samta Mines	0	NO
7	Mr Kasaraneni Ramchandra Rao .	VP and Head Mining	₹ 97,98,000/-	Permanent	M-TECH - Rock Mechanics	41	1-Mar-2018	67	VNIT - NAGPUR	0	NO

8	Mr Sunil Daithankar	AVP- Mining	₹ 71,44,728/-	Permanent	B TECH Mining	37	01-Jan-2016	58	Monnet Ispat & Energy Ltd	0	NO
9	Mr Gudivada Srinivasa Rao	Sr. DGM- Mining	₹ 70,22,172/-	Permanent	M-TECH Mining	25	01-Jan-2011	49	SCCL	0	NO
10	Mr Mahipal Singh Bisht	General Manager- E&M	₹ 47,14,836/-	Permanent	DIPLOMA- Mechanical	23	02-May-2024	49	Aurobindo	0	NO

Sr.-Senior, AGM -Assistant General Manager, DGM - Deputy General Manager, GM - General Manager, VP- Vice President, AVP- Associate,Vice President COO-Chief Operating Officer

FOR AND ON BEHALF OF THE BOARD

Anand Sancheti

Hemant Lodha

Dated: 18th September, 2025
Place: Nagpur

Managing Director
DIN: 00953362
Add 10, Hindustan Colony,
Amaravati Road, Bharat Nagar,
Nagpur-440033

Whole Time Director
DIN: 01654145
Add: 206 Civil Lines GPO Square,
Himalaya Paradise, Nagpur, 440010

S M S

INDEPENDENT AUDITOR'S REPORT

To the Members of SMS Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of SMS Limited ("the Company"), which comprise the balance sheet as at 31st March 2025, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information. (hereinafter referred to as "the standalone financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and Profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

V. K. SURANA & CO.

CHARTERED ACCOUNTANTS

V.C.A. COMPLEX, CIVIL LINES, NAGPUR – 440 001

Ph. No.: (0712) 2997550/51

e-mail:info@vksca.com

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period.

These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	The Key Audit matters	How our audit addressed the key audit matter / Auditor's Response
1.	<p>Evaluation of impairment of Non-Current Investments and Current Loans.</p> <p>Investments and Loans are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If such evidence exists, impairment loss is determined and recognised of accounting policies to the standalone financial statements.</p> <p>We identified the assessment of impairment indicators and resultant provision, if any, in respect of investment as a key audit matter because of</p> <ul style="list-style-type: none">• The significance of the amount of these investments in the standalone Balance Sheet.• Performance and net worth of these entities and• The degree of management judgement involved in determining the recoverable amount of these investments including: <p>Valuation assumptions Business assumptions used by management, such as sales growth and costs and the resultant cash flows projected to be generated from these investments.</p> <p>Refer Note No. 6, 6A and 12 to the Standalone Financial Statements.</p>	<p>Principal Audit Procedures</p> <p>Our audit procedures in respect of impairment of investment in and Loans given, included the following:</p> <ul style="list-style-type: none">• Testing design, implementation and operating effectiveness of key controls over the impairment review process including the review and approval of forecasts and review of valuation models;• Assessing the valuation methodology used by management and management review control is around making the assessment and testing the mathematical accuracy of the impairment models;• Evaluating the reasonableness of the valuation assumptions used by management through reference to external market data;• Challenging the appropriateness of the business assumptions used by management, such as sales growth, cost and the probability of success of new products;• Evaluating past performance where relevant and assessed historical accuracy of the forecast produced by the management;• Enquiring and challenging management on the commercial strategy associated with the products to ensure that it was consistent with the assumptions used in estimating future cash flows;• Considering whether events or transactions that occurred after the balance sheet date but before the reporting date affect the conclusions reached and the associated disclosures; and• Performing sensitivity analysis of key assumptions, including future revenue growth rates applied in the valuation models.
2.	<p>Evaluation of Contingent Liabilities</p> <p>Claims against the company not acknowledged as debts is disclosed in the Note No.- 41(A) to the Standalone Financial Statement.</p> <p>The existence of the payments against these claims requires management judgment to</p>	<p>Principal Audit Procedures</p> <p>Our audit procedures include the following substantive procedures:</p>

V. K. SURANA & CO.

CHARTERED ACCOUNTANTS

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Sr. No.	The Key Audit matters	How our audit addressed the key audit matter / Auditor's Response
	<p>ensure disclosure of most appropriate values of the contingent liabilities. The Company is undergoing legal proceedings on disputed tax demands. The Company's management has assessed that the probability of success of the demand is remote and accordingly not provided for the disputed demands.</p> <p>Management judgement is involved in assessing the accounting for demands, and in considering the probability of a demand being successful and accordingly designated this as a key audit matter.</p>	<ul style="list-style-type: none"> • Obtained understanding of Demand / dispute raised in respect of statutory dues and other legal cases against the company; • We along with our internal tax experts – <ul style="list-style-type: none"> a) Read and analysed select key correspondences, external legal opinions / consultations by management in this regards; b) Discussed with appropriate senior management and evaluated management's underlying key assumptions of not creating provisions in this regards; c) Assessed management's estimate of the possible outcome of the disputed cases.
3.	<p>Revenue recognition in respect of claims for differential tax consequent to migration of Indirect taxes into Goods and Services Tax: Company is having various works contract, some of which are inclusive of taxes, some are exclusive of taxes and some are exempt. But after introduction of GST with effect from 1st July, 2017, exempt contract becomes taxable and also in cases of inclusive contract there is increase in tax rate from the rates prevailing at the time of execution of original contract. This resulted in increased tax liability and reduced margin on the company against which company has raised the claim on concerned Department. Outcome of some claim is still pending with the Department. But on the basis of opinion taken from the legal advisor, the company made the provision for the GST impact in books of account.</p> <p>Management estimation is involved in assessing the outcome of the claim raised by the company, and in considering the probability of a recovery of the claims and accordingly designated this as a key audit matter.</p> <p>Refer Note No. - 52 to the Standalone Financial Statements.</p>	<p>Principal Audit Procedures</p> <p>Our audit procedures include the following substantive procedures:</p> <ul style="list-style-type: none"> • Read, analysed and identified contracts in view of the clause of Levy, Rates and Collection of Indirect tax from the Customer / Department. • Considered the terms of the contracts to determine the transaction price i.e. whether it is inclusive of the Indirect Taxes or not. • Considered the fact as to whether separate conditions are mentioned in the Contract related to change in Indirect Tax Rates / Indirect Tax Law. • Read and analysed select key correspondences, external legal opinions / consultations by management in this regards; • Assessed management's estimate of the possible recovery of the claim raised to the Department.

Emphasis of Matter

1. We draw attention to Note No. 55 of the standalone financial statements regarding investment in equity shares of Pt. SMS Minerals International, interest bearing loan given and trade receivable. This foreign entity is in the business of coal mining in the province of Sumatra. This foreign entity have huge reserves of coal and in the past a substantial portion of the same was mined which resulted in profit in past years. However, subsequently due to diversion of river and certain other issues, the mining of balance reserves could not be undertaken as coal reserves was stuck beneath the river and over the past few years there has been no /negligible business in foreign entity. The application for river diversion had already been put up with the concerned authorities in Indonesia, but no approval has been received so far. In the meanwhile, SMS Ltd. is also exploring to sell and transfer the business interest. In the year 2023, an understanding has arrived to the said effect whereby the company has entered into a term sheet with a prospective buyer to sell off the investment in above foreign entity. However, looking at the past performance of the business and regulatory challenges, the possibility to recover the amount from said foreign entity is uncertain. As such on a prudent basis, the Company has made provision for doubtful loans and debt in the books totalling to Rs.7462.36 Lacs. However, this action will not impact the right of SMS Ltd to recover the said amount in future from foreign entities.

2. We draw attention to Note No. – 6(C & D) of the standalone financial statements regarding – Investment in Partnership Firm and Association of Person, wherein due to non-availability of financial statement as on the date of signing of standalone financial statement, the share in profit / (loss) of the all the Partnership firm and Association of Person is not accounted and the value of investment as on Balance Sheet date disclosed based on last year financials. Our opinion is not modified in respect of these matters.

Likewise, wherever the financial statement of subsidiaries and associate companies have not been received, the investments have been carried at cost without testing impairment thereof. As per the provisional financial statements and other relevant records, no major impairment losses are expected.

3. We draw attention to the standalone financial statements wherein balance confirmations of some of the parties are not received as on the date of signing of financial statement and are subject to confirmations.

Our opinion is not modified in respect of these matters.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for Preparation of other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone 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 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 Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit or loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors 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 the

Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 standalone 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 standalone 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to standalone financial statement 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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 standalone 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:

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

V. K. SURANA & CO.

CHARTERED ACCOUNTANTS

V.C.A. COMPLEX, CIVIL LINES, NAGPUR – 440 001

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- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act read with relevant rules.
- (e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to Standalone Financial Statements.
- (g) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements – Refer Note No. – 41(A) to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner

V. K. SURANA & CO.

CHARTERED ACCOUNTANTS

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Ph. No.: (0712) 2997550/51

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whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) the Companies (Audit and Auditors) Rules, 2014, as amended, as provided under (a) and (b) above, contain any material misstatement

- v. The Company has not declared any dividend (i.e. interim or final) during current financial year 2024-25, previous financial year 2023-24 and up to the date of our audit report. Accordingly, provisions of section 123 of the Companies Act 2013 is not applicable during current financial year 2024-25.
- vi. Based on our examination which included test checks, the Company has used accounting software’s for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.
2. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the “**Annexure B**” a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

V. K. SURANA & CO.

CHARTERED ACCOUNTANTS

V.C.A. COMPLEX, CIVIL LINES, NAGPUR – 440 001

Ph. No.: (0712) 2997550/51

e-mail:info@vksca.com

3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the information and explanations given to us, the remuneration paid / provided by the Company to its directors during the current year is in accordance with the requisite approvals as mandated by the provisions of section 197 of the Act read with Schedule V to the Act.

For V. K. Surana & Co.

Chartered Accountants

Firm Reg No.110634W

CA. Sudhir Surana

Partner

Membership No. 043414

Nagpur, May 21, 2025

UDIN:25043414BMLJND2054

SMS Limited**Standalone Balance Sheet as at 31st March' 2025**

(₹ in Lacs)

Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3A	58,538.26	45,450.58
(b) Capital Work in Progress	3B	5,763.28	1,423.58
(c) Investment Property	4	1,964.36	1,905.55
(d) Intangible Assets	5A	2.59	5.40
(e) Intangible assets under development	5B	-	-
(f) Financial Assets			
(i) Investments	6	20,438.45	20,896.71
(ii) Other Financial Assets	7	12,668.14	11,509.18
(g) Deferred tax assets (net)	36	938.53	1,604.94
(h) Other Non-Current Assets	8	5,717.62	5,243.47
Total Non-Current Assets		1,06,031.24	88,039.40
(2) Current Assets			
(a) Inventories	9	30,544.69	34,399.02
(b) Financial Assets			
(i) Investments	6A	2,091.13	1,608.23
(ii) Trade Receivables	10	28,232.80	28,440.87
(iii) Cash and Cash Equivalents	11A	201.80	224.05
(iv) Bank Balance other than (iii) above	11B	4,653.01	3,828.15
(v) Loans	12	12,052.62	4,278.87
(vi) Other Financial Assets	13	19,733.39	19,999.08
(c) Current tax assets (net)	37	3,236.89	4,189.87
(d) Other Current Assets	14	14,317.59	14,016.96
Total Current Assets		1,15,063.92	1,10,985.11
(3) Assets included in disposal group held for sale	14A	-	-
TOTAL ASSETS		2,21,095.16	1,99,024.52
EQUITY AND LIABILITIES			
(4) EQUITY			
(a) Equity Share Capital	15	1,026.14	1,026.14
(b) Other Equity	16	95,495.45	86,948.51
TOTAL EQUITY		96,521.59	87,974.65
(5) LIABILITIES			
(A) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	33,573.89	21,763.19
(ia) Lease Liabilities	17A	-	1,720.93
(ii) Other Financial Liabilities	18	4,798.75	4,708.01
(b) Provisions	19	1,642.24	1,686.63
(c) Other Non-Current Liabilities	20	14.49	543.44
Total Non-Current Liabilities		40,029.37	30,422.20

SMS Limited**Standalone Balance Sheet as at 31st March' 2025**

(₹ in Lacs)

Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
(B) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	37,027.88	32,916.69
(ia) Lease Liabilities	21A	1,345.55	4,803.89
(ii) Trade Payables dues to :			
Micro and Small Enterprises	22	452.14	1,111.38
Other than Micro and Small Enterprises	22	27,137.92	20,249.48
(iii) Other Financial Liabilities	23	14,276.84	17,787.32
(b) Other Current Liabilities	24	3,255.67	1,723.69
(c) Provisions	25	1,048.20	2,035.21
Total Current Liabilities		84,544.20	80,627.66
TOTAL LIABILITIES		1,24,573.57	1,11,049.87
TOTAL EQUITY AND LIABILITIES		2,21,095.16	1,99,024.52

Material Accounting Policies

2

The accompanying notes are an integral part of the standalone financial statements.

As per our audit report of even date.

For V. K. Surana & Co.

For and on behalf of the Board

Chartered Accountants

Firm Registration No. :110634W

ANAND S. SANCHETI

Managing Director

DIN: 00953362

HEMANT LODHA

Whole Time Director

Commercial

DIN:01654145

CA Sudhir Surana

Partner

Membership No. 043414

Place : Nagpur

Date :21/05/2025

UDIN : 25043414BMLJND2054

SMITA P. AGARKAR

Company Secretary

RAJESH K. GUPTA

Chief Financial Officer

SMS Limited
Statement of Profit and Loss for the Year ended on 31st March'2025

(₹ in Lacs)

Particulars	Note No.	Year ended 31st March 2025	Year ended 31st March 2024
Revenue from Operations	26	1,50,508.94	1,38,622.72
Other Income	27	3,349.89	5,033.00
Total Income		1,53,858.84	1,43,655.72
Expenses :			
Cost of Project Material Consumed	28	45,306.04	36,741.78
Change in Inventories of Work in Progress	29	3,754.44	6,537.05
Direct Expenses	30	56,632.81	54,454.37
Employee Benefits Expenses	31	15,386.56	14,287.87
Unwinding of lease liabilities	32	1,882.11	3,520.51
Finance Costs	33	9,318.98	8,011.49
Depreciation and Amortization Expenses	34	5,943.83	5,444.46
Other Expenses	35	5,202.54	4,590.08
Total Expenses		1,43,427.29	1,33,587.61
Profit/(Loss) before exceptional items and tax		10,431.54	10,068.12
Exceptional Items	38	-	(507.19)
Profit/(Loss) before tax		10,431.54	9,560.92
Tax Expenses			
(1) Current tax	37	2,195.37	1,805.41
(2) Adjustment of tax relating to earlier periods	37	(394.70)	2.45
(3) Deferred tax	36	585.23	1,529.43
Total Tax Expenses		2,385.90	3,337.28
Profit/(Loss) for the year		8,045.65	6,223.64
Other Comprehensive Income			
Items that will not be reclassified to profit or loss:	16		
Re-measurement gains/ (losses) on defined benefit plans		(37.17)	(77.25)
Fair value changes on Equity Instruments through other comprehensive income		601.95	387.03
Less: Tax effect		76.72	18.09
Net other comprehensive income of Items that will not be reclassified to profit or loss		488.05	291.69
Items that will be reclassified to Profit or Loss :	16		
Fair value changes in Debt Instruments through other comprehensive income		17.70	56.06
Less: Tax effect		4.45	19.59
Net other comprehensive income of Items that will be reclassified to profit or loss		13.24	36.47
Other comprehensive income for the year, net of tax		501.29	328.16
Total Comprehensive Income for the year		8,546.94	6,551.81

SMS Limited**Statement of Profit and Loss for the Year ended on 31st March'2025**

(₹ in Lacs)

Particulars	Note No.	Year ended 31st March 2025	Year ended 31st March 2024
Earning Per Equity share (Par value of ₹ 10 each)	39		
Basic (In ₹) after exceptional items		78.41	60.65
Basic (In ₹) before exceptional items		78.41	65.59
Diluted (In ₹) after exceptional items		78.41	60.65
Diluted (In ₹) before exceptional items		78.41	65.59

Material Accounting Policies

2

The accompanying notes are an integral part of the standalone financial statements.

As per our audit report of even date.

For V. K. Surana & Co.

Chartered Accountants

Firm Registration No. :110634W

For and on behalf of the Board

ANAND S. SANCHETI

Managing Director

DIN: 00953362

HEMANT LODHA

Whole Time Directo

Commercial

DIN:01654145

CA Sudhir Surana

Partner

Membership No. 043414

Place : Nagpur

Date :21/05/2025

UDIN : 25043414BMLJND2054

SMITA P. AGARKAR

Company Secretary

RAJESH K. GUPTA

Chief Financial Office

SMS Limited
Standalone Statement of Changes in Equity for the year ended 31st March' 2025

(₹ in Lacs)

A. EQUITY SHARE CAPITAL

Particulars	Note No.	Number of Shares	Amount
Balance as at 1st April 2024		10261382.00	1,026.14
Changes in equity share capital during the year		-	-
Balance as at 31st March 2025	15	10261382.00	1,026.14
Balance as at 1st April 2023		10261382.00	1,026.14
Changes in equity share capital during the year		-	-
Balance as at 31st March 2024		10261382.00	1,026.14

B. OTHER EQUITY (Refer Note No. 16)

Particulars	Reserves and Surplus				Items of Other Comprehensive Income			Total equity attributable to equity holders
	Securities premium	General reserve	Retained earnings	Capital Reserve	Re-measurement gains/ (losses) on defined benefit plans	Fair value changes on Equity Instruments through other comprehensive income	Fair value changes in Debt Instruments through other comprehensive income	
Balance as at 1st April 2024	10,647.69	1,402.99	74,394.63	1,599.00	203.03	(1,352.72)	53.88	86,948.51
Profit for the year	-	-	8,045.65	-	-	-	-	8,045.65
Other comprehensive income	-	-	-	-	(27.82)	515.87	13.24	501.29
Balance as at 31st March 2025	10,647.69	1,402.99	82,440.28	1,599.00	175.21	(836.85)	67.12	95,495.45
Balance as at 1st April 2023	10,647.69	1,402.99	60,632.31	-	253.29	(1,694.66)	17.41	71,259.03
Profit for the year	-	-	6,223.64	-	-	-	-	6,223.64
Other comprehensive income	-	-	-	-	(50.26)	341.95	36.47	328.16
Additions during the year due to merger of AGSTPL	-	-	7,538.68	1,599.00	-	-	-	9,137.68
Balance as at 31st March 2024	10,647.69	1,402.99	74,394.63	1,599.00	203.03	(1,352.72)	53.88	86,948.51

General Reserve

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

Retained Earning

This reserve represent undistributed accumulated earnings of the company as on the date.

Securities Premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013

Fair value changes on Equity Instruments through other comprehensive income

This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments on the balance sheet date measured at fair value through other comprehensive income.

Fair value changes on Debt Instruments through other comprehensive income

This reserve represents the cumulative gains and losses arising on the revaluation of debt instruments on the balance sheet date measured at fair value through other comprehensive income. The reserves accumulated will be reclassified to retained earnings, when such instruments are disposed.

Re-measurement gains/ (losses) on defined benefit plans

This amount represents Actuarial gains and losses related to changes in the present value of the defined benefit obligation resulting from experience adjustments (the effects of differences between the previous actuarial assumptions and what has actually occurred); and the effects of changes in actuarial assumptions. This is in compliance with Ind AS 19 - Employee Benefits.

Material Accounting Policies

Refer Note 2

The accompanying notes are an integral part of the standalone financial statements.

As per our audit report of even date.

For V. K. Surana & Co.

Chartered Accountants

Firm Registration No. :110634W

For and on behalf of the Board

ANAND S. SANCHETI

Managing Director

DIN: 00953362

HEMANT LODHA

Whole Time Director

Commercial

DIN:01654145

CA Sudhir Surana

Partner

Membership No. 043414

Place : Nagpur

Date :21/05/2025

UDIN : 25043414BMLJND2054

SMITA P. AGARKAR

Company Secretary

RAJESH K. GUPTA

Chief Financial Officer

SMS Limited
Standalone Statement of Cash Flow for the year ended 31st March'2025

(₹ in Lacs)

Particulars	Year ended 31st March'2025	Year ended 31st March'2024
Cash Flow From Operating Activities		
Net profit before tax as per the statement of profit and loss (after exceptional item and tax thereon)	10,431.54	9,560.92
Non-Cash Adjustment for :		
Depreciation/amortization of Property, Plant and Equipment and Intangible	5,943.83	5,444.46
Unwinding of lease liabilities	1,882.11	3,520.51
Lease interest income	(14.79)	(187.09)
Interest earned but not due	(1.41)	(5.12)
Interest incurred but not due	290.00	54.22
Bad debt written off	148.63	149.70
Net (Gain) / Loss on foreign exchange fluctuation	319.44	328.75
Share of (profit)/loss in joint ventures	(1.61)	34.37
Profit/loss on discontinuation of lease	-	(91.35)
Exceptional loss on sale of investments	-	507.19
Impairment of Intangible assets	-	45.00
Adjustment for cash flows of other activities:		
Finance cost	9,318.98	8,011.49
Interest income on Loans	(1,202.16)	(1,599.16)
Interest income on Fixed Deposits	(351.09)	(328.49)
Interest income on Income Tax refund	(231.04)	(234.83)
Dividend income	(1,041.00)	(1,821.75)
(Profit)/loss on sale of fixed assets	(154.62)	(498.88)
Rental Income on investment property	(108.58)	(82.01)
Operating Profit Before Working Capital Changes	25,228.22	22,807.93
Adjustment for :		
Increase/(decrease) in trade payables	6,229.20	1,300.50
Increase / (decrease) in non current provisions net off OCI	(81.56)	431.06
Increase / (decrease) in current provisions	(987.00)	1,912.38
Increase/(decrease) in other current liabilities	1,531.98	172.08
Increase/ (decrease) in other non current liabilities	(528.95)	(1,607.78)
Increase/ (decrease) in other current financial liabilities	(3,800.48)	5,062.64
Increase/ (decrease) in other non current financial liabilities	90.74	(3,740.00)
Decrease/(increase) in other non current assets	(474.15)	(3,046.34)
Decrease/(increase) in current trade receivables	7.34	(13,998.12)
Decrease/(increase) in other current assets	(300.63)	1,168.23
Decrease/(increase) in other non current financial assets	(1,158.96)	578.76
Decrease/(increase) in other current financial assets	267.10	(9,622.28)
Decrease/(increase) in inventories	3,854.32	3,790.87
	29,877.17	5,209.94
Direct taxes paid including Income tax paid / TDS deducted/amount paid under appeal(net of refunds)	(616.63)	(2,449.65)
Net Cash Flow from/(used in) Operating Activities (A)	29,260.53	2,760.29
Cash Flow from Investing Activities		
Purchase of fixed assets, including intangible assets, CWIP and Capital Advances	(28,113.48)	(18,939.35)
Proceeds from sale of fixed assets	3,082.07	5,218.75
Proceeds from current investments	116.96	(73.34)
Proceeds from non-current investments	459.87	(6,872.42)
Fixed deposits with remaining maturity of less than 12 months	(824.85)	309.31
Increase in current loans	(7,897.51)	5,776.32
Interest income on Fixed Deposits	351.09	328.49
Interest income on Loans	1,202.16	1,599.16

SMS Limited**Standalone Statement of Cash Flow for the year ended 31st March'2025**

(₹ in Lacs)

Particulars	Year ended 31st March'2025	Year ended 31st March'2024
Dividends received	1,041.00	1,821.75
Lease interest income	14.79	187.09
Rental income on investment property	108.58	82.01
Additions during the year due to merger of AGSTPL	-	9,137.68
Net Cash Flow from/(used in) Investing Activities (B)	(30,459.33)	(1,424.55)
Cash Flow from Financing Activities		
Proceeds from long-term borrowings	11,686.91	8,955.72
Net movement in Lease liability	(5,302.57)	(3,283.54)
Proceeds from short-term borrowings	4,111.18	40.29
Finance cost	(9,318.98)	(8,011.49)
Net Cash Flow from/(used in) in Financing Activities (C)	1,176.54	(2,299.03)
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(22.25)	(963.29)
Cash and cash equivalents at the beginning of the year	224.05	1,187.34
Cash and Cash Equivalents at the end of the year	201.80	224.05
Components of Cash and Cash Equivalents		
Cash on hand	136.65	143.68
With banks- in current account	65.15	80.37
Total Cash and Cash Equivalents	201.80	224.05

Note:-The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

Material Accounting Policies

Refer Note 2

The accompanying notes are an integral part of the standalone financial statements.

As per our audit report of even date.

For and on behalf of the Board

For V. K. Surana & Co.

Chartered Accountants

Firm Registration No. :110634W

CA Sudhir Surana

Partner

Membership No. 043414

Place : Nagpur

Date :21/05/2025

UDIN : 25043414BMLJND2054

ANAND S. SANCHETI
Managing Director
DIN: 00953362

HEMANT LODHA
Whole Time Director
Commercial
DIN:01654145

SMITA P. AGARKAR
Company Secretary

RAJESH GUPTA
Chief Financial Officer

SMS Limited

1. Corporate information

SMS Limited is a public limited company domiciled in India and incorporated on May 08, 1997 under the provisions of the erstwhile Companies Act, 1956 having a registered office in Nagpur, Maharashtra, India. The company is engaged in the business of construction & commissioning and Lump Sum Turn Key facilities in various infrastructure projects like Road Bridges, Water Supply, Power Transmission, Underground Mining Work etc., for Central/State Governments, other local bodies and Private Sector in the Country and Waste Management activities.

2. Material Accounting Policy Information

2.1 Basis of preparation

The standalone financial statements comply in all material aspects with Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013(the Act) Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). These financial statements include Balance sheet, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows and notes, comprising a summary of significant accounting policies and other explanatory information and comparative information in respect of the preceding period.

The Standalone financial statements have been prepared under the historical cost convention with the exception of certain financial assets and liabilities which have been measured at fair value, on an accrual basis of accounting.

The Company's Standalone financial statements are reported in Indian Rupees, which is also the Company's functional currency, and all values are rounded to the nearest Lacs (INR 00,000), except when otherwise indicated.

2.2 Accounting Estimates

The preparation of the Standalone financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of Standalone financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

a. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material

adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the Standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the Standalone financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the Standalone financial statements.

b. Contract estimates

The Company, being a part of construction industry, prepares budgets in respect of each project to compute project profitability. The two major components of contract estimate are 'claims arising during construction period' (described below) and 'budgeted costs to complete the contract'. While estimating these components various assumptions are considered by the management such as (i) Work will be executed in the manner expected so that the project is completed timely (ii) consumption norms will remain same (iii) Assets will operate at the same level of productivity as determined (iv) Wastage will not exceed the normal % as determined etc. (v) Estimates for contingencies (vi) There will be no change in design and the geological factors will be same as communicated and (vii) price escalations etc. Due to such complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

c. Recoverability of claims

The Company has claims in respect of cost over-run arising due to client caused delays, suspension of projects, deviation in design and change in scope of work etc., which are at various stages of negotiation/ discussion with the clients or under arbitration. The realisability of these claims are estimated based on contractual terms, historical experience with similar claims as well as legal opinion obtained from internal and external experts, wherever necessary. Changes in facts of the case or the legal framework may impact realisability of these claims.

d. Liquidated damages for default

Liquidated damages (LD) are levied by the party/ client if the company (SMS limited) is not able to achieve targeted production, development or do not commence / complete the work within the stipulated period as per terms of contract.

However, such LD deducted from RA bill is most of the times is debatable and challengeable wherein the above default are not attributable to the company and are many a time due to default from the side of party or due to circumstance beyond the control of the company. Such LD is challenged by the Company and most of the time the same is waived off at the end of the project.

As such, such deduction from RA bill are accounted as amount deducted / levied by the party and debited to the withheld amount under non-current financial asset. At the same time the corresponding liability is disclosed as contingent liability under the nomenclature “claims from client”. However, the LD due to clear default / non compliances of terms of contract on the part of company, which is not challenged is duly accounted for in the year of levy/ deduction.

Such disputed LD, to the extent accepted by the Company is accounted for upon final settlement of the claim.

e. Defined benefit plans

The cost and present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

2.2 Summary of Material Accounting Policy Information

A. Property, plant and equipment and Intangible assets:

Property, plant and equipment

Property, plant and equipment are stated at the cost of acquisition or construction less accumulated depreciation and write down for, impairment if any. Direct costs are capitalized until the assets are ready to be put to use. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in the statement of profit or loss as incurred. Property, plant and equipment purchased in foreign currency are recorded at cost, based on the exchange rate on the date of purchase.

The Company identifies and determines cost of each component/ part of Property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the Property, plant and equipment and has useful life that is materially different from that of the remaining asset.

PPE retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.

Gains or losses arising from derecognition of Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of Property, plant and equipment and are recognized in the statement of profit and loss when the Property, plant and equipment is derecognized.

Mining assets

When the Company determines that the mining assets will provide sufficient and sustainable return relative to the risks and decided to proceed with the mine development, being commercially viable, all further pre-production primary development expenditure is capitalized as Property, Plant and Equipment under the heading “Mining Assets” together with any amount transferred from “Exploration and Evaluation” assets. The costs of mining assets include the costs of developing mining properties.

In circumstances where a property is abandoned, the cumulative capitalized costs relating to the property written off in the period in which it occurs i.e. when the Company determines that the mining property will not provide sufficient and sustainable returns relative to the risks and decides not to proceed with the mine development.

Capital work-in-progress

Cost of assets not ready for use at the balance sheet date are disclosed under capital work-in-progress

Intangible assets

Intangible assets purchased or acquired in business combination, are measured at cost as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any. The amortization period and the amortization method are reviewed at least at each financial year end. Internally developed intangible assets are stated at cost that can be measured reliably during the development phase and capitalized when it is probable that future economic benefits that are attributable to the assets will flow to the Company.

Depreciation methods, estimated useful lives and residual value.

Depreciation method, useful lives and residual values are reviewed periodically at the end of each financial year and adjusted prospectively if appropriate.

Depreciation on Property, Plant and equipment and investment property have been provided on the straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Mining properties

The capitalized mining properties are amortized on a unit-of-production basis over the total estimated remaining commercial proved and probable reserves of each property or group of properties and are subject to impairment review. Costs used in the unit of production calculation comprise the net book value of capitalized costs plus the estimated future capital expenditure required to access the commercial reserves.

Changes in the estimates of commercial reserves or future capital expenditure are dealt with prospectively.

Project specific assets are depreciated over the period of contract or useful life of the asset, whichever is lower.

All the Property, plant, equipment, and Intangible assets acquire during the year and having per unit cost is less than Rs. 10,000/- depreciated fully in the same year.

Particulars	(Life in Year)		
	Max of Life	Min of Life	Cost Less than Rs.10,000
Building	60	3	
Computer & Printer	6	2	< 1
Furniture & Fixture	10	3	< 1
Intangible Asset	5	3	
Investment Property(Building)	60	44	
Lease Land	95	95	
Office Equipment	5	5	< 1
Plant & Machinery	15	5	< 1
Mining Assets	20 years or Life of project whichever is lower		
Mining Land	5 years or Life of project whichever is lower		
Vehicle	10	4	

Note: In the case of second-hand Property, Plant, and Equipment (PPE), the useful life is estimated based on the asset's remaining economic benefits at the time of acquisition. A shorter useful life has been adopted compared to new assets, considering the wear and tear already incurred and the expected period over which the asset will provide future benefits.

B. Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is measured at cost.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

C. Financial instruments

FINANCIAL ASSETS

Initial recognition and measurement

Financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

Financial assets at amortized cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate (“EIR”) method. Impairment gains or losses arising on these assets are recognized in the Statement of Profit and Loss.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in the Statement of Profit and Loss. In respect of equity investments (other than for investment in subsidiaries and associates) which are not held for trading, the Company has made an irrevocable election to present subsequent changes in the fair value of such instruments in OCI. Such an election is made by the Company on an instrument by instrument basis at the time of transition for existing equity instruments/ initial recognition for new equity instruments.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognized in statement of profit and loss.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL. ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls),

De-recognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralized borrowing for the proceeds received.

EQUITY INSTRUMENT AND FINANCIAL LIABILITIES

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

Financial Liabilities

Initial recognition and subsequent measurement

Financial liabilities are recognized initially at fair value and in case of borrowing and payables, net of directly attributable cost.

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting Financial Liabilities

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

D. Employee Benefits:

a. Defined Contribution Plan

Contributions to defined contribution schemes such as provident fund, employees' state insurance and labour welfare fund are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further obligations beyond the monthly contributions.

b. Defined Benefit Plan

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognized in other comprehensive income. In

accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognized in OCI are not to be subsequently reclassified to statement of profit and loss. As required under Ind AS compliant Schedule III, the Company transfers it immediately to retained earnings.

c. Leave entitlement and compensated absences

1. Leave Entitlements: Mining Department

a. Earned Leave:

i. All regular employees are eligible for 24 days of leave in a year, credited at the rate of one day leave for every 15 days of working. Calendar year will be considered for the purpose of computing the earned leave. This leave will be credited in advance on the 1st January of the year, adjusted for the no. of days worked in the previous year.

ii. An employee on probation is entitled to avail one day leave per month during probation. Generally, the period of probation is for six months. If the probation is extended, the employee would continue to get one day leave per month. On completion of probation, the leave calculated at one day leave for every 15 days will be credited for the probation period as well as for the remaining period in that calendar year. Subsequently, for the following year, 24 days of leave, adjusted for the no. of days worked in the previous year, will be credited in advance as being done for a regular confirmed employee.

iii. The leave eligibility for trainees is same as for the probationers. Trainees are eligible for a day of leave per month during the training period. If the training period is extended, the employee would continue to get one day leave per month and on completion, leave calculated at one day leave for every 15 days will be credited for the training period as well as for the remaining period in that calendar year. Subsequently, for the following year, 24 days of leave, adjusted for the no. of days worked in the previous year, will be credited in advance as being done for a regular confirmed employee

b. Sick Leave:

The employees are eligible for 6 days (non encashable) sick leave effective from Jan.2024.

c. Examination Leave:

The company encourages people in their pursuit of higher education and continuous learning for professional development. As an incentive, the employees who are pursuing higher studies from a recognized institute / university, in the area of their current function in the Company, are granted special leave with pay on the day of examinations against production of documentary evidence. A maximum of 10 days per year for first attempt and 6 days for further attempts will be allowed per year. Only three attempts are permitted for the same paper. Such employees should have taken prior

permission from their HOD for pursuing the course and the same should have been forwarded to HR before joining the course.

d. Maternity Leave:

Women employees who have worked for not less than 80 days in the twelve months immediately preceding the expected date of delivery are entitled for maternity leave as per the Maternity Benefit Act, for a maximum period of 12 weeks, that is to say, six weeks up to and including the day of her delivery and six weeks immediately following that day.

In case of miscarriage, a woman employee is entitled for 6 weeks immediately following the day of her miscarriage.

e. Transfer Leave:

When an employee is transferred from one location to another location, s/he will be allowed to avail one day leave with pay, if the distance to the new location from the current location of posting is more than 250 KM but less than or up to 500 KM. If the distance is more than 500 KM, a maximum of two days of leave with pay can be availed within one week before or after relocating to the new location.

f. Leave during Notice period:

An employee who is serving notice period on resignation is not entitled to avail any kind of leave during the notice period. However, the balance leave if any may be adjusted in the notice period, on approval from the HOD. However, no encashment of leave will be allowed for the balance leave.

g. Leave without pay:

Employees are discouraged to take any leave without pay. However in cases of exigencies, an employee who does not have any leave balance may be sanctioned leave without pay.

h. This policy is applicable only to KCC workers;

The total EL balance at the time of leaving service is paid in F&F settlement to KCC workers.

i. Marriage Leave:

The employees are eligible for 10 days (non encashable) marriage leave, only after completion of 4 year of service from date of joining (DOJ).

j. Casual Leave:

The employees are eligible for 6 days (non encashable) casual leave (CL) effective from Jan.2024.

2. Leave Entitlements: Other than mining department

This year we have introduced Casual Leave (CL) and Sick Leave (SL) for the convenience of employees. From the New Year, Eight Days CL and Ten Days SL will be credited to leave account of all employees. These leaves are to be

availed during the calendar year else will lapse if not availed at the end of the year.

Now onwards every employee, who has worked for a period of two hundred and forty days (240) or more during a calendar year, shall be allowed during the subsequent calendar year, leave with wages for a number of days calculated at the rate of one day for every twenty days of work performed by the employee during the previous calendar year. This means any employee who has worked more than 240 days during calendar year will be granted 15 days EL during 2020.

Every employee shall now be entitled for eight days festival holidays in a calendar year including mandatory holidays on 26th January, 1st May, 15th August and 2nd October and balance four as mutually agreed on festivals.

In addition, for the convenience of employees during the festivals, out of 15 ELs, seven ELs will be adjusted in mutually agreed festival holidays and rest eight ELs will be credited to the leave account of the employee. Calendar for 8 festival holidays and 7 EL holidays will be promulgated before start of the new calendar year.

With introduction of new types of leave every employee who has worked for more than 240 days during calendar year will be granted 15 days EL, 8 days CL and 10 days SL with 8 days holidays in addition. This new scheme of holidays not only gives every employee additional leaves with freedom of using CL for meeting the urgent/planned requirement but also gives option of encashing Earned leave, if accumulated in excess of 45 as per the SAEA-2017.

Further to motivate and reward the hard working and dedicated employees with proven track record, management has decided to create a discretionary leave quota under IM, HODs and DICs. Under this scheme, if deserving employee exhausts his/her entire leave quota and due to exigencies he/she avails additional leave, then under discretionary leave quota IM, HOD and DIC can approve additional leave with wages for 2 days, 5 days and 5 days respectively. MD has powers to approve unlimited number of days of leave for well deserving employees with the recommendation of IM, HOD and DIC. This additional quota will be exercised by IM/HOD/DIC based on request by individual employee with supporting note for his/her outstanding performance.

d. Short-term Benefits

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognized as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-

accumulating compensated absences is recognized in the period in which the absences occur

E. Inventories

The stock of construction material, stores spares and embedded goods and fuel is valued at cost or net realizable value whichever is lower.

Cost is determined on weighted average basis and includes all applicable cost of bringing the goods to their present location and condition. Net realisable value is estimated selling price in ordinary course of business less the estimated cost necessary to make the sale.

The company is classifying shuttering material and the machine spares as inventory. The management is of the opinion that these inventory are a very large number of indistinguishable minor items and are used in more than one accounting period. Even though they meet the definition of Property Plant and Equipment, the management feels that it would be appropriate to aggregate individually all insignificant items and apply recognition criteria to the aggregate value. Further the company after the technical assessment has found that the estimated life of the shuttering material is five years and thus shuttering material shall depreciated in five years from the date of purchase. The value of machine spares will be depreciated within the life of machine to which the spares relate.

F. Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprises of cash at banks and on hand and short term deposits with an original maturity of three month or less, which are subject to an insignificant risk of changes in value.

G. Borrowing Cost:

Borrowing cost consists of interest and other cost that company incurred in connection with borrowing of fund.

Interest and other costs in connection with the borrowing of funds to the extent related/attributed to the acquisition/construction of qualifying fixed assets are capitalized up to the date when such assets are ready for their intended use. All other borrowing costs are charged to the statement of Profit & Loss.

Borrowing is classified as current liabilities unless the Company has unconditional rights to defer the settlement of the liability for at least 12 month after the reporting period. When there is breach of material provision of long term loan arrangement on or before the end of reporting period with the effect that liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the

lender agreed, after the reporting period and before the approval of financial statement, not to demand payment as a consequence of breach.

H. Foreign Currency Transactions:

a. Initial Recognition

Foreign currency transactions are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. However, for practical reasons, the Company uses a monthly average rate if the average rate approximates the actual rate at the date of the transactions.

b. Conversion

Monetary assets and liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

c. Treatment of Exchange Difference

Exchange differences arising on settlement/ restatement of short-term foreign currency monetary assets and liabilities of the Company are recognized as income or expense in the Statement of Profit and Loss. On transition to Ind AS, the Company has opted to continue with the accounting for exchange differences arising on long-term foreign currency monetary items, outstanding as on the transition date, as per previous GAAP. Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset and exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Translation Account" and amortized over the remaining life of the concerned monetary item.

I. Revenue recognition

As per IND AS 115 :- In respect of fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation, which is based on the physical measurement and survey of work actually completed and which is certified by the client. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.

Revenue from supply contract is recognized when threat the point in time when control is transferred to the customer.

A contract liability is the Company's obligation to transfer goods or services to a customer, for which the Company has already received consideration from customers. Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

Work in progress at the balance sheet date are quantities executed but not certified by the client therefore valued at itemized contract rate less taxes and profit i.e. against which revenue is not recognised as recognition criteria's are not fulfilled.

The Company disaggregates revenue from contracts with customers by nature of services.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

Use of material judgements in revenue recognition

- The Company's contracts with customers could include promises to transfer products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount

of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time.
- Revenue for fixed-price contract is recognised using percentage-of-completion method. The Company uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.
- Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalisation. Such costs are amortised over the contractual period or useful life of project whichever is less. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

b. Accounting for Claims are accounted as income in the period of receipt of arbitration award or acceptance by client or evidence of acceptance received. Interest awarded, being in the nature of additional compensation under the terms of the contract, is accounted as other operating revenue on receipt of favorable arbitration award.

c. Dividend Income is recognised when the right to receive the payment is established, which is generally when shareholders approve the dividend.

d. Finance income is accrued on a time proportion basis, by reference to the principal outstanding and the applicable EIR. Other income is accounted for on accrual basis. Where the receipt of income is uncertain, it is accounted for on receipt basis.

e. Change in accounting treatment of recognition of GST claim for migration from erstwhile indirect taxes to GST.

Company is having various works contract, some of which are inclusive of taxes, some are exclusive of taxes and some are exempt. But after introduction of GST with effect from 1st July, 2017, exempt contract became taxable and also in cases of inclusive contract there is increase in tax rate from the original contract. This resulted in decrease in turnover on the company against which company filed the claimed with the concern Department.

Till the FY 2021-22, the company has opted to account for the impact due to change in law as turnover in the books of account with corresponding recognition of claim receivable.

However, over the years the company identified that there is substantial difference in the amount of claim raised vis a vis claim actually allowed and also there is substantial delay in certification of the GST Impact by the Client. Due to this time lag in acceptance of claim and difference in the amount of claim it has been decided to treat such GST Impact as WIP until the same is approved by the client and book the GST impact as Turnover upon certification by the Department.

f. Income from profit from partnership firms and AOPs

The share in profit in LLP shall be recognised as income in the statement of profit and loss as and when the right to receive its profit share is established.

J. Taxes on Income:

Income tax comprises of current and deferred income tax. Income tax is recognised as an expense or income in the Statement of Profit and Loss, except to the extent it relates to items directly recognised in equity or in OCI.

a. Current Income Tax

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

b. Deferred Income Tax

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Minimum Alternative Tax (“MAT”) credit is recognised as an asset only when and to the extent it is probable that the Company will pay normal income tax during the specified period.

K. Leases:

As a lessee

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company’s incremental borrowing rate.

Generally, the company uses its incremental borrowing rate as the discount rate. Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change

in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The company has elected not to recognise right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Arrangements in the nature of lease

The Company enters into agreements, comprising a transaction or series of related transactions that does not take the legal form of a lease but conveys the right to use the asset in return for a payment or series of payments. In case of such arrangements, the Company applies the requirements of Ind AS 116 – Leases to the lease element of the arrangement. For the purpose of applying the requirements under Ind AS 116 – Leases, payments and other consideration required by the arrangement are separated at the inception of the arrangement into those for lease and those for other elements.

L. Prior period items:

Items of income or expenditure exceeding INR 10,00,000 are considered for being treated as prior period items.

M. Impairment of Non-Financial Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset, including intangible asset, may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Account.

Recoverable amount is determined:

- In case of an individual asset, at the higher of the assets' fair value less cost to sell and value in use; and
- In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified to the asset. In determining fair value less cost to sell, recent market transaction are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the Statement of Profit and Loss.

N. Bills Receivables and Trade Payable

Trade receivables

A receivable is classified as a 'trade receivable' if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortized cost using the EIR method, less provision for impairment.

Trade payables

A payable is classified as a 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms stated in the contract. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortized cost using the EIR method.

O. Earnings per share:

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

P. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates. Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

3A Property, plant and equipment

(₹ in Lacs)

Particulars	Land		Buildings	Plant and Equipments		Furniture and Fixtures	Vehicles	Office Equipments	Computers		Mining Asset	Road	Total
	Right of Used Assets	Freehold		Freehold	Right of Used Assets #				Freehold	Right of Used Assets			

(a) Gross carrying amounts

Balance as at 1st April 2024	0.95	41.24	3,626.53	55,514.00	10,532.26	471.30	6,146.47	832.69	644.71	60.15	1,916.99	-	79,787.30
Additions	-	-	453.87	22,183.26	380.00	77.25	372.00	109.86	108.13	-	-	-	23,684.37
Disposals	-	-	2.99	4,567.54	2,198.52	15.10	344.13	27.96	1.24	-	-	-	7,157.47
Interhead adjustment	-	-	-	(5.20)	-	-	5.20	-	-	-	-	-	-
Balance as at 31st March 2025	0.95	41.24	4,077.41	73,124.52	8,713.75	533.46	6,179.55	914.59	751.60	60.15	1,916.99	-	96,314.20

Balance as at 1st April 2023	0.95	41.24	3,515.51	41,862.48	16,927.10	452.66	5,447.17	733.80	631.16	60.15	1,916.99	-	71,589.20
Opening balance arise due to merger	-	-	-	37.04	-	-	-	-	4.31	-	-	-	41.34
Additions	-	-	128.66	17,462.81	-	34.65	913.09	117.97	86.47	-	-	-	18,743.64
Disposals	-	-	17.64	6,028.80	-	16.00	213.79	19.08	77.23	-	-	-	6,372.54
Discontinue of lease#	-	-	-	-	2,487.26	-	-	-	-	-	-	-	2,487.26
Modification of lease#	-	-	-	-	3,907.58	-	-	-	-	-	-	-	3,907.58
Transfer from Assets held-for-sale due to change in plan	-	-	-	2,180.48	-	-	-	-	-	-	-	-	2,180.48
Balance as at 31st March 2024	0.95	41.24	3,626.53	55,514.00	10,532.26	471.30	6,146.47	832.69	644.71	60.15	1,916.99	-	79,787.30

Particulars	Land		Buildings	Plant and Equipments		Furniture and Fixtures	Vehicles	Office Equipments	Computers		Mining Asset	Road	Total
	Right of Used Assets	Freehold		Freehold	Right of Used Assets #				Freehold	Right of Used Assets			

(b) Accumulated Depreciation / Impairment

Balance as at 1st April 2024	0.14	-	1,705.92	25,542.22	1,116.82	388.65	4,046.35	639.59	519.51	59.26	318.25	(0.00)	34,336.72
Depreciation for the year	0.01	-	166.93	4,398.21	652.99	41.96	395.67	88.96	90.18	0.88	101.49	-	5,937.28
Disposals	-	-	2.99	1,670.63	439.70	14.95	340.61	27.93	1.24	-	-	-	2,498.05
Interhead adjustment	-	-	-	(1.69)	-	-	1.69	-	-	-	-	-	(0.00)
Balance as at 31st March 2025	0.15	-	1,869.86	28,268.11	1,330.11	415.66	4,103.10	700.62	608.45	60.15	419.74	(0.00)	37,775.95

Balance as at 1st April 2023	0.13	-	1,444.60	21,504.08	821.14	375.86	3,894.03	574.73	527.27	48.13	194.53	(0.00)	29,384.49
Opening balance arise due to merger	-	-	-	34.25	-	-	-	-	4.07	-	-	-	38.32
Depreciation for the year	0.01	-	278.96	3,556.41	930.69	28.54	347.95	83.74	65.33	11.13	123.72	-	5,426.48
Disposals	-	-	17.64	1,469.93	-	15.75	195.63	18.88	77.16	-	-	-	1,794.99
Discontinue of lease	-	-	-	-	301.52	-	-	-	-	-	-	-	301.52
Modification of lease	-	-	-	-	333.48	-	-	-	-	-	-	-	333.48
Transfer from Assets held-for-sale due to change in plan	-	-	-	1,917.42	-	-	-	-	-	-	-	-	1,917.42
Balance as at 31st March 2024	0.14	-	1,705.92	25,542.22	1,116.82	388.65	4,046.35	639.59	519.51	59.26	318.25	(0.00)	34,336.72

Net carrying amounts

Balance as at 31st March 2025	0.80	41.24	2,207.55	44,856.41	7,383.63	117.80	2,076.45	213.97	143.15	0.00	1,497.25	0.00	58,538.25
Balance as at 31st March 2024	0.81	41.24	1,920.61	29,971.78	9,415.44	82.65	2,100.12	193.10	125.20	0.88	1,598.74	0.00	45,450.58

3B Capital Work- in- progress

(₹ in Lacs)

Particulars		Freehold Land	Buildings	Plant and Equipments \$		Furniture and Fixtures	Vehicles	Office Equipments	Computers		Mining Asset	Road	Total
Balance as at 1st April 2024		-	-	1,421.72		0.00	-	(0.00)	-		1.86	-	1,423.58
Additions		-	7.43	299.09		-	-	-	-		69.97	-	376.49
Asset in transit		-	-	5,321.42		-	-	-	-		-	-	5,321.42
Capitalised during the year		-	-	1,358.20		-	-	-	-		-	-	1,358.20
Balance as at 31st March 2025		-	7.43	5,684.03		0.00	-	(0.00)	-		71.83	-	5,763.28

Particulars		Freehold Land	Buildings	Plant and Equipments		Furniture and Fixtures	Vehicles	Office Equipments	Computers		Mining Asset	Road	Total
Balance as at 1st April 2023		-	-	2,499.67		0.00	-	0.13	-		-	-	2,499.80
Sale		-	-	-		-	-	(0.06)	-		-	-	(0.06)
Additions		-	-	366.20		-	-	-	-		1.86	-	368.06
Capitalised during the year		-	-	1,444.15		-	-	0.06	-		-	-	1,444.21
Balance as at 31st March 2024	-	-	-	1,421.72		0.00	-	(0.00)	-		1.86	-	1,423.58

\$ The Property plant and equipment acquired on FOB (free on board) / Ex-factory basis as supply of quotation has been considered as asset in transit which were transported from suppliers location prior to 31st march 2025 and the same is classified as asset in transit under the head capital work in progress. The risk and reward associated with the property has been transferred to the SMS Ltd on the date of transportation from supplier Location.

During the year, the lease term for certain assets accounted for as Right-of-Use (ROU) assets under Lease came to an end. Upon lease expiry, the Company purchase the underlying leased assets as per the lease agreement. As both ROU assets and owned assets are presented under Property, Plant and Equipment (PPE) the carrying amount of the ROU assets was transferred to the relevant class of owned assets on the date of purchase. This internal transfer reflects a change in the nature of control from leased to owned, with no impact on the overall PPE balance. The accounting treatment is in line with the principles of Ind AS 116, and ensures appropriate classification and

ROU value on the date of lease expiry	1,758.81
Buyback value as per lease agreement	1,469.30
Difference capitalised as per IND AS 116	289.52

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March'2025****(a) For Capital-work-in progress (CWIP)****CWIP ageing schedule as on 31-03-2025:****(₹ in Lacs)**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress- CWIP-Plant & Machinery	5,684.03	-	-	-	5,684.03
Projects in progress- Mining Asset	69.97	1.86	-	-	71.83
Projects in progress- Building	7.43	-	-	-	7.43
Total	5,761.42	1.86	-	-	5,763.28

CWIP ageing schedule as on 31-03-2024:

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress- CWIP-Plant & Machinery	366.20	1,055.52	-	-	1,421.72
Projects in progress- Mining Asset	1.86	-	-	-	1.86
Total	368.06	1,055.52	-	-	1,423.58

SMS Limited
Notes to Standalone Financial Statements for the year ended on 31st March, 2025

(₹ in Lacs)

4 Investment Property	Land #	Building	Total
A Gross carrying amount			
Balance as at 1st April 2024	1,740.08	221.11	1,961.19
Addition *	89.40		89.40
Less Disposal	7.88	25.18	33.05
Balance as at 31st March 2025	1,821.61	195.93	2,017.54
Balance as at 1st April 2023	1,607.62	292.65	1,900.27
Addition *	132.47	-	132.47
Less Disposal	-	71.54	71.54
Balance as at 31st March 2024	1,740.08	221.11	1,961.19
B Accumulated Depreciation			
Balance as at 1st April 2024	-	55.64	55.64
Depreciation charged	-	3.75	3.75
Depreciation on disposal	-	6.21	6.21
Balance as at 31st March 2025	-	53.18	53.18
Balance as at 1st April 2023	-	67.56	67.56
Depreciation charged	-	4.68	4.68
Depreciation on disposal	-	16.61	16.61
Balance as at 31st March 2024	-	55.64	55.64
C Net carrying amounts			
Balance as at 31st March 2025	1,821.61	142.75	1,964.36
Balance as at 31st March 2024	1,740.08	165.47	1,905.55

Information regarding income and expenditure of Investment property	As at 31st March 2025	As at 31st March 2024
Rental income derived from investment properties	-	1.44
Direct operating expenses including repairs and maintenance of investment property that generated rental income during the year.	-	0.01
Depreciation charged on the investment property that generated rental income during the year.	-	2.63
Profit arising from investment properties that generated rental income after depreciation	-	(1.20)
Direct operating expenses including repairs and maintenance arising from investment property that did not generate rental income during the year.	-	-
Depreciation charged on the investment property that did not generate rental income during the year.	-	2.06
Profit/(Loss) arising from investment properties that did not generate rental income after	-	(2.06)
Net Profit/(Loss) from Investment activity.	-	(3.26)

* During current financial year company incurred land development expenditure.

The Company's investment properties consist of flats and land in India. The management has determined that the investment properties consist of two classes of assets – Land and Building – based on the nature, characteristics and risks of each property.

The valuation of few of the properties are valued by accredited independent valuer instead of registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, in the last three financial years based on consistent policy followed by the company. In absence of complete valuation of all the investment property from the registered valuer as defined under aforesaid rule, the fair value of the property are not disclosed. As per management view, fair value of all assets would be on higher side as compared to book value of assets, considering acquisition date and current market scenario.

The following investment property pledged with the Axis Finance Ltd. as security against loan taken by Maharashtra Enviro Power Ltd. . w.e.f 13.09.2024.

Mortgaged properties Name: KH.No.108/1kh, Psk 42, Near Indian Oil Pertrol Pump, Mihan Fly Over, Wardha Road , Pehelwan Dhaba, Mz-P

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025****5A Intangible Asset**

(₹ in Lacs)

	Computer Software	Total
Gross carrying amount		
Balance as at 1st April 2024	703.42	703.42
Additions	-	-
Balance as at 31st March 2025	703.42	703.42
Balance as at 1st April 2023	703.42	703.42
Additions	-	-
Balance as at 31st March 2024	703.42	703.42
	Computer Software	Total
Accumulated Amortisation		
Balance as at 1st April 2024	698.02	698.02
Charge for the year	2.80	2.80
Disposal	-	-
Balance as at 31st March 2025	700.82	700.82
Balance as at 1st April 2023	684.73	684.73
Charge for the year	13.29	13.29
Disposal	-	-
Balance as at 31st March 2024	698.02	698.02
Net carrying amounts		
Balance as at 31st March 2025	2.60	2.60
Balance as at 31st March 2024	5.40	5.40

5B Intangible assets under development

	Computer Software	Total
Gross carrying amount		
Balance as at 1st April 2024	-	-
Additions	-	-
Travelling and conveyance	-	-
Balance as at 31st March 2025	-	-
Balance as at 1st April 2023	45.00	45.00
Additions	-	-
Impairment of Intangible assets	(45.00)	(45.00)
Balance as at 31st March 2024	-	-

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025**

(₹ in Lacs)

As at 31st March 2025	As at 31st March 2024
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6 Non-Current Investments**(Unquoted, valued at cost)**

A Investments in Equity Instruments		
i Investment in Subsidiaries	17,176.99	17,177.50
ii Investment in Subsidiaries - No nominee directors of SMS Group	1,747.00	1,747.00
iii Investment in Associates	0.00	0.00
iv Investment in Others	1.05	1.05
B Investments in Preference Shares of Subsidiary	259.74	259.74
C Investments in Partnership Firm		
i Joint Venture- Partnership Firm	1,038.53	980.27
D Investments in Association of Person (AOP)		
i Joint Venture AOP	125.25	167.47
E Investments in Government Securities	1.54	1.54
	20,350.10	20,334.57

(Quoted, valued at fair value through other comprehensive income)

F Investments in Mutual Fund Quoted	88.35	562.14
	88.35	562.14
	20,438.45	20,896.71

SMS Limited
Notes to Standalone Financial Statements for the year ended on 31st March, 2025

(₹ in Lacs)

Details of Non Current Investments

As at 31st March 2025	As at 31st March 2024
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A Investment in Equity Instruments (Valued at cost, fully paid up)-Note No. 6(A)
1 Subsidiary Companies in India

i	SMS Infolink Pvt. Ltd. 10,000 (10,000)Equity shares of ₹ 10 each fully paid	1.00	1.00
ii	SMS Hazardous Waste Management P. Ltd.# (Formerly SMS Mine Developers Pvt. Ltd.) 5,100(5,100) Equity shares of ₹ 10 each fully paid	0.00	0.51
iii	Spark Mall & Parking Pvt. Ltd.* 1,19,29,676 (1,19,29,676)Equity shares of ₹ 10 each fully paid	9,189.58	9,189.58
iv	SMS Vidyut Pvt. Ltd. 39,50,000 (39,50,000)Equity shares of ₹ 10 each fully paid	992.00	992.00
v	SMS Waste Management Private Limited 10,000 (10,000)Equity shares of ₹ 10 each fully paid	1.00	1.00
vi	SMS-AABS India Tollways Private Limited 5,100 (5,100)Equity shares of ₹ 10 each fully paid	0.51	0.51
vii	SMS Mining Limited 10,000 (10,000) Equity shares of ₹ 10 each fully paid	1.00	1.00
viii	SMSL Ketki MDO Project Limited 2,90,00,000 (2,90,00,000) Equity shares of ₹ 10 each fully paid	2,900.00	2,900.00
ix	SMS Envocare Limited 1,55,94,117 (1,55,94,117) Equity shares of ₹ 10 each fully paid	4,091.90	4,091.90
		17,176.99	17,177.50

2 Investment in Subsidiaries - No directors of SMS Group

i	SMS Taxicabs Pvt. Ltd. ** 87,45,000 (87,45,000)Equity shares of ₹ 10 each fully paid	1,747.00	1,747.00
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1,747.00	1,747.00
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18,923.99	18,924.50
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3 Associate Companies in India

i	RCCL Infrastructure Pvt. Ltd *** 15,65,200 (15,65,200)Equity shares of ₹ 10 each fully paid Less :Provision for impairment in value of investments	467.86 -467.86 0.00	467.86 -467.86 0.00
ii	SMS-AAMW Tollways Pvt. Ltd. 2,600 (2,600)Equity shares of ₹ 10 each fully paid Less :Provision for impairment in value of investments	0.26 -0.26 0.00	0.26 -0.26 0.00
		0.00	0.00

Details of Non Current Investments

	As at 31st March 2025	As at 31st March 2024
4 Other Investment- Note No. 6A(iv) (Valued at cost, Fully paid up)		
i Khamgaon Urban Co-Operative Bank Ltd. 100 (100)Equity shares of ₹ 10 each fully paid	0.01	0.01
ii Nandura Urban Co-Operative Bank Ltd. 43 (43)Equity shares of ₹ 100 each fully paid	0.04	0.04
iii Malkapur Urban Co-Operative Bank Ltd. 1,000 (1000)Equity shares of ₹ 100 each fully paid	1.00	1.00
	1.05	1.05
(B) Investment in Preference Shares of subsidiary company (Valued at cost, fully paid up)- Note No. 6(B)		
i SMS-AABS India Tollways Private Limited 25,97,400 (25,97,400) cumulative, non-convertible, Redeemable Preference shares of ₹ 10 each fully paid	259.74	259.74
(E) Investment in Quoted mutual fund (fair value through other comprehensive income)-Note No. 6(F)		
1 Debt oriented mutual fund		
i Axis Short Term Fund - Regular Growth NIL (4,01,625.06) Equity shares of ₹ 10 each fully paid Cost of Investment - Rs. NIL (Rs. 100.00) Fair Market Value of Investment - Rs. NIL (Rs. 112.03)	0.00	112.03
ii ICICI Prudential Short Term Fund - Growth Option NIL (2,40,580.12) of ₹ 10 each fully paid Cost of Investment - Rs. NIL (Rs.124.61) Fair Market Value of Investment - Rs. NIL (Rs.130.96)	0.00	130.96
iii Bandhan Bond Short Term Reg-G (Erstwhile IDFC Bond Fund -Short Term Plan- Growth-(Regular Plan)) NIL (1,30,729.27) of ₹ 10 each fully paid Cost of Investment - Rs.NIL (Rs.61) Fair Market Value of Investment - Rs.NIL (Rs. 67.46)	0.00	67.46
iv Bandhan Banking & PSU Debt Reg-G (Erstwhile IDFC Banking and PSU Debt Fund- Regular Plan-Growth Fund) NIL (7,50,105.02) of ₹ 10 each fully paid Cost of Investment - Rs. NIL (Rs. 150.00) Fair Market Value of Investment - Rs. NIL (Rs. 167.57)	0.00	167.57
v PFG-Union Balanced Advantage Fund Regular Plan-Growth INF582M01DI0 # 459891.591 (459891.591) of ₹ 10 each fully paid Cost of Investment - Rs. 70.00 (70) Fair Market Value of Investment - Rs. 88.35 (Rs. 84.11)	88.35	84.11
	88.35	562.14
Aggregate value of quoted investments at cost	70.00	505.61
Aggregate value of quoted investments at market value	88.35	562.14
Aggregate value of quoted investments at carrying value	88.35	562.14
Aggregate value of unquoted investments at cost	19,184.78	19,185.29
Aggregate value of impairment in value of investment.	468.12	468.12

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025**

(₹ in Lacs)

Details of Non Current Investments

As at 31st March 2025	As at 31st March 2024
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* Pledged with the Indiabulls Housing Finance Ltd. as security against loan taken by Spark Mall & Parking Pvt. Ltd. w.e.f 04.04.2020.

** SMS Taxicabs Private Limited was granted permits to ply radio cabs to cater in Mumbai Metropolitan Regional Development Authority Region under the "Phone Fleet Taxi Scheme – 2006" issued by the State Transport Authority of Maharashtra. Under this initiative – a radio cab service named as "TAB CAB" was launched to operate in the Mumbai Metropolitan Region (MMR) As of today none of the Board members of SMS Taxicabs Private Limited is appointed by SMS Limited.

*** The company has made the provision for diminution in value of investments in RCCL Infrastructure Ltd. Associate Company during FY 2022-23. As the operations of these entities stalled 8-9 years back and the company is not estimating any future return from this entity.

Investments made in hybrid mutual fund are lien marked to Union bank of India as margin money against Letter of credit/ bank guarantee issued by bank.

SMS Limited
Notes to Standalone Financial Statements for the year ended on 31st March, 2025
C - Investments in Joint Venture-Note No. 6(C & D) (Valued at cost)

(₹ in Lacs)

Name of the Venture	Name of Venture Partner/s	Constitution of Entity	Share of Interest	As at 31st March 2025	As at 31st March 2025	As at 31st March 2024	As at 31st March 2024
				Total Capital of Firm	Investment	Total Capital of Firm	Investment
Debit Balance in Joint Ventures (Partnership firm) considered as Non-Current Investments							
i. Shaktikumar M. Sancheti Ltd. & S N Thakkar Construction Pvt. Ltd. JV *	S.N.Thakkar Construction Pvt. Ltd.	Partnership Firm	SMS Ltd. 65% S N Thakkar Construction Pvt. Ltd. 35%	451.08	284.04	447.61	274.88
ii. SMS Infrastructure Ltd. & D. Thakkar Construction Pvt. Ltd. (J.V) *	D.Thakkar Construction Pvt. Ltd.	Partnership Firm	SMS Ltd. 70% D. Thakkar Construction Pvt. Ltd. 30%	299.77	311.58	(159.20)	301.89
iii. SMS Infrastructure Ltd. Aarti Infra-Projects Pvt. Ltd. *	Aarti Infra-Projects Pvt. Ltd.	Partnership Firm	SMS Ltd.51% AIPPL . 49%	219.03	37.22	247.75	51.87
iv. SMS Infrastructure Ltd. & Shree Nath Enterprises(J.V) *	Shreenath Enterprises	Partnership Firm	SMS Ltd. 36.50% Shreenath Enterprises 63.50%	69.69	2.00	73.13	2.00
v. SMSIL-KTCO (JV) *	Khare Tarkunde Infrastructure Pvt. Ltd	Partnership Firm	SMS Ltd. 50% Khare Tarkunde Infrastructure Pvt. Ltd. 50%	5.45	2.72	6.07	3.04
vi. GSJ ENVO Ltd. in Consortium with SMSIL *	Param Sancheti	Association of Person	SMS Ltd. 70 % & Param Sancheti 30 %	123.35	105.48	168.03	98.36
vii. BHARTIA SMSIL (JV) *	Bhartia Infra Projects Limited	Partnership Firm	SMS Ltd. 49 % & BIP Limited 51 %	110.40	11.38	11.04	11.38
ix. MEGHE SMS HEALTH SCIENCES CONSORTIUM (SPV) *	(1) M/s Datta Meghe Institute of Medical Science (DMIMS) (2) M/s Nagar Yuwak Sikshan Sanstha (NYSS) (3) M/s Shri Sainath Textile Private Limited (SSTPL)	Association of Person	SMS Limited 50% DMIMS 10% NYSS 30% SSTPL 10%	60.34	18.80	60.34	69.10
x. SMSIL-MBPL JV *	Mehrotra Buildcon Pvt. Ltd.	Partnership Firm	SMS Ltd. 59.84% & Mehrotra Buildcon Pvt. Ltd. 40.16%	111.16	31.25	137.06	65.49
xi.AGIPL-SMSIL (JV) *	Agrawal Global Infratech Pvt. Ltd.	Association of Person	SMS Ltd. 20% & Agrawal Global Infratech Pvt. Ltd. 80%	4.82	0.96	-	-
xii. SMSL-SRRCIPL JV *	M/s. Sri Raja Rajeshwari Constructions (India) Pvt. Ltd.	Partnership Firm	SMS Ltd.60 % & M/s. Sri Raja Rajeshwari Constructions (India) Pvt. Ltd 40%	87.36	87.49	186.88	46.48
xiii. SMSL-MBPL JV DURG PACKAGE-A *	Mehrotra Buildcon Pvt. Ltd	Partnership Firm	SMS Ltd. 60% & Mehrotra Buildcon Pvt. Ltd. 40%	456.54	270.84	(0.20)	223.25
				1,998.98	1,163.78	1,178.52	1,147.74

SMS Limited
Notes to Standalone Financial Statements for the year ended on 31st March, 2025
C - Investments in Joint Venture-Note No. 6(C & D) (Valued at cost)

(₹ in Lacs)

Name of the Venture	Name of Venture Partner/s	Constitution of Entity	Share of Interest	As at 31st March 2025	As at 31st March 2025	As at 31st March 2024	As at 31st March 2024
Credit Balance in Joint Ventures (Partnership firm) considered as Other current financial liability. **							
xiv. SRRCIPL-SMSL-BEKEM JV*	M/s. Sri Raja Rajeshwari Constructions (India) Pvt. Ltd. & BEKEM Infra Projects Pvt. Limited	Partnership Firm	SMS Ltd.20 % & M/s. Sri Raja Rajeshwari Constructions (India) Pvt. Ltd. 60% & BEKEM Infra Projects Pvt. Limited 20%	443.37	(2.04)	442.63	(2.00)
xv.AGIPL-SMSIL (JV) *	Agrawal Global Infratech Pvt. Ltd.	Partnership Firm	SMS Ltd. 20% & Agrawal Global Infratech Pvt. Ltd. 80%		-	(0.63)	(0.13)
xvi. SMSIL-MBPL-BRAPL JV *	Mehrotra Buildcon Pvt. Ltd. and Bharat Rail Automation Pvt. Ltd.	Partnership Firm	SMS Ltd. 57.00% , Mehrotra Buildcon Pvt. Ltd. 33.00% & Bharat Rail Automation Pvt. Ltd. 10.00%.	(38.50)	(9.84)	(13.58)	(3.69)
xvii. SRRCIPL-SMSL (JV)-Mahabubnagar *	M/s. Sri Raja Rajeshwari Constructions (India) Pvt. Ltd.	Partnership Firm	SMS Ltd.20 % & M/s. Sri Raja Rajeshwari Constructions (India) Pvt. Ltd. 80%	(14.38)	(2.90)	(0.01)	(0.02)
xviii. SRRCIPL-SMSL- JV*	M/s. Sri Raja Rajeshwari Constructions (India) Pvt. Ltd.	Partnership Firm	SMS Ltd.30 % & M/s. Sri Raja Rajeshwari Constructions (India) Pvt. Ltd 70%	(3.54)	(0.11)	(0.13)	(0.12)
xix. M/S SAKET - SMSL JV *	Saket Infraprojects Pvt Ltd	Partnership Firm	SMS Ltd. 40% & Saket Infraprojects Pvt Ltd. 60%	71.67	(23.70)	35.28	(2.31)
				458.61	(38.59)	463.57	(8.26)

Credit Balance in Joint Ventures (Partnership firm) considered as Other current financial liability. **

Name of the Firm	Name of Partner		As at 31 March 2025	Capital Amount	As at 31 March 2025	Capital Amount	As at 31 March 2024
xx. SANBRO CORPORATION*	SMS Ltd.		26.00%	(212.32)	(87.77)	(212.03)	(87.69)
	Shri. Ajay Sancheti		22.20%		(18.35)		(18.29)
	Shri. Anand Sancheti		22.20%		(45.52)		(45.45)
	Shri. Param Sancheti		14.80%		(30.34)		(30.30)
	Shri. Akshay Sancheti		29.60%		(30.34)		(30.30)

* Due to Non-availability of Audited Financial Statements of the joint ventures entities, the share in profit/loss during the current financial year F.Y 2024-2025 are not accounted. Accordingly, total capital of the firm as on 31st March, 2024 & 31st March, 2025 is considered on the basis of last audited financial statement of FY 23-24. As per financials shared with us, the company is expecting profit from of these JV entities and no major losses is expected in any of these JVs.

** Credit balances in Joint Ventures considered as Other current financial liability.

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025**

(₹ in Lacs)

	As at 31st March 2025	As at 31st March 2024
6A Current Investments		
(Unquoted, valued at cost)		
A Investments in Equity Instruments		
i Investment in Subsidiaries	135.22	154.50
	135.22	154.50
(Quoted, valued at fair value through other)		
B Investments in Equity Instruments Quoted	1,807.44	1,206.54
C Investments in Mutual Fund Quoted	148.47	247.19
	1,955.91	1,453.73
	2,091.13	1,608.23

SMS Limited
Notes to Standalone Financial Statements for the year ended on 31st March, 2025
Details of Current Investments

(₹ in Lacs)

**As at 31st
March 2025**
**As at 31st
March 2024**
(A) Investment in Equity Instruments ((Unquoted, Valued at cost, fully paid up)-Note No.6A(A))
1 Subsidiary Companies in India

- i *SMS Hazardous Waste Management P. Ltd.# (Formerly SMS Mine Developers Pvt. Ltd.)*
5,100(5,100) Equity shares of ₹ 10 each fully paid

0.51

-

0.51

-

2 Subsidiary Companies outside India *

- i *Pt. SMS Minerals International*
3,20,000 (3,20,000)Equity shares of IDR @ 9195 each fully paid

134.71

154.50

134.71

154.50

135.22
154.50
(B) Investment in Quoted equity Shares (fair value through other comprehensive income, fully paid up)-Note No. 6A(B)

- i *Dhani Services Ltd*
31,70,944 (31,70,944)Equity shares of ₹ 2 each fully paid
 Cost of Investment - Rs. 4720.88 (Rs.4720.88)
 Fair Market Value of Investment - Rs. 1807.44(1206.54)

1,807.44

1,206.54

1,807.44
1,206.54
(C) Investment in Quoted mutual fund (fair value through other comprehensive income)-Note
1 Debt oriented mutual fund

- i **ICICI Prudential Short Term Fund - Growth Option ###**
1,39,837.73 (2,26,596.93) of ₹ 10 each fully paid
 Cost of Investment - Rs. 75.93 (Rs. 117.38)
 Fair Market Value of Investment - Rs. 82.26 (Rs. 123.35)

82.26

123.35

- ii **Bandhan Bond Short Term Reg-G (Erstwhile IDFC Bond Fund -Short Term Plan-Growth-(Regular Plan)) ****

NIL (123132.79) of ₹ 10 each fully paid

Cost of Investment - Rs. NIL (Rs. 57.45)

Fair Market Value of Investment - Rs.NIL (Rs. 63.54)

-

63.54

- iii **Canara Robeco Balanced Advantage Fund - Regular Growth(BAGP)**

49,997.50 (NIL) of ₹ 10 each fully paid

Cost of Investment - Rs. 5.00 (NIL)

Fair Market Value of Investment - Rs. 4.86 (Rs. NIL)

4.86

-

2 Equity oriented mutual fund

- i **SBI Infrastructure Fund - Regular Plan - IDCW**

1,50,000 (1,50,000) of ₹ 10 each fully paid

Cost of Investment - Rs.15.00 (Rs. 15.00)

Fair Market Value of Investment - Rs. 61.35 (Rs. 60.29)

61.35

60.29

148.47
247.19

Aggregate value of quoted investments at cost

4,886.81

4,980.71

Aggregate value of quoted investments at market value

1,955.91

1,453.73

Aggregate value of quoted investments at carrying value

1,955.91

1,453.73

Aggregate value of unquoted investments at cost

135.22

154.50

* There is no fresh investment during the year in these entities. The Increase/ (Decrease) in investment is due to impact of foreign exchange fluctuations.

** Investments made in debt mutual funds are lien marked to Tata Capital Financial services Limited against the term loan and buyers credit facilities availed by the Company from/through them.

Notes to Standalone Financial Statements for the year ended on 31st March, 2025

(₹ in Lacs)

	As at 31st March 2025	As at 31st March 2024
7 Other Financial Assets (Non-Current)		
Considered good -Unsecured		
Security deposits	10,279.44	9,648.26
Fixed deposit receipt with remaining maturity for more than 12 months	1,343.94	1,455.87
Earnest money deposits	-	143.12
Retention money	1,044.76	261.94
	12,668.14	11,509.18
8 Other Non-Current Assets		
Considered good -Unsecured		
Capital advance	5,717.62	5,243.47
	5,717.62	5,243.47
9 Inventories (Valued at Cost or Net realisable Value whichever is lower)		
Work-in-progress	17,757.47	21,511.91
Construction & Project Inventory	11,868.99	11,933.62
Stores and spares	918.23	953.49
	30,544.69	34,399.02
Note - Refer accounting policy note no. 2.		
10 Trade Receivables (Current)		
Credit Impaired		
Related Party -Trade Receivables	2,191.05	2,243.16
Less: - Loss allowance/provisions for Doubtful Debts*	2,191.05	2,243.16
	-	-
Trade Receivables considered good		
Considered good -Unsecured		
Related Party -Trade Receivables	4,247.24	3,961.13
Others -Trade Receivables	23,985.56	24,479.74
	28,232.80	28,440.87

* Refer Note No-55

Trade Receivables ageing schedule

(₹ in Lacs)

Particulars	Outstanding for following periods from date of transactions *					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
As at 31st March 2025						
(i) Undisputed Trade Receivables – considered good -Unsecured	19,737.78	2,224.44	2,256.00	74.70	1,992.85	26,285.77
(ii) Disputed Trade Receivables–considered good	-	-	-	-	1,947.03	1,947.03
	19,737.78	2,224.44	2,256.00	74.70	3,939.88	28,232.80
As at 31 March 2024						
(i) Undisputed Trade Receivables – considered good -Unsecured	18,673.97	4,670.66	809.53	603.02	1,736.66	26,493.84
(ii) Disputed Trade Receivables–considered good	-	-	-	-	1,947.03	1,947.03
	18,673.97	4,670.66	809.53	603.02	3,683.69	28,440.87

* The ageing is given on the basis of date of the transactions instead of due date of payment.

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025**

(₹ in Lacs)

	As at 31st March 2025	As at 31st March 2024
11A Cash and Cash Equivalents		
(i) Balances with banks in current accounts	65.15	80.37
(ii) Cash In Hand		
In local currency	133.95	142.72
In foreign Currency	2.70	0.96
	201.80	224.05
11B Bank Balances other than Cash and Cash Equivalents		
Fixed deposits with remaining maturity of less than 12 months (held as a margin money against Letter of credit/bank guarantee facility).*	4,653.01	3,828.15
	4,653.01	3,828.15

* Note:- Out of total FDR, Rs. 655 Lacs (Rs. 729 Lacs) kept with bank as excess margin and can be release on demand.

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025**

(₹ in Lacs)

	As at 31st March 2025	As at 31st March 2024
12 Loans (Current)		
Credit Impaired		
Loans to related parties	6,310.19	5,951.96
Less: - Loss allowance/Provisions for Doubtful loans	6,310.19	5,951.96
	<u>0.00</u>	<u>0.00</u>
Considered good -Unsecured		
Loans to related parties	8,964.35	1,955.53
Other loans	3,088.27	2,323.34
	<u>12,052.62</u>	<u>4,278.87</u>
Refer Note No-55 & 56		
13 Other Financial Assets (Current)		
Considered good -Unsecured		
Amount Withheld	7,609.18	5,968.99
Security deposits	10,888.73	12,307.53
Retention money	765.83	851.62
Earnest money deposits	440.26	664.33
Amount due on account of TDS	27.98	40.20
Others receivables	0.00	161.29
Interest accrued but not due	1.41	5.12
	<u>19,733.39</u>	<u>19,999.08</u>

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025****Note 12- Loans (Current)**

Additional disclosures related to Loans given to related party that are: (a) repayable on demand; and (b) without specifying any terms or period of repayment.

Type of Borrower	Amount of loan outstanding	Percentage to the total Loans
As at 31st March 2025		
Promoter	-	-
Directors	-	-
KMPs	-	-
Related Parties (befor considering provision)	15,274.54	83.18%
Related Parties (After considering provision)	8,964.35	74.38%
As at 31st March 2024		
Promoter	-	-
Directors	-	-
KMPs	-	-
Related Parties (befor considering provision)	7,907.49	77.29%
Related Parties (After considering provision)	1,955.53	45.70%

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025**

(₹ in Lacs)

	As at 31st March 2025	As at 31st March 2024
14 Other Current Assets		
Balance with statutory authority		
GST receivable	4,263.46	2,495.22
GST TDS receivable	244.27	148.75
Value added tax receivable	2,998.17	3,001.64
Service tax receivable	51.22	51.22
Advances other than capital advances		
Advance to creditors	1,632.77	2,845.26
Advance to subcontractor	56.07	284.62
Advance against expenses & salary	12.26	18.58
Others		
Deposit under protest	3,882.96	3,874.68
Prepaid expenses	1,176.41	1,296.99
	14,317.59	14,016.96
14A Assets included in disposal group held for sale		
Assets classified as held-for-sale	-	350.45
Less: Sale	-	87.39
Less: Transfer to Property, plant and equipment	-	263.06
	-	-

SMS Limited
Notes to Standalone Financial Statements for the year ended on 31st March, 2025

(₹ in Lacs)

As at 31st March 2025 **As at 31st March 2024**

15 Equity Share Capital

a Authorized shares

3,15,00,000 (15,500,000) equity shares of Par value of ₹ 10/- each 3,150.00 1,550.00

b Issued, subscribed and fully paid-up shares

1,02,61,382 (1,02,61,382) equity shares of Par value of ₹ 10/- each fully paid up 1,026.14 1,026.14

Total 1,026.14 1,026.14

c Reconciliation of the number of shares outstanding at the beginning and at the end of the financial year.

Equity shares	As at 31st March 2025		As at 31st March 2024	
	No.	Amount	No.	Amount
At the beginning of the year	1,02,61,382	1,026.14	1,02,61,382	1,026.14
Add : Issued During the Year	-	-	-	-
Outstanding at the end of the year	1,02,61,382.00	1,026.14	1,02,61,382.00	1,026.14

d Terms/Rights attached to shares

The company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by directors is subject to the approval of shareholders in the ensuing annual general meeting except in case of interim dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive assets remaining after preferential payment of the company in proportion to the number of equity shares held by the shareholders.

e Details of shareholders holding more than 5% shares in the company

Particulars	As at 31st March 2025		As at 31st March 2024	
	No.	% holding in the class	No.	% holding in the class
Equity shares of Face value of ₹ 10/- each fully paid				
Shri. Ajay Shaktikumar Sancheti	5,92,687.00	5.8%	5,92,687.00	5.8%
Shri. Anand Shaktikumar Sancheti	24,10,997.00	23.50%	24,10,997.00	23.50%
Shri Paramveer Abhay Sancheti	16,07,348.00	15.66%	16,07,348.00	15.66%
Shri Nirbhay Ajay Sancheti	18,18,310.00	17.72%	18,18,310.00	17.72%
Shri Akshay Abhay Sancheti	16,07,348.00	15.66%	16,07,348.00	15.66%
Best Power Plus Private Limited	22,24,374.00	21.68%	22,24,374.00	21.68%

f Details of Shareholding of Promoters in the company

S. No	Promoter name	No. of Shares at the beginning	Change during the year	No. of Shares at the end of the year	% of total shares
-------	---------------	--------------------------------	------------------------	--------------------------------------	-------------------

As on 31.03.2025 as under:

1	Shri. Ajay Shaktikumar Sancheti	5,92,687.00	-	5,92,687.00	5.78%
2	Shri. Anand Shaktikumar Sancheti	24,10,997.00	-	24,10,997.00	23.50%
3	Shri. Paramveer Abhay Sancheti	16,07,348.00	-	16,07,348.00	15.66%
4	Shri. Nirbhay Ajay Sancheti	18,18,310.00	-	18,18,310.00	17.72%
5	Shri. Akshay Abhay Sancheti	16,07,348.00	-	16,07,348.00	15.66%
6	Smt. Bharti Abhay Sancheti	106.00	-	106.00	0.00%
7	Mrs. Savita Ajay Sancheti	106.00	-	106.00	0.00%
8	Mrs. Shruti Anand Sancheti	106.00	-	106.00	0.00%
9	Best Power Plus Private Limited	22,24,374.00	-	22,24,374.00	21.68%
	TOTAL	1,02,61,382.00	-	1,02,61,382.00	100.00%

As on 31.03.2024 as under:

1	Shri. Ajay Shaktikumar Sancheti	5,92,687.00	-	5,92,687.00	5.78%
2	Shri. Anand Shaktikumar Sancheti	24,10,997.00	-	24,10,997.00	23.50%
3	Shri. Paramveer Abhay Sancheti	16,07,348.00	-	16,07,348.00	15.66%
4	Shri. Nirbhay Ajay Sancheti	18,18,310.00	-	18,18,310.00	17.72%
5	Shri. Akshay Abhay Sancheti	16,07,348.00	-	16,07,348.00	15.66%
6	Smt. Bharti Abhay Sancheti	106.00	-	106.00	0.00%
7	Mrs. Savita Ajay Sancheti	106.00	-	106.00	0.00%
8	Mrs. Shruti Anand Sancheti	106.00	-	106.00	0.00%
9	Best Power Plus Private Limited	22,24,374.00	-	22,24,374.00	21.68%
	TOTAL	1,02,61,382.00	-	1,02,61,382.00	100.00%

16 Other Equity**General Reserve**

Balance as per the last financial statements

Closing BalanceAs at 31st March
2025As at 31st March
2024

1,402.99

1,402.99

1,402.99**1,402.99****Securities Premium**

Balance as per the last financial statements

Add: Additions during the year

Closing Balance

10,647.69

10,647.69

-

-

10,647.69**10,647.69****Capital Reserve**

Balance as per the last financial statements

Add: Additions during the year due to merger of AGSTPL

Closing Balance

1,599.00

-

-

1,599.00

1,599.00**1,599.00****Retained Earning**

Balance as per last financial statements

Add: Profit / (Loss) during the year

Add: Transfer from OCI to Retain Earning due to sale

Add: Additions during the year due to merger of AGSTPL

Closing Balance

74,408.87

60,632.31

8,045.65

6,223.64

32.80

14.24

-

7,538.68

82,487.32**74,408.87****Other Comprehensive Income****That will not be reclassified to profit and loss account**

Re-measurement gains/ (losses) on defined benefit plans net off tax

Balance as per the last financial statements

Add: Additions during the year

Closing Balance

203.03

253.29

(27.82)

(50.26)

175.21**203.03****Fair value changes on Equity Instruments through other comprehensive income**

Balance as per the last financial statements

Add: Gain / (Loss) during the year

Closing Balance

(1,352.72)

(1,694.66)

515.87

341.95

(836.85)**(1,352.72)****That will be reclassified to profit and loss account****Fair value changes in Debt Instruments through other comprehensive income**

Balance as per the last financial statements

Add: Gain / (Loss) during the year

Less: Transfer to Retain Earning due to sale

Closing Balance

39.64

17.41

13.24

36.47

32.80

14.24

20.08**39.64****Total of Other Comprehensive income****Total of Other Equity****(641.55)****(1,110.04)****95,495.45****86,948.51**

SMS Limited
Notes to Standalone Financial Statements for the year ended on 31st March, 2025

(₹ in Lacs)

	As at 31st March 2025	As at 31st March 2024
17 Borrowings (Non-Current)		
Secured		
Term Loans *		
(i) From Banks		
ICICI Bank	215.39	374.53
Kotak Mahindra Bank	1,108.92	952.56
IndusInd Bank	378.94	634.03
Axis Bank	0.00	1,190.19
HDFC Bank	150.25	15.05
Punjab National Bank	2,626.44	1,886.49
State Bank of India	119.40	845.07
Bank of India	3,662.39	2,114.46
Canara Bank	8.17	57.11
Karnataka Bank	1,187.26	-
	9,457.15	8,069.48
(ii) From Financial Institution		
M & M Finance Ltd	380.94	682.22
TATA Capital Financial Services Ltd.	0.00	26.59
Sundaram Finance Ltd.	1,092.64	1,009.82
John Deere Financial India Pvt Ltd.	148.54	47.91
Sandvik Financial Services Ltd	2,437.81	1,811.54
Oxyzo Financial Services Ltd	918.22	-
Axis Finance Ltd.	1,875.00	-
PNC BANK	3,140.14	-
Badjate Stock Broking Private Limited	89.00	-
	10,082.29	3,578.07
	19,539.44	11,647.55
Unsecured		
(i) Loans from Directors		
Anand Sancheti**	3,800.00	3,800.00
Akshay Abhay Sancheti	275.08	-
Paramveer Abhay Sancheti	310.09	-
	4,385.17	3,800.00
(ii) Loans from Related Party		
Veetrag Exploration & Minerals Pvt Ltd.	4,699.65	2,823.91
SMS Vidhyut Pvt. Ltd.	1,103.44	-
Spark Mall And Parking Private Limited	1,613.79	-
	7,416.88	2,823.91
(iii) From others		
Augmentum Software Pvt Ltd.	17.21	1,209.00
Bafna Earth Movers Ltd	2,215.20	2,282.73
	2,232.40	3,491.73
	33,573.89	21,763.19

* For Securities please refer individual bank wise notes given.

** The loan from director is in the form of Quasi Equity, it has been infused in the company based on commitment with consortium lenders. This unsecured loan is non interest bearing. The amount is not discounted for arriving the fair value despite being non-current liability in nature, due to the fact that repayment period of the loan is not certain.

17.1 Details of Securities and Terms of Repayments

(₹ in Lacs)

I. Secured

(i) Term Loans From Banks

(1) ICICI Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
LQNAG00045946719/ LQNAG00045946897/ LQNAG00045972982	374.59	10.50%	31/05/2022	27	15.92	2 years 3 months
Total	374.59					

(2) Kotak Mahindra Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
CE-1036710	169.92	7.58%	18/10/2021	18	10.52	1 year 6 months
CE-1306339 /CE-1306324	587.96	11.50%	30/08/2023	29	23.35	2 years 5 months
CE-1315307	135.19	11.50%	30/08/2023	29	5.37	2 years 5 months
CE-1342838	29.71	9.50%	02/11/2023	31	1.09	2 years 7 months
CE-1342842	29.71	9.50%	02/11/2023	31	1.09	2 years 7 months
CE-1460238	553.10	11.01%	18/06/2024	38	17.34	3 years 2 months
CE-1462620/CE-1462635	64.41	9.50%	18/06/2024	38	1.98	3 years 2 months
CE-1528388	27.99	9.50%	28/10/2024	43	0.77	3 years 7 months
CE-1535465	60.21	9.38%	28/10/2024	43	1.68	3 years 7 months
CE-1528369/CE1528373	76.99	8.74%	28/10/2024	43	2.14	3 years 7 months
Total	1735.19					

17.1 Details of Securities and Terms of Repayments

(₹ in Lacs)

(3) Indusind Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
NNNN00624E	91.81	9.68%	23/05/2023	19	5.23	1 year 7 months
NNNN00630E	18.40	9.70%	19/07/2023	21	0.96	1 year 9 months
NNN00654E, NN00655E, NNN00656E, NN00657E, NNN00653E,	213.86	9.76%	19/10/2023	30	8.07	2 years 6 months
NNN00660E, NN00659E, NNN00658E, NN00661E, NNN00662E, NN00663E	211.58	9.76%	19/10/2023	31	7.75	2 years 7 months
NNN00651E, NN00650E,	83.09	9.76%	19/10/2023	30	3.13	2 years 6 months
NNN00664E	19.62	9.76%	19/10/2023	31	0.71	2 years 7 months
Total	638.37					

(4) Axis Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
Various Contracts Bundled	1,190.17	9.50%	05/12/2020	10	136.77	10 months
Total	1,190.17					

(5) HDFC Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
130853844	10.55	7.35%	08/06/2022	6	1.79	6 months
131528908	2.25	8.30%	27/07/2022	8	0.29	8 months
131574556	2.25	8.30%	26/07/2022	8	0.29	8 months
801476993	27.15	8.93%	26/03/2025	48	0.68	4 years
801476803	57.61	9.50%	26/03/2025	48	1.45	4 years
801476964	30.92	9.50%	26/03/2025	48	0.78	4 years
801476969	30.92	9.50%	26/03/2025	48	0.78	4 years
801477010	40.76	9.50%	26/03/2025	48	1.02	4 years
Total	202.41					

17.1 Details of Securities and Terms of Repayments

(₹ in Lacs)

(6) Punjab National Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
376100NG00002235	14.88	8.75%	27/09/2022	55	0.33	4 years 7 months
376100NG00002244	8.97	8.75%	06/10/2022	55	0.20	4 years 7 months
376100NG00002785	110.03	8.80%	07/09/2023	65	2.11	5 years 5 months
376100NG00002837 376100NG00002828 376100NG00002819	49.09	8.80%	16/09/2023	66	0.94	5 years 6 months
376100NG00002855 376100NG00002846	42.22	8.80%	28/09/2023	66	0.81	5 years 6 months
376700NG00002882	21.09	8.80%	13/10/2023	67	0.40	5 years 7 months
376100NG00003021/301 2	43.12	8.80%	06/01/2024	70	0.79	5 years 10 months
376100NG00003030	28.26	8.80%	06/01/2024	70	0.51	5 years 10 months
376100NG00003119	38.80	8.80%	16/03/2024	71	0.69	5 years 11 months
376100IC00000030	2,696.21	9.70%	07/03/2024	57	83.33	4 years 9 months
376100NG00003155	25.22	8.80%	18/04/2024	73	0.45	6 years 1 months
376100NG00003225/34/4 3/52	50.94	8.80%	29/05/2024	74	0.90	6 years 2 months
376100NG00003270	11.56	8.80%	12/06/2024	73	0.20	6 years 1 months
376100NG00003650	63.40	8.80%	30/01/2025	82	1.03	6 years 10 months
376100NG00003669	72.07	8.55%	11/02/2025	82	1.17	6 years 10 months
Total	3,275.87					

17.1 Details of Securities and Terms of Repayments

(₹ in Lacs)

Punjab National Bank (GECL)

Secured by second charge by way of hypothecation of current assets as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
376100EG00000023	689.33	9.25%	01/12/2021	32	21.54*	2 years 8 months
376100IL000000347	375.00	9.25%	30/01/2021	9	41.67*	9 months
Total	1,064.33					

* Amount of instalment pertains to only principal amount and interest is calculated on closing balance.

(7) State Bank of India (GECL)

Secured by second charge by way of hypothecation of current assets as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
39960697033	844.40	9.25%	15/01/2021	14	60.42*	1 year 2 months
Total	844.40					

* Amount of instalment pertains to only principal amount and interest is calculated on closing balance.

(8) Bank of India (GECL)

Secured by second charge by way of hypothecation of current assets as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
870065410000014	80.98	9.25%	01/02/2021	13	6.23*	1 year 1 months
Total	80.98					

* Amount of instalment pertains to only principal amount and interest is calculated on closing balance.

Bank of India

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
870065410000016	1,648.17	10.03%	18/09/2023	55	29.97*	4 years 7 months
870065410000017	736.01	10.03%	18/09/2023	55	13.40*	4 years 7 months
870065410000018	1,269.33	10.03%	18/09/2023	55	22.67*	4 years 7 months
870065410000019	1,002.65	9.83%	18/09/2023	55	17.30*	4 years 7 months
Total	4,656.16					

* Amount of instalment pertains to only principal amount and interest is calculated on closing balance.

17.1 Details of Securities and Terms of Repayments

(₹ in Lacs)

(9) Canara Bank (GECL)

Secured by second charge by way of hypothecation of current assets as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
5284703000003	57.17	9.25%	12/03/2021	14	4.09*	1 year 2 months
Total	57.17					

* Amount of instalment pertains to only principal amount and interest is calculated on closing balance.

(10) Karnataka Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
541702400008401	351.17	10.05%	13/09/2024	56	7.98	4 years 8 months
0541702500001501	233.46	10.05%	13/09/2024	58	5.10	4 years 10 months
0541702500000701	259.75	10.05%	13/09/2024	58	5.69	4 years 10 months
0541702400008501	77.33	10.05%	13/09/2024	51	1.87	4 years 3 months
541702500002901	203.73	10.05%	13/09/2024	27	8.55	2 years 3 months
0541702500002101	373.88	10.05%	13/09/2024	60	8.01	5 years 0 months
Total	1499.32					

(ii) From Non-Banking Financial Institution

(1) Tata Capital Financial Services Limited

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
21846981	26.59	12.00%	21/10/2021	1	26.60*	1 Month
Total	26.59					

* Amount of instalment pertains to only principal amount and interest is calculated on closing balance.

17.1 Details of Securities and Terms of Repayments

(₹ in Lacs)

(2) Sundaram Finance Limited

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
S006700118/S006700116	311.29	9.88%	28/06/2022	15	22.21	1 year 3 months
S006700156	181.60	9.88%	28/06/2022	19	10.42	1 year 7 months
T006700211	18.34	10.50%	13/09/2023	17	1.17	1 year 5 months
T006700212	28.64	10.50%	13/09/2023	16	1.93	1 year 4 months
T006700378/79/80/81/82/83/84/85	271.22	9.50%	25/10/2023	30	10.22	2 years 6 months
T006700533,T006700536,T006700537,T006700538	81.91	9.34%	05/02/2024	22	4.09	1 year 10 months
T006700534,T006700535	53.00	10.25%	05/02/2024	22	2.66	1 year 10 months
U006700295	74.19	9.68%	05/10/2024	43	2.05	3 years 7 months
U006700359	166.26	9.75%	05/10/2024	43	4.61	3 years 7 months
U006700360	83.13	9.75%	05/10/2024	43	2.31	3 years 7 months
U006700402	27.63	9.75%	05/10/2024	32	0.98	2 years 8 months
U006700407/ U006700403	301.77	9.00%	05/10/2024	44	8.11	3 years 8 months
U006700426	191.80	8.47%	28/12/2024	45	5.03	3 years 9 months
U006700438	91.30	9.75%	07/01/2025	45	2.44	3 years 9 months
Total	1882.08					

17.1 Details of Securities and Terms of Repayments

(₹ in Lacs)

(3) Mahindra And Mahindra Financial Services Limited

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
9510930/9510940/9511404	125.73	9.61%	17/11/2023	32	4.47	2 years 8 months
9511421	69.09	9.20%	17/11/2023	32	2.45	2 years 8 months
9510973/9511023/9510966/9510986/9510996	167.95	10.00%	17/11/2023	32	6.01	2 years 8 months
9610663	33.12	9.58%	06/11/2023	21	1.72	1 year 9 months
9610597/590	165.59	9.58%	06/11/2023	21	8.59	1 year 9 months
9610602/628/671/669	120.10	10.14%	06/11/2023	21	6.26	1 year 9 months
Total	681.58					

(4) John Deere Financial India Pvt. Ltd.

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
244259	47.91	8.97%	06/03/2024	35	1.56	2 years 11 months
244304	101.51	8.70%	02/05/2024	32	3.57	2 years 8 months
244550	66.50	8.70%	14/02/2025	42	1.84	3 years 6 months
Total	215.91					

(5) Sandvik Financial Services SPV AB

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
244259	1,501.69	6.70%	19/10/2023	4	407.38	2 years
33010001182534	2,415.82	6.60%	01/11/2024	6	450.40	3 Years
Total	3917.51					

17.1 Details of Securities and Terms of Repayments

(₹ in Lacs)

(6) Axis Finance Limited

Secured by first charge by way of mortgage of property as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
ME905AB712	2375.00	10.30%	19/12/2024	57	41.67	4 years 9 months
Total	2375.00					

(7) Oxyzo Financial Services Limited

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
OXYTL01VFW1V	1298.43	12.62%	13/02/2025	36	43.56	3 years
Total	1298.43					

(8) PNC Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
130760016803	3381.69	7.34%	15/01/2021	14	241.55	7 years
Total	3381.69					

(9) Badjate Stock Broking Private Limited

Secured by first charge by way of pledging of shares as specified in the schedule annexed to the agreement, vide

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
	89.00	15.00%	13/11/2020	1	89.00*	2 years
Total	89.00					

* The loan is to be repaid in a single instalment. Interest shall be calculated and paid on the closing balance of the

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025**

(₹ in Lacs)

	As at 31st March 2025	As at 31st March 2024
17A Lease Liabilities (Non-Current)		
Lease Liabilities as per Ind AS 116	-	1,720.93
	-	1,720.93
18 Other Financial Liabilities (Non-Current)		
Unsecured		
Security deposits from sub contractor	1,564.29	1,860.11
Retention money from sub contractor	2,496.75	2,725.20
<u>Security deposits/Others:</u>		
Deposits from outsiders	737.71	122.71
	4,798.75	4,708.01
19 Provisions (Non-Current)		
Employee Benefits		
Gratuity Provision	1,333.66	1,259.73
Provision for leave benefits	308.58	426.90
	1,642.24	1,686.63
20 Other Non-Current Liabilities		
Mobilisation advance from customers	14.49	268.39
Secured advance from customers	-	275.05
	14.49	543.44

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025**

(₹ in Lacs)

	As at 31st March 2025	As at 31st March 2024
21 Borrowings (Current)		
Loan repayable on Demand		
Secured		
From Banks		
Cash credit	22,524.95	22,721.13
Current maturities of long-term borrowings	9,947.29	5,994.11
	32,472.24	28,715.24
From Buyers credit		
Buyers credit -BOI Tokyo	-	375.26
Sundaram Finance Limited	199.31	91.48
	199.31	466.74
Unsecured		
from Related Party	23.83	-
From Others	4,332.49	3,734.71
	37,027.88	32,916.69
21A Lease Liabilities (Current)		
Lease Liabilities as per Ind AS 116	1,345.55	4,803.89
	1,345.55	4,803.89

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025****1 Note 21- Cash credit is secured by way of**

- a) Primary Security on entire stocks comprising of raw-material, work in progress, finished goods, consumable stores and spare and other materials, receivables, claims and bills both present and future, Collateral securities of properties of the company, its Directors and relatives as mentioned in the Annexures to the Deed of Hypothecation dated 18.05.2021 ranking on pari-pasu basis amongst consortium.
- b) Personal guarantees of Shri. Anand Sancheti, Shri. Ajay Sancheti, Shri. Akshay Sancheti and Shri. Paramveer Sancheti for fund based and non-fund based limits in the consortium.
- c) The cash credit is repayable on demand and carries interest within the range of 9.43% to 9.75% per annum.
- d) Shares of following promoters are pledged against the Cash Credit and Non Fund limit.

Name of Shareholder	No. of Shares
Shri. Ajay Shaktikumar Sancheti	461861
Shri. Anand Shaktikumar Sancheti	461861
Shri. Paramveer Abhay Sancheti	308000
Shri. Akshay Abhay Sancheti	308000

- 2 The company has not defaulted in repayment of unsecured loans and interest thereon during the year and as on the date of Balance Sheet. Unsecured loan do not have any specific repayment schedule. It will be payable on demand and carries interest rate of 10% to 16% per annum.

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025**

(₹ in Lacs)

	As at 31st March 2025	As at 31st March 2024
Borrowings (Current)		
Current maturities of long-term borrowings		
Secured		
Term Loans		
(i) From Banks		
ICICI Bank	159.19	203.85
Kotak Mahindra Bank	626.27	373.06
IndusInd bank	259.43	235.43
Axis Bank	1,190.17	1,882.25
HDFC Bank	52.16	108.95
Punjab National Bank	1,713.77	806.90
State Bank of India	725.00	725.00
Bank of India	1,074.75	167.27
Canara Bank	49.00	49.06
Karnataka Bank	312.06	-
	6,161.80	4,551.77
(ii) From Non-Banking Financial Institution		
M & M Finance Ltd.	300.64	272.11
TATA Capital Financial Services Ltd.	26.59	319.16
Toyota Motor Financial Services Ltd.	-	31.23
Sundaram Finance Ltd.	789.42	443.78
John deere Financial India Pvt Ltd.	67.37	13.75
Oxyzo Financial Services Ltd.	380.21	-
Sandvik Financial Services Ltd.	1,479.70	362.31
Axis Finance Ltd.	500.00	-
PNC Bank	241.55	-
	3,785.49	1,442.34
From Banks & Non-Banking Financial Institution	9,947.29	5,994.11

SMS Limited
Notes to Standalone Financial Statements for the year ended on 31st March, 2025
Note - Trade Payables: details relating to Micro and Small enterprises

(₹ in Lacs)

Particulars	As at 31st March 2025	As at 31st March 2024
(a) the principal amount remaining unpaid to any supplier at the end of each accounting year;	452.14	1,111.36
(b) the amount of interest paid by the buyer in terms of section 16 of the micro, small and medium enterprises development act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the micro, small and medium enterprises development act, 2006;	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	49.56	34.50
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the micro, small and medium enterprises development act, 2006.	-	-

Trade Payables aging schedule

Particulars	Outstanding for following periods from date of transactions *				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31st March'2025					
(i) MSME	451.91	0.14	0.09	0.00	452.14
(ii) Others	26,012.58	169.54	10.04	945.75	27,137.91
As at 31 March 2024					
(i) MSME	1,102.47	8.89	-	-	1,111.36
(ii) Others	19,471.94	118.45	48.31	610.80	20,249.50

* The ageing is given on the basis of date of the transactions instead of due date of payment.

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025**

(₹ in Lacs)

	As at 31st March 2025	As at 31st March 2024
23 Other Financial Liabilities (Current)		
Expenses payable	2,504.10	5,513.09
Creditors for Capital Goods	4,733.01	4,040.67
Interest accrued but not due on Term Loan	290.00	54.22
Salary and consultancy payable	1,191.76	1,186.43
Withheld amount Liabilities	2,792.59	2,261.27
Security deposits from sub contractor	1,630.17	1,905.68
Retention money from sub contractor	774.76	731.72
Deposits from outsiders	234.09	1,998.29
Credit balances in JV	126.36	95.96
	14,276.84	17,787.32
24 Other Current Liabilities		
Advance from debtors	125.27	114.41
Secured Advance Received From Bills	102.00	-
Statutory dues payable:		
NPS Payable	0.74	0.69
ESIC Payable	0.41	0.64
Professional Tax Payable	3.75	3.46
Provident Fund Payable	133.79	151.96
Tax Deducted at Source and TCS payable	456.07	488.04
GST Payable	2,433.65	964.48
	3,255.67	1,723.69
25 Provisions (Current)		
Employee Benefits		
Provision for gratuity	138.90	90.67
Provision for leave benefits	94.92	109.94
Work related provision	814.38	1,834.60
	1,048.20	2,035.21
	Year ended 31 March 2025	Year ended 31 March 2024
26 Revenue from Operations		
Contract receipts	1,47,204.92	1,36,773.95
Other Operating Revenue	3,304.03	1,848.77
	1,50,508.94	1,38,622.72
27 Other Income		
Interest income on		
Bank deposits	351.09	328.49
Others	1,447.99	1,954.01
Dividend on investment in subsidiaries	1,041.00	1,821.75
Share of profit in joint ventures	1.61	-
Profit on sale of fixed assets	154.62	498.88
Miscellaneous income	45.93	32.03
Rental Income	108.58	80.57
Rental income on investment property	-	1.44
Corporate gurantee commissions	138.75	167.00
Insurance claim	-	57.48
Reversal of provision for leave encashment	60.32	-
Profit/loss on discontinuation of lease	-	91.35
	3,349.89	5,033.00

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025**

(₹ in Lacs)

	Year ended 31st March 2025	Year ended 31st March 2024
28 Cost of Project Material Consumed	45,306.04	36,741.78
29 Change in Inventories of Work in Progress and stock-in-trade WIP		
Opening WIP	21,511.91	28,048.96
Closing WIP	(17,757.47)	(21,511.91)
	3,754.44	6,537.05
30 Direct Expenses		
Work expenses & project consultancy	45,505.90	47,438.28
Machinery repairs and maintenance	3,314.42	1,839.81
Vehicles repairs and maintenance	125.13	162.87
Power and fuel	2,169.74	1,903.68
Hire charges / machine rental charges	3,753.73	2,091.41
Insurance	711.21	500.21
Transporting charges	1,000.71	456.04
R.T.O taxes	48.33	48.79
Custom duty	3.65	13.27
	56,632.81	54,454.37
31 Employee Benefit Expenses		
Salaries and Wages		
Salaries, wages, ex-gratia and bonus	14,154.36	12,753.02
Leave encashment expenses	-	328.83
Gratuity expenses	436.89	414.55
Contribution to Provident and other funds		
Contribution to Provident fund	774.64	774.73
Contribution to employees state insurance corporation	2.95	4.27
Staff welfare expenses	17.72	12.47
	15,386.56	14,287.87
32 Unwinding of lease liabilities	1,882.11	3,520.51
	1,882.11	3,520.51
33 Finance Costs		
Interest cost		
To bank & financial institutions	5,033.24	4,689.22
To others	2,110.81	1,475.22
On mobilisation advance	9.96	74.37
On statutory dues	44.28	113.08
Bank finance charges	1,995.62	1,659.60
Exchange fluctuation on borrowing cost	125.07	-
	9,318.98	8,011.49

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025**

(₹ in Lacs)

	Year ended 31st March 2025	Year ended 31st March 2024
34 Depreciation and Amortization Expenses		
Depreciation of property plant & equipment	5,937.27	5,426.48
Depreciation of investment properties	3.75	4.68
Amortization of intangible assets	2.80	13.29
	5,943.83	5,444.46
35 Other Expenses		
Advertising and sales promotion	41.01	40.07
Bank charges	19.62	31.84
Business promotion expenses	277.58	221.94
Commission & brokerage	6.68	131.43
Corporate social responsibility	116.92	75.00
Cost auditors remuneration	5.25	5.25
Donation	16.43	44.25
Fine and penalty	-	3.82
GST expenses including state compensation cess	12.95	46.88
Internal auditors remuneration	58.52	58.47
Legal and professional fees	1,986.94	1,827.15
Compounding Charges	119.04	-
Lodging, boarding & guest house expenses	116.59	87.39
Office and other miscellaneous expenses	593.96	403.48
Postage, telephone & internet cost	29.68	30.15
Power and fuel Other	85.13	77.28
Printing and stationery	21.79	22.79
Exchange differences (net)	195.47	163.25
Rates and taxes	54.65	66.95
Rent	337.81	248.02
Repairs to building	13.29	19.81
Security charges	570.92	479.38
Share of Loss from Joint Venture & partnership firm	-	34.37
Statutory auditors remuneration	33.00	33.00
Tender expenses	21.08	19.32
Travelling and conveyance	319.60	224.08
Written-off balances	148.63	149.70
Impairment of Intangible assets	-	45.00
	5,202.54	4,590.08

	As at 31st March 2025	As at 31st March 2024
36 Deferred Tax Assets/(liability) (Net)		
i Components of deferred income tax assets and liabilities arising on account of temporary differences are:		
Deferred income tax liability		
Timing difference on tangible and intangible assets depreciation and amortisation	1,129.00	946.62
Timing difference on Mining Assets considered as allowable expenditure on the basis of payments made	376.83	543.88
Timing difference on Right to use assets considered as allowable expenditure on the basis of payments made	148.13	669.17
Timing difference on Net (loss)/gain on FVTOCI Debt mutual funds	6.18	(10.24)
Due to PIPL merger	-	1.01
Deferred income tax liability	1,660.14	2,150.45
Deferred income tax asset		
Provision for gratuity	370.62	471.88
Leave encashment	101.55	187.59
Provision for Bad debt	1,289.30	2,307.84
Net (loss)/gain on FVTOCI equity Securities	409.99	178.88
Long Term Capital Loss	280.11	184.95
Due to MSME vendor balance more than 45 days	72.06	103.98
Deferred income tax asset	2,523.62	3,435.13
MAT Credit entitlement	75.05	1,639.89
MAT amount of SMS limited reduced consequent to filling of income tax return of previous year	-	(1,319.63)
Deferred income tax asset	2,598.67	3,755.39
Total Deferred Tax Assets/(liability) (Net)	938.53	1,604.94
Deferred tax liabilities (net)	1,660.14	2,150.45
Deferred tax assets	2,598.67	3,755.39
Net deferred tax Assets/(liability)	938.53	1,604.94
Amount charged to profit & loss account for deferred tax		
Deferred tax expense on profit before tax	585.23	1,529.43
Deferred tax expense on Other comprehensive income	81.18	37.68
Total	666.41	1,567.10
Movement in Deferred tax Assets/(liability) (Net)	(666.41)	72.79
a) Amount charged to profit & loss account for deferred tax	(666.41)	(1,567.10)
b) MAT transfer from AGSTPL due to merger	-	1,639.89
	(666.41)	72.79

(₹ in Lacs)

37 Current tax assets (net)

	As at 31st March 2025	As at 31st March 2024
i The following table provides the details of income tax assets and liabilities		
Income tax assets	7,387.12	9,735.43
Income tax liabilities	4,150.23	5,545.56
Net balance	3,236.89	4,189.87
ii The gross movement in the current tax asset/ (liability) is as follows:		
Net current income tax asset at the beginning	4,189.87	4,953.14
Income tax paid / TDS deducted/amount paid under appeal	3,303.47	3,089.30
Current income taxes	2,195.37	1,805.41
Interest on Income tax refund as per order but not yet received	0.70	-
Adjustment of tax relating to earlier periods	(29.89)	2.29
TDS amount not appear in 26AS written off	122.27	0.28
Refund amount received	2,431.10	2,640.31
due to merger of AGSTPL	461.70	595.72
Net current income tax asset at the end	3,236.89	4,189.87
iii Income tax expense in the Statement of Profit and Loss comprises:		
Current income taxes	2,195.37	1,805.41
Adjustment of tax relating to earlier periods	(394.70)	2.45
Deferred income taxes credit	666.41	1,567.10
Income tax expenses / (credit) (net)	2,467.07	3,374.96
iv A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before income taxes is as below:		
Total comprehensive income before income tax	11,014.01	9,926.76
Total comprehensive income before income tax before adjustment of prior period errors	11,014.01	9,926.76
Less: Income at Special Rate	601.95	387.03
Income Taxable at Normal Rate	10,412.06	9,539.74
Enacted tax rates in India	25.17%	34.94%
Tax @ Normal Rate	2,620.51	3,333.57
Enacted special tax rates in India	14.30%	0.12
Tax @ special rate	86.08	45.08
Computed expected tax expense	2,706.59	3,378.65
Deduction of Income tax under Chapter VI-A	(46.52)	(79.25)
Effect of items not allowed for tax purpose - Permanent Difference	100.67	42.84
Effect of items not allowed for tax purpose - Timing Difference	(484.20)	(179.53)
Adjustments relating to assessment of earlier year income tax return	(394.70)	2.45
Deferred income taxes credit	666.41	247.47
Effect of Other Comprehensive Income (OCI)	(81.18)	(37.68)
Income tax expense credit/(charge) to the Statement of Profit and Loss	2,467.07	3,374.96

38 Exceptional Items**Loss on sale of Investment**

Pt. SMS Mines Indonesia	-	507.19
	-	507.19

39 Earnings Per Share (EPS)	As at 31 March 2025	As at 31 March 2024
Face Value Per Equity Share (₹)	10.00	10.00
Basic Earnings Per Share (₹) – After Exceptional Item	78.41	60.65
Basic Earnings Per Share (₹) – Before Exceptional Item	78.41	65.59
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lacs) – After Exceptional Item	8,045.65	6,223.64
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lacs) – Before Exceptional Item	8,045.65	6,730.84
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	1,02,61,382	1,02,61,382
Diluted Earnings Per Share (₹) – After Exceptional Item	78.41	60.65
Diluted Earnings Per Share (₹) – Before Exceptional Item	78.41	65.59
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lacs) – After Exceptional Item	8,045.65	6,223.64
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lacs) – Before Exceptional Item	8,045.65	6,730.84
Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	1,02,61,382	1,02,61,382
Reconciliation of Weighted Average Number of Shares Outstanding		
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	1,02,61,382	1,02,61,382
Total Weighted Average Potential Equity Shares		-
Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	1,02,61,382	1,02,61,382

40 Capital Management

The primary objective of the company capital management is to maximize the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current Borrowings	29,773.89	17,963.19
Current Borrowing	37,027.88	32,916.69
Total Debt	66,801.77	50,879.88
Less : Cash & Cash Equivalent and other bank balance	4,854.81	4,052.21
Net debt	61,946.96	46,827.68
Equity	96,521.59	87,974.65
Unsecured borrowings from the Director (Quasi Equity)	3,800.00	3,800.00
Total capital	1,00,321.59	91,774.65
Capital and net debt	1,62,268.55	1,38,602.32
Gearing Ratio	38.18%	33.79%

41 A Contingent Liabilities and Guarantees

(₹ in Lacs)

	As at 31st March 2025	As at 31st March 2024
Contingent Liability		
Claims against the company not acknowledged as debts		
Income Tax Act #	2,420.53	2,420.53
Service Tax including Penalty of Rs. 4293.15 Lacs (Rs. 4293.15 Lacs) *	13,573.93	13,573.93
Sales Tax/VAT/GST	4,775.59	2,909.01
Life Time road transport tax	721.79	721.79
Legal Cases against company	96.00	111.00
Custom act, 1962	10.00	10.00
Claims from clients **	2,206.08	1,956.73
Other	9.03	9.03
Guarantees excluding Financial Guarantees		
Corporate Guarantees to subsidiary***	13,695.30	16,705.92
Performance Bank Guarantees of Subsidiaries & Associates Co's.	1,145.86	2,389.88

* Also include Rs.7486.25 Lacs (and penalty of Rs.4237.59 Lacs) against appeal pending before CESTAT, Mumbai. The contract with the UCIL is the contract for development of mines and also the contract for extraction of Uranium Ore. SMSL had paid service tax for the development part, at the the rates applicable under the composition scheme from time to time. The extraction part is paid by SMSL under Service tax through Normal rates as were applicable from time to time. The Service Tax department is asking SMSL to pay service tax on developement part under normal rates as against service tax paid under composition scheme. The case is pending in the Tribunal for hearing in defense of such contraversial view of the Department. Meanwhile, SMSL took the view of this case from the subject experts who had opined that the stand of SMSL is prudent and defensible.

**This includes amount already paid to ONGC Rs 1476.08 Lacs which is contested under arbitration. Even in case of unfavourable order at arbitration level no cash flow expected. This also includes demand of Rs 449.02 Lacs for Banwas project which is already taken up with concern authority & against which the amount was already withheld by the department and no cash out flow expected. In this case, the company is confidend that, this amount will be released.

*** The outstanding Corporate Guarantee guarantee remains only for Maharashtra Enviro Power Limited (MEPL), one of the fellow subsidiary of the company SMS Limited where the loan amount has come down from Rs 16705.92 Lacs to Rs 13695.30 Lacs.

AYODHYA GORAKHPUR SMS TOLLS PRIVATE LIMITED (merge with SMSL)

For AY 2015-16, the Income Tax Department raised a demand of ₹493.00 lacs (Order No. ITBA/AST/S/156/2021-22/1041048768(1) dated 19/03/2022), recovered from refunds of AY 2020-21 and AY 2022-23. For AY 2016-17, additions were made (Order No. ITBA/AST/S/156/2021-22/1041125693(1) dated 21/03/2022), but no demand was raised. Penalty proceedings under Section 271(1)(c) were initiated for both years. Appeals have been filed with CIT(A) and are pending.

A demand of ₹102.00 lacs was raised (Order No. CPC/2122/A6/312541291 dated 13/11/2022) for AY 2021-22, including interest. The Company has communicated its intent to file a rectification via letter dated 03/08/2023 and is in the process of filing the same.

SMS Limited

Notes to Standalone Financial Statements for the year ended on 31st March, 2025

* Show cause Cum Demand Notice dated 09.04.2019 vide document number DGGSTI/NZU/110/2018/1554 was issued by GST Intelligence Department and an amount of Rs 1739.04 Lacs was demanded against Service Tax, Education Cess, Secondary and Higher Education Cess, Swachh Bharat Cess and Krishi Kalyan Cess for period from October 2013 till June 2017. Against the same the company filed its reply dated 06.06.2019. Since then, the matter is pending without any further notice from department.

The Company does not expect any outflow of economic resources in respect of the above and therefore no provision is made in respect thereof.

The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed contingent liabilities where applicable in its financial statements. The Company has not provided for or disclosed contingent liabilities for matters considered as remote for pending litigations wherein the management is confident, based on the internal legal assessment and advice of its lawyers that these litigations would not result into any liabilities. The Company does not expect the outcome of these proceedings to have a material adverse effect on the financial statements.

Stamp Duty Letter by U.P. Treasury

The Company had received notice from District Collector, Uttar Pradesh dated 14th January 2020 demanding Rs 2150 Lacs pertaining to stamp duty on the concession agreement between NHAI and AGSTPL for operation and maintenance of Ayodhya-Gorakhpur Section in Uttar Pradesh along with penalty of Rs 2150 Lacs totalling to Rs 4300 Lacs.

Against this in FY 19-20 and 20-21, the Company had deposited principal amount of stamp duty amounting to Rs 2150 Lacs. The Company has lodged the claim of reimbursement of same with NHAI vide its letter reference number AG-SMS/BST/NHAI/IE/OMT/20/1573 dated 19.05.2020 and adjusted this amount out of the monthly concession fees payable to the NHAI. The Company has not received any rejection of claim from NHAI.

The Company has again received notice from District Collector, Uttar Pradesh 20th May'2022 towards penalty Rs 2150 Lacs along with interest of Rs 2741 Lacs totalling to Rs 4891 Lacs.

In the meantime despite making payment of Stamp Duty, the Company has filed various representations for withdrawal of order for collection of stamp duty from concessions entered with NHAI for toll collection, on the ground that stamp duty not applicable on the infrastructure facilities developed by NHAI. Further NHAI and Ministry of Road, Transport and Highways- Government of India has also filled representations to State Government of Uttar Pradesh on the above grounds. Final outcome is awaited.

In the recent tender's, NHAI has incorporated specific additional terms and conditions that the stamp duty, if any, levied by State Government then the amount will be borne by concessioner. This along with recover / adjustment of principal demand by company from NHAI implies that in the past the same was recoverable from NHAI and accordingly liability of interest and penalty above will not result in to any outflow / impact on the Company's financial statement.

	As at 31st March 2025	As at 31st March 2024
Contingent Assets		
Claim raised to the client not acknowledged as receivable	5,336.81	2,667.04

ONGC:

The company has paid Rs 1476.08 Lacs to ONGC against liquidated damages and is contested under arbitration. Beside this, there are other outstanding amount of Rs.499.12 Lacs receivable from ONGC. Arbitration award of Rs.2773.45 lacs (excluding interest) in favour of SMS Limited. This award has been challenged by ONGC in the High Court. Pending order of High Court, the balance amount of Rs.798.25 Lacs and interest amounting to Rs. 1271.75 Lacs as on 31st March'25 has not been recognised following prudent accounting policy and the same is considered as contingent assets.

Katra:

Against the, arbitration award of Rs. 2667.04 lacs dated 22nd Dec 2021 has been passed in favour of SMS Limited, the Konkan Railway Corporation Limited has gone into appeal at higher forum, pending outcome of the same, following prudent accounting policy, this claim amount and interest of Rs. 599.77 Lacs thereon, totalling to Rs.3266.81 has not been recognised as on 31st March'25 and the same is considered as contingent assets..

B Commitments

Capital Commitment	28,182.00	30,712.49
Revenue Commitment	62,355.00	66,181.18
	90,537.00	96,893.66

42 Payment to Auditors (Excluding Taxes)

Audit fee	28.60	28.60
Tax audit fee	4.40	4.40
Other services (Certification Fees)	-	-
	33.00	33.00

- 43** While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unexecuted or partially executed performance obligations, along with the broad time band for the expected time to recognise those revenues, the Company has applied the practical expedient in Ind AS 115. Accordingly, the Company has not disclosed the aggregate transaction price allocated to unexecuted or partially executed performance obligations which pertain to contracts where revenue recognised corresponds to the value transferred to customer typically involving time and material, outcome based and event based contracts. Unexecuted or partially executed performance obligations are subject to variability due to several factors such as terminations, changes in scope of contracts, periodic revalidations of the estimates, economic factors (changes in currency rates, tax laws etc). The aggregate value of transaction price allocated to unexecuted or partially executed performance obligations is ₹ 7,97,365.33 lacs out of which 20% is expected to be recognised as revenue in the next year and the balance thereafter.

SMS Limited
Notes to Standalone Financial Statements for the year ended on 31st March, 2025
44 Disclosure in accordance with Ind AS 115 'Revenue From Contracts with Customers' -

PARTICULARS			2024-25	2023-24
A	Contracts with customers			
	i	Revenue recognised from contracts with customers, which the entity shall disclose separately from its other sources of revenue	Yes	Yes
	ii	Any impairment losses recognised (in accordance with Ind AS 109) on any receivables or contract assets arising from an entity's contracts with customers, which the entity shall disclose separately from impairment losses from other contracts	NA	NA
B	Contract balances			
	i	Opening Balances		
		Contract Receivable	28,440.87	14,694.96
		Contract Assets	29,038.33	19,219.19
		Contract Liability	657.85	2,524.29
	ii	Closing Balance		
		Contract Receivable	28,232.80	28,440.87
		Contract Assets	30,587.95	29,038.33
		Contract Liability	139.76	657.85
C	i	Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	640.33	1,977.64
	ii	Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods (for example, changes in transaction price).		
		Performance obligation satisfied when the services related with the work was completed.		
		The significant payment term are when the work completed the related payment is due. The consideration receivable against the performance obligation are variable and the all the factor related with the estimation of variable payment are considered at the the of recognition.		
	iii	An explanation of the significant changes in the contract asset and the contract liability balances during the reporting period		
		There is no significant change in the contract assets and contract liability balance during the reporting period.		
D	Significant judgement in the application of standard			
	i	An entity shall disclose the judgements, and changes in the judgements, made in applying this Standard that significantly affect the determination of the amount and timing of revenue from contracts with customers. In particular, an entity shall explain the judgements, and changes in the judgements, used in determining both of the following		
		the timing of satisfaction of performance obligations	Yes	Yes
		the transaction price and the amounts allocated to performance obligations.	Yes	Yes

SMS Limited
Notes to Standalone Financial Statements for the year ended on 31st March, 2025

E	Determining the timing of satisfaction of performance obligations			
i	the methods used to recognise revenue (for example, a description of the output methods or input methods used and how those methods are applied)		Yes	Yes
ii	an explanation of why the methods used provide a faithful depiction of the transfer of goods or services.		Yes	Yes

45 Disclosures for Some of the key disclosure requirements for lessee involves disclosing amounts relating to the reporting period for the following items :

	Particulars	2024-25	2023-24
i	Depreciation charge for right-of-use assets	653.88	941.82
ii	Interest expenses on lease liabilities	1,882.11	3,520.51
iii	Expenses relating to short term assets accounted on straight line or other systematic basis over lease term	4,091.54	2,339.43
iv	Total cash outflow for Leases other than Sale and Leaseback transactions	3,258.68	3,691.08
v	Total cash outflow for Sale and Leaseback transactions leases	427.70	828.60
vi	Interest Income recognised on SD given under lease arrangements	14.79	30.77
vii	Additions of right-of use assets	380.00	-
viii	Carrying value of right-of use assets at the end of the reporting period	7,383.63	9,416.33
ix	Gain/(loss) arising from sale and lease back transactions	-	-
x	Maturity analysis of lease liability as at the end of the reporting period		
	Financial Year:		
	24-25	-	4,271.06
	25-26	1,782.06	2,253.76
	26-27	-	-
	Total amount of lease liabilities as at end of the reporting period	1,782.06	6,524.83

xi Sale and Leaseback Transactions:

xii **Key terms and conditions of individual sale and leaseback transactions**

(a) the lessee's reasons for sale and leaseback transactions and the prevalence of those transactions – To infuse the liquidity in the company by collecting the cash flow at one go and paying the lease on a monthly basis.

SMS Limited
Notes to Standalone Financial Statements for the year ended on 31st March, 2025

(₹ in Lacs)

Lease transaction with	Duration of Repayment	Beginning of lease	End of lease	Amount of monthly Rental Charges	Periodicity	Related Party	Buy Back Values considered in Right to use asset
RENT ALPHA PRIVATE LIMITED	16 Quarter	15/04/2022	15/01/2026	4.43	Quarterly	NO	5.66
RENT ALPHA PRIVATE LIMITED	16 Quarter	15/01/2022	31/03/2026	57.85	Quarterly	NO	-
RENT ALPHA PRIVATE LIMITED	16 Quarter	15/01/2022	31/03/2026	5.23	Quarterly	NO	-
SMG REALITIES PRIVATE LIMITED	36 Months	01/12/2022	30/11/2025	249.05	Monthly	NO	5,213.51

Lease transaction Closed during the year

Sale and lease back transaction with	Duration of Repayment	Beginning of lease	End of lease	Amount of monthly Rental Charges	Periodicity	Related Party	Buy Back Values considered in Right to use asset
J M COTSPIN PRIVATE LIMITED	36 Months	01/11/2021	31/10/2024	28.78 April22 onwards	Monthly	NO	695.96
INVATO SALES & SERVICES PRIVATE LIMITED	36 Months	01/11/2021	31/10/2024	21.44 April-22 onwards	Monthly	NO	506.25
ARS INFO CONCEPT PVT LTD	36 Months	01/11/2021	31/10/2024	10.88 April22 onwards	Monthly	NO	267.09

Particulars	Gratuity plan		Leave encashment plan	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Table I: Assumptions				
Discount Rate	6.79% per annum	7.21% per annum	6.79%	7.21%
Rate of increase in Compensation levels	7.00% per annum	7.00% per annum	7.00%	7.00%
Rate of Return on Plan Assets	7.21% per annum	7.48% per annum	NA	NA
Average future service (in Years)	26.00 Years	26.53 Years	26.00 Years	26.53 Years
Table II: Service Cost				
Current Service Cost	341.41	334.69	61.02	190.81
Past Service Cost (including curtailment Gains/Losses)*	-	-		-
Gains or losses on Non Routine settlements	-	-		-
Total	341.41	334.69	61.02	190.81
Table III: Net Interest Cost				
Interest Cost on Defined Benefit Obligation	111.58	95.27	38.66	17.47
Interest Income on Plan Assets	16.10	15.42	-	-
Net Interest Cost (Income)	95.48	79.85	38.66	17.47
Table IV: Change in Present Value of Obligations				
Opening of defined benefit obligations	1,573.64	1,273.67	536.84	233.57
Service cost	341.41	334.69	61.02	190.81
Interest Cost	111.58	95.27	38.66	17.47
Benefit Paid	(349.46)	(207.72)	(73.01)	(25.56)
Actuarial (Gain)/Loss on total liabilities:	37.80	77.73	(160.16)	120.55
- due to change in financial assumptions	97.39	56.05	6.75	5.85
- due to change in demographic assumptions	-	-	-	-
- due to experience variance	(59.59)	21.68	(166.91)	114.69
Closing of defined benefit obligation	1,714.97	1,573.64	403.35	536.84
Table V: Change in Fair Value of Plan Assets				
Opening fair value of plan assets	223.24	206.10	-	-
Actual Return on Plan Assets	16.73	15.90	-	-
Employer Contribution	343.19	208.97	73.01	25.56
Benefit Paid	(340.75)	(207.72)	(73.01)	(25.56)
Closing fair value of plan assets	242.41	223.24	-	-
Table VI: Actuarial (Gain)/Loss on Plan Asset				
Expected Interest Income	16.10	15.42	-	-
Actual Income on Plan Asset	16.73	15.90	-	-
Actuarial gain /(loss) on Assets	0.63	0.48	-	-

Particulars	Gratuity plan		Leave encashment plan	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Table VII: Other Comprehensive Income				
Opening amount recognized in OCI outside P&L account	-	-	-	-
Actuarial gain / (loss) on liabilities	(37.80)	(77.73)	-	-
Actuarial gain / (loss) on assets	0.63	0.48	-	-
Closing amount recognized in OCI outside P&L account	(37.17)	(77.25)	-	-
Table VIII: The amount to be recognized in Balance Sheet Statement				
Present Value of Obligations	1,714.97	1,573.64	403.35	536.84
Fair value of plan assets	242.41	223.24	-	-
Net Obligations	1,472.57	1,350.40	403.35	536.84
Amount not recognized due to asset limit	-	-	-	-
Net defined benefit liability / (assets) recognized in balance sheet	1,472.57	1,350.40	403.35	536.84
Table IX: Expense Recognized in Statement of Profit and Loss				
Service cost	341.41	334.69	61.02	190.81
Net Interest Cost	95.48	79.85	38.66	17.47
Net actuarial (gain)/loss		-	(160.72)	120.55
Expenses Recognized in the statement of Profit & Loss	436.89	414.55	(61.03)	328.83
Table X: Major categories of plan assets (as percentage of total plan assets)				
Government of India Securities	0%	0%	0%	0%
State Government Securities	0%	0%	0%	0%
High Quality Corporate Bonds	0%	0%	0%	0%
Equity Shares of Listed Companies	0%	0%	0%	0%
Property	0%	0%	0%	0%
Special Deposit Scheme	0%	0%	0%	0%
Fund Managed by Insurer	100%	100%	0%	0%
Bank Balance	0%	0%	0%	0%
Other Investments	0%	0%	0%	0%
Total	100%	100%	0%	0%
Table XI: Change in Net Defined Obligations				
Opening of Net defined benefit liability	1350.40	1067.57	536.84	233.57
Service cost	341.41	334.69	61.02	190.81
Net Interest Cost	95.48	79.85	38.66	17.47
Re-measurements	37.17	77.25	(160.16)	120.55
Employer Contribution	(351.90)	(208.97)	(72.85)	(25.56)
Closing of Net defined benefit liability	1,472.57	1,350.40	403.51	536.84

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025****46 Related Party Transactions****1. Relationships (Related Party relationships are as identified by the Company).****a Subsidiary Companies**

1. SMS Infolink Pvt. Ltd.	9. SMS Mining Limited
2. SMS Hazardous Waste Management Pvt. Ltd	10. SMSL Ketki MDO Project Limited
3. Spark Mall & Parking Pvt. Ltd.	11. SMS Envocare Limited
4. SMS Taxi Cabs Pvt. Ltd.	
5. SMS Vidyut Pvt. Ltd.	
6. SMS-AABS India Tollways Private Limited	
7. SMS Waste Management Pvt. Ltd.	
8. PT. SMS Minerals International	

b Step-down subsidiary Companies

Subsidiary of SMS Envoclean Pvt. Ltd. :	Subsidiary of Spark Mall & Parking Pvt. Ltd. :
1. SMS Envoclean Pvt. Ltd.	1. Medisearch Life Sciences Pvt. Ltd
2. SMS Water Grace BMW Pvt. Ltd	
3. Maharashtra Enviro Power Ltd.	Subsidiary of SMS Infolink Pvt. Ltd. :
4. Butibori CETP Private Limited	1. Procohat technologies Pvt. Ltd.
5. SMS Waluj CETP Private Limited	
6. SMS Watergrace Enviroprotect Private Limited	2nd layer subsidiary of SMSL:
7. Envotech Waste Management Limited (Not a step down subsidiary from 20.03.2025)	Subsidiary of SMS Envoclean Pvt. Ltd. :
8. Enviroprotect Waste Management Limited (Under process of strike off)	1. Passco environmental solutions pvt ltd (100% holding through SMS Envoclean Private Limited & SMS Watergrace BMW Private Limited)
9. Ponda Envocare Limited	Subsidiary of Procohat technologies Pvt. Ltd. :
10. SMS Greentech Private Limited	1. Ansilbyte Technologies Private Limited (Wholly owned Subsidiary)
11. SMS Water Grace Mediawaste Management Private Limited	2. Infivent Solutions Technologies Private Limited
12. Nilawars Watergrace Waste Management Private Limited	
13. Western Integrated Waste Management Facility Private	
14. Watergrace Biomedical Waste Private Limited	

c Associates**Associates of SMS Limited :**

1. RCCL Infrastructure Ltd.	2. SMS AAMW Tollways Pvt. Ltd.
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d Step-down Associate**Associates of SMS Vidhyut Private Limited :**

1. Fire Arcor Infrastructure Private Limited (Arcor Infraventures Private Limited merge with Fire Arcor Infrastructure Private Limited w.e.f 01-04-2023)
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SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025****46 Related Party Transactions****e Joint Venture**

1. SMS Infrastructure Ltd. & D. Thakkar Construction Pvt. Ltd. JV	11. SMSL-SRRCIPL (J V)
2.SMS Infrastructure Ltd - Aarti Infra-Projects Pvt. Ltd. J.V.	12.SMSIL-MBPL (JV)
3.SMS Infrastructure Ltd. Shreenath Enterprises J.V.	13. Meghe SMS Health Sciences Consortium (SPV)
4.SRRCIPL-SMSL-BEKEM-JV	14. AGIPL-SMSIL (JV)
5.Shaktikumar M. Sancheti Ltd. & S N Thakkar Construction Pvt. Ltd. JV	15.Sanbro Corporation (Partnership Firm)
6.GSJ Envo Ltd. In consortium with SMS Infrastructure Ltd.	16. Saket - SMSIL (JV)
7. SMSIL KTCO (JV)	17. SRRCIPL-SMSL (J V)
8.Bhartia SMSIL (JV)	18. SRRCIPL-SMSL (JV)-Mahabubnagar
9.SMSIL-MBPL-BRAPL (JV)	19. SMSL-MBPL JV Durg-package-A
10.GDCL-SMSIL (J.V.)	

f Key Management Personnel

1. Shri. Anand S. Sancheti -Managing Director	7. Shri. Hemant Kumar Lodha - Non Executive Director
2. Shri. Dilip B. Surana - Whole Time Director	8. Shri. Ajay Kumar Lakhotia - Independent Director (Completion of tenure from 30.03.2025)
3. Shri. Akshay A. Sancheti - Whole Time Director	9. Shri. Anil Kumar Jha - Independent Director (Appointed from 01/04/2024)
4. Shri. Paramveer A. Sancheti - Whole Time Director	10. Shri. Rajesh Kumar Gupta - CFO
5. Shri. Nirbhay A. Sancheti -Whole Time Director	11. Ms. Smita Pankaj Agarkar - CS
6. Shri. Ramachandra Rao Kasaraneni - Whole-time director (Appointed From 22/05/2024)	

g Other related parties

1. Breakvelop Private Limited	22. Karan Anand Sancheti
2. Oracity life sciences LLP	23. Mrs. Savita Ajay Sancheti
3. SMS Multi Objective Organisation	24. Smt. Vijaya Sancheti
4. Atul Multi Objective Organisation	25. Mrs. Shruti Anand Sancheti
5. Valencia Constructions Pvt. Ltd.	26. Mrs. Shreya Akshay Sancheti
6. Veet Rag Exploration & Minerals Pvt. Ltd.	27. KPANV Ventures LLP
7. Veet Rag Hospitality Pvt. Ltd.	28. SPANV Enterprises
8. San Commercials Pvt. Ltd.	29. Abhaykumar Ajaykumar Agricultural
9.Grey Mountain Private Limited	30. Ajay S Sancheti
10. San Finance Corporation	31. Ajay S Sancheti-HUF
11. Sanson Developers	32. Varun A Sancheti
12. KPANV Mines and Mineral LLP	33. Rashi V Sancheti
13. Spanv Medisearch Lifesciences Private Limited	34. S.M. Sancheti-HUF
14. Best Power Plus Private Limited	35. Abhay H Sancheti-HUF
15. Kingsway Foundation	36. Anand S Sancheti HUF
16. Pinnacle	37. Dilip B Surana HUF
17. BSS Associates	38. Kavita D Surana
18. Mrs. Raveena Nirbhay Sancheti	39. Shreya Dilip Surana
19. Trishala Anand Sancheti	40. Sakshi Dilip Surana
20. Mrs. Kavita Paramveer Sancheti	
21. Smt. Bharati Sancheti	

SMS Limited
Notes to Standalone Financial Statements for the year ended on 31st March, 2025
46 Related Party Transactions
2. Transaction carried out with related parties referred to above

(₹ in Lacs)

Nature of Transaction	Related Parties		Key Mangement Personnel
	Subsidiaries & step down subsidiaries Companies	Associates, JVs & Other Related Parties	
Loan \ Advance Given\Repaid	19,031.77	50,050.64	377.02
	(16,066.20)	(40,887.27)	(55.29)
Loan \ Advance Received\ Recovered	19,152.27	46,409.06	377.02
	(22,681.81)	(43,968.98)	(55.29)
Donations	-	1.15	-
	-	(1.90)	-
Interest Income	603.43	291.93	-
	(866.19)	-	-
Interest Expenses	238.97	940.86	0.19
	-	(882.88)	-
Other Services Rendered	238.19	2.38	-
	(204.78)	(50.15)	(0.51)
Rent Expenses	14.42	19.05	-
	(14.42)	(18.00)	-
Rent Income	80.59	25.32	0.33
	(155.10)	(6.50)	-
Revenue from operations	3,522.05	30,879.15	-
	(2,485.24)	(19,462.75)	-
Sale of Assets	45.86	3.31	1,021.33
	(230.46)	(1,712.33)	(1,892.59)
Services Taken	505.26	438.52	-
	(441.78)	(734.98)	-
Sitting Fees	-	-	130.00
	-	-	(126.00)
Managerial Remuneration	-	-	1,036.75
	-	-	(985.06)
Commission & Brokerage	-	-	-
	-	(130.00)	-
Security Deposit Given	-	-109.45	-
	(32.25)	(645.59)	(1,430.73)
Security Deposit Taken	-	6.62	-
	-	(1,000.00)	-
Royalty Expenses	-	15.28	-
	-	(3.38)	-
Reimbursement of expenses	-3.37	420.53	-
	-	(160.72)	-
Purchase of Share (Investment)	-	-	-
	(4,091.90)	-	-
Sale of Share (Investment)	-	-	-
	(4,336.61)	-	-
Change in Investment	5,849.13	-14.36	-
	(-7,061.23)	(518.74)	-
Purchase	24.90	1.69	-
	(12.06)	-	-
Purchase of Fixed Assets	-	1.17	-
	-	-	-
Profit on Foreign Exchange	-195.65	-	-
	(323.42)	-	-
Lease Rent	-	993.12	528.20
	-	(542.25)	(183.48)
Dividend Received	1,041.00	-	-
	(1,821.75)	-	-
Investment	19,318.95	1,505.54	-
	(13,470.82)	(1,519.90)	-
Outstanding balances include in Current Asset & Current Liabilities & Investment Outstanding	13,438.29	1,757.16	-3,046.31
	(12,106.74)	(-6240.2110317)	(-4617.2139353)

*All figures in brackets are related to previous financial year 2023-24

Party Name/ Nature of Transactions	Loan \ Advances Given(Repaid)	Loan /Advances Taken (Recovered)	Profit Due to Foreign Exchange Variation	Donation	Purchase of Material	Purchase of Assets	Other Services Rendered	Rent Expense	Rent Income	Interest Expenses	Interest Income	Security Deposit given	Security Deposit taken	Mobilisation Advance Received	Purchase of Share	Sale of Share	Reimbursement of expenses	Royalty Expenses	Commission & Brokerage	Revenue from Operations	Sale of Asset	Sale of Material	Lease Rent	Services Taken	Dividend Received	Sitting Fees	Managerial Remuneration	Change in Investment	Investment	Outstanding balances include in Current Asset & Current Liabilities	
Subsidiaries & Step-down Subsidiaries																															
Ayodhya Gorakhpur SMS Tolls Pvt. Ltd. (Merged with SMS Limited)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Maharashtra Enviro Power Ltd.	(668.88)	(5,934.64)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(1.00)	(158.91)	
	2.05	2.05	-	-	-	-	14.55	-	70.22	-	-	-	-	-	-	-	-3.37	-	-	-	638.75	-	-	-	19.73	-	-	-	-	-	
SMS-AABS India Tollways Private Limited	-	-	-	-	(12.06)	-	(196.22)	-	(67.22)	-	-	-	-	-	-	(3,000.20)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMS Hazardous Waste Management Pvt. Ltd (Formerly Known As SMS Mine Developers)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMS Mining Limited	3.14	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	(4.38)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMS Envoclean Pvt Ltd	-	-	-	-	-	-	5.40	-	0.97	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	(6.65)	-	(0.91)	-	-	-	-	-	-	(112.60)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMS Infolink Pvt Ltd	534.23	280.74	-	-	-	-	-	-	0.51	-	18.81	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	(7.30)	-	-	-	-	-	-	-	(0.51)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
PT.SMS Minerals International	-	-	-195.65	-	-	-	-	-	-	-	477.29	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	(323.42)	-	-	-	-	-	-	-	(470.76)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
PT.SMS Mines Indonesia (Not subsidiary w.e.f 27.03.2024)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMS Vidhyut Pvt Ltd	3,521.11	4,803.85	-	-	-	-	160.66	-	-	98.42	-	-	-	-	-	-	-	-	-	-	30.29	-	-	-	-	-	-	-	-	-	
	(2,286.04)	(3,858.01)	-	-	-	-	(0.08)	-	-	-	(199.23)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMS Taxicab Pvt Ltd	73.52	1,694.06	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
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SMS Waste Management Pvt Ltd	0.50	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMS Watergrace BMW Pvt Ltd	-	-	-	-	-	-	1.87	-	0.97	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	(1.45)	-	(84.82)	-	-	-	-	-	-	(586.62)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Spark Mall & Parking Pvt Ltd	10,308.45	11,922.25	-	-	-	-	41.13	14.42	0.22	140.55	-	-	-	-	-	-	-	-	-	-	145.14	-	-	-	-	-	-	-	-	-	
	(12,312.78)	(12,489.36)	-	-	-	-	(0.37)	(14.42)	(0.10)	-	(196.20)	-	-	-	-	-	-	-	-	-	(8.64)	-	-	-	(424.00)	-	-	-	-	-	
SMSL Ketki MDO Project Limited	4,441.42	301.98	-	-	24.59	-	-	-	-	107.32	-	-	-	-	-	-	-	-	-	-	2,193.22	45.86	-	-	-	-	-	-	-	-	
	(786.83)	(399.80)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(2,459.73)	(230.46)	-	-	-	-	-	-	-	-	
Ponda Envocare Ltd	81.11	81.11	-	-	-	-	1.49	-	0.93	-	-	-	-	-	-	-	-	-	-	-	467.78	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMS Envocare Ltd	31.25	31.25	-	-	0.31	-	9.80	-	0.97	-	-	-	-	-	-	-	-	-	-	-	2.37	-	-	361.07	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Nilawar Water Grace Waste Management Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMS Wate Grace Enviroprotect Pvt Ltd.	-	-	-	-	-	-	1.45	-	0.97	-	-	-	-	-	-	-	-	-	-	-	44.50	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMS Water Grace Mediawaste Management Pvt Ltd	-	-	-	-	-	-	1.25	-	0.97	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
BUTIBORI CETP PVT LTD	-	-	-	-	-	-	0.30	-	0.97	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
PASSCO ENVIRONMENTAL SOLUTIONS PVT	35.00	35.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMS WALUJ CETP PVT. LTD	-	-	-	-	-	-	0.30	-	0.97	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2.Associates, JVs & Other Related Parties																															
Atul Multi Objective Organisation	-	-	-	-	(0.20)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Bhartia-SMSIL JV	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
BSS Associates	-	-	-	-	-	-	-	19.05	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	(18.00)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
GSJ Envo Ltd in consortium with SMSL	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
KPANV Mines & Minerals LLP	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Meghe SMS Health Sciences Consortium (SPV)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Ponda Envocare Ltd	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	(311.66)	(7.67)	-	-	-	-	-	-	(0.67)	-	-	-	-	-	-	-	-	-	-	-	(562.36)	-	-	-	-	-	-	-	-	-	
San Finance Corporation	34,827.87	31,789.87	-	-	-	-	-	-	0.79	533.46	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	(24,579.86)	(25,938.24)	-	-	-	-	-	-	-	(309.09)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sanbro Corporations	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMSIL- Shreenath Enterprises JV	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	169.92	-	-	-	285.83	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMS Envocare Ltd	-	-	-	-	-	-	(8.93)	-	(0.91)	-	-	-	-	-	-	(4,091.90)	-	-	-	-	-	-	-	(463.72)	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMS Multiojective Organisation	-	-	-	-	1.15	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-</																											

SMS LIMITED																												(₹ in Lacs)			
Notes to Standalone Financial Statements for the year ended on 31st March, 2025																															
Party Name/ Nature of Transactions	Loan \ Advances Given(Repaid)	Loan /Advances Taken (Recovered)	Profit Due to Foreign Exchange Variation	Donati on	Purchas e of Material	Purchase of Assets	Other Services Rendere d	Rent Expense s	Rent Income	Interest Expenses	Interest Income	Security Deposit given	Security Deposit taken	Mobilisatio n Advance Received	Purchase of Share	Sale of Share	Reimburs ement of expenses	Royalty Expenses	Commissi on & Brokerage	Revenue from Operations	Sale of Asset	Sale of Material	Lease Rent	Services Taken	Dividend Received	Sitting Fees	Manageral Remunerat ion	Change In Investment	Investment	Outstanding balances include in Current Asset & Current Liabilities	
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(0.36)	(-1.9993147)	-	
Veertrag Exploration & Minerals Pvt Ltd	9,931.03 (15,213.64)	11,806.76 (17,659.43)	-	-	-	1.17	2.23 (0.82)	-	-	292.68 (525.17)	-	-	-	-	-	-	-	-	-	0.45	3.31 (0.60)	-	-	0.36	-	-	-	-	-	-4,700.07	
Veertrag Hospitality Pvt Ltd	-	-	-	-	-	-	0.07 (0.06)	-	-	-	-	-	-	-	-	-	8.33 (7.84)	-	-	-	-	-	-	-	-	-	-	-	-	(-2918.44)	104.93
SMS-AAMW- Tollways Pvt Ltd**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,038.89	
RCCL Infrastructure Ltd. **	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(1,038.89)	
SMS Infrastructure Ltd - Aarti Infra-Projects Pvt. Ltd. J.V.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Pinnacle	23.50	23.50	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	34.80 (7.25)	-	-	-	-	(-0.03954)	37.22 (51.87)	0.52 (0.52)
SMS Waluj CETP Pvt Ltd	-	-	-	-	-	-	(1.78)	-	(0.91)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Nilawar Water Grace Waste Management Private Limited	-	-	-	-	-	-	-	-	(0.30)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Best Power Plus Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Bio-waste Management (U) Ltd.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Grey Mountain Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Kingsway Foundation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
San Commercials Pvt. Ltd.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	80.00	
Sanson Developers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Valencia Construtions Pvt. Ltd.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SAKET-SMSIL(JV)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-21.39 (-13.62085)	-23.70 (-2,30523)	-
AGIPL-SMSIL (JV)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1.09 0.13	0.96 0.13	-
Smt. Raveena Nirbhay Sancheti-Relative of KMP	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	72.00 -72.00	-	-	-	-	-	-	200.00 (200.00)	
Smt. Trishala Anand Sancheti-Relative of KMP	15.31	15.31	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	79.20 (79.20)	-	-	-	-	-	-	200.00 (200.00)	
Smt. Kavita Paramveer Sancheti-Relative of KMP	310.09	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	72.00 (72.00)	-	-	-	-	-	-	-	200.00 (200.00)	
Smt. Bharati Sancheti-Relative of KMP	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	208.18 (72.20)	-	-	-	-	-	-	-	341.94 (377.32)	
Mr. Karan Anand Sancheti- -Relative of KMP	-	-	-	-	-	-	(35.38)	-	-	-	-	-	(141.94)	-	-	-	-	-	-	-	-	201.52 (140.36)	-	-	-	-	-	-	-	584.88 (584.88)	
Smt. Shreya Akshay Sancheti-Relative of KMP	294.51 (14.83)	19.43 (14.83)	-	-	-	-	-	-	0.17	-	-	-	(384.88)	-	-	-	-	-	-	-	-	(695.44)	-	99.49 (49.74)	-	-	-	-	-	-	244.66 (244.66)
Smt. Shruti Anand Sancheti-Relative of KMP	19.43 (20.75)	19.43 (20.75)	-	-	-	-	-	-	0.17	-	-	-	(244.66)	-	-	-	-	-	-	-	-	(508.15)	-	99.49 (49.74)	-	-	-	-	-	-	244.66 (244.66)
Smt. Savita Ajay Sancheti-Relative of KMP	34.04	34.04	-	-	-	-	0.08	-	0.08	-	-	-	(244.66)	-	-	-	-	-	-	-	0.03	(508.15)	-	161.23	-	-	-	-	-	-	251.19
SMS Wate Grace Enviroprotect Pvt Ltd.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
SMS Water Grace Mediwaaste Management Pvt Ltd.	-	-	-	-	-	-	(1.45)	-	(0.91)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
BUTIBORI CETP PVT LTD	-	-	-	-	-	-	(1.25)	-	(0.91)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
BREAKVELOP PRIVATE LIMITED	-	-	-	-	-	-	-	-	(0.91)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
PROCOHAT TECHNOLOGIES PRIVATE LIMITED	3.00	3.00	-	-	-	-	-	-	24.03 (0.60)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3.00	-	-	-	-	-	-	0.30 -0.54
MEDISEARCH LIFE SCIENCES PVT. LTD	-	23.83	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-23.83
FIRE ARCOR INFRASTRUCTURE PVT. LTD	1,854.36	232.02	-	-	-	-	-	-	-	-	291.93	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,622.23 (999.89)
BEST POWER PLUS PVT.LTD	112.62	112.62	-	-	-	-	-	-	-	6.24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Key Managerial Personnel																															
Shri. Ajay Kumar Lakhotia	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5.00 (3.00)	-	-	-	-	-1.80
Shri. Ramendra Gupta (Resign)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(3.00)	-	-	-	-	-
Shri. Hemant Lodha	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Shri. Akshay Sancheti	25.20 (12.62)	25.20 (12.62)	-	-	-	-	-	-	0.17	0.09	-	-	(346.03)	-	-	-	-	-	-	-	-	264.39 (633.17)	-	122.32 (61.16)	-	-	-	-	-	-	64.58
Shri. Anand Sancheti	14.36 (18.11)	14.36 (18.11)	-	-	-	-	(0.26)	-	-	-	-	-	(340.91)	-	-	-	-	-	-	-	264.39 (628.95)	-	122.32 (61.16)	-	-	-	-	-	-	-	-3,485.77
Shri. Dilip Surana	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Shri. Nirbhay Sancheti	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Shri. Paramveer Sancheti	337.46 (24.56)	337.46 (24.56)	-	-	-	-	-	-	0.17	0.10	-	-	(400.88)	-	-	-	-	-	-	-	-	161.23 (492.85)	-	224.41 (239.52)	-	-	-	-	-	-	392.06 (400.88)
Shri. Anil Kumar Jha	-	-	-	-	-	-	(0.26)	-	-	-	-	-	(342.91)	-	-	-	-	-	-	-	-	122.32 (630.46)	-	146.23 (61.16)	-	-	5.00	-	-	26.07 (149.56)	
Shri. Ramachandra Rao Kasaraneni (appointed from 22-05-2024)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Smt.Smita Agarkar (CS)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Shri. Rajesh Gupta (CFO)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

*All figures in brackets are related to previous financial year 2023-24
 **The company has made the provision for diminution in value of investments

47 Financial instruments

The fair value of the financial assets are included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

(a) Fair values of financial assets and liabilities measured at amortised cost The carrying amounts of trade receivables, short term deposits, cash and cash equivalents, trade payables are considered to be the same as their fair values, due to their short-term nature. The Company considers that the Security Deposits does not include a significant financing component. The security deposits coincide with the company's performance and the contract requires amounts to be retained for reasons other than the provision of finance. The withholding of a specified percentage of each milestone payment is intended to protect the interest of the company, from the contractor failing to adequately complete its obligations under the contract. Accordingly, transaction cost of Security deposit is considered as fair value at initial recognition and subsequently measured at amortised cost. Significant estimates: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgment to select a method and makes suitable assumptions at the end of each reporting period.

b) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, if require, allowances are taken to account for the expected losses of these receivables.

A Financial instruments by category

(₹ in Lacs)

The carrying value and fair value of financial instruments by categories as at 31 March, 2025 were as follows:

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Investments	20,485.32	-	2,044.25	22,529.58	22,529.58
Trade receivables	28,232.80	-	-	28,232.80	28,232.80
Loans	12,052.62	-	-	12,052.62	12,052.62
Others financial assets	32,401.53	-	-	32,401.53	32,401.53
Cash and cash equivalents	201.80	-	-	201.80	201.80
Other bank balances	4,653.01	-	-	4,653.01	4,653.01
Liabilities:					
Borrowings	70,601.77	-	-	70,601.77	70,601.77
Lease Liabilities	1,345.55	-	-	1,345.55	1,345.55
Trade payables	27,590.06	-	-	27,590.06	27,590.06
Other financial liabilities	19,075.59	-	-	19,075.59	19,075.59

The carrying value and fair value of financial instruments by categories as at 31 March, 2024 were as follows:

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Investments	20,489.07	-	2,015.87	22,504.94	22,504.94
Trade receivables	28,440.87	-	-	28,440.87	28,440.87
Loans	4,278.87	-	-	4,278.87	4,278.87
Others financial assets	31,508.26	-	-	31,508.26	31,508.26
Cash and cash equivalents	224.05	-	-	224.05	224.05
Other bank balances	3,828.15	-	-	3,828.15	3,828.15
Liabilities:					
Borrowings	54,679.88	-	-	54,679.88	54,679.88
Lease Liabilities	6,524.83	-	-	6,524.83	6,524.83
Trade payables	21,360.86	-	-	21,360.86	21,360.86
Other financial liabilities	22,495.33	-	-	22,495.33	22,495.33

48 Analytical Ratios (Following Ratio disclosed as per Additional Requirements)

Ratio	Numerator (Narration)	Denominator	Current Period F.Y 2024-25	Previous Period F.Y 2023-24	% of Variance CY
(a) Current Ratio	Current Assets	Current Liabilities	1.36	1.38	-1%
(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.52	0.44	18%
(c) Debt Service Coverage Ratio (Annualised)	Earnings available for debt service	Debt Service	1.21	1.21	0%
(d) Return on Equity Ratio (Annualised)	(Net Profits after taxes – Preference Dividend)	Average Shareholder's Equity	8.72%	7.77%	12%
(e) Inventory turnover ratio (Annualised)	Cost of goods sold OR sales	Average Inventory	3.53	3.19	11%
(f) Trade Receivables turnover ratio (Annualised)	Net Credit Sales	Avg. Accounts Receivable	5.31	6.43	-17%
(g) Trade payables turnover ratio (Annualised)	Net Credit Purchases	Average Trade Payables	1.85	1.91	-3%
(h) Net capital turnover ratio (Annualised)	Net Sales	Working Capital	4.93	4.57	8%
(i) Net profit ratio	Net Profit	Net Sales	5.35%	4.49%	19%
(j) Return on Capital employed (Annualised)	Earning before interest and taxes	Capital Employed	13.30%	13.69%	-3%
(k) Return on investment (Annualised)	(Current Value of Investment - Cost of Investment)	Cost of Investment	11.62%	11.56%	0%

49 Financial risk management

The Company's activities expose it to the following risks:

Credit risk
Interest risk
Liquidity risk

A Credit risk

Credit Risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and unbilled revenue) and from its financing activities including deposits with banks and financial institutions, investments, foreign exchange transactions and other financial instruments.

i Trade receivables

Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

The impairment analysis is performed at each reporting date on an individual basis for clients. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security.

Credit risk exposure

The Company's credit period generally ranges from 30 – 60 days are as below.

Particulars	As at 31st March 2025	As at 31st March 2024
Trade receivables	28,232.80	28,440.87
Work in progress	17,757.47	21,511.91
Total	45,990.27	49,952.77

The Company evaluates the concentration of risk with respect to trade receivables as low as they are spread across multiple geographies and multiple industries.

Exposure to the Credit risk on the LC / guarantee:

Particulars	As at 31st March 2025	As at 31st March 2024
Bank guarantees	87,838.71	79,732.99
Total	87,838.71	79,732.99

ii Financial instruments and deposits with banks

Credit risk is limited as we generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Counterparty credit limits are reviewed by the Company periodically and the limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

B Liquidity risk

Liquidity is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the cash and cash equivalents is sufficient to meet its current requirements. Accordingly no liquidity risk is perceived.

The break-up of cash and cash equivalents, deposits and investments is as below.

Particulars	As at 31st March 2025	As at 31st March 2024
Cash and cash equivalent	201.80	224.05
Bank balance other cash and cash equivalent	4,653.01	3,828.15
Total	4,854.81	4,052.21

C Market Risk

Foreign exchange rates

The Company has balances in foreign currency and consequently the Company is exposed to foreign exchange risk. The exchange rate between the rupee and foreign currencies has changed substantially in recent years, which has affected the results of the Company, and may fluctuate substantially in the future. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

Interest rate

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's exposure to the risk of changes in interest rates relates primarily to the Company's debt obligations with floating interest rates. The Company's borrowings are short term / working capital in nature and hence is not exposed to significant interest rate risk.

50 Disclosure in Respect of Expenditure on Corporate Social Responsibility Activities.

The company covered under section 135 of the Companies Act, following are the disclosed with regard to CSR activities:-

	As at 31st March 2025	As at 31st March 2024
(i) Amount required to be spent by the company during the year	117.01	74.40
(ii) Last year Unspent/(excess) amount	(1.01)	(0.99)
(iii) Amount of expenditure incurred	116.92	75.00
(iv) Shortfall/(excess) at the end of the year	(0.93)	(1.59)
(iv) Shortfall/(excess) at the end of the year	NIL	NIL
(vi) Reason for shortfall	NIL	NIL
(vii) Nature of CSR activities-		
1. Construction/ acquisition of any assets	NIL	NIL
2. On purpose other than (1) above		
A) Contribution towards maintaining the quality of soil and air, and promoting sustainable agriculture	27.53	-
B) Contribution to day care centres and other facilities for senior citizens, and measures to reduce inequalities	10.10	-
C) Contribution towards ensuring environmental sustainability and ecological balance	0.43	
D) Contribution towards promoting education	65.68	65.00
E) Contribution towards promoting health care, including preventive health care and sanitation	7.09	10.00
F) Contribution towards providing safe drinking water	1.92	
G) Contribution towards promoting animal welfare	1.00	
H) Training to promote rural sports and literacy, and encouraging sports among underprivileged communities	3.00	
I) Contribution towards eradicating hunger, poverty, and malnutrition	0.18	
	116.92	75.00

51 A Reconciliation of total comprehensive income and other equity consequent to restatement of prior period error

Reconciliation of comprehensive income	As at 31st March 2024	As at 31st March 2023
Total comprehensive income as per the last audited financial statement	6,422.17	6,309.16
Due to Merger with AGSTPL	1,449.27	-
Prior Period item (MAT Credit)	(1,319.63)	-
Total comprehensive income as per the current year financial statement	6,551.81	6,309.16

B Reconciliation of other equity

	As at 31st March 2024	As at 31st March 2023
Total amount of other equity as per the last audited financial statement	77,681.19	71,259.03
Due to Merger with AGSTPL	10,586.95	-
Prior Period item (MAT Credit)	(1,319.63)	-
Total amount of other equity as per the current year financial statement	86,948.51	71,259.03

52 Company is having various works contract, some of which are inclusive of taxes, some are exclusive of taxes and some are exempt. But after introduction of GST with effect from 1st July, 2017, exempt contract become taxable and also in cases of inclusive contract there is increase in tax rate from the original contract. This resulted in increased tax liability on the company against which company filed the claim with the concerned Department. Outcome of few claims is still pending with the Department. But on the basis of opinion taken from the legal advisor, the company made the provision for the GST impact turnover in books of account.

53 SMS Limited invested ₹1,747 lakhs in SMS Taxicabs Private Limited (STPL), a company established to operate a fleet of radio taxis in Mumbai. STPL holds perpetual licenses for 2,800 taxis—valuable long-term assets. While the company faced short-term financial setbacks due to intense market competition from larger aggregators like OLA and Uber. The perpetual nature of the taxi licenses provides a sustainable and monetizable value. SMS Limited is actively exploring revenue recovery through the strategic sale of these licenses and decommissioned vehicles, which are currently parked at the depot. Moreover, effective from April 1, 2023, STPL has diversified its operations by providing consultancy services for the operation and maintenance of vehicles owned by SMS Tolls and Developers Limited, creating a new revenue stream and enhancing future prospects.

- 54 SMS Limited invested ₹9,189.58 lakhs in Spark Mall and Parking Pvt. Ltd., a subsidiary established to develop and operate a multilevel automated car parking system and commercial complex in Kamla Nagar, Delhi. While the venture initially faced losses due to a nationwide downturn in retail mall activity, the company has since realigned its business model.
- To enhance viability and attract footfall, the focus has shifted from traditional retail to services, food outlets, gaming zones, and allied businesses. Two 40-seater Cineplexes have been fully developed and are ready for operations, with commercial launch expected shortly—adding significant value to the complex.
- In October 2023, the company also diversified into manganese mineral trading, further strengthening its revenue potential. With positive changes in the business mix and an expected recovery in the economy and real estate market, the management intends to carry these investments at its historical cost without any impairment.
- Considering these facts, the management intends to carry these investments at its historical cost without any impairment.
- 55 The Company had invested an amount of Rs.150.91 Lacs in Pt. SMS Minerals International towards equity, apart from this the Company has given interest bearing loan of Rs.5176.49 Lacs and have trade receivable of Rs.2191.05 Lacs. This company is in the business of coal mining in the province of Sumatra. This foreign JV has huge reserves of coal and in the past a substantial portion of the same was mined which resulted in profit in past years. However, subsequently due to diversion of river and certain other issues, the mining of balance reserves could not be undertaken as coal reserves was stuck beneath the river and over the past few years there has been no/negligible business in foreign JV. The application for river diversion had already been put up with the concerned authorities in Indonesia, but no approval has been received so far.
- In the meanwhile, SMS Ltd. was also exploring to sell and transfer the business interest. In the march 2023 an understanding has arrived whereby the company has entered into a term sheet dated 15th March, 2023 with a prospective buyer to sell off the investment in the above foreign JV. However, looking at the past performance of the business, regulatory challenges, distant chances of revival of business operations, huge losses etc. no clear deadline of recovery of loan & book debt, the possibility to recover the amount from said foreign JV is uncertain. As such on a prudent basis, we have made the provision for doubtful loans and debt in the books totaling to Rs.7113.86 Lacs. However, this action does not impact the right of SMS Ltd to recover the said amount in future from foreign entities.
- 56 The Company has granted Loans & Advances from time to time to SMS AAMW Tollways Pvt. Ltd. (hereinafter referred as an 'Associate company'). As at year end the outstanding loan amount is Rs. 1,038.89 Lakhs and amount of investment in equity is Rs.0.26 Lacs.
- Associate company has raised a claim of Rs. 8,046.31 Lacs on South Delhi Municipal Corporation ((hereinafter referred as SDMC) which was disputed by later. Against this, the Associate company had approached the Hon. High Court of Delhi, which vide its order dated 17th June'2016, appointed Sole Arbitrator. However, the same was challenged by SDMC in the Hon. Supreme Court, which vide its order dated 22nd November'2018 held that in this matter no arbitrator can be appointed. Thereafter the Associate company had filed a Petition for clarification of above Order. On 3rd January'2022 the Hon. Supreme Court dismissed the clarification application and granted liberty to associate co. to pursue other remedies available under the law.
- Consequently, on the 6th June'2022, the associate company sent the notice to the SDMC for the payment of balance consideration, but did not received any response. Thereafter, Associate company has filed the civil suit in High Court of Delhi for recovery of the amount. The suit is still pending.
- In view of the prolonged pendency with no relief as yet, on a prudent basis the company has made the provision for doubtful recovery of the loan given to associate company amounting to Rs. 1038.89 Lacs and provision for diminution in investment amounting to Rs.0.26 Lacs. However, this action does not impact the right of SMS Limited to receive the same amount in future from associate company.
- 57 SMS Limited had invested an amount of Rs. 992 Lacs in SMS Vidyut Private Limited. This subsidiary is engaged in the business of Hydro Power generation across the river Pench. The concessioning authority had ensured a minimum guaranteed supply of water and a power purchase agreement was already in place. However, the concessioning authority had failed to supply the minimum guaranteed water, owing to which desired output was not generated, resulting into losses to the company on a year or year basis. The company had already taken up this matter with the concessioning authority and claimed compensation for the losses of the previous years. The company is confident of getting an award in favour of the Company and hence, the management continue to carry the value of investment in SMS Vidyut Private Limited at its historical cost.
- In addition to existing business of Hydro Power Generation, the company has taken up other activities of Bid Support and Consultancy Services with respect to Infrastructure Projects. The company has also entered into trading of solar panels. This has resulted in profits in FY 24-25. The company is hopeful of continuing and carrying on these services in future as well.
- 58 The quarterly returns/statements filed by the Company with consortium banks are in agreement with the books of accounts of the Company except to the extent of work in progress which has been recorded in books as at the end of the year.

SMS Limited**Notes to Standalone Financial Statements for the year ended on 31st March, 2025**

(₹ in Lacs)

- 59** The Scheme of Merger of wholly owned subsidiary company- Ayodhya Gorakhpur SMS Tolls Private Limited with SMS Limited and their respective shareholders ("the Scheme") was approved by the National Company Law Tribunal, Mumbai Bench vide order dated 23rd July, 2024. Pursuant to the merger order, the Company has restated the comparative figures for the financial year ended 31st March 2024 in the current financial statements for the year ended 31st March 2025, in accordance with the applicable provisions of the Companies Act, 2013 and relevant accounting standards. The original financial statements for the year ended 31st March 2024 were approved by the Board of Directors on 27th April 2024. Subsequent to the merger order, supplementary financial statements were prepared to reflect the impact of the merger for tax audit and regulatory compliance. The restatement is limited to the impact arising from the merger and has been carried out to ensure consistency and comparability of financial information.
- 60** Previous Years figures are regrouped and rearranged wherever necessary.
- 61** Figures in bracket denotes figures of previous year.

For V. K. Surana & Co.

Chartered Accountants

Firm Registration No. :110634W

For and on behalf of the Board

ANAND S. SANCHETI

Managing Director

DIN: 00953362

HEMANT LODHA

Whole Time Director

Commercial

DIN:01654145

CA Sudhir Surana

Partner

Membership No. 043414

Place : Nagpur

Date :21/05/2025

UDIN : 25043414BMLJND2054

SMITA P. AGARKAR

Company Secretary

RAJESH K. GUPTA

Chief Financial Officer

V. K. SURANA & CO.

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INDEPENDENT AUDITOR'S REPORT

To the Members of SMS Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **SMS Limited** (hereinafter referred to as the Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities, which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended , and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements).

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other the auditors on separate financial statements of the subsidiaries, associates and jointly controlled entities, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at March 31, 2025, their consolidated profit(including consolidated total comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated financial statement in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associates and jointly controlled entities in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated 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 together with the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter(s) section below, is sufficient and appropriate to provide a basis for our opinion.

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Emphasis of Matters

1. We draw attention to Note No. 61 of the Consolidated financial statements regarding investment in equity shares of Pt. SMS Minerals International, interest-bearing loan given and trade receivable. This foreign entity is in the business of coal mining in the province of Sumatra. This foreign entity has huge reserves of coal and in the past a substantial portion of the same was mined which resulted in profit in past years. However, subsequently due to diversion of river and certain other issues, the mining of balance reserves could not be undertaken as coal reserves was stuck beneath the river and over the past few years there has been no/negligible business in foreign entity. The application for river diversion had already been put up with the concerned authorities in Indonesia, but no approval has been received so far.
In the meanwhile, SMS Ltd. was also exploring to sell and transfer the business interest. In the year 2023, an understanding has arrived to the said effect whereby the company has entered into a term sheet with a prospective buyer to sell off the investment in above foreign entity. However, looking at the past performance of the business and regulatory challenges, the possibility to recover the amount from said foreign entity is uncertain. As such on a prudent basis, the Company has made provision for doubtful loans and debt in the books totaling to Rs.7,462.36 Lacs. However, this action will not impact the right of SMS Ltd to recover the said amount in future from foreign entities.
2. We draw attention to Note No 65 of the Consolidated financial statements wherein balance confirmations of some of the parties are not received as on the date of signing of financial statement and are subject to confirmations.

Our opinion is not modified in respect of these matters.

3. Subsidiaries, Jointly Controlled entities and Associate Company not consolidated

We draw attention to Note No. 57 of the Consolidated Financial Statements, which is reproduced as under:

We draw attention to Note No. 8 of the Consolidated financial statements where in the absence of the financial statements of one associate company - RCCL Infrastructure Limited the same is not consolidated, the investment in associate company accounted through equity method recognised at Nil. Considering the fact that the associate companies share in losses exceeds the carrying value of investment. Total unrecognised losses of associate company are ₹ 1,356.37 Lacs as at 31st March 2025 (F.Y. 2023-24 ₹ 1,149.21 Lacs). During F.Y 2024-25 the share in loss of associate company not accounted for amounts to ₹ 207.16 Lacs (F.Y 2023-24 ₹ -0.06 Lacs)

In the absence of the financial statements of one Foreign Subsidiary Company "P.T. SMS Minerals international", one foreign step-down subsidiary "SMS Envocare PTE." and one Jointly controlled entity "SMSIL-SHREENATH JV" are not consolidated in SMS LTD ("the Holding Company").

The management of the Holding Company is of the opinion that there will not be any material transactions during the current year.

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4. Fire Arcor Infrastructure Private Limited – Associate of the Subsidiary Company

We would like to draw attention to Note No. 47A of the Consolidated financial statement, which describes that the income tax department has passed an order under Section 143(3) read with Section 144B of the Income Tax Act, 1961, assessing the Company's income at Rs. 5,950.79 Lacs for the Assessment Year 2023-24. Penalty proceedings under Sections 271AAC and 270A of the Act have been initiated in respect of unexplained credit entities and under reporting of income. The Company has filed a Writ Petition before the Hon'ble Bombay High Court, Nagpur Bench, challenging the said order. The matter is sub judice and the ultimate outcome of the proceedings cannot presently be determined.

We draw attention to Note 47A of the Consolidated financial statements, which describes that a class action suit has been filed by various customers under Section 12(1)(c) of the Consumer Protection Act, 1986 against the Company, alleging refund claims, deficiency of services, and unfair trade practices, among other matters. The case is presently before the National Consumer Disputes Redressal Commission (NCDRC) and is scheduled for hearings. Based on the management's evaluation, legal advice, and information presently available, no provision has been made in the financial statements as the outcome of the matter is presently not ascertainable, and the Company does not expect any material adverse impact on its financial position.

Our opinion is not modified in respect of the above emphasis matter paragraphs.

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Key Audit Matter(s)

Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, associates and jointly controlled entities, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter(s) described below to be the key audit matters to be communicated in our report.

➤ SMS Limited – Holding Company

Sr. No.	Key audit matter	How our audit addressed the key audit matter
1.	<p>Evaluation of impairment of Non-Current Investments and Current Loans.</p> <p>Investments and Loans are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If such evidence exists, impairment loss is determined and recognised of accounting policies to the consolidated financial statements.</p> <p>We identified the assessment of impairment indicators and resultant provision, if any, in respect of investment as a key audit matter because of</p> <ul style="list-style-type: none">• The significance of the amount of these investments in the consolidated Balance Sheet.• Performance and net worth of these entities and• The degree of management judgement involved in determining the recoverable amount of these investments including: <p>Valuation assumptions Business assumptions used by management, such as sales growth and costs and the resultant cash flows projected to be generated from these investments. Refer Note. 8, 9 and 14 to the Consolidated Financial Statements.</p>	<p>Principal Audit Procedures</p> <p>Our audit procedures in respect of impairment of investment in and Loans given, included the following:</p> <ul style="list-style-type: none">• Testing design, implementation and operating effectiveness of key controls over the impairment review process including the review and approval of forecasts and review of valuation models;• Assessing the valuation methodology used by management and management review control is around making the assessment and testing the mathematical accuracy of the impairment models;• Evaluating the reasonableness of the valuation assumptions used by management through reference to external market data;• Challenging the appropriateness of the business assumptions used by management, such as sales growth, cost and the probability of success of new products;• Evaluating past performance where relevant and assessed historical accuracy of the forecast produced by the management;• Enquiring and challenging management on the commercial strategy associated with the products to ensure that it was consistent with the assumptions used in estimating future cash flows;• Considering whether events or transactions that occurred after the balance sheet date but before the reporting date affect the conclusions reached and the associated disclosures; and• Performing sensitivity analysis of key assumptions, including future revenue growth rates applied in the valuation models.

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Sr. No.	Key audit matter	How our audit addressed the key audit matter
2.	<p>Evaluation of Contingent Liabilities</p> <p>Claims against the company not acknowledged as debts is disclosed in the Note No.- 47(A) to the Consolidated Financial Statement.</p> <p>The existence of the payments against these claims requires management judgment to ensure disclosure of most appropriate values of the contingent liabilities.</p> <p>The Company is undergoing legal proceedings on disputed tax demands. The Company's management has assessed that the probability of success of the demand is remote and accordingly not provided for the disputed demands.</p> <p>Management judgement is involved in assessing the accounting for demands, and in considering the probability of a demand being successful and accordingly designated this as a key audit matter.</p>	<p>Principal Audit Procedures</p> <p>Our audit procedures include the following substantive procedures:</p> <ul style="list-style-type: none">• Obtained understanding of Demand / dispute raised in respect of statutory dues and other legal cases against the company;• We along with our internal tax experts –<ul style="list-style-type: none">a) Read and analysed select key correspondences, external legal opinions / consultations by management in this regard;b) Discussed with appropriate senior management and evaluated management's underlying key assumptions of not creating provisions in this regard;c) Assessed management's estimate of the possible outcome of the disputed cases.
3.	<p>Revenue recognition in respect of claims for differential tax consequent to migration of Indirect taxes into Goods and Services Tax:</p> <p>Company is having various works contract, some of which are inclusive of taxes, some are exclusive of taxes and some are exempt. But after introduction of GST with effect from 1st July, 2017, exempt contract becomes taxable and also in cases of inclusive contract there is increase in tax rate from the rates prevailing at the time of execution of original contract. This resulted in increased tax liability and reduced margin on the company against which company has raised the claim on concerned Department. Outcome of some claim is still pending with the Department. But on the basis of opinion taken from the legal advisor, the company made the provision for the GST impact turnover in books of account.</p> <p>Management estimation is involved in assessing the outcome of the claim raised by the company, and in considering the probability of a recovery of the claims and accordingly designated this as a key audit matter.</p> <p>Refer Note No. - 60 to the Consolidated Financial Statements.</p>	<p>Principal Audit Procedures</p> <p>Our audit procedures include the following substantive procedures:</p> <ul style="list-style-type: none">• Read, analysed and identified contracts in view of the clause of Levy, Rates and Collection of Indirect tax from the Customer / Department.• Considered the terms of the contracts to determine the transaction price i.e. whether it is inclusive of the Indirect Taxes or not.• Considered the fact as to whether separate conditions are mentioned in the Contract related to change in Indirect Tax Rates / Indirect Tax Law.• Read and analysed select key correspondences, external legal opinions / consultations by management in this regard;• Assessed management's estimate of the possible recovery of the claim raised to the Department.

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Information other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 accompanying consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The accompanying Consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associates and joint ventures in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, and its associate companies and joint venture companies covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its associates and jointly controlled entities.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Standards on Auditing 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 consolidated financial statements.

As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements 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 Board of Directors' 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 ability of the Group and its associates and jointly controlled entities 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 consolidated 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 Group and its associates and jointly controlled entities to cease to continue as a going concern; and
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, and its associates and jointly controlled entities, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors (i) in planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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.

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Other Matter

- a) We did not audit the financial statements of four subsidiaries, three step-down subsidiaries and sixteen jointly controlled entities, whose financial statements reflect total assets of Rs. 1,50,619.60 Lakhs as at 31st March, 2025, total revenues of Rs. 94,995.36 Lakhs and net cash inflow amounting to Rs. 1668.69 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of Rs. Nil for the year ended 31 March 2025, as considered in the consolidated financial statements, in respect of one associate whose financial statements have not been audited by us. The consolidated financial statements also disclosed the unrecognised losses of Group's share of net loss of Rs. 1356.37 Lacs as at 31st March' 2025 (Rs. 207.16 Lacs for the year ended 31st March' 2025) referred to in Note No.8 (1), as considered in the consolidated financial statements, in respect of one associate, whose financial statements / financial information have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, associates, and jointly controlled entities, are based solely on the reports of the other auditors.

The financial statement of jointly controlled entities are prepared in accordance with accounting principles generally accepted in India (Indian GAAP) and which have been audited by other auditors under generally accepted auditing standards applicable in India. These financial statements are consolidated based on conversion adjustment prepared by the management of the company, which have been checked and considered by us.

- b) We did not audit the financial statements of the subsidiary SMS Taxicabs Private Limited, two step-down subsidiary and two jointly controlled entities whose financial statements reflect total assets of Rs. 11,703.67 Lakhs as at 31st March, 2025, total revenues of Rs. 79.22 Lakhs and net cash inflow amounting to Rs. 0.78 Lakhs for the year ended on that date, as considered in the consolidated financial statements whose financial statements has not been audited. This financial statements / financial information is unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these entities, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid jointly controlled entities, is based solely on such unaudited financial statements / financial information.

The said jointly controlled entity had prepared their financial statement in accordance with accounting principles generally accepted in India (Indian GAAP). These financial statements are consolidated based on conversion adjustments prepared by the management of the company, which have been checked and considered by us. (Refer Note No. 57 (iii) to the consolidated financial statements)

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors and the financial statements / financial information certified by the Management.

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Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries, associates and jointly controlled entities, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditor.
 - c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
 - e) On the basis of the written representations received from the directors of the Parent as on 31st March, 2025 taken on record by the Board of Directors of the Parent and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled entities incorporated in India, none of the directors of the Group companies, its associate companies and joint venture companies incorporated in India is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company, and its subsidiary companies, associate companies and jointly controlled entities companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in '**Annexure A**' wherein we have expressed an unmodified opinion; and

In case of RCCL Infrastructure Limited – Associate Company, the opinion on the internal financial controls over the financial reporting is not given by the Statutory Auditor of the associate company, the Holding Company has not consolidated its associate have considered for the purpose of preparation of consolidated financial statement of SMS Group, due to which we are unable to comment on the same.

In case of all twenty jointly controlled entities, the reporting under Internal Financial Controls over the financial reporting is not applicable as the nature of entities are partnership firms and association of persons and not companies, due to which we are unable to comment on the same.

The unaudited financial statements of one of subsidiary company SMS Taxicabs Private Limited and two Step Down Subsidiary has been considered on a provisional basis for

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CHARTERED ACCOUNTANTS

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the purpose of preparation of consolidated financial statement of SMS Group, due to which we are unable to comment on the same.

In case of, two step-down subsidiary and one associate company the opinion on the internal financial controls over the financial reporting is not given by the Statutory Auditor of the said step-down subsidiary and associate companies due to which we are unable to comment on the same.

In the absence of the financial statements, one foreign subsidiary and one foreign step-down subsidiary is not consolidated in SMS LTD ("the Holding Company") due to they were not available on record, hence opinion on the internal financial controls over the financial reporting is not given by the Statutory Auditor of the said subsidiary due to which we are unable to comment on the same.

- g) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and also the other financial information of the subsidiaries, associates and jointly controlled entities:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities. Refer note 47A to the Consolidated Financial Statements.
 - ii. The Holding Company, its subsidiary companies, associate companies and jointly controlled entities companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and jointly controlled entities companies covered under the Act, during the year ended 31 March 2025.
 - iv. a) The respective managements of the Holding Company, its subsidiaries, associates and jointly controlled entities which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and jointly controlled entities respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries, associates and jointly controlled entities to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries, associates and jointly controlled entities ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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b) The respective managements of the Holding Company and its subsidiaries, associates and jointly controlled entities which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and jointly controlled entities respectively that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the respective Holding Company or any of such subsidiaries, associates and jointly controlled entities from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries, associates and jointly controlled entities shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries, associate and jointly controlled entities which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

- v. The Holding Company, its subsidiary companies, associate companies and jointly controlled entities have not declared or paid any dividend during the year ended 31st March 2025, except for the interim dividend paid by the Subsidiary Company- SMS AABS INDIA TOLLWAYS PRIVATE LIMITED incorporated in India during the year are in accordance with section 123 of the Act to the extent it applies to payment of dividend.
- vi. Based on our examination which included test checks and that performed by the respective auditors of the subsidiary and associates which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company, subsidiaries and an associates has used accounting software for maintaining its books of account for the year ended 31st March, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except in case of four subsidiaries and four step down subsidiaries mentioned in Annexure to this report, which has not used accounting software with a feature of recording audit trail (edit log) facility for maintaining its books of account, as required under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
Further, during the course of our audit, we and respective auditors of the above referred subsidiaries and an associate did not come across any instance of audit trail feature being tampered with in respect of the accounting software where audit trail was enabled.

h)

As required by section 197(16) of the Act based on our audit and on the consideration of the report(s) of the other auditor(s), on separate financial statements of the subsidiaries, associates and jointly controlled entities, we report that the Holding Company, its subsidiary companies, associate companies and jointly controlled entities incorporated in

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India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

2. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, based on our audit and on consideration of report of other auditors on separate financial statements of subsidiaries and associates, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure B" a statement on the matters specified in paragraph 3(xxi) of the Order.

There is step-down subsidiary and one associate included in the consolidated financial statements for the year ended 31st March 2025 audited by other auditor, for which the reports under section 143(11) of the Act of such companies have not yet been provided by the respective auditor.

The unaudited financial statements of one subsidiary and two step down subsidiary has been considered on a provisional basis for the purpose of preparation of consolidated financial statement of SMS Group, due to which we are unable to comment on the same.

In the absence of the financial statements of one foreign subsidiary, one foreign step-down subsidiary and one associate company are not consolidated in SMS Ltd. ("the Holding Company") due to they were not available on record.

In case of all twenty jointly controlled entities, the reporting on the matters specified in CARO 2020 is not applicable as the nature of entities are partnership firms and association of persons and not companies, due to which we are unable to comment on the same.

For V. K. Surana & Co.

Chartered Accountants

Firm Reg No.110634W

CA. Sudhir Surana

Partner

Membership No. 43414

Nagpur, September 18, 2025

UDIN -25043414BMLJPK7688

V. K. SURANA & CO.

CHARTERED ACCOUNTANTS

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Annexure “A” to the Independent Auditor’s Report of even date to the Members of SMS Limited on the Consolidated Financial Statements for the year ended 31st March 2025

Independent Auditor’s report on the Internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

In conjunction with our audit of the consolidated financial statements of SMS LIMITED(‘the Holding Company’) and its subsidiaries (the Holding Company and its subsidiaries together referred to as ‘the Group’), its associates and jointly controlled entities as at and for the year ended 31 March 2025 , we have audited the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, its associate companies and jointly controlled entities , which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies, its associate companies and jointly controlled entities, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“the ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company’s business, including adherence to the 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 Act.

Auditor’s Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

Our responsibility is to express an opinion on the Holding Company’s internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (‘ICAI’) prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (‘the Guidance Note’) issued by the ICAI. 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 with reference to financial statements were 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.

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We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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 with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements 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 and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary companies and associate companies, the Holding Company, its subsidiary companies and its associate companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2025, based on the internal financial control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

- (a) We did not audit the internal financial controls with reference to financial statements in so far as it relates to four subsidiaries and a step-down subsidiary which are companies covered under the Act, whose financial statements reflect total assets of Rs. 1,28,256.08 Lakhs as at 31st March, 2025, total revenues of Rs. 26,929.07 Lakhs and net cash inflow amounting to Rs. 1,655.92 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies and step-down subsidiary companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the

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internal financial controls with reference to financial statements for the Holding Company, its subsidiary companies and step-down associates, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies and step-down associates is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

- (b) The Holding Company has considered the unaudited financial statements of one subsidiary and two step-down subsidiaries for the purpose of preparation of consolidated financial statement of SMS Group, due to which we are unable to comment on the same.
- (c) In case of all twenty jointly controlled entities, the reporting under Internal Financial Controls over the financial reporting is not applicable as the nature of entities are partnership firms and association of persons and not companies, due to which we are unable to comment on the same.
- (d) In case of, two step-down subsidiary and one associate company the opinion on the internal financial controls over the financial reporting is not given by the Statutory Auditor of the said associate company due to which we are unable to comment on the same.
- (e) In the absence of the financial statements, one foreign subsidiary and one associate and one foreign step-down subsidiary is not consolidated and our opinion on the internal financial controls over the financial reporting is not given by the Statutory Auditor of the said subsidiary due to which we are unable to comment on the same.

Our opinion is not modified in respect of the above matter with respect to our reliance on the internal financial controls with reference to financial statements reports certified by the management.

For V. K. Surana & Co.

Chartered Accountants

Firm Reg No.110634W

CA. Sudhir Surana

Partner

Membership No. 43414

Nagpur, September 18, 2025

UDIN –25043414BMLJPK7688

V. K. SURANA & CO.

CHARTERED ACCOUNTANTS

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Annexure “B” Referred to in Paragraph 2 under “Report on Other Legal and Regulatory Requirements” section of our report to the members of SMS LIMITED of even date on the Consolidated Financial Statement for the year ended 31st March, 2025

As required by clause (xxi) of paragraph 3 of Companies (Auditor’s Report) Order, 2020 (‘the Order’) issued by the Central Government of India in terms of section 143(11) of the Act, based on the consideration of the Order reports issued till date by us and by the respective other auditors, of companies included in the consolidated financial statements for the year ended 31 March 2025 and covered under the Act, we report that

Following are the qualifications/adverse remarks reported by us and the other auditors in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2025 for which such Order reports have been issued till date and made available to us:

Sr. No.	Name of the Company	CIN	Relationship with Holding Company	Clause number of the CARO report which is qualified or adverse or remarks
1	SMS Limited	U80100MH1997 PLC107906	Holding	(ii)(b), (iii), (vii)(b)
2	SMS Envoclean Private Limited	U52100MH2005 PTC156774	Step-down Subsidiary	(ix)
3	Spark Mall And Parking Private Limited	U74999MH2008 PTC178827	Subsidiary	(vii)(b), (xvii)
4	SMS Watergrace BMW Private Limited	U52100MH2007 PTC167615	Step-down Subsidiary	(vii)(b)
5	SMS Waste Management Private Limited	U90001MH2014 PTC260149	Subsidiary	(xvii)
6	Maharashtra Enviro Power Limited	U40105MH2005 PLC150780	Step-down Subsidiary	(iii), (vii)(b)
7	SMS-AABS India Tollways Private Limited	U45200MP2014 PTC032929	Subsidiary	(iii), (vii)(b)
8	Butibori CETP Private Limited	U74999MH2005 PTC154244	Step-down Subsidiary	(iii)
9	Water Grace Biomedial Waste Private Limited	U39000MH2023 PTC415232	Step-down Subsidiary	(xvii)
10	Nilawars Watergrace Waste Management Private Limited	U90001MH2014 PTC259640	Step-down Subsidiary	(xvii)
11	SMS Envocare Limited	U74900MH2007 PLC172774	Subsidiary	(iii), (ix)
12	SMS Greentech Private Limited	U90001MH2009 PTC195479	Step-down Subsidiary	(xvii)

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Sr. No.	Name of the Company	CIN	Relationship with Holding Company	Clause number of the CARO report which is qualified or adverse or remarks
13	Passco Environmental Solutions Pvt Ltd	U33129PN2005 PTC020340	Step-down Subsidiary	(ix)
14	Procohat Technologies Pvt Ltd	U74994MH2019 PTC320255	Step-down Subsidiary	(xvii)
15	SMS Mining Limited	U14290MH2021 PLC368362	Subsidiary	(xvii)
16	SMS Hazardous Waste Management Private Limited	U90000MH2007 PTC170870	Subsidiary	(xvii)

Following are the companies included in the consolidated financial statements for the year ended 31 March 2025 audited by other auditors, for which the reports under section 143(11) of the Act of such companies have not yet been provided by the respective auditors:

Sr.no	Name of the Company	CIN	Relationship with Holding Company
1	SMS-AAMW TOLLWAYS PRIVATE LIMITED	U45203DL2011PTC218839	Associate
2	Western Integrated Waste Management Facility Private Limited	U93090OR2017PTC027470	Step down Subsidiary

In the absence of the financial statements, following companies are not consolidated in SMS LTD ("the Holding Company") due to they were not available on record.

Sr.no	Name of the Company	CIN	Relationship with Holding Company
1	PT. SMS Minerals International	-	Foreign Subsidiary
2	RCCL Infrastructure Ltd	U45203RJ2002PLC018003	Associate
3	SMS Envocare PTE.LTD	-	Foreign Step-down Subsidiary

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The unaudited financial statements of one subsidiary and one of step-down subsidiary company has been considered on a provisional basis for the purpose of preparation of consolidated financial statement of SMS Group, due to which we are unable to comment on the same.

Sr. No.	Name of the Company	CIN	Relationship with Holding Company
1	SMS Taxicabs Private Limited	U60230MH2011 PTC220163	Subsidiary
2	Enviroprotect Waste Management Limited (The Company was under process of striking off during FY 2024-25 and was struck off on date of report)	U90001MH2011 PLC223662	Step-down Subsidiary
3	Infivent Solutions Technologies Private Limited	U62099MH2023 PTC413353	Step-down Subsidiary

In case of all twenty jointly controlled entities, the reporting on the matters specified in CARO 2020 is not applicable as the nature of entities are partnership firms and association of persons and not companies, due to which we are unable to comment on the same.

For V. K. Surana & Co.*Chartered Accountants*

Firm Reg No.110634W

CA.Sudhir Surana*Partner*

Membership No. 43414

Nagpur, September 18, 2025

UDIN –25043414BMLJPK7688

V. K. SURANA & CO.

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Annexure

Refer to in Paragraph 1(g)(vi) under “Report on Other Legal and Regulatory Requirements” section of our report to the members of SMS LIMITED of even date on the Consolidated Financial Statement for the year ended 31st March, 2025

List of companies in which the audit trail has not been enabled:

Company	Relation	CIN
SMS Waste Management Private Limited	Subsidiary	U90001MH2014PTC260149
SMS Infolink Private Limited	Subsidiary	U74110MH2011PTC221718
SMS Hazardous Waste Management Private Limited	Subsidiary	U90000MH2007PTC170870
SMS Mining Limited	Subsidiary	U14290MH2021PLC368362
SMS Greentech Private Limited	Step-Down Subsidiary	U90001MH2009PTC195479
Nilawars Water Grace Waste Management Private Limited	Step-Down Subsidiary	U90001MH2014PTC259640
Watergrace Biomedical Waste Private Limited	Step-Down Subsidiary	U39000MH2023PTC415232
Procohat Technologies Private Limited	Step-Down Subsidiary	U74994MH2019PTC320255

	Note No.	As at 31 March 2025	As at 31 March 2024
Assets			
(1) Non-current assets			
(a) Property, plant and equipment	3A	86,040.11	65,973.49
(b) Capital work-in-progress	3B	7,717.95	7,190.57
(c) Investment property	4	2,066.55	2,014.43
(d) Goodwill	5	6,517.21	272.98
(e) Other Intangible assets	6	25,659.37	23,471.63
(f) Intangible assets under development	7	-	1,527.94
(g) Investments accounted for using the equity method	8	-	164.52
(h) Financial assets			
(i) Investments	8	57,650.13	49,527.92
(ii) Loans	9	116.69	105.44
(iii) Other financial assets	10	16,603.98	19,154.96
(i) Deferred tax assets (net)	11	22,597.46	25,166.52
(j) Other non-current assets	12	6,083.71	5,518.84
Total non-current assets		2,31,053.17	2,00,089.23
(2) Current assets			
(a) Inventories	13	34,517.77	36,246.31
(b) Financial assets			
(i) Investments	14	2,794.09	3,539.76
(ii) Trade receivables	15	34,608.25	33,166.23
(iii) Cash and cash equivalents	16	6,199.83	4,862.67
(iv) Bank balance other than (iii) above	16	6,041.63	4,705.77
(v) Loans	9	49,557.06	36,698.02
(vi) Other financial assets	17	22,103.76	21,579.30
(c) Current Tax Assets (net)	11	4,183.81	4,954.21
(d) Other current assets	18	21,418.75	19,433.75
Total current assets		1,81,424.96	1,65,186.01
(3) Assets included in disposal group held for sale	19	683.40	24.28
Total assets		4,13,161.52	3,65,299.52
Equity and liabilities			
(1) Equity			
(a) Equity share capital	20	1,026.14	1,026.14
(b) Instruments entirely equity in nature	22	298.22	298.22
(c) Other equity	21	1,07,041.81	98,498.52
Equity attributable to owners of the parent		1,08,366.17	99,822.88
(d) Instruments entirely equity in nature	22	46,786.53	28,786.53
(e) Money received against share warrants	23	8,031.22	8,031.22
(f) Other non-controlling interests	24	18,546.37	20,975.90
Equity attributable to non-controlling interests		73,364.13	57,793.65
Total equity		1,81,730.30	1,57,616.53
(2) Liabilities			
I) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	25	58,635.06	51,430.29
(ia) Lease liabilities	25A	188.16	1,813.21
(ii) Other financial liabilities	26	11,338.60	10,779.03
(b) Provisions	27	6,900.36	6,447.38
(c) Deferred tax liabilities (net)	11	-	23.89
(d) Other non-current liabilities	28	560.26	1,205.78
Total Non-current Liabilities		77,622.43	71,699.59

	Note No.	As at 31 March 2025	As at 31 March 2024
II) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	29	89,872.92	75,577.60
(ia) Lease liabilities	29A	1,396.37	4,810.97
(ii) Trade payables dues to			
Micro and small enterprises	30	661.25	1,335.63
Other than micro and small enterprises	30	29,815.71	22,597.91
(iii) Other financial liabilities	31	19,774.62	22,974.66
(b) Other current liabilities	32	6,915.64	3,963.51
(c) Provisions	27	4,657.19	4,492.59
(d) Current tax liability (net)	11	98.10	216.52
Total Current liabilities		1,53,191.79	1,35,969.39
III) Liabilities included in disposal group held for sale	19	617.00	14.00
Total liabilities		2,31,431.22	2,07,682.98
Total equity and liabilities		4,13,161.52	3,65,299.52

Material Accounting Policies

2

The accompanying notes are an integral part of the consolidated financial statements.

As per our audit report of even date.

For and on behalf of the Board of Directors of SMS Limited

For V. K. Surana & Co.

Chartered Accountants

Firm Registration No. :110634W

ANAND S. SANCHETI
Managing Director
DIN: 00953362

HEMANT LODHA
Whole Time Director
DIN: 01654145

CA Sudhir Surana

Partner

Membership No. 043414

Place : Nagpur

Date : 18th September, 2025

UDIN : 25043414BMLJPK7688

RAJESH KUMAR GUPTA
Chief Financial Officer

SMITA P. AGARKAR
Company Secretary

SMS Limited
Consolidated Statement of Profit and Loss for the year ended 31 March 2025

(₹ in lacs)

	Note No.	Year Ended 31 March 2025	Year Ended 31 March 2024
Revenue from operations	33	2,40,599.74	2,22,513.57
Other income	34	8,206.58	5,604.72
Total income		2,48,806.31	2,28,118.28
Expenses			
Cost of raw/project material consumed	35	45,373.28	37,260.00
Direct expenses	36	1,16,033.23	96,386.17
Purchase of stock-in-trade	37	2,070.63	226.94
Change in inventories of stock-in trade and work in progress	38	2,294.73	6,423.03
Employee benefits expense	39	20,930.46	18,567.99
Finance costs	40	17,659.03	16,245.32
Unwinding of lease liabilities	40A	1,882.11	3,520.51
Depreciation and amortization expense	41	15,035.75	13,141.66
Other expenses	42	8,350.19	7,354.96
Total expense		2,29,629.40	1,99,126.57
Profit Before Share of profit/(loss) of an associate companies, exceptional items and tax		19,176.91	28,991.71
Share of profit / (loss) of associate companies	43	(164.52)	(117.52)
Profit before exceptional items and tax		19,012.40	28,874.19
Exceptional items	43A	(7.86)	(1,224.09)
Profit before tax		19,004.54	27,650.10
Tax expense	44		
Current tax		6,656.37	4,928.93
Adjustment of tax relating to earlier periods		(397.14)	12.76
Deferred tax		721.48	348.79
Profit for the year		12,023.83	22,359.61
Attributable to			
Non controlling interest	24	790.08	7,652.92
Owners of the parent	21	11,233.75	14,706.69
Other comprehensive income / (loss)			
Items that will not be reclassified to Profit or (Loss)	21		
Remeasurement benefit of defined benefit plans		(33.11)	(106.61)
Gain/(Loss) on recognition of investment in equity instruments at fair value		407.38	606.86
Gain on sale of Investment as per Income Tax		102.84	-
Gain on Investment sold already Recognised in OCI		(88.54)	-
Income tax effect on the above		(5.68)	(51.03)
Items that will be reclassified to profit or (loss)	21		
Gain/(Loss) on Recognition of Investment in Preference Shares / Debt Instruments at Fair Value		(3,045.00)	(3,030.43)
Unwinding interest on preference share issued		(58.75)	(52.93)
Unwinding interest income on investment in preference shares		349.57	953.82
Income tax effect on the above		52.96	(36.69)
Other comprehensive income / (loss) for the year (net of taxes) attributable to		(2,318.32)	(1,717.00)

SMS Limited**Consolidated Statement of Profit and Loss for the year ended 31 March 2025**

(₹ in lacs)

	Note No.	Year Ended 31 March 2025	Year Ended 31 March 2024
Non controlling interest	24	(1,261.44)	(1,102.58)
Owners of the parent	21	(1,056.88)	(614.43)
Total comprehensive income for the year attributable to		9,705.51	20,642.61
Non controlling interest	24	(471.36)	6,550.34
Owners of the parent	21	10,176.87	14,092.27
Earning per equity share after exceptional item	46		
Basic		109.48	143.32
Diluted		109.48	143.32
Earning per equity share before exceptional item	46		
Basic		109.52	155.25
Diluted		109.52	155.25

Material Accounting Policies

2

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For and on behalf of the Board of Directors of SMS Limited**For V. K. Surana & Co.**

Chartered Accountants

Firm Registration No. :110634W

ANAND S. SANCHETI
Managing Director
DIN: 00953362HEMANT LODHA
Whole Time Director
DIN: 01654145

CA Sudhir Surana

Partner

Membership No. 043414

Place : Nagpur

Date : 18th September, 2025

UDIN : 25043414BMLJPK7688

RAJESH KUMAR GUPTA
Chief Financial OfficerSMITA P. AGARKAR
Company Secretary

SMS Limited
Consolidated Cash flow statement for the year ended 31 March 2025

	(₹ in lacs)	
	Year Ended 31 March, 2025	Year Ended 31 March, 2024
Cash flow from operating activities		
Total Comprehensive Income before tax		
Net profit before tax as per the statement of profit and loss (after exceptional item and tax thereon)	19,004.54	27,650.10
Adjustment for :		
Depreciation/Amortization of property, plant and equipment and intangible assets	15,035.75	13,141.66
Finance cost	17,659.03	16,245.32
Unwinding of lease liabilities	1,882.11	3,520.51
Profit on sale of fixed assets	(157.06)	(502.03)
Profit on sale of Investments including redemption thereof	(370.46)	(62.02)
Gain arising on financial assets measured at fair value through profit or loss	-	(12.71)
Rental income on investment property	(6.58)	(14.95)
Loss on sale of investment	7.86	1,224.09
Profit/loss on discontinuation of lease	-	(91.35)
Foreign exchange rate fluctuations	195.49	163.25
Grant/Subsidy received	(212.04)	(463.67)
Subsidy Written Off	-	(169.90)
Share of loss/ profit from joint venture & partnership firm (which are not	(484.10)	524.69
Share of (profit) / loss of associate companies	164.52	117.52
Loss on sale of property, plant and equipment including derecognition thereof	230.49	0.47
Balances written back / written off	(1,000.75)	(241.85)
Interest income	(3,239.65)	(3,332.60)
Impairment of Intangible assets	-	45.00
Dividend income	(9.99)	(1.25)
Reversal of provision for leave encashment	(60.32)	-
Notional Profit on conversion of CDD	(1,620.00)	-
Operating profit before working capital changes	47,018.82	57,740.29
Adjustment for :		
Increase / (decrease) in trade payables	6,543.42	1,504.52
Increase / (decrease) in non current provisions	480.19	1,556.24
Increase / (decrease) in current provisions	164.59	407.10
Increase / (decrease) in other current liabilities	2,952.13	627.97
Increase / (decrease) in other non current liabilities	(645.52)	(1,129.91)
Increase / (decrease) in other current financial liabilities	(3,200.04)	3,276.39
Increase / (decrease) in other non-current financial liabilities	559.56	(3,525.78)
Decrease / (increase) in current trade receivables	(441.27)	(12,133.34)
Decrease / (increase) in other non-current financial assets	2,550.98	(1,650.62)
Decrease / (increase) in other current financial assets	(524.47)	(8,850.68)
Decrease / (increase) in other current assets	(1,985.00)	(2,697.17)
Decrease / (increase) in other non-current assets	(564.87)	(40.99)
Decrease / (increase) in inventories	1,728.54	3,018.86
	54,637.06	38,102.87
Direct taxes paid (net of refunds)	3,736.28	7,707.87
Net cash flow from/ (used in) operating activities (A)	50,900.78	30,395.00

SMS Limited
Consolidated Cash flow statement for the year ended 31 March 2025

	(₹ in lacs)	
	Year Ended 31 March, 2025	Year Ended 31 March, 2024
Cash flow from investing activities		
Purchase / sale of fixed assets, including intangible assets, Goodwill, CWIP and capital advances	(42,503.41)	(28,218.49)
Proceeds from Sale / Purchase of investments	(7,273.30)	(214.47)
Decrease / (increase) in other bank balances	(1,335.86)	(220.05)
Share of profit / (loss) of associate companies	(164.52)	(117.52)
Decrease / (increase) in non current loans and advances	(11.25)	462.29
Decrease / (increase) in current loans and advances	(12,859.04)	(16,728.93)
Rental income on investment property	6.58	14.95
Interest received	3,239.65	3,332.60
Dividends received	9.99	1.25
Retained earnings reversed due to elimination of subsidiary company consequent to transfer	108.47	(26.29)
Derecognition of reserves due to changes in status of associate to not associate	2.11	1,039.72
Capital Reserves arising on account of consolidation	-	2,856.10
Buy back of shares & Tax on buyback of shares	(743.33)	-
Net cash flow from/(used in) investing activities (B)	(61,523.91)	(37,818.84)
Cash flow from financing activities		
Proceeds from long-term borrowings	7,204.77	3,338.27
Proceeds from short-term borrowings	14,295.32	5,501.59
Finance cost	(17,659.03)	(16,245.32)
Increase/ (decrease) in non controlling interest for dividend paid	(1,960.00)	(3,430.00)
Dividend & DDT paid on equity shares	(999.00)	(1,748.25)
Net movement in Lease liability	(6,921.77)	(9,071.93)
Proceeds from issue of CCD	18,000.00	28,500.00
Net cash flow from/(used in) in financing activities (C)	11,960.29	6,844.36
Net increase/(decrease) in cash and cash equivalents (A + B + C)	1,337.16	(579.48)
Cash and cash equivalents at the beginning of the year	4,862.67	5,442.17
Cash and cash equivalents at the end of the year	6,199.83	4,862.67
Components of cash and cash equivalent		
Cash on hand	204.31	222.93
With banks- on current account	4,053.81	2,782.80
Other cash and cash equivalents	1,941.71	1,856.94
Total cash and cash equivalents	6,199.83	4,862.67

Material Accounting Policies

Refer Note 2

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

**For and on behalf of the Board of Directors of
SMS Limited**

For V. K. Surana & Co.

Chartered Accountants

Firm Registration No. :110634W

ANAND S. SANCHETI

Managing Director

DIN: 00953362

HEMANT LODHA

Whole Time Director

DIN: 01654145

CA Sudhir Surana

Membership No. 043414

Place : Nagpur

Date : 18th September, 2025

UDIN : 25043414BMLJPK7688

RAJESH KUMAR GUPTA

Chief Financial Officer

SMITA P. AGARKAR

Company Secretary

A. Equity share capital

Issued, subscribed and fully paid up share capital

(₹ in lacs)

	Amount
Balance as at 31 March 2024	1,026.14
Changes in Equity Share Capital due to prior period errors	-
Restated balance at 1 April 2024	1,026.14
Changes in equity share capital during the year	-
Balance as at 31 March 2025	1,026.14
Balance as at 31 March 2023	1,026.14
Changes in Equity Share Capital due to prior period errors	-
Restated balance at 1 April 2023	1,026.14
Changes in equity share capital during the year	-
Balance as at 31 March 2024	1,026.14

B. Other equity, Instruments entirely equity in nature, Money received against share warrants and Non-controlling interests

	Reserves and Surplus				Items of Other Comprehensive Income					Total other equity	Equity	Non controlling interest			
	Capital reserve	Securities premium	General reserve	Holding reserve (including retained earning)	Gain/(Loss) on Recognition of Investment in Debt Instruments at Fair Value	Gain/(Loss) on Recognition of Investment in Equity Instruments at Fair Value	Re-measurement gains or losses on defined benefit plans	Unwinding interest income on investment in Preference Shares	Unwinding interest on Preference Shares Issued		Equity component of Preference share capital-Owners Of The Parent	Equity portion of Compulsory Convertible Debenture-Non controlling	Equity component of Preference share capital-Non controlling interest	Money Received against Share Warrants	Other Non-controlling interest
Balance as at 1 April 2024	3,363.73	10,647.69	1,402.99	94,208.05	(7,032.73)	(5,469.51)	122.62	1,242.01	13.69	98,498.52	298.22	28,500.00	286.53	8,031.22	20,975.90
Restatement / Prior period errors / change in accounting policies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance as at 1 April 2024	3,363.73	10,647.69	1,402.99	94,208.05	(7,032.73)	(5,469.51)	122.62	1,242.01	13.69	98,498.52	298.22	28,500.00	286.53	8,031.22	20,975.90
Reserves arising on account of consolidation	0.28	-	-	-	-	-	-	-	-	0.28	-	-	-	-	1.83
Equity portion of Compulsory Convertible Debenture	-	-	-	-	-	-	-	-	-	-	-	18,000.00	-	-	-
Profit for the year	-	-	-	11,233.76	-	-	-	-	-	11,233.76	-	-	-	-	790.08
Other comprehensive income for the year	-	-	-	-	(1,576.86)	397.67	(26.02)	178.28	(29.96)	(1,056.88)	-	-	-	-	(1,261.44)
Transfer from OCI reserve to retain earning due to sale	-	-	-	91.95	(32.80)	(59.15)	-	-	-	(0.00)	-	-	-	-	-
Reverse due to sale of subsidiary	108.47	-	-	-	-	-	-	-	-	108.47	-	-	-	-	-
Interim dividend paid	-	-	-	(999.00)	-	-	-	-	-	(999.00)	-	-	-	-	(1,960.00)
Buy back of shares	-	-	-	(602.88)	-	-	-	-	-	(602.88)	-	-	-	-	-
Tax on buyback of shares	-	-	-	(140.45)	-	-	-	-	-	(140.45)	-	-	-	-	-
Balance as at 31 March 2025	3,472.48	10,647.69	1,402.99	1,03,791.43	(8,642.39)	(5,130.98)	96.60	1,420.29	(16.28)	1,07,041.81	298.22	46,500.00	286.53	8,031.22	18,546.37

B. Other equity, Instruments entirely equity in nature, Money received against share warrants and Non-controlling interests

	Reserves and Surplus				Items of Other Comprehensive Income					Total other equity	Equity	Non controlling interest			
	Capital reserve	Securities premium	General reserve	Holding reserve (including retained earning)	Gain/(Loss) on Recognition of Investment in Debt Instruments at Fair Value	Gain/(Loss) on Recognition of Investment in Equity Instruments at Fair Value	Re-measurement gains or losses on defined benefit plans	Unwinding interest income on investment in Preference Shares	Unwinding interest on Preference Shares Issued		Equity component of Preference share capital-Owners Of The Parent	Equity portion of Compulsory Convertible Debenture-Owners of the Parent	Equity component of Preference share capital-Non controlling interest	Money Received against Share Warrants	Other Non-controlling interest
Balance as at 1 April 2023	364.39	10,647.69	1,402.99	81,841.41	(5,489.22)	(5,997.93)	193.33	755.56	40.68	83,758.88	298.22	-	286.53	8,031.22	16,381.64
Restatement / Prior period errors / change in accounting policies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance as at 1 April 2023	364.39	10,647.69	1,402.99	81,841.41	(5,489.22)	(5,997.93)	193.33	755.56	40.68	83,758.88	298.22	-	286.53	8,031.22	16,381.64
Reserves arising on account of consolidation	1,400.34	-	-	-	-	-	-	-	-	1,400.34	-	-	-	-	1,455.76
Equity portion of Compulsory Convertible Debenture	-	-	-	-	-	-	-	-	-	-	-	28,500.00	-	-	-
Profit for the year	-	-	-	14,706.69	-	-	-	-	-	14,706.69	-	-	-	-	7,652.92
Other comprehensive income for the year	-	-	-	-	(1,529.26)	528.42	(73.03)	486.45	(26.99)	(614.43)	-	-	-	-	(1,102.58)

SMS Limited
Consolidated Statement of changes in Equity for the year ended 31 March 2025

	Reserves and Surplus				Items of Other Comprehensive Income					Total other equity	Equity	Non controlling interest			
	Capital reserve	Securities premium	General reserve	Holding reserve (including retained earning)	Gain/(Loss) on Recognition of Investment in Debt Instruments at Fair Value	Gain/(Loss) on Recognition of Investment in Equity Instruments at Fair Value	Re-measurement gains or losses on defined benefit plans	Unwinding interest income on investment in Preference Shares	Unwinding interest on Preference Shares Issued		Equity component of Preference share capital- Owners Of The Parent	Equity portion of Compulsory Convertible Debenture- Owners of the Parent	Equity component of Preference share capital-Non controlling interest	Money Received against Share Warrants	Other Non-controlling interest
Retained earnings reversed due to elimination of subsidiary company consequent to transfer	-	-	-	(44.44)	-	-	-	-	-	(44.44)	-	-	-	-	18.15
Derecognition of reserves due to changes in status of associate to not associate	-	-	-	1,039.72	-	-	-	-	-	1,039.72	-	-	-	-	-
Transfer from OCI reserve to retain earning due to sale	-	-	-	11.92	(14.24)	-	2.32	-	-	-	-	-	-	-	-
Interim dividend paid	-	-	-	(1,748.25)	-	-	-	-	-	(1,748.25)	-	-	-	-	(3,430.00)
Arising on account of Merger with AGSTPL	1,599.00			(1,599.00)						-					
Balance as at 31 March 2024	3,363.73	10,647.69	1,402.99	94,208.05	(7,032.73)	(5,469.51)	122.62	1,242.01	13.69	98,498.52	298.22	28,500.00	286.53	8,031.22	20,975.90

Capital reserve

The Company recognises profit and loss on purchase, sale, issue or cancellation of the Group's own equity instruments to capital reserve.

General reserve

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Retained Earnings

Retained earnings are the profits/(loss) that the Group has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Fair value changes on Equity Instruments through other comprehensive income

This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments on the balance sheet date measured at fair value through other comprehensive income.

Fair value changes on Debt Instruments through other comprehensive income

This reserve represents the cumulative gains and losses arising on the revaluation of debt instruments on the balance sheet date measured at fair value through other comprehensive income. The reserves accumulated will be reclassified to retained earnings, when such instruments are disposed.

Re-measurement gains/ (losses) on defined benefit plans

This amount represents Actuarial gains and losses related to changes in the present value of the defined benefit obligation resulting from experience adjustments (the effects of differences between the previous actuarial assumptions and what has actually occurred); and the effects of changes in actuarial assumptions. This is in compliance with Ind AS 19 - Employee Benefits.

Material Accounting Policies

Refer Note 2

The accompanying notes are an integral part of the consolidated financial statements.

As per our audit report of even date.

For V. K. Surana & Co.

Chartered Accountants

Firm Registration No. :110634W

For and on behalf of the Board of Directors of SMS Limited

ANAND S. SANCHETI

Managing Director

DIN: 00953362

HEMANT LODHA

Whole Time Director

DIN: 01654145

CA Sudhir Surana

Partner

Membership No. 043414

Place : Nagpur

Date : 18th September, 2025

UDIN : **25043414BMLJPK7688**

RAJESH KUMAR GUPTA

Chief Financial Officer

SMITA P. AGARKAR

Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

1 Corporate information

SMS Limited (the “Company” or “parent”) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company having CIN U45201MH1997PLC107906, is located at IT Park, 20 S.T.P.I. Gayatri Nagar, Parsodi, Nagpur-440022, Maharashtra, India.

The consolidated financial statements comprises the financial statements of the Company and its subsidiaries (the Company and its subsidiaries referred to as the “Group”) and its associates and joint arrangements. The Group is principally engaged in the business of providing engineering & construction services, infrastructure, mines, biomedical waste management & disposal service, hazardous Waste facility, common effluent treatment plant, consultancy service & environmental projects management, information technology, tertiary and quarternary care hospital and research institute and urban development and management.

These consolidated financial statements (“the financial statements”) of the Group for the year ended March 31, 2025 were authorized for issue in accordance with resolution of the Board of Directors on 18th September, 2025.

2. Material Accounting Policies

a. Basis of preparation:

The financial statements of the Group have been prepared to comply in all material respects with the Indian Accounting Standards (“Ind AS”) notified under the Companies (Accounting Standards) Rules, 2015.

The financial statements have been prepared under the historical cost convention except for certain financial assets and liabilities which have been measured at fair value, on an accrual basis of accounting.

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Group as per the guidance set out in Schedule III to the Act. Operating cycle for the business activities of the Group covers the duration of the project/ contract/ service including the defect liability period, wherever applicable, and extends up to the realization of receivables (including retention monies) within the credit period normally applicable to the respective project.

In case of certain companies of the Group, operating cycle for the business activities, based on the nature of products and time between the acquisition of assets for processing and their realization in cash or cash equivalents have been ascertained as twelve months for the purpose of current / non-current classification of assets and liabilities.

The Group's financial statements are reported in Indian Rupees, which is also the Company's functional currency, and all values are rounded to the nearest lacs (INR 00,000), except when otherwise indicated.

b. Principles of consolidation:

The financial statements have been prepared on the following basis:

(i) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date the control ceases. The acquisition method of accounting is used to account for business combination by the Group. The Group combines the separate financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, Contingent liability, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary and practicable to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet, respectively.

(ii) Associates

Associates are all entities over which the Group has significant influence but no control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

(iii) Joint arrangements

A joint arrangement is an arrangement of which two or more parties have joint control.

A joint arrangement has the following characteristics:

1. The parties are bound by a contractual arrangement
2. The contractual arrangement gives two or more of those parties joint control of the arrangement

A joint arrangement is either a joint operation or a joint venture. An entity shall determine the type of joint arrangement in which it is involved. The classification of a joint arrangement as a joint operation or a joint venture depends upon the rights and obligations of the parties to the arrangement.

Joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Those parties are called joint operators.

The group recognise, investment in the partnership firm as joint operation and accounted for the share of incomes, expenses, assets and liabilities of the arrangement in the consolidated financial statement.

Joint ventures

A joint venturer shall recognise its interest in a joint venture as an investment and shall account for that investment using the equity method in accordance with Ind AS 28, Investments in Associates and Joint Ventures, unless the entity is exempted from applying the equity method as specified in that standard.

Interest in a jointly controlled entity using proportionate consolidation. Proportionate consolidation is a method of accounting whereby a venturer's share of each of the assets, liabilities, income and expenses of a jointly controlled entity is combined line by line with similar items in the venturer's financial statements

c. Accounting Estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates which are recognised in the period in which they are determined.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Contract estimates

The Group, being a part of construction industry, prepares budgets in respect of each project to compute project profitability. The two major components of contract estimate are 'claims arising during construction period' (described below) and 'budgeted costs to complete the contract'. While estimating these components various assumptions are considered by the management such as (i) Work will be executed in the manner expected so

that the project is completed timely (ii) consumption norms will remain same (iii) Assets will operate at the same level of productivity as determined (iv) Wastage will not exceed the normal % as determined etc. (v) Estimates for contingencies (vi) There will be no change in design and the geological factors will be same as communicated and (vii) price escalations etc. Due to such complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Recoverability of claims

The Group has claims in respect of cost over-run arising due to client caused delays, suspension of projects, deviation in design and change in scope of work etc., which are at various stages of negotiation/discussion with the clients or under arbitration. The reliability of these claims are estimated based on contractual terms, historical experience with similar claims as well as legal opinion obtained from internal and external experts, wherever necessary. Changes in facts of the case or the legal framework may impact reliability of these claims.

Liquidated damages for default

Liquidated damages (LD) are levied by the party/ client if the company (SMS limited) is not able to achieve targeted production, development or do not commence / complete the work within the stipulated period as per terms of contract.

However, such LD deducted from RA bill is most of the times is debatable and challengeable wherein the above default are not attributable to the company and are many a time due to default from the side of party or due to circumstance beyond the control of the company. Such LD is challenged by the Company and most of the time the same is waived off at the end of the project.

As such, such deduction from RA bill are accounted as amount deducted / levied by the party and debited to the withheld amount under non-current financial asset. At the same time the corresponding liability is disclosed as contingent liability under the nomenclature "claims from client". However, the LD due to clear default / non compliances of terms of contract on the part of company, which is not challenged is duly accounted for in the year of levy/ deduction.

Such disputed LD, to the extent accepted by the Company is accounted for upon final settlement of the claim.

Deferred tax assets

In assessing the realizability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Group will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

Defined benefit plans

The cost and present value of the gratuity obligation and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Overlay Expenditure:

As per the concession Agreement entered with NHAI , the company has a contractual obligation to carry out resurfacing /overlay of the roads under concession. Provision for overlay in respect of toll roads maintained by the company under service concession arrangements and classified as intangible assets represents contractual obligations to restore an infrastructure facilities to a specified level of serviceability in respect of such asset and hence has recognised the same as an upgrade service and as intangible asset, the timing and amount of such asset are estimated and recognised on a discounted basis. Estimate of the provision is measured using a number of factors such as contractual requirements, technology, expert opinions and expected price level. Because actual cash flows can differ from estimates due to changes in laws, regulations, public expectation, technology, prices and conditions and can take place many years in the future, the carrying amounts of provisions is reviewed at regular intervals and adjusted to take account of such changes.

Property, plant and equipment

Determination of the estimated useful lives of tangible assets and the assessment as to which components of the cost may be capitalized. Useful lives of tangible assets are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. Assumptions also need to be made, when the Group assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest if any.

Recognition and measurement of other provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the figure included in other provisions.

Discounting of long-term financial instruments:

All financial instruments are required to be measured at fair value on initial recognition. In case of financial instruments which are required to subsequently measured at amortised cost, interest is accrued using the effective interest method.

d. Measurement of fair values:

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments. When measuring the fair value of a financial asset or a financial liability, fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company recognises transfers due to change between levels of the fair value hierarchy at the end of the reporting period.

e. Property, Plant and Equipment

"Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure relating to Property, Plant and Equipment is capitalized only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognized in the Statement of Profit and Loss.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in profit or loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.

Advances paid towards acquisition of property plant & equipment outstanding at each balance sheet date is classified as capital advances under "other non-current assets" and the cost of asset not put to use before such date are disclosed under " Capital work in progress".

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.”

The carrying values of assets at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

Non-monetary grant has been recognized at a nominal amount as per Companies (Indian Accounting Standards) Second Amendment Rules, 2018 (the ‘Rules’) on 20 September 2018.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such Reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such Reversal is not recognized.

Mining assets:

When the Company determines that the mining assets will provide sufficient and sustainable return relative to the risks and decided to proceed with the mine development, being commercially viable. All further pre-production primary development expenditure is capitalized as Property, Plant and Equipment under the heading "Mining Assets" together with any amount transferred from "Exploration and Evaluation" assets. The costs of mining assets include the costs of developing mining properties.

In circumstances where a property is abandoned, the cumulative capitalized costs relating to the property written off in the period in which it occurs i.e. when the Company determines that the mining property will not provide sufficient and sustainable returns relative to the risks and decides not to proceed with the mine development.

f. Investment Property

“Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is measured at cost.

g. Intangible Assets

Intangible assets comprise of lease rights, toll collection rights and assets that are incidental for the purpose of Toll Collection and license fees & implementation cost for software and other application software acquired / developed for in-house use. These assets are stated at cost, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably, less accumulated amortization and accumulated impairment losses, if any.

- i. In case of toll collection, the expenditure on Operation and Maintenance Contracts which are in the nature of enduring nature like construction of new facilities and relaying of Roads are classified as Intangible assets and carried forward, to be written off systematically during the project concession period.
- ii. In case of toll collection, the total capital cost towards Project is estimated for the entire Concession period which are measured at the initially present value of estimated cash outflows as on date of financial statement thereafter every year the amortization is deducted from the cost initially recognized plus/minus changes in the estimate if any after actual expenditure.

Toll Collection Rights

a) Recognition and Measurement

Toll collection rights are stated at cost, less accumulated amortisation and impairment losses. Cost includes: Contractual Upfront / monthly /fortnightly payments towards acquisition

b) Contractual obligation to restore the infrastructure to a specified level of serviceability

In case of concession arrangements under of such costs are estimated and recognised on a discounted basis by charging costs to revenue on the units of usage method i.e. on the number of vehicles expected to use the project facility, over the period at the end of which the overlay is estimated to be carried out based on technical evaluation by independent experts.

c) Amortization of intangible asset under SCA

The intangible rights relation to infrastructure assets , which are recognized in the form of rights to charge users of the infrastructure assets are amortized by taking proportionate of actual traffic count for the period over total projected traffic count from project to cost of intangible assets i.e, proportionate of actual traffic count from the intangible assets expected to earned over the balance concession period as estimated by management.

d) Accounting of receivable and payable from / to the grantor

When the arrangements has a contractual obligation to pay cash or other financial asset to the grantor specifically towards the concession arrangements during the construction period or otherwise, such unconditional obligation to pay cash is recorded as financial liabilities on the date when the obligation arises accordance with Ind AS 109 Financial instruments at amortise cost, with a corresponding recognition of an intangible asset. Thereafter, the unwinding of interest, recognised based of effective interest rate method, also becomes eligible for capitalisation on qualifying assets being related to Intangible Assets.

In case of SMS-AABS India Tollways Private Limited,

- i) These assets include all duties, non-refundable taxes, levies and costs incurred (which are directly attributable) for bringing assets into working conditions for its intended use. Intangible assets include assets that are incidental for the purpose of toll collection and which will be handed over at the end of the concessional period. Fees incurred, if any, in order to arrange long-term financing are capitalized and amortized over the life of the asset.
- ii) The expenditure on Operation and Maintenance Contracts which are in the nature of enduring nature like construction of new facilities and relaying of roads are classified as intangible assets and carried forward, to be written off systematically during the project concession period.
- iii) The total capital cost towards project is estimated for the entire concession period which is measured at the initially present value of estimated cash outflow as on date of financial statement thereafter every year the amortization is deducted from the cost initially recognized plus/minus in the estimate if any after actual expenditure.
- iv) In respect of Amortisation of Project expenditure company follows cost Model (i.e., an intangible asset after initial recognition is carried at cost less accumulated depreciation) Further the amount of amortization used is such that reflects the pattern in which the asset's future economic benefit is expected to be consumed by entity. Wherein the case of the company it is calculated as a proportion of actual revenue for the year bears to the estimated total revenue for the entire concession period. The estimates of toll are based on the projected revenue submitted to the bank for financing the project.

The cost of an item of Intangible assets comprises of its purchase price including import duties and other nonrefundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of intangible assets if the recognition criteria are met.

h. Service concession arrangements

The Group recognizes an intangible asset arising from a service concession arrangement to the extent it has a right to charge for use of the concession infrastructure. The fair value, at the time of initial recognitions of such an intangible asset received as consideration for providing construction or upgrade services in a service concession arrangement, is regarded to be its cost. Subsequent to initial recognition, the intangible assets is measured at cost, less any accumulated amortizations and accumulated impairment losses.

i. Depreciation/ Amortization

Depreciation on Property, plant and equipment is calculated on a straight-line basis using the rates arrived at, based on the useful lives estimated by the management. Intangible assets are amortized on a straight line basis over the estimated useful economic life.

Depreciation is calculated on a written down value basis over the estimated useful life of the assets as per provided in Part C of schedule II of the company act 2013 or remaining life of the project whichever is less.

Depreciation method, useful lives and residual values are reviewed periodically, including at each financial year.

Fixed assets costing up to Rs. 5,000 individually are fully depreciated in the year of purchase.

In respect of Amortisation of Project expenditure the Group follows Cost Model (i.e. An intangible asset after initial recognition is carried at cost less accumulated depreciation).

Further the amount of amortisation used is such that reflects the pattern in which the asset's future economic benefit is expected to be consumed by the entity, wherein the case of the company it is calculated as a proportion of actual revenue for the year bears to the estimated total revenue for the entire concession period. The estimates of toll are based on the projected revenue submitted to the bank for financing the Project.

Mining properties: The capitalized mining properties are amortized on a unit-of-production basis over the total estimated remaining commercial proved and probable reserves of each property or group of properties and are subject to impairment review. Costs used in the unit of production calculation comprise the net book value of capitalized costs plus the estimated future capital expenditure required to access the commercial reserves. Changes in the estimates of commercial reserves or future capital expenditure are dealt with prospectively.

Project specific assets are depreciated over the period of contract or useful life of the asset, whichever is lower.

All the Property, plant, equipment, and Intangible assets acquire during the year and having per unit cost is less than Rs. 10,000/- depreciated fully in the same year.

In the case of one subsidiary (Maharashtra Enviro Power Limited), for Depreciation of Landfill Asset, the Company evaluates the cost of construction of Landfill and also the capacity of landfill in Metric Ton (MT). Based on this the company evaluates Per MT Rate of depreciation to be charged on landfill. Every year the company evaluates the quantity of waste disposed off in landfill and charge depreciation on landfill by multiplying the Per MT depreciation rate with the quantity of waste disposed during the year. As per the condition for award of project the majority of assets are required to be handed over to over to concessioner in as it is condition. Hence residual value of the asset is considered at 0.20 % of Gross Block of Asset.

In case of one subsidiary (SMS WATER GRACE BMW PRIVATE LIMITED), Residual value of the asset is considered at 0.20% of Gross Block of Asset.

Project specific assets are depreciated over the period of contract or useful life of the asset, whichever is lower.

For overseas subsidiaries, depreciation is provided based on estimated useful lives of the fixed assets as determined by the management of such subsidiaries. In view of different sets

of environments in which such entities operate in their respective countries, depreciation is provided based on the management experience of use of assets in respective geographies and local laws. These entities follow straight line method of depreciation spread over the useful life of each individual asset.

In case of one subsidiary (SMS Taxicabs Private Limited), as per Ind AS 38 – Intangible Assets presumes that useful life of intangible assets is unlikely to exceed 10 years, Motor Car Operating Licensee (Under Specified Phone Fleet Taxi Scheme) is amortized on straight line method over 30 years since in the opinion of the management, the licensee which is renewable after 5 years over further periods of 5 year blocks, would be further renewed for an estimated period of 25 years or 5 blocks.

Particulars	(Life in Year)		
	Max of Life	Min of Life	Cost Less than Rs.10,000
Building	60	3	
Computer & Printer	6	2	< 1
Furniture & Fixture	10	3	< 1
Intangible Asset	5	3	
Investment Property(Building)	60	44	
Lease Land	95	95	
Office Equipment	5	5	< 1
Plant & Machinery	15	5	< 1
Mining Assets	20 years or Life of project whichever is lower		
Mining Land	5 years or Life of project whichever is lower		
Vehicle	10	4	

Note: In the case of second-hand Property, Plant, and Equipment (PPE), the useful life is estimated based on the asset's remaining economic benefits at the time of acquisition. A shorter useful life has been adopted compared to new assets, considering the wear and tear already incurred and the expected period over which the asset will provide future benefits.

Impairment of Goodwill

Goodwill is tested for impairment on an annual basis and wherever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operation results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating unit is determined based on higher of value-in-use and fair value less cost to sell.

j. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial Assets

Initial Recognition

Financial assets, not recorded at fair value through profit or loss (FVPL), are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

Financial Assets at Amortized Cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

Financial Assets Measured at Fair Value

Financial assets are measured at fair value through OCI if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss. In respect of equity investments (other than for investment in subsidiaries and associates) which are not held for trading, the Group has made an irrevocable election to present subsequent changes in the fair value of such instruments in OCI. Such an election is made by the Group on an instrument by instrument basis at the time of transition for existing equity instruments/ initial recognition for new equity instruments.

Financial asset not measured at amortised cost or at fair value through OCI is carried at FVPL.

Impairment of Financial Assets

In accordance with Ind AS 109, the Group applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

Financial assets of the Company comprise of trade receivable and other receivables consisting of debt instruments e.g., loans, debt securities, deposits, and bank balance. Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. An impairment loss for trade and other receivables is established when there is objective

evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Impairment losses if any, are recognised in profit or loss for the period."

De-recognition of Financial Assets

The Group de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

ii. Equity Instruments and Financial Liabilities

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

Financial Liabilities

Initial Recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at FVPL

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation. Amortisation is recognised as finance income in the Statement of Profit and Loss.

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss

De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

In case of SMS-AABS India Tollways Private Limited,

Preference Shares issued by the company which are Cumulative and Non-Redeemable in Nature are accounted by separately recognising the liability and the equity components. The liability component is initially recognised at the fair value of a comparable liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. The liability component of the preference shares is measured at amortised cost using the effective interest method. The equity component of the preference shares is not re-measured subsequently.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

k. Inventories:

Inventories comprise all costs of purchase, conversion and other costs incurred including taxes (not refundable) in bringing the inventories to their present location and condition.

The stock of construction material, stores spares, tools, components, embedded goods and fuel is valued at cost or net realizable value whichever is lower. Cost is determined on weighted average basis.

The Parent is classifying shuttering material and the machine spares as inventory. The management is of the opinion that these inventories are a very large number of indistinguishable minor items and are used in more than one accounting period. Even though they meet the definition of Property Plant and Equipment, the management feels that it would be appropriate to aggregate individually all insignificant items and apply recognition criteria to the aggregate value. Further the company after the technical assessment has found that the estimated life of the shuttering material is five years and thus shuttering material shall be depreciated in five years from the date of purchase. The value of machine spares will be depreciated within the life of machine to which the spares relate.

Construction materials, components, stores, spares and tools:- They are valued at lower of cost and net realizable value. Cost is determined on first in first out basis and comprise all cost of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition

Work-in-progress and finished goods

They are valued at lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of overheads based on normal operating capacity. Cost is determined on weighted average basis. Net realisable value is the estimated contract price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to complete the contract.

Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

In case if any payment for inventory is deferred beyond normal credit terms then cost is determined by discounting the future cash flows at an interest rate determined with reference to market rates. The difference between the total cost and the deemed cost in such cases are recognised as interest expense over the period of financing under the effective interest method.

Service Work in Progress

Service Work in Progress valued at lower of the cost and net realisable value.

Service work in progress represents closing inventory of coal, which is not owned by the company as per terms of mine development and operation (MDO) Contract. Hence, this represents work performed under contractual liability in bringing this inventory to its present condition and location. Net realisable value is the contract price as per the MDO Agreement, less estimated cost of completion and estimated cost necessary to make the sale.

I. Revenue Recognition:

1. Effective April 1, 2018, the Company has adopted Indian Accounting Standard 115 - 'Revenue from Contracts with Customers' ('Ind AS 115') with modified retrospective approach. Accordingly, the comparative information for previous year has not been restated. According to Ind AS 115, revenue is measured at the amount of consideration the Company expects to receive in exchange for the goods or services when control of the

goods or services and the benefits obtainable from them are transferred to the customer. Revenue is recognised using the five step model specified in Ind AS 115 based on satisfaction of performance obligations.

The company has adopted modified retrospective approach and the effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018).

The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 11.

The impact of adoption of the standard on the Standalone financial statements of the Company is insignificant.

In respect of fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation, which is based on the physical measurement and survey of work actually completed and which is certified by the client. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.

Revenue from supply contract is recognised when the point in time when control is transferred to the customer.

A contract liability is the Company's obligation to transfer goods or services to a customer, for which the Company has already received consideration from customers. Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unearned and deferred revenue ("contract liability") is recognised when there are billings in excess of revenues.

Work in progress at the balance sheet date are quantities executed but not certified by the client therefore valued at itemized contract rate less taxes and profit i.e. against which revenue is not recognised as recognition criteria's are not fulfilled.

The Company disaggregates revenue from contracts with customers by nature of services.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the

event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

Use of material judgments in Revenue Recognition

The Company's contracts with customers could include promises to transfer products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgment to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

Judgment is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Company exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time.

Revenue for fixed-price contract is recognised using percentage-of-completion method. The Company uses judgment to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.

Contract fulfillment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalisation. Such costs are amortised over the contractual period or useful life of project whichever is less. The assessment of these criteria requires the application of judgment, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Accounting for Claims are accounted as income in the period of receipt of arbitration award or acceptance by client or evidence of acceptance received. Interest awarded, being in the nature of additional compensation under the terms of the contract, is accounted as other operating revenue on receipt of favorable arbitration award.

Dividend Income is recognised when the right to receive the payment is established, which is generally when shareholders approve the dividend.

Finance income is accrued on a time proportion basis, by reference to the principal outstanding and the applicable EIR. Other income is accounted for on accrual basis. Where the receipt of income is uncertain, it is accounted for on receipt basis.

Change in accounting treatment of recognition of GST claim for migration from erstwhile indirect taxes to GST.

Company is having various works contract, some of which are inclusive of taxes, some are exclusive of taxes and some are exempt. But after introduction of GST with effect from 1st July, 2017, exempt contract became taxable and also in cases of inclusive contract there is increase in tax rate from the original contract. This resulted in decrease in turnover on the company against which company filed the claimed with the concern Department.

Till the FY 2021-22, the company has opted to account for the impact due to change in law as turnover in the books of account with corresponding recognition of claim receivable.

However, over the years the company identified that there is substantial difference in the amount of claim raised vis a vis claim actually allowed and also there is substantial delay in certification of the GST Impact by the Client. Due to this time lag in acceptance of claim and difference in the amount of claim it has been decided to treat such GST Impact as WIP until the same is approved by the client and book the GST impact as Turnover upon certification by the Department.

In case of SMS-AABS India Tollways Private Limited,

i. Construction contracts-

- i) Claim and variations for escalation/damages are recognized only when accepted by client.
- ii) Claim under Arbitration/disputes are accounted as income based on final award. Expenses on arbitration are accounted as and when incurred.

B) Toll collection- BOT & OMT and other Contracts-

- i) Revenue from services concession arrangement is recognized on actual collection basis which is in accordance with IND AS-115 'Revenue from Contracts with customer'. The Operator has received Right to collect toll charges from public.
- ii) Sale of discounted toll coupons/swipe card is recognized as income at the time of sale.

Finance income is accrued on a time proportion basis, by reference to the principal outstanding and the applicable EIR. Other income is accounted for on accrual basis. Where the receipt of income is uncertain, it is accounted for on receipt basis.

ii. Accounting of Supply Contracts-Sale of Goods

Revenue from supply contract is recognised when the substantial risk and rewards of ownership is transferred to the buyer, which is generally on dispatch, and the collectability is reasonably measured. Revenue from product sales are shown as net of all applicable taxes and discounts.

iii. Accounting for Claims

Claims are accounted as income in the period of receipt of arbitration award or acceptance by client or evidence of acceptance received. Interest awarded, being in the nature of

additional compensation under the terms of the contract, is accounted as other operating revenue on receipt of favorable arbitration award.

iv. Dividend Income

Dividend is recognised when the right to receive the payment is established, which is generally when shareholders approve the dividend.

v. Direct Landfill and Landfill after Treatment:

Revenue has been recognized under direct landfill on accrual basis at the time of receipt of waste and billing.

vi. Incineration (Plasma based):

The service of disposal by incineration Facility consists of

- (1) Collection of Hazardous waste (waste) from generators,
- (2) Transportation of waste from generator's premises to waste disposal facility (common facility),
- (3) Analysis of the waste at common facility,
- (4) Storage of the waste at common facility and
- (5) Burning of it in incineration (plasma based) plant.

The activities with regard to this facility get completed from process (1) to (4) on receipt of waste material. Only burning in incineration plant is deferred up to the stage of collection of sufficient quantity of waste material so as to efficiently run the activity. Hence, revenue has been recognized in full under Incineration as substantial activities of this service are completed and substantial revenue from the billed amount has been realized.

Note: - The word waste used in this note shall mean "Hazardous waste" as defined in hazardous waste (Handling and Management) rules.

vii. Membership Fees:

Membership fees are collected from customers to let them use the facility of waste disposal. Fees collected are non-refundable in nature and provides customer the rights to use our services for the period for which membership fees is collected. Therefore, membership fees are recognized as income over the period of membership on pro rata basis.

viii. Service Charges:

Service charges are charged to customer for provision of service for a year with a right to adjust the same against billing, if any, in a year. Hence Services charges are recognized as income after expiry of the one calendar year if the same does not get adjusted against the billing done during that period.

ix. Container Maintenance Charges:

Container Maintenance Charges are being booked to income on receipt basis, which is as and when charges are collected from customers.

x. Toll collection

Revenue from toll collection is recognised on actual collections of toll and in case of contractual terms with certain customers the same is recognised on an accrual basis.

xi. Operation and Maintenance Contracts

Revenue from maintenance contracts are recognized pro-rata over the period of the contract as and when services are rendered.

xii. Operation of Phone fleet taxi / DBO subscription income

The company recognizes income from operating phone fleet taxis on accrual basis for the period of deployment of cars (excluding initial waiver period). During the year the company closed its phone a fleet taxi operations in March 2018 and launched DBO subscription scheme. As per the DBO subscription scheme the taxi is offered for sale to prospective drivers on giving a deposit and daily subscription amount. On full payment of subscription amount the ownership of the taxi would get transferred in favour of the respective driver for his use. The entire subscription amount for the taxi is accounted as a receivable and collection against the same is reduced as and when received. The subscription proportionate to the year is offered as subscription income in the financials and indirect taxes on the same accrued till the time ownership is transferred after which it would be due for payment.

xiii. Advertisement Income

Advertisement Income is recognized after rendering of services for advertisement has been completed.

xiv. Rent, Common Area Maintenance Charges and other charges with relation to the usage of the properties and various utility charges are accounted for on accrual basis except in case where ultimate collection is considered doubtful.

xv. Food Court charges

Food court charges are accounted on revenue sharing / Fixed Rental basis as per the agreement entered with the Parties.

xvi. Car Parking Collection has been accounted on actual basis.

xvii. Power Supply and Transmission Charges

Revenue from Power Supply and Transmission Charges are accounted for on the basis of billing to State Transmission Utility i.e. Maharashtra State Electricity Distribution Corporation Limited.

xviii. Finance and Other Income

Finance income is accrued on a time proportion basis, by reference to the principal outstanding and the applicable EIR. Other income is accounted for on accrual basis. Where the receipt of income is uncertain, it is accounted for on receipt basis.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payments.

m. Government grants:

Grants from the government are recognized at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in capital reserve as deferred income and are credited to Profit and Loss on a written down value over the remaining period of the project and presented within other income.

n. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group chief operating decision maker has disclosed business segment as the primary segment the Group operation predominately relate to "Engineering and procurement constructions", "Mining", "Environment", "Others". The segment revenue, segment result, segment assets and segment liability includes respective amounts identifiable to each of the segment and also amounts allocated on reasonable basis.

o. Foreign Currency Transaction:

i. Initial Recognition

Foreign currency transactions are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. However, for practical reasons, the Company uses a monthly average rate if the average rate approximate the actual rate at the date of the transactions

ii. Conversion

Monetary assets and liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

iii. Treatment of Exchange Difference

Exchange differences arising on settlement/ restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss. On transition to Ind AS, the Company has opted to continue with the accounting for exchange differences arising on long-term foreign currency monetary items, outstanding as on the transition date, as per previous GAAP. Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalised and depreciated over the remaining useful life of the asset and exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Translation Account" and amortised over the remaining life of the concerned monetary item.

The Group's financial statements are presented in INR. The Company determines the functional currency as INR on the basis of primary economic environment in which the entity operates.

p. Employee Benefits:

Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognize the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

Post-Employment Benefits:

i. Defined Contribution plans:

Defined contribution plans are Provident fund, Employee state insurance scheme, Labour welfare fund and Government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees.

Recognition and measurement of defined contribution plans:

The Group recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Company during the reporting period. If the contributions payable for services received from employees before the reporting date exceeds the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

ii. Defined Benefit plans:

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as

an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognized in OCI are not to be subsequently reclassified to statement of profit and loss. As required under Ind AS compliant Schedule III, the Company transfers it immediately to retained earnings.

Leave entitlement and compensated absences

The cost of short term compensated absences is provided for based on estimates. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Leave Entitlements: Mining Department

a. Earned Leave:

i. All regular employees are eligible for 24 days of leave in a year, credited at the rate of one day leave for every 15 days of working. Calendar year will be considered for the purpose of computing the earned leave. This leave will be credited in advance on the 1st January of the year, adjusted for the no. of days worked in the previous year.

ii. An employee on probation is entitled to avail one day leave per month during probation. Generally, the period of probation is for six months. If the probation is extended, the employee would continue to get one day leave per month. On completion of probation, the leave calculated at one day leave for every 15 days will be credited for the probation period as well as for the remaining period in that calendar year. Subsequently, for the following year, 24 days of leave, adjusted for the no. of days worked in the previous year, will be credited in advance as being done for a regular confirmed employee.

iii. The leave eligibility for trainees is same as for the probationers. Trainees are eligible for a day of leave per month during the training period. If the training period is extended, the employee would continue to get one day leave per month and on completion, leave calculated at one day leave for every 15 days will be credited for the training period as well as for the remaining period in that calendar year. Subsequently, for the following year, 24 days of leave, adjusted for the no. of days worked in the previous year, will be credited in advance as being done for a regular confirmed employee.

b. Sick Leave:

The employees are eligible for 6 days (non-cashable) sick leave effective from Jan.2024..

c. Examination Leave:

The company encourages people in their pursuit of higher education and continuous learning for professional development. As an incentive, the employees who are pursuing higher studies from a recognized institute /, university, in the area of their current function in the Company, are granted special leave with pay on the day of examinations against production of documentary evidence. A maximum of 10 days per year for first attempt and 6 days for further attempts will be allowed per year. Only three attempts are permitted for

the same paper. Such employees should have taken prior permission from their HOD for pursuing the course and the same should have been forwarded to HR before joining the course.

d. Maternity Leave:

Women employees who have worked for not less than 80 days in the twelve months immediately preceding the expected date of delivery are entitled for maternity leave as per the Maternity Benefit Act, for a maximum period of 12 weeks, that is to say, six weeks up to and including the day of her delivery and six weeks immediately following that day.

In case of miscarriage, a woman employee is entitled for 6 weeks immediately following the day of her miscarriage.

e. Transfer Leave:

When an employee is transferred from one location to another location, s'/he will be allowed to avail one day leave with pay, if the distance to the new location from the current location of posting is more than 250 KM but less than or up to 500 KM. If the distance is more than 500 KM, a maximum of two days of leave with pay can be availed within one week before or after relocating to the new location.

f. Leave during Notice Period:

An employee who is serving notice period on resignation is not entitled to avail any kind of leave during the notice period. However' the balance leave if any may be adjusted in the notice period, on approval from the HOD' However, no encashment of leave will be allowed for the balance leave.

g. Leave without pay:

Employees are discouraged to take any leave without pay. However in cases of exigencies, an employee who does not have any leave balance may be sanctioned leave without pay.

h. This policy is applicable only to KCC workers;

The total EL balance at the time of leaving service is paid in F&F settlement to KCC workers.

i. Marriage Leave:

The employees are eligible for 10 days (non encashable) marriage leave, only after completion of 4 year of service from date of joining (DOJ).

j. Casual Leave:

The employees are eligible for 6 days (non encashable) casual leave (CL) effective from Jan.2024.

Leave Entitlements: Other than mining department

This year we have introduced Casual Leave (CL) and Sick Leave (SL) for the convenience of employees. From the New Year, Eight Days CL and Ten Days SL will be credited to leave

account of all employees. These leaves are to be availed during the calendar year else will lapse if not availed at the end of the year.

Now onwards every employee, who has worked for a period of two hundred and forty days (240) or more during a calendar year, shall be allowed during the subsequent calendar year, leave with wages for a number of days calculated at the rate of one day for every twenty days of work performed by the employee during the previous calendar year. This means any employee who has worked more than 240 days during calendar year will be granted 15 days EL during 2020.

Every employee shall now be entitled for eight days festival holidays in a calendar year including mandatory holidays on 26th January, 1st May, 15th August and 2nd October and balance four as mutually agreed on festivals.

In addition, for the convenience of employees during the festivals, out of 15 ELs, seven ELs will be adjusted in mutually agreed festival holidays and rest eight ELs will be credited to the leave account of the employee. Calendar for 8 festival holidays and 7 EL holidays will be promulgated before start of the new calendar year.

With introduction of new types of leave every employee who has worked for more than 240 days during calendar year will be granted 15 days EL, 8 days CL and 10 days SL with 8 days holidays in addition. This new scheme of holidays not only gives every employee additional leaves with freedom of using CL for meeting the urgent/planned requirement but also gives option of encashing Earned leave, if accumulated in excess of 45 as per the SAEA-2017.

Further to motivate and reward the hard working and dedicated employees with proven track record, management has decided to create a discretionary leave quota under IM, HODs and DICs. Under this scheme, if deserving employee exhausts his/her entire leave quota and due to exigencies he/she avails additional leave, then under discretionary leave quota IM, HOD and DIC can approve additional leave with wages for 2 days, 5 days and 5 days respectively. MD has powers to approve unlimited number of days of leave for well deserving employees with the recommendation of IM, HOD and DIC. This additional quota will be exercised by IM/HOD/DIC based on request by individual employee with supporting note for his/her outstanding performance.

Short-term Benefits

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognized as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognized in the period in which the absences occur

q. Bills Receivables and Trade Payable

The balance of Bills Receivables and Trade Payables are subject to reconciliation with some parties. Any difference which may arise on reconciliation will be dealt in by the Company in subsequent years.

In the opinion of management the net effect may not be material.

r. Borrowing Cost

Interest and other costs in connection with the borrowing of funds to the extent related/attributed to the acquisition/construction of qualifying fixed assets are capitalized up to the date when such assets are ready for their intended use. All other borrowing costs are charged to Profit & Loss Account.

Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the asset for its intended use or sale are complete. Capitalisation of borrowing cost is suspended during extended periods in which active development is interrupted unless that period is a necessary part of the process for the construction of the asset.

s. Leases

The company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

As Lessee

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate.

Generally, the company uses its incremental borrowing rate as the discount rate. Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be

payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of real estate properties that have a lease term of 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Arrangements in the nature of lease

The Company enters into agreements, comprising a transaction or series of related transactions that does not take the legal form of a lease but conveys the right to use the asset in return for a payment or series of payments. In case of such arrangements, the Company applies the requirements of Ind AS 116 – Leases to the lease element of the arrangement. For the purpose of applying the requirements under Ind AS 116 – Leases, payments and other consideration required by the arrangement are separated at the inception of the arrangement into those for lease and those for other elements.

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

t. Taxes on Income

Income Tax

Income tax comprises of current and deferred income tax. Income tax is recognised as an expense or income in the Statement of Profit and Loss, except to the extent it relates to items directly recognised in equity or in OCI.

i) Current Income Tax

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

ii) Deferred Income Tax

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Minimum Alternative Tax ("MAT") credit is recognised as an asset only when and to the extent it is probable that the Company will pay normal income tax during the specified period.

u. Earnings per share:

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

v. Prior period items:

Items of income or expenditure exceeding INR 10,00,000 are considered for being treated as prior period items.

w. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and

compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Provision for Landfill Cover Charges

The technical team works out the likely total cost, that will be required to cap the landfill and the likely quantity of waste in Metric Ton (MT) to be disposed off in landfill and derives the Per MT cost of cover charges. Based on this the provision is being done every year for the quantity of waste disposed. The actual cost of capping incurred during the year is adjusted against this provision.

Provision for Escrow Charges (Post Monitoring Charges)

Against the required post monitoring activity, the technical team evaluates the likely cost required for maintenance of each landfill. Based on this, Per Metric Ton Post monitoring cost is worked out and provided for in the books against the actual quantity disposed during the year.

In case of SMS-AABS India Tollways Private Limited, the provision is adjusted every year based on the present value of future expenditure and adjustment required is charged to profit and loss account as financial cost.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A contingent liability also arises, in rare cases, where a liability cannot be recognized because it cannot be measured reliably.

Contingent assets are disclosed in the financial statements.

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

	Non Current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
9 Loans				
A Loan to related parties				
Credit Impaired				
Loan to related parties	-	-	6,310.19	5,951.96
Less: - Loss allowance/provisions for doubtful loans *	-	-	(6,310.19)	(5,951.96)
Loans receivables considered good unsecured				
Loan to related parties	-	-	31,989.99	26,450.24
B Other loans				
Loans receivables considered good unsecured				
Other Parties	116.69	105.44	17,567.07	10,247.78
Total	116.69	105.44	49,557.06	36,698.02

***Refer Note No-61 & 62**

- 1) Additional disclosures related to loans given to related parties that are: (a) repayable on demand and (b) without specifying any terms or period of repayment.

Type of Borrower	Non Current		Current	
		Percentage to the total Loans	Amount of loan outstanding	Percentage to the total Loans
As at 31st March 2025				
Promoter	-	0%	-	0.00%
Directors	-	0%	-	0.00%
KMPs	-	0%	-	0.00%
Related Parties (before considering provision)		0%	38,300.18	68.56%
Related Parties (After considering provision)	-	0%	31,989.99	64.55%
As at 31st March 2024				
Promoter	-	0%	-	0.00%
Directors	-	0%	-	0.00%
KMPs	-	0%	-	0.00%
Related Parties (before considering provision)		0%	32,402.19	75.97%
Related Parties (After considering provision)	-	0%	26,450.24	72.08%

- 2) Loans are non-derivative financial assets which generate a fixed interest income for the group. The carrying value may be affected by changes in the credit risk of the counterparties
- 3) Non-current loans to related parties pertain to funds advanced for business purpose.
- 4) The group has not received any funds from any person(s) or entity(ies), including foreign entities ("Funding Party") with the understanding (whether recorded in writing or otherwise) that the group shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

3A Property, plant and equipment

Particular	Land		Building		Plant and Equipments		Furniture and Fixtures	Vehicles	Office Equipments	Computers & Printer		Road	Right to use asset	Mining Assets	Total
	Leasehold	Freehold	Leasehold	Freehold	Leasehold #	Freehold				Leasehold	Freehold				
Gross carrying amounts															
At 1st April 2024	184.41	1,143.04	-	15,385.98	10,532.26	90,679.74	907.16	28,782.75	1,389.78	60.15	974.88	-	0.78	1,916.99	1,51,957.93
Opening balance arises due to acquisition of company	-	-	-	2,172.06	-	1,544.87	53.24	268.39	29.69	-	63.10	-	-	-	4,131.36
Additions	479.19	34.07	-	705.42	380.00	30,795.46	143.95	841.62	172.95	-	173.64	-	66.31	-	33,792.62
Disposals	-	-	-	(9.38)	(2,198.52)	(9,208.93)	(16.52)	(390.23)	(53.44)	-	(19.73)	-	-	-	(11,896.75)
Interhead adjustment	-	-	-	-	-	(5.20)	-	5.20	-	-	-	-	-	-	-
At 31st March 2025	663.60	1,177.11	-	18,254.09	8,713.75	1,13,805.94	1,087.84	29,507.73	1,538.97	60.15	1,191.89	-	67.09	1,916.99	1,77,985.16
At 1st April 2023	62.69	1,082.02	-	10,114.95	16,927.10	64,683.57	853.60	28,454.41	1,221.16	60.15	963.22	-	0.78	1,916.99	1,26,340.64
Opening balance arises due to acquisition of company	23.32	61.02	-	926.01	-	3,925.23	30.21	193.89	92.72	-	80.22	-	-	-	5,332.64
Additions	98.39	-	-	4,362.66	-	25,981.78	46.86	1,255.03	145.71	-	123.98	-	-	-	32,014.42
Transfer from Assets held-for-sale due to change in plan	-	-	-	-	-	2,180.48	-	-	-	-	-	-	-	-	2,180.48
Disposals	-	-	-	(17.64)	-	(6,091.31)	(23.51)	(1,120.58)	(68.62)	-	(192.54)	-	-	-	(7,514.21)
Discontinue of lease	-	-	-	-	(2,487.26)	-	-	-	-	-	-	-	-	-	(2,487.26)
Modification of lease	-	-	-	-	(3,907.58)	-	-	-	-	-	-	-	-	-	(3,907.58)
sale of business	-	-	-	-	-	-	-	-	(1.20)	-	-	-	-	-	(1.20)
At 31st March 2024	184.41	1,143.04	-	15,385.98	10,532.26	90,679.74	907.16	28,782.75	1,389.78	60.15	974.88	-	0.78	1,916.99	1,51,957.93
Accumulated Depreciation															
At 1st April 2024	68.08	-	-	9,152.62	1,116.82	46,246.63	799.64	26,287.44	1,113.78	59.26	821.69	(0.00)	0.21	318.25	85,984.45
Opening balance arises due to acquisition of company	-	-	-	134.24	-	200.22	18.28	154.44	22.12	-	56.29	-	-	-	585.58
Charge for the year	31.88	-	-	613.31	652.99	9,764.68	81.00	791.30	131.06	0.88	144.92	-	6.67	101.49	12,320.18
Disposals	-	-	-	(9.35)	(439.70)	(6,025.68)	(16.37)	(380.70)	(52.98)	-	(19.94)	-	-	-	(6,944.72)
Interhead adjustment/rectification	-	-	-	37.90	-	(36.17)	(3.41)	1.69	0.42	-	(0.85)	-	-	-	(0.43)
At 31st March 2025	99.96	-	-	9,928.73	1,330.11	50,149.67	879.14	26,854.17	1,214.40	60.15	1,002.10	(0.00)	6.89	419.74	91,945.06
At 1st April 2023	61.69	-	-	7,743.07	821.14	36,144.43	757.37	26,701.54	1,014.38	48.13	850.41	(0.00)	0.18	194.53	74,336.85
Opening balance arises due to acquisition of company	-	2.26	-	811.07	-	2,433.04	27.53	160.93	49.82	-	75.32	-	-	-	3,559.97
Charge for the year	4.13	-	-	616.13	930.69	7,283.30	37.98	526.56	118.32	11.13	87.84	-	0.04	123.72	9,739.85
Transfer from Assets held-for-sale due to change in plan	-	-	-	-	-	1,917.42	-	-	-	-	-	-	-	-	1,917.42
Disposals	-	-	-	(17.64)	-	(1,531.55)	(23.24)	(1,101.60)	(68.27)	-	(191.87)	-	-	-	(2,934.16)
Discontinue of lease	-	-	-	-	(301.52)	-	-	-	-	-	-	-	-	-	(301.52)
Modification of lease	-	-	-	-	(333.48)	-	-	-	-	-	-	-	-	-	(333.48)
sale of business	-	-	-	-	-	-	-	-	(0.47)	-	-	-	-	-	(0.47)
At 31st March 2024	65.82	2.26	-	9,152.63	1,116.82	46,246.64	799.64	26,287.44	1,113.78	59.26	821.70	(0.00)	0.21	318.25	85,984.45
Net carrying amounts															
At 31st March 2025	563.64	1,177.11	-	8,325.37	7,383.63	63,656.27	208.71	2,653.57	324.57	0.00	189.79	0.00	60.21	1,497.25	86,040.12
At 31st March 2024	118.59	1,140.78	-	6,233.35	9,415.44	44,433.11	107.52	2,495.31	276.00	0.89	153.19	0.00	0.57	1,598.74	65,973.49

3B Capital Work- in- progress

Particular	Land		Building		Plant and Equipments		Furniture and Fixtures	Vehicles	Office Equipments	Computers & Printer		Pre-Operative Expense	Right to use asset	Mining Assets	Total
	Leasehold	Freehold	Leasehold	Freehold	Leasehold	Freehold				Leasehold	Freehold				
At 1st April 2024	-	-	-	563.28	-	6,541.29	68.93	9.66	1.63	-	-	3.93	-	1.86	7,190.57
Opening balance arises due to acquisition of company				-		-						-		-	-
Additions	-	-	-	122.59	-	747.57	-	-	-	-	-	36.29	-	69.97	976.42
Assets in transit	-	-	-	-	-	5,321.42	-	-	-	-	-	-	-	-	5,321.42
Capitalised during the year	-	-	-	(50.22)	-	(5,640.02)	(68.93)	(9.66)	(1.62)	-	-	-	-	-	(5,770.46)
Sale	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
At 31st March 2025	-	-	-	635.65	-	6,970.26	-	-	0.00	-	-	40.22	-	71.83	7,717.96
At 1st April 2023	-	-	-	28.50	-	5,611.60	-		0.13	-	-	-	-	(0.00)	5,640.23
Restated balance				512.31		(512.31)						3.93			3.93
Opening balance arises due to acquisition of company	-	-	-	50.97	-	689.26	68.93	9.66	1.62	-	-	-	-	-	820.44
Additions	-	-	-	11.40	-	3,896.90	-	-		-	-	-	-	1.86	3,910.16
Capitalised during the year	-	-	-	(39.90)	-	(3,144.16)	-	-	(0.06)	-	-	-	-	-	(3,184.12)
Sale	-	-	-	-	-	-	-	-	(0.06)	-	-	-	-	-	(0.06)
At 31st March 2024	-	-	-	563.28	-	6,541.29	68.93	9.66	1.63	-	-	3.93	-	1.86	7,190.57

Note on PPE:-**For SMS WATER GRACE ENVIROPROTECT PRIVATE LIMITED**

The company has derecognised the assets having gross block of Rs. 10.65 Lacs, Written down value of Rs. 0.1 Lacs. Considering the usefulness of assets.

For SMS WATER GRACE BMW PRTVATE LIMITED

The company has derecognised the assets having gross block of Rs. 12.13 Lacs, Written down value of Rs. 2.80 Lacs. Considering the usefulness of assets.

FOR MAHARASHTRA ENVIRO POWER LIMITED,

During the year the company has derecognised the Plant & Equipment and other assets amounting to Net Block Rs. 40.81 Lacs (Gross Carrying Value Rs. 4313.08 Lacs & Accumulated depreciation Rs.4272.28 Lakhs.)

For SMS Limited

\$ The Property plant and equipment acquired on FOB (free on board) / Ex-factory basis as supply of quotation has been considered as asset in transit which were transported from suppliers location prior to 31st march 2025 and the same is classified as asset in transit under the head capital work in progress. The risk and reward associated with the property has been transferred to the SMS Ltd on the date of transportation from supplier Location.

During the year, the lease term for certain assets accounted for as Right-of-Use (ROU) assets under Lease came to an end. Upon lease expiry, the Company purchase the underlying leased assets as per the lease agreement. As both ROU assets and owned assets are presented under Property, Plant and Equipment (PPE) the carrying amount of the ROU assets was transferred to the relevant class of owned assets on the date of purchase. This internal transfer reflects a change in the nature of control from leased to owned, with no impact on the overall PPE balance. The accounting treatment is in line with the principles of Ind AS 116, and ensures appropriate classification and disclosure within PPE.

ROU value on the date of lease expiry	1,758.81
Buyback value as per lease agreement	1,469.30
Difference capitalised as per IND AS 116	289.52

(a) For Capital-work-in progress

CWIP aging schedule as at 31st March 2025:

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress- CWIP-Buildings	141.72	177.50	187.96	128.47	635.65
Projects in progress- CWIP-Plant and Equipments	6,117.30	245.24	408.00	199.71	6,970.26
Projects in progress- Mining Assets	69.97	1.86	-	-	71.83
Projects in progress-Vehicle	-	-	-	-	-
Projects in progress-Furniture & Fixture	-	-	-	-	-
Projects in progress-Office Equipments	-	-	-	-	-
Projects in progress-Pre-Operative Expense	36.29	3.93	-	-	40.22
Total	6,365.28	428.53	595.96	328.18	7,717.95

CWIP aging schedule as at 31st March 2024:

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress- CWIP-Buildings	242.92	187.96	12.54	119.86	563.28
Projects in progress- CWIP-Plant and Equipments	4,054.07	2,266.54	44.20	176.49	6,541.29
Projects in progress- Mining Assets	1.86	-	-	-	1.86
Projects in progress-Vehicle	9.66	-	-	-	9.66
Projects in progress-Furniture & Fixture	68.93	-	-	-	68.93
Projects in progress-Office Equipments	1.62	-	-	-	1.62
Projects in progress-Pre-Operative Expense	3.93				3.93
Total	4,382.98	2,454.51	56.74	296.35	7,190.57

(b) For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, The project wise details of when the project is expected to be completed is given below :

For Maharashtra Enviro Power Limited

CWIP Completion schedule as at 31st March 2025:

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Land development for SLF-9	-	-	-	848.46	848.46
Proposed Landfill in new Land	-	-	22.95	-	22.95
Total	-	-	22.95	848.46	871.40

CWIP Completion schedule as at 31st March 2024:

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Secured Landfill-7, Ranjangaon	774.91	-	-	-	774.91
3 Ton Incinerator, Ranjangaoan	3,162.30	-	-	-	3,162.30
Total	3,937.21	-	-	-	3,937.21

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

4	Investment Property	LAND #	BUILDING	TOTAL
a	Gross Carrying Amounts			
	Balance as at 1st April 2024	1,957.77	263.43	2,221.20
	Opening balance arises due to acquisition of company			-
	Addition	89.40		89.40
	Less: Disposal	(7.88)	(25.18)	(33.05)
	Balance as at 31st March 2025	2,039.30	238.25	2,277.55
	Balance as at 1st April 2023	1,607.62	292.65	1,900.27
	Opening balance arises due to acquisition of company	217.69	42.32	260.01
	Addition	132.47	-	132.47
	Less: Disposal	-	(71.54)	(71.54)
	Balance as at 31st March 2024	1,957.77	263.43	2,221.20
b	Accumulated Depreciation			
	Balance as at 1st April 2024	143.68	63.09	206.77
	Opening balance arises due to acquisition of company			-
	Depreciation charged		10.43	10.43
	Depreciation on disposal		(6.21)	(6.21)
	Balance as at 31st March 2025	143.68	67.32	211.00
	Balance as at 1st April 2023	-	67.56	67.56
	Opening balance arises due to acquisition of company	143.68	-	143.68
	Depreciation charged	-	12.14	12.14
	Depreciation on disposal	-	(16.61)	(16.61)
	Balance as at 31st March 2024	143.68	63.09	206.77
c	Net Carrying Amounts			
	Balance as at 31st March 2025	1,895.62	170.93	2,066.55
	Balance as at 31st March 2024	1,814.09	200.34	2,014.43

For SMS Limited
Information regarding income and expenditure of Investment property

	As at 31 March 2025	As at 31 March 2024
Rental income derived from investment properties	-	1.44
Direct operating expenses including repairs and maintenance arising from investment property that generated rental income during the year.	-	0.01
Depreciation charged on the investment property that generated rental income during the year.	-	2.63
Profit arising from investment properties that generated rental income after depreciation and direct expenses	-	(1.20)
Direct operating expenses including repairs and maintenance arising from investment property that did not generate rental income during the year.	-	-
Depreciation charged on the investment property that did not generate rental income	-	2.06
Profit/(Loss) arising from investment properties that did not generate rental income after depreciation and direct expenses	-	(2.06)
Net Profit/(Loss) from Investment activity.	-	(3.26)

The Company's investment properties consist of flats and land in India. The company has determined that the investment properties consist of two classes of assets – Land and Building – based on the nature, characteristics and risks of each property.

The valuation of few of the properties are valued by accredited independent valuer instead of registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, in the last three financial years based on consistent policy followed by the company. In absence of complete valuation of all the investment property from the registered valuer as defined under aforesaid rule, the fair value of the property are not disclosed. As per company view, fair value of all assets would be on higher side as compared to book value of assets, considering acquisition date and current market scenario.

(1) The following investment property pledged with the Indiabulls Housing Finance Ltd. as security against loan taken by Spark Mall & Parking Pvt. Ltd. w.e.f 31.07.2020.

Mortgaged properties Name: KH.No.108/1kh, Psk 42, Near Indian Oil Petrol Pump, Mihan Fly Over, Wardha Road , Pehelwan Dhaba, Mz-P

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
5 Goodwill		
a Investment in subsidiaries (Unquoted)		
Opening Balance	272.98	349.44
Addition during the year on account of Consolidation (valued at cost)	6,244.23	-
Derecognised due to elimination of subsidiary company consequent to transfer	-	(76.45)
Closing balance	6,517.21	272.98

Note:- There is no impairment loss on account of goodwill arises at the time of consolidation.

7 Intangible Assets Under Development

Particulars	Project Expenditures	Computer Software	Other Intangible assets under development	Total
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A Gross carrying amount

Opening 01.04.2024	20,203.50	45.00	72.84	20,321.34
Addition	-	-	-	-
Disposal	-	-	-	-
Closing 31.03.2025	20,203.50	45.00	72.84	20,321.34
Opening 01.04.2023	20,203.50	45.00	72.84	20,321.34
Addition	-	-	-	-
Disposal	-	-	-	-
Closing 31.03.2024	20,203.50	45.00	72.84	20,321.34

B Accumulated Amortisation

Opening 01.04.2024	18,675.56	45.00	72.84	18,793.40
Charge for the year	1,527.94	-	-	1,527.94
Closing 31.03.2025	20,203.50	45.00	72.84	20,321.34
Opening 01.04.2023	15,501.84	-	72.84	15,574.68
Charge for the year	3,173.72	-	-	3,173.72
Other adjustment	-	45.00	-	45.00
Closing 31.03.2024	18,675.56	45.00	72.84	18,793.40

Net carrying amounts

At 31st March 2025	-	-	-	-
At 31st March 2024	1,527.94	-	-	1,527.94

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

As at 31 March 2025 **As at 31 March 2024**

8 Non-current Investments
a) Investments accounted for using the equity method

In Equity Instrument

i	RCCL Infrastructure Pvt. Ltd # 1565200 (31 March 2024: 1565200)Equity shares of ₹ 10 each fully paid Including Goodwill 1.71 Lacs	-	-
ii	SMS-AAMW Tollways Pvt. Ltd.# 2600 (31 March 2024: 2600)Equity shares of ₹ 10 each fully paid Including Goodwill Nil, Capital Reserve Nil	-	-
iii	Fire Arcor Infrastructure Private Limited # (4900 (31 March 2024: 4900) Equity Shares of par value of ₹ 10/- each fully paid up.)	0.00	164.52

0.00 164.52

b) Investment in Unquoted equity Instruments	1,066.55	1,063.54
c) Investment In Preference share Instruments	9,871.41	8,217.74
d) Investment in Government Securities	1.54	1.54
e) Investment in Debt Instruments	-	2,142.99
f) Investment in Mutual Fund	1,527.23	2,191.59
g) Investment in Partnership Firm	44,518.31	35,277.56
h) Other Investments (unquoted): (At amortised cost)	657.08	632.96
i) Investment in others	8.00	-
	57,650.13	49,527.92

Note :-

- 1 # The Investment in associate company accounted through equity method recognised at Nil. Considering the fact that the associate companies share in losses exceeds the carrying value of investment. Total unrecognised losses of associate company is ₹ -1356.37 Lacs as at 31/03/2025. (F.Y 2023-24 ₹ -1149.21 Lacs). During F.Y 2024-25 the share in loss of associate company not accounted for amounts to ₹-207.16 Lacs (F.Y 2023-24 ₹ -0.06 Lacs)

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025
Details of Non Current Investments

(₹ in lacs)

As at 31 March 2025	As at 31 March 2024
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A Investment in Equity Instruments
Unquoted (Valued at cost)

1	Equity Shares of Abhyudaya Co-operative Bank Ltd. 50000 (31 March 2024 : 50000) Equity Shares of ₹ 10/- each issued at par	5.00	5.00
2	Khamgaon Urban Co-Operative Bank Ltd. 100 (31 March 2024: 100) Equity shares of ₹ 10/- each issued at par	0.01	0.01
3	Nandura Urban Co-Operative Bank Ltd. 43 (31 March 2024: 43)Equity shares of ₹ 100/- each issued at par	0.04	0.04
4	Malkapur Urban Co-Operative Bank Ltd. 1000 (31 March 2024: 1000) Equity shares of ₹ 100/- each issued at	1.00	1.00
5	Abhyudaya Co-operative Bank Ltd.	17.49	17.49
6	SPANV Medisearch Lifescience Pvt Ltd 358622 (31 March 2024: 358622) Equity Shares of par value of ₹ 1/- each fully paid up	1,040.00	1,040.00
7	Memotag Private Limited 1,500 (31 March 2024: NIL) Equity shares of ₹ 10 each fully paid	3.01	-
		1,066.55	1,063.54

B Investment in Preference shares
Unquoted (Valued at cost)

1	Agroh Biaora Tollways Pvt Ltd 70,00,000 (previous year 70,00,000) 5% Non Cumulative Convertible Preference Shares of ₹ 10 each Note : As this are Convertible Preference shares, they are valued at cost	700.00	700.00
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Unquoted (At Fair Value through Other Comprehensive Income)

2	Manawar Kukshi Tollways Pvt Ltd (16,00,000 (previous year 16,00,000) , 1% Cumulative Redeemable Preference Shares of Rs.100 Each) Note : Redeemable preference shares purchased for Rs. 1600 Lacs (previous year 1600 lacs) valued at Fair Value.	517.87	466.55
3	Ayushajay Construction Pvt. Ltd. (10,17,00,000(previous year 10,00,32,730), 6.5% Non Cumulative, Non-Convertible Redeemable Preference Shares of Rs. 10 Each) Note : Redeemable Preference Shares purchased for Rs. 10170 Lacs valued at Fair Value. (previous year 10003 Lacs valued at Fair Value)	3,325.98	2,961.53
4	Charu Infotech Pvt. Ltd. (1,99,42,600 (previous year 1,99,42,600), 6.5% Non Cumulative, Non-Convertible Redeemable Preference Shares of Rs. 10 Each)	630.39	567.92

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025****Details of Non Current Investments**

(₹ in lacs)

As at 31 March 2025	As at 31 March 2024
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Note : Redeemable preference shares purchased for Rs. 1994 Lacs
valued at Fair Value.(previous year 1994 Lacs valued at Fair Value)

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025
Details of Non Current Investments

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
Unquoted (At Fair Value through Other Comprehensive Income)		
5 Shilpy Finlease Pvt. Ltd. (61,00,600 (previous year 61,00,600), 6.5% Non Cumulative, Non-Convertible Redeemable Preference Shares purchased OF Rs. 10 Note : Redeemable Preference shares purchased for Rs. 610 Lacs valued at Fair Value.(previous year 610 Lacs valued at Fair Value)	228.36	228.30
6 Agroh Infrastrutture Developers Pvt Ltd. (8,91,98,600 (previous year 8,82,99,452), 6% Non Convertible Redeemable Preference Shares of ₹ 10 each) Note : Redeemable Preference Shares purchased for ₹ 8,919 Lacs valued at Fair Value. (previous year ₹ 8,830 Lacs valued at Fair Value)	2,939.55	2,629.45
7 BE Infratech Pvt Ltd. (22,70,200 (previous year 22,70,200), 0.0001% Non Cumulative, Non-Convertible Redeemable Preference Shares purchased OF Rs. 100 Note : Redeemable preference shares purchased for ₹ 2,270 Lacs valued at Fair Value (Previous year ₹ 2,270 Lacs valued at Fair value)	593.26	534.47
8 Agroh Biaora Tollways Pvt. Ltd. (6,082,500 (previous year 5,582,500), 6% Non Non Cumulative Convertible Preference Shares of Rs.10 Each) Redeemable Preference Shares purchased for Rs. 608 Lacs valued at Fair Value.	155.36	129.51
9 Surya International Private Limited (56,70,000(previous year nil), 1% Non Cumulative, Redeemable Preference Shares converted from CCD for Rs. 5670 Lacs valued at Fair Value.	780.63	-
	9,871.41	8,217.74

E Investments in Debentures
Unquoted (At Fair Value through Other Comprehensive Income)

1 Surya International Pvt Ltd. (NIL (previous year 329) , 1% Convertible Debentures of Rs.10 Lakhs Each) As this are Compulsorily Convertible Debentures, at rates prevailing on the date of conversion so are valued at fair value through OCI which is purchased at a cost of NIL (Previous year 3250 Lacs).	-	2,142.99
	-	2,142.99

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025
Details of Non Current Investments

(₹ in lacs)

As at 31 March 2025	As at 31 March 2024
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F Investments in Mutual Funds (At Fair Value through Other Comprehensive Income)
Quoted
Debt oriented mutual fund

1	ICICI Prudential Equity and Debt Fund - Growth	235.90	215.54
2	HDFC Gold Fund	-	132.46
3	Axis Short Term Fund - Regular Growth	-	112.03
4	ICICI Prudential Short Term Fund - Growth Option	-	130.96
5	Bandhan Bond Short Term Reg-G (Erstwhile IDFC Bond Fund -Short	-	67.46
6	Bandhan Banking & PSU Debt Reg-G (Erstwhile IDFC Banking and PSU	-	167.57
7	PFG-Union Balanced Advantage Fund Regular Plan-Growth #	88.35	84.11
8	Parag Parikh Conservative Hybrid Fund	7.09	-

Equity oriented mutual fund

9	UTI Flexi Cap Fund (Earlier UTI Equity Fund) - Regular Growth	171.89	129.31
10	UTI Flexi Cap Fund (Earlier UTI Equity Fund) - Regular Growth Plan	62.32	56.10
11	Edelweiss Balanced Advantage Fund - Regular	181.33	170.49
12	Edelweiss Balanced Advantage Fund - Regular Growth	113.05	106.29
13	ICICI Prudential Multicap Fund- Growth	277.92	254.93
14	SBI Flexicap Fund -Regular Growth Plan	232.76	212.86
15	SBI Blue Chip Fund	-	218.18
16	ICICI Prudential Balanced advantage Fund - Growth	57.37	53.31
17	Mirae Asset Great Consumer Fund	54.71	51.68
18	Nippon India Nivesh Lakshya Fund - Growth Plan	31.02	28.31
19	Nippon India Mutual Fund	7.26	-
20	Canara Robeco Mutual Fund	6.26	-

1,527.23	2,191.59
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Investments made in hybrid mutual fund are lien marked to Union bank of India as margin money against Letter of credit/ bank guarantee issued by bank.

G Investment in Partnership firm : (At amortised cost)
Unquoted

1	SAN Finance Corporation	44,518.31	35,277.56
		44,518.31	35,277.56

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025****Details of Non Current Investments**

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
H Other Investments (unquoted): (At amortised cost)		
1 Edelweiss Infrastructure Yield Plus I	457.08	457.96
2 Edelweiss Infrastructure Yield Plus II	200.00	175.00
	657.08	632.96

The Increase in Fair Market Value of Investment namely 1. Edelweiss Infrastructure Yield Plus 2. Edelweiss Infrastructure Yield Plus II, is not recorded due to restriction on sale of securities during the block period of 5 year from the date of first investment whereby the sale, if any, will be off market executed at Par value or at discounted rate.

I Investment in others

1 Investment in Gold	8.00	-
	8.00	-

For SMS Limited :- Investment in Equity shares of Spark Mall & Parking Pvt. Ltd. pledged with the Indiabulls Housing Finance Ltd. as security against loan taken by Spark Mall & Parking Pvt. Ltd. w.e.f 04.04.2020.

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

Details of Non Current Investments**Maharashtra Enviro Power Ltd. & Spark Mall & Parking Pvt Ltd.****Details of Partnership Firm as on 31st March 2025**

Name of Partnership Firm: SAN Finance Corporation

Sr.no	Partners Name	Partners Capital (current)	Partners Capital (Fixed)	Share of each Partner	Share in Profit/(loss)
1)	AJAY SANCHETI	(4,280.45)	0.14	25.65%	856.49
2)	ANAND SANCHETI	(22,348.43)	0.14	25.65%	856.49
3)	PARAMVEER SANCHETI	(2,846.92)	0.09	17.10%	570.99
4)	AKSHAY SANCHETI	(2,424.74)	0.09	17.10%	570.99
5)	MAHARASHTRA ENVIRO POWER LIMITED	10,622.63	0.05	9.50%	317.22
6)	SPARK MALL & PARKING PRIVATE LIMITED	34,643.01	0.03	5.00%	166.96
	Total	13,365.10	0.53	100%	3,339.13

Details of Partnership Firm as on 31st March 2024

Name of Partnership Firm: SAN Finance Corporation

Sr.no	Partners Name	Partners Capital (current)	Partners Capital (Fixed)	Share of each Partner	Share in Profit/(loss)
1)	AJAY SANCHETI	(5,853.85)	0.14	25.65%	(928.15)
2)	ANAND SANCHETI	(21,818.46)	0.14	25.65%	(928.15)
3)	PARAMVEER SANCHETI	(4,344.40)	0.05	17.10%	(618.77)
4)	AKSHAY SANCHETI	(3,732.28)	0.09	17.10%	(618.77)
5)	MAHARASHTRA ENVIRO POWER LIMITED	9,960.91	0.09	9.50%	(343.76)
6)	SPARK MALL & PARKING PRIVATE LIMITED	25,539.23	0.03	5.00%	(180.93)
	Total	(248.86)	0.53	100%	(3,618.53)

Note :-

1 Mutual Funds are Pledged as security against Cash Credit facility sanction by Axis Bank, following are the mutual funds:

- a) UTI Flexi Cap Fund (Earlier UTI Equity Fund) - Regular Growth
- b) ICICI Prudential Multicap Fund- Growth
- c) SBI Flexi Cap Fund - Regular Plan - Growth
- d) Edelweiss Balanced Advantage Fund - Growth
- e) Edelweiss Infrastructure Yeild Plus - I
- f) Edelweiss Infrastructure Yeild Plus - II

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

Details of Non Current Investments

The Increase in Fair Market Value of Investment namely 1. Edelweiss Infrastructure Yeild Plus 2. Edelweiss Infrastructure Yield Plus II, is not recorded due to restriction on sale of securities during the block period of 5 year from the date of first investment whereby the sale, if any, will be off market executed at Par value or at discounted rate.

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

	Non Current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
9 Loans				
A Loan to related parties				
Credit Impaired				
Loan to related parties	-	-	6,310.19	5,951.96
Less: - Loss allowance/provisions for doubtful loans *	-	-	(6,310.19)	(5,951.96)
Loans receivables considered good unsecured				
Loan to related parties	-	-	31,989.99	26,450.24
B Other loans				
Loans receivables considered good unsecured				
Other Parties	116.69	105.44	17,567.07	10,247.78
Total	116.69	105.44	49,557.06	36,698.02

***Refer Note No-61 & 62**

- 1) Additional disclosures related to loans given to related parties that are: (a) repayable on demand and (b) without specifying any terms or period of repayment.

Type of Borrower	Non Current		Current	
		Percentage to the total Loans	Amount of loan outstanding	Percentage to the total Loans
As at 31st March 2025				
Promoter	-	0%	-	0.00%
Directors	-	0%	-	0.00%
KMPs	-	0%	-	0.00%
Related Parties (before considering provision)		0%	38,300.18	68.56%
Related Parties (After considering provision)	-	0%	31,989.99	64.55%
As at 31st March 2024				
Promoter	-	0%	-	0.00%
Directors	-	0%	-	0.00%
KMPs	-	0%	-	0.00%
Related Parties (before considering provision)		0%	32,402.19	75.97%
Related Parties (After considering provision)	-	0%	26,450.24	72.08%

- 2) Loans are non-derivative financial assets which generate a fixed interest income for the group. The carrying value may be affected by changes in the credit risk of the counterparties
- 3) Non-current loans to related parties pertain to funds advanced for business purpose.
- 4) The group has not received any funds from any person(s) or entity(ies), including foreign entities ("Funding Party") with the understanding (whether recorded in writing or otherwise) that the group shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
12 Other Non Current Assets		
(Unsecured considered good)		
Capital advances - Other Parties	5,953.76	5,443.12
Security deposit to vendors & utilities	67.45	28.45
Prepaid expenses	31.83	22.08
Deposits under protest for Statutory Dues	10.87	5.31
Statutory dues receivable		
Value Added Tax Receivable	15.23	15.29
Service Tax Receivable	4.57	4.58
	6,083.71	5,518.84
13 Inventories (As taken and valued at lower of cost or net realisable value)		
Work in progress	19,863.58	22,318.06
Construction & Project Inventory	12,795.80	12,894.98
Stock-in-trade	457.32	228.75
Stores and spares	1,380.28	782.34
Chemicals	20.79	22.18
	34,517.77	36,246.31

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

Particulars	As at 31 March 2025	As at 31 March 2024
14 Current Investments		
A Investment in Listed Equity Shares	1,813.40	1,592.31
B Investment in Unlisted Equity Shares	697.51	697.51
C Investment in Mutual Fund	148.47	1,095.44
D Investment in Subsidiaries	134.71	154.50
	2,794.09	3,539.76

Details of Current Investments
A Investment in Listed Equity Shares
Investments in Quoted Equity Shares (fair value through other comprehensive income, fully paid up)

(i) AJR infra and tolling Ltd. <i>14698970 (14698970) Equity shares of ₹ 2 each fully paid</i> Cost of Investment - ₹121.70 Lacs (₹121.70 Lacs)	-	293.98
(ii) Hindustan construction company Ltd. <i>100 (100) Equity shares of ₹ 1 each fully paid</i> Cost of Investment - ₹ 0.01 Lacs (₹ 0.01 Lacs)	0.03	0.03
(iii) IDBI bank Ltd. <i>Nil (20000) Equity shares of ₹ 10 each fully paid</i> Cost of Investment - Nil (₹ 8.08 Lacs)	-	16.18
(iv) Kalpataru Project (formerly JMC projects (India) limited) <i>6 (6) Equity shares of ₹ 2 each fully paid</i> Cost of Investment - ₹ 0.02 Lacs (₹ 0.02 Lacs)	0.06	0.06
(v) Just dial Ltd. <i>Nil (3964) Equity shares of ₹ 10 each fully paid</i> Cost of Investment - Nil (35.52)	-	31.79
(vi) MCNALLY bharat engineering company Ltd. <i>5 (5) Equity shares of ₹ 10 each fully paid</i> Cost of Investment - ₹ 0.00 (0.00)	0.00	0.00
(vii) NCC Ltd. <i>2800 (2800) Equity shares of ₹ 2 each fully paid</i> Cost of Investment - ₹ 2.37 Lacs (₹ 2.37 Lacs)	5.87	6.51
(viii) Patel engineering Ltd. <i>5 (5) Equity shares of ₹ 1 each fully paid</i> Cost of Investment - ₹ 0.00 (0.00)	0.00	0.00
(ix) PTC India financial services Ltd. <i>NIL (30000) Equity shares of ₹ 10 each fully paid</i> Cost of Investment - NIL (₹ 6.21 Lacs)	-	-
(x) PTC India Ltd. <i>Nil (12250) Equity shares of ₹ 10 each fully paid</i> Cost of Investment - Nil (₹ 9.67 Lacs)	-	22.75
(xi) Sadbhav engg <i>50 (50) Equity shares of ₹ 1 each fully paid</i> Cost of Investment - ₹ 0.04 Lacs (₹ 0.04 Lacs)	0.01	0.01

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

Particulars	As at 31 March 2025	As at 31 March 2024
Investments in Quoted Equity Shares (fair value through other comprehensive income, fully paid up)		
(xii) Sobha limited	-	14.44
<i>Nil (1000) Equity shares of ₹ 10 each fully paid</i>		
Cost of Investment - Nil (₹ 7.77 Lacs)		
	1,807.44	Whole Time Director
(xiii) Dhani Services Ltd		
Cost of Investment - Rs. 4720.88 (Rs.4720.88)		
	<u>1,813.40</u>	<u>385.77</u>
B Investment in Unlisted Equity Shares		
1 Spanv Medisearch Lifesciences Private Limited	697.51	697.51
No. of Shares 265650 (265650) of Par value of Rs.1 each		
	<u>697.51</u>	<u>697.51</u>
C Investment in Equity Instruments		
Investment in Mutual Funds : (At Fair Value through OCI)		
Quoted		
Debt oriented mutual fund		
1 ICICI Prudential Short Term Fund - Growth Option \$ <i>1,39,837.73 (2,26,596.93) of ₹ 10 each fully paid</i> Cost of Investment - Rs. 75.93 (Rs. 117.38)	82.26	123.35
2 Bandhan Bond Short Term Reg-G (Erstwhile IDFC Bond Fund - Short Term Plan-Growth-(Regular Plan)) \$ <i>NIL (123132.79) of ₹ 10 each fully paid</i> Cost of Investment - Rs. NIL (Rs. 57.45)	-	63.54
3 Canara Robeco Balanced Advantage Fund - Regular Growth(BAGP) 49,997.50 (NIL) of ₹ 10 each fully paid Cost of Investment - Rs. 5.00 (NIL)	4.86	-
4 IDFC Banking & PSU Debt Fund - Regular	-	15.24
5 Aditya Birla Sun Life Credit Risk Fund - Regular Growth	-	10.09
6 Aditya Birla Sun Life Dynamic Bond Fund-Growth-Regular Plan	-	177.10
7 Axis Banking & PSU Debt Fund - Regular Growth (BDGPG)	-	4.21
8 Axis Banking & PSU Debt Fund - Regular Growth	-	15.21
9 IDFC Banking & PSU Debt Fund - Growth	-	119.56
Debt oriented mutual fund	-	
10 IDFC Corporate Bond Fund	-	44.38
11 Nippon India Banking & PSU Debt Fund - Growth (Earlier Reliance)	-	47.16
12 Nippon India Floating Rate Fund - Growth Plan (Earlier Reliance)	-	47.63
13 SBI Credit Risk Fund Regular Growth	-	17.70
14 SBI Dynamic Bond Fund - Regular Plan - Growth	-	167.69

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

Particulars	As at 31 March 2025	As at 31 March 2024
Equity oriented mutual fund		
15 SBI Infrastructure Fund - Regular Plan - IDCW <i>1,50,000 (1,50,000) of ₹ 10 each fully paid</i> Cost of Investment - ₹ 15.00 (₹ 15.00)	61.35	60.29
16 HDFC Small Cap Fund - Regular Growth	-	35.10
17 Mirae Asset Large Cap Regular Growth	-	22.33
18 Nippon India Large Cap Fund - Growth (Earlier Relaince)	-	27.09
Unquoted		
Debt oriented mutual fund		
19 ICICI Prudential Banking & PSU Debt Fund - Growth	-	47.63
20 Edelweiss Liquid Fund - Regular Plan Growth	-	50.12
	148.47	1,095.44
D Investment in Subsidiaries		
1 Pt. SMS Minerals International 3,20,000 (3,20,000)Equity shares of IDR @ 9195 each fully paid	134.71	154.50
	134.71	154.50

\$ SMS Limited:- Investments made in debt mutual funds are lien marked to Tata Capital Financial services Limited against the term loan and buyers credit facilities availed by the Company from/through them.

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
15 Trade receivables (Current)		
Credit Impaired		
Related Party	2,191.05	2,243.16
Less: Loss allowance/provisions for doubtful debts	(2,191.05)	(2,243.16)
	-	-
Other parties	14.42	13.33
Less: Loss allowance/provisions for doubtful debts	(14.42)	(13.33)
	-	-
Trade receivables Considered good, Unsecured		
Related Party	2,020.93	1,794.28
Other parties	32,587.32	31,316.46
Unbilled Revenue	-	55.49
	34,608.25	33,166.23
	34,608.25	33,166.23

Movement in allowance for credit loss of receivable is as below:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	2,256.49	2,363.03
Charge/(release) during the year	(51.01)	(106.54)
Utilized during the year	-	-
Balance at the end of the year	2,205.47	2,256.49

SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

15A Trade Receivables Ageing Schedule

(₹ in lacs)

As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled revenue	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	24,561.43	2,688.21	2,812.89	214.62	2,293.01	32,570.16
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	5.47	-	-	6.70	2,193.29	2,205.46
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	1,947.03	1,947.03
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	73.39	-	-	-	17.68	91.07
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(vii) others	-	-	-	-	-	-	-
Less: Provision for bad & doubtful debts	-	(5.47)	-	-	(6.70)	(2,193.29)	(2,205.46)
Total	-	24,634.82	2,688.21	2,812.89	214.62	4,257.72	34,608.25

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled revenue	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	51.89	21,196.13	5,934.60	1,156.75	890.98	1,929.49	31,159.84
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	17.68	17.68
(iii) Undisputed Trade Receivables – credit impaired	-	-	7.04	-	2.15	2,247.30	2,256.49
(iv) Disputed Trade Receivables–considered good	-	4.76	3.89	33.03	-	1,947.03	1,988.71
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(vii) others	-	-	-	-	-	-	-
Less: Provision for bad & doubtful debts	-	-	(7.04)	-	(2.15)	(2,247.29)	(2,256.49)
Total	51.89	21,200.89	5,938.49	1,189.78	890.98	3,894.20	33,166.23

The ageing is given on the basis of date of the transactions instead of due date of payment.

SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
16 A Cash and cash equivalents		
<i>Balances with banks</i>		
In current accounts	908.99	2,180.03
In Fastag Receivables	813.39	143.97
In Paytm Wallet	-	0.19
Debit balance in cash credit account	69.69	-
<i>FDR with maturity less than 3 months includes interest there on</i>	3,144.82	602.78
<i>Cash in hand</i>		
a) In local currency	201.50	221.80
b) In foreign Currency	2.81	1.12
Marketable securities (Stated at Fair Value)	1,058.59	1,712.71
(Purchase at Cost Rs. 10,30,00,000/- (Previous Year 17,00,00,000)		
Cheques in hand	0.04	0.07
	6,199.83	4,862.67
B Other bank balances		
Fixed deposits with original maturity of more than 3 months but remaining maturity less than 12 months and free of charge#	21.68	20.41
Fixed deposits with remaining maturity of less than 12 months (held as a margin money/ security deposit against LC/ BG/ collateral security against loans/ other commitment).**	6,019.95	4,685.36
	6,041.63	4,705.77

SMS WATER GRACE BMW PRIVATE LIMITED & SMS WALUJ CETP PRIVATE LIMITED : kept as margin money or Security against bank gaurantee or other commitments.

** Out of total FDR Rs. 655 Lacs (Rs. 729 Lacs) kept with bank as excess margin and can be release on demand.
Cash and Bank balances are denominated are held in Indian Rupees except separately mentioned above.

	As at 31 March 2025	As at 31 March 2024
17 Other Current Financial Assets		
Other receivables	16.63	190.87
Withheld amount	7,980.36	6,140.06
Security deposits*	11,845.39	13,068.78
Retention money*	1,347.58	862.77
Amount receivable on account of TDS deducted	348.19	234.93
Interest accrued but not due	9.99	34.49
Earnest money deposit	457.97	696.78
Interest receivable on debentures	67.83	32.28
Amount due from partners of jointly controlled entities	29.77	36.20
Reward Receivable	0.07	-
Contract Assets	-	282.14
	22,103.76	21,579.30

Note:-

* SMS WATER GRACE BMW PRIVATE LIMITED

The Company considers that the retention money and performance security deposits does not include significant financing component. These coincide with the Company's / contractor's performance and the Contract requires amounts to be retained for reasons other than the provision of finance. The withholding of a specified percentage of each payment is intended to protect the interest of the customer, from the company's / contractor's failing to adequately complete its obligation under the contract. Accordingly, transaction cost of retention money and security deposits is considered as fair value at initial recognition and subsequently measured at amortised cost.

During the current year the group has regrouped / reclassified the figures of Other current financial assets as at 31st March 2025

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
18 Other Current Assets		
Advances other than Capital Advances		
Advance to suppliers	2,000.87	3,011.16
Advance to sub-contractors	56.07	431.12
Security Deposit	210.26	191.93
Advance against expenses & Salary	44.83	58.16
Other advances	2.47	4.28
Deposit with Sales Tax Department	0.00	0.27
Advances to Suppliers disputed	77.19	77.19
Capital Advances		
Advance to MIDC	2,062.39	1,559.80
Statutory dues receivable		
Value Added Tax Receivable	2,999.46	3,002.93
Goods & Service Tax Receivable	8,600.85	5,624.75
Other Balance with Revenue authorities	-	1.99
Service Tax Receivable	51.22	62.79
Works Contract Tax Receivable	74.33	74.25
Excise duty Receivable	-	0.81
Others		
Prepaid insurance/expenses	1,341.72	1,454.73
Deposit under protest	3,882.96	3,874.68
Other receivable	8.39	2.00
Interest Receivable on Security Deposit	2.61	0.66
Interest Receivable on FDR	2.88	-
Deposit under Appeal	0.25	0.25
Service Work in Progress	-	-
	21,418.75	19,433.75

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
19 Assets / Liabilities Classified as held for Sale		
A Assets included in disposal group held for sale		
Assets classified as held-for-sale	683.40	374.73
Less: Sale	-	(87.39)
Less: Transfer to Property, plant and equipment	-	(263.06)
	683.40	24.28
B Liabilities included in disposal group held for sale		
Advances against assets held for sale	617.00	14.00
	617.00	14.00
For PASSCO ENVIRONMENTAL SOLUTIONS PVT. LTD.		
Assets included in disposal group held for sale		
Investment Property :		
Land	457.87	
Other current financial assets :-		
Advance Against Purchase of Bungalow at Anandam	50.24	
Deposit With R. B. Chaphalkar Homes Pvt. Ltd.	111.00	
Advance for Purchase of Land	40.00	
	659.11	
Liabilities included in disposal group held for sale		
Loan repayable on Demand from Other :		
Dandawate S. G.	301.50	
Mulay P. G.	301.50	
	603.00	
Assets Net of Liabilities	56.11	

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

	(₹ in lacs)	
	As at 31 March 2025	As at 31 March 2024
20 Equity Share capital		
a Authorized shares		
315000000 (31st March 2024 : 155000000) equity shares of par value ₹ 10/- each	1,550.00	1,550.00
b Issued, subscribed and fully paid-up shares		
10261382 ((31st March 2024 : 10261382) equity shares of par value ₹ 10/- each	1,026.14	1,026.14
Total Issued, subscribed and fully paid-up share capital	1,026.14	1,026.14

c Reconciliation of the shares outstanding at the beginning and at the end of the financial year

Equity shares	As at 31 March 2025		As at 31 March 2024	
	No.	Amount	No.	Amount
At the beginning of the year	10261382	1,026.14	10261382	1,026.14
Add : Issued During the Year	-	-	-	-
Outstanding at the end of the year	10261382	1,026.14	10261382	1,026.14

d Terms/Rights attached to shares

The company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by directors is subject to the approval of shareholders in the ensuing annual general meeting except in case of interim dividend.

In the event of liquidation of the company , the holders of equity shares will be entitled to receive assets remaining after preferential payment of the company in proportion to the number of equity shares held by the shareholders.

e Details of shareholders holding more than 5% shares in the company

Particulars	As at 31 March 2025		As at 31 March 2024	
	No.	% holding in the class	No.	% holding in the class
Equity shares of par value ₹ 10/- each fully paid				
Shri Ajay Shaktikumar Sancheti	592687	5.78%	592687	5.78%
Shri Anand Shaktikumar Sancheti	2410997	23.50%	2410997	23.50%
Shri Paramveer Abhay Sancheti	1607348	15.66%	1607348	15.66%
Shri Nirbhay Ajay Sancheti	1818310	17.72%	1818310	17.72%
Shri Akshay Abhay Sancheti	1607348	15.66%	1607348	15.66%
Best Power Plus Private Limited	2224374	21.68%	2224374	21.68%

f Details of Shareholding of Promoters in the company as on 31.03.2025 as under:

Promoter name	No. of Shares at the beginning	Change during the year	No. of Shares at the end of the year	% of total shares	% of change during the year
Shri. Ajay Shaktikumar Sancheti	592687	0	592687	5.78%	0%
Shri. Anand Shaktikumar Sancheti	2410997	0	2410997	23.50%	0%
Shri. Paramveer Abhay Sancheti	1607348	0	1607348	15.66%	0%
Shri. Nirbhay Ajay Sancheti	1818310	0	1818310	17.72%	0%
Shri. Akshay Abhay Sancheti	1607348	0	1607348	15.66%	0%
Smt. Bharti Abhay Sancheti	106	0	106	0.00%	0%
Mrs. Savita Ajay Sancheti	106	0	106	0.00%	0%
Mrs.Shruti Anand Sancheti	106	0	106	0.00%	0%
Best Power Plus Private Limited	2224374	0	2224374	21.68%	0%
Total	10261382	0	10261382	100.00%	

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

g Details of Shareholding of Promoters in the company as on 31.03.2024 as under:

Promoter name	No. of Shares at the beginning	Change during the year	No. of Shares at the end of the year	% of total shares	% of change during the year
Shri. Ajay Shaktikumar Sancheti	592687	0	592687	5.78%	0%
Shri. Anand Shaktikumar Sancheti	2410997	0	2410997	23.50%	0%
Shri. Paramveer Abhay Sancheti	1607348	0	1607348	15.66%	0%
Shri. Nirbhay Ajay Sancheti	1818310	0	1818310	17.72%	0%
Shri. Akshay Abhay Sancheti	1607348	0	1607348	15.66%	0%
Smt. Bharti Abhay Sancheti	106	0	106	0.00%	0%
Mrs. Savita Ajay Sancheti	106	0	106	0.00%	0%
Mrs.Shruti Anand Sancheti	106	0	106	0.00%	0%
Best Power Plus Private Limited	2224374	0	2224374	21.68%	0%
Total	10261382	0	10261382	100.00%	

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
21 Other Equity		
A Reserves & Surplus		
General Reserve		
Balance as per the last financial statements	1,402.99	1,402.99
Closing Balance	1,402.99	1,402.99
B Holding Reserve (including Retained Earnings)		
Balance at the beginning of financial year	94,208.06	81,841.41
Derecognition of reserves of AGSTPL due to merger	-	(7,538.68)
Restated Balance at the beginning of financial year	94,208.06	74,302.73
Profit for the year	11,233.76	14,706.69
Interim Dividend Paid including Dividend Distribution Tax	(999.00)	(1,748.25)
Recognition of reserves of AGSTPL through SMS standalone financial consequent to merger	-	7,538.68
Retained earnings reversed due to elimination of subsidiary company consequent to transfer	-	(44.44)
Derecognition of reserves due to changes in status of associate to non associate	-	1,039.72
Transfer from OCI reserve to retain earning due to sale	91.95	14.24
Transfer from OCI reserve to retain earning due to changes in status of associate to non associate	-	(2.32)
Derecognition of reserves of AGSTPL due to merger	-	(1,599.00)
Buy Back Of Shares	(602.88)	-
Tax On Buyback Of Shares	(140.45)	-
Net surplus in the statement of profit and loss	1,03,791.43	94,208.06
C Other Comprehensive Income		
Items that will not be reclassified to profit and loss account		
i Re-measurement gains or losses on defined benefit plans		
Balance as per last financial statements	122.62	193.33
Addition during the year	(26.02)	(73.03)
Less: Reversed due to changes in status of associate to non associate	-	2.32
Closing balance	96.60	122.62
ii Gain/(Loss) on Recognition of Investment in Equity Instruments at Fair Value		
Balance as per last financial statements	(5,469.51)	(5,997.93)
Addition during the year	397.67	528.42
Less: Transfer to retain earning due to sale	(59.15)	-
Closing balance	(5,130.98)	(5,469.51)
Items that will be reclassified to profit and loss account		
iii Gain/(Loss) on Recognition of Investment in Preference Shares /Debt Instruments at Fair		
Balance as per last financial statements	(7,032.73)	(5,489.22)
Addition during the year	(1,576.86)	(1,529.26)
Less: Transfer to retain earning due to sale	(32.80)	(14.24)
Closing balance	(8,642.39)	(7,032.73)
iv Unwinding interest income on investment in Preference Shares		
Balance as per last financial statements	1,242.01	755.56
Addition during the year	178.28	486.45
Closing balance	1,420.29	1,242.01

v Unwinding interest on Preference Shares Issued

Balance as per last financial statements		40.68
Addition during the year	(29.96)	(26.99)
Closing balance	(29.96)	13.69
Total Closing Balance	(12,286.44)	(11,123.93)

SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
D Securities Premium Account		
Balance as per the last financial statements	10,647.69	10,647.69
Add: Additions during the year	-	-
Closing Balance	10,647.69	10,647.69
E Capital Reserve		
Balance as per the last financial statements	3,363.71	364.39
Restatement / Prior Period Errors / Change in Accounting Policies	-	(0.02)
Add: Arising on account of consolidation	0.28	1,400.34
Add: Arising on account of Merger with AGSTPL	-	1,599.00
Less : reverse due to sale of subsidiary	108.47	-
Closing Balance	3,472.46	3,363.71
Total of other equity	1,07,028.12	98,498.52

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
22 Instruments entirely equity in nature		
A (i) Equity portion of Preference Share Capital- Owners of the Parent *		
<i>Opening Balances</i>	298.22	298.22
Add: Equity portion of Preference Share Capital	-	-
Closing balance	298.22	298.22
B (i) Equity portion of Compulsory Convertible Debenture- Non-Controlling Interest #		
<i>Opening Balances</i>	28,500.00	-
Add: Equity portion of Compulsory Convertible Debenture	18,000.00	28,500.00
Closing balance	46,500.00	28,500.00
(ii) Equity portion of Preference Share Capital- Non-Controlling Interest *		
<i>Opening Balances</i>	286.53	286.53
Add: Equity portion of Preference Share Capital	-	-
Balance at the end of the current reporting period	286.53	286.53
Total Closing Balance (i) + (ii)	46,786.53	28,786.53

Note**For SMS-AABS India Tollways Private Limited**

* (Shares are 6% cumulative, non-convertible, redeemable preference shares after 15 years from the date of issue)

(This note covers the equity component of the issued non-convertible preference shares and the liability component is disclosed as a part of financial liability)

Details of Shareholders holding :-	As at 31 March 2025	As at 31 March 2024
Ayushajay Construction Private Limited		
No. of Shares	2157840	2157840
% Holding	22%	22%
Agroh Infrastructure Developers Private Limited		
No. of Shares	2697300	2697300
% Holding	27%	27%
Surya International Private Limited		
No. of Shares	999000	999000
% Holding	10%	10%
B E Infratech Private Limited		
No. of Shares	999000	999000
% Holding	10%	10%
Charu Infotech Private Limited		
No. of Shares	539460	539460
% Holding	5%	5%

As per the records of the company, including its register of shareholders/ members, the above shareholding represents both legal and beneficial ownership of shares.

None of the Equity shares have been allotted for consideration other than Cash.

For Spark Mall and Parking Private Limited**# Terms of Issue of CCD- Series A and Series B**

Originally CCD (Compulsorily Convertible Debentures) were issued to evinos builders ltd. under subscription agreement dated 03/11/2023 but the same were sold by the party to Samman Capital Limited (Formerly known as Indiabulls Commercial Credit Limited) on 30th March 2024.

The Said debentures are compulsory convertible in nature. The CCDs have a face value of INR 10,00,000 (Indian Rupees Ten lakh Only).

Debentures are issued in two tranches of 1600 & 1250 each having par value of Rs 10 lakhs each.

The Investee Company has issued Series A- 1,600 Compulsory Convertible Debentures, denominated with par value of INR 10,00,000 (Rupees Ten Lakh Only) through private placement basis to the Investor on the Allotment date i.e. April 24, 2023. The investor has the right to convert the CCD into such number of fully paid-up Equity Shares representing 24.99% of the Equity Share capital of the Issuer on Fully Diluted Basis.

The Investee Company has issued Series B -1,250 Compulsory Convertible Debentures, denominated with par value of INR 10,00,000 (Rupees Ten Lakh Only) through private placement basis. The investor has the right to convert the CCD into such number of fully paid-up Equity Shares representing 10.01% of the Equity Share capital of the Issuer on Fully Diluted Basis

The CCDs shall not bear any interest.

The CCDs shall be convertible in the following manner

- (i) The CCD issued shall be converted into such number of fully paid-up Equity Shares representing 24.99 % of the Equity
- (ii) The CCDs shall be converted into Equity Shares of the Issuer in the manner contemplated hereinabove, on the date falling one Business Day prior to the expiry of 60 (Sixty) months from the allotment date of CCDs, in the event the holder of the CCDs does not exercise the right to convert prior to such date.
- iii) The CCDs shall be converted into such number of fully paid up equity shares representing 10.01% of equity share capital of the issuer on fully diluted basis post conversion of the CCDs, at any time after 53 (fifty three) months from subscription, during the tenor of CCDs.
- iv) Further, after taking into consideration the Series A CCDs investment (INR 16000 lacs) and the CCDs investment (INR 12500 lacs) The holder of the CCDs, the CCDs and the Equity Shares to be allotted pursuant to the conversion of CCDs shall be freely transferable .

The Company has/ shall have the authority under the Articles of Association to issue and allot such number of the Equity Shares to effect the conversion of the CCDs.

For issuance of CCDs Veetrag Exploration and Minerals Private limited has given corporate guarantee of INR 12500 lacs

Terms of Issue of CCD- Series C

Debentures are issued in single tranche of 1800 having par value of Rs 10 lakhs each.

The Investee Company has issued 1,800 Compulsory Convertible Debentures, denominated with par value of INR 10,00,000 (Rupees Ten Lakh Only) through private placement basis. The investor has the right to convert the CCD into such number of fully paid-up Equity Shares representing 14% of the Equity Share capital of the Issuer on Fully Diluted Basis

The Tenure of the CCDs shall be 45 (forty five) months from the date of allotment subject to early conversion by the holder of such CCDs.

The CCDs shall not bear any interest.

The CCDs shall be convertible in the following manner

- i) At any time, after 12 months of the CCDs (INR 18000 lacs) subscription, during the tenor of CCDs, the investor has the right to convert the CCD into such number of fully paid-up Equity Shares representing 14% of the Equity Share capital of the Issuer on Fully Diluted Basis.
- ii) Further, after taking into consideration the Series A CCDs investment (INR 16000 lacs), the Series B CCDs investment (INR 12500 lacs) and the Series C CCDs investment of (INR 18000 lacs) the investor shall be entitled for not more than an aggregate fully paid-up Equity Shares representing 49% of these Equity Share capital of the Issuer on Fully Diluted Basis

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

Corporate Guarantee to be issued by Veet Rag Exploration & Minerals Private Limited (Group entity of Issuer) against the total outstanding upto Rs 30500 lacs (i.e 12500 lacs and 18000 lacs) to the Investor ("Corporate Guarantee"). This Corporate guarantee of Veet Rag Exploration & Minerals Private Limited shall be limited to the CCD's of INR 30500 lacs only.

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

As at 31 March 2025	As at 31 March 2024
------------------------	------------------------

23 Money received against Share Warrants

Precinct Concorde Private Limited- Associate Company of SMS Taxicab Pvt Ltd.	8,031.22	8,031.22
Closing Balance	8,031.22	8,031.22

The Company has issued 500,00,000 share warrants which will be convertible into 500,00,000 equity shares of ₹ 10 each at a premium of ₹ 10 after completion of locking period.

24 Non-controlling interest

Opening Balances	20,975.90	16,381.64
Restatement / Prior period errors / change in accounting policies	-	-
Restated balance	20,975.90	16,381.64
Reserves arising on account of consolidation	1.83	1,455.76
Profit for the year	790.08	7,652.92
Other Comprehensive Income for the year	(1,261.44)	(1,102.58)
Retained earnings reversed due to elimination of subsidiary company consequent to transfer	-	18.15
Interim dividend paid	(1,960.00)	(3,430.00)
	18,546.37	20,975.90

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

	(₹ in lacs)	
	As at 31 March 2025	As at 31 March 2024
25 Non-current Borrowings		
I. Secured		
A Term loans		
i Banks		
Axis Bank	2,201.09	4,038.38
Punjab National Bank	2,646.99	1,910.38
State Bank of India	119.40	845.07
HDFC Bank	165.50	25.43
Kotak Mahindra Bank	1,108.92	958.20
Bank of India	3,662.39	2,114.46
ICICI Bank	1,878.40	2,461.48
Canara Bank	8.17	57.11
IndusInd Bank	378.94	634.03
Bank of Baroda	8.75	15.97
Karnataka Bank	1,187.26	-
ii Financial Institution		
Sammaan Capital Limited (formerly known as Indiabulls Housing Finance Limited)	6,887.42	10,317.25
TATA Capital Financial Services Ltd.	-	26.59
Daimler Financial Services India Ltd.	14.77	27.48
Sundaram Finance Ltd.	1,092.64	1,009.82
M & M Finance Ltd	380.94	682.22
John Deere Financial India Pvt Ltd.	148.54	47.91
Sandvik Financial Services Ltd	2,437.81	1,811.54
Axis Finance Ltd	14,213.53	13,118.58
Oxyzo Financial Services Ltd	918.22	-
PNC BANK	3,140.14	-
Aditya Birla Finance Ltd	3,354.76	-
iii Others		
CFM Asset Reconstruction Pvt. Ltd.	300.00	300.00
Badjate Stock Broking Private Limited	89.00	-
II. Unsecured		
A Preference Share Capital		
Liability portion of preference shares		
Liability component of Financial Instrument		
Non-Convertible Redeemable Preference shares (Referred Note No.22)	538.57	479.82
B From Other Related Parties		

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

	(₹ in lacs)	
	As at 31 March 2025	As at 31 March 2024
25 Non-current Borrowings		
Veetrag Exploration & Minerals Pvt Ltd.	4,700.65	2,823.91

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

	(₹ in lacs)	
	As at 31 March 2025	As at 31 March 2024
25 Non-current Borrowings		
C Loan from director		
Anand Sancheti	3,800.00	3,800.00
Akshay Abhay Sancheti	275.08	-
Paramveer Abhay Sancheti	310.09	-
D Others Parties		
From Body Corporate :		
Adeshwar Gems Pvt Ltd.	258.75	258.75
Shri Gurudatta Sugars Ltd.	100.00	100.00
Jinendra Diamonds Pvt Ltd.	46.38	46.38
Augmentum Software Pvt Ltd.	17.21	1,209.00
Bafna Earth Movers Ltd	2,215.20	2,282.73
FTVSI Ventures Pvt Ltd	29.57	27.82
	58,635.06	51,430.29

Note : For details of Securities other terms and conditions refer individual bank wise notes given.

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

25.1 Details of Securities and Terms of Repayments
I. SMS Limited
A. Secured
(a) Term Loans From Banks
(1) ICICI Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Instalments Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
LQNAG00045946719/ LQNAG00045946897/ LQNAG00045972982	374.59	10.50%	31/05/2022	27	15.92	2 years 3 months
Total	374.59					

(2) Kotak Mahindra Bank Ltd

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
CE-1036710	169.92	7.58%	18/10/2021	18	10.52	1 year 6 months
CE-1306339 /CE-1306324	587.96	11.50%	30/08/2023	29	23.35	2 years 5 months
CE-1315307	135.19	11.50%	30/08/2023	29	5.37	2 years 5 months
CE-1342838	29.71	9.50%	02/11/2023	31	1.09	2 years 7 months
CE-1342842	29.71	9.50%	02/11/2023	31	1.09	2 years 7 months
CE-1460238	553.10	11.01%	18/06/2024	38	17.34	3 years 2 months
CE-1462620/CE-1462635	64.41	9.50%	18/06/2024	38	1.98	3 years 2 months
CE-1528388	27.99	9.50%	28/10/2024	43	0.77	3 years 7 months
CE-1535465	60.21	9.38%	28/10/2024	43	1.68	3 years 7 months
CE-1528369/CE1528373	76.99	8.74%	28/10/2024	43	2.14	3 years 7 months
Total	1735.19					

(3) Indusind Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
NNNN00624E	91.81	9.68%	23/05/2023	19	5.23	1 year 7 months
NNNN00630E	18.40	9.70%	19/07/2023	21	0.96	1 year 9 months
NNN00654E, NNN00655E, NNN00656E, NNN00657E, NNN00653E,	213.86	9.76%	19/10/2023	30	8.07	2 years 6 months
NNN00660E, NNN00659E, NNN00658E, NNN00661E, NNN00662E, NNN00663E	211.58	9.76%	19/10/2023	31	7.75	2 years 7 months
NNN00651E, NNN00650E,	83.09	9.76%	19/10/2023	30	3.13	2 years 6 months
NNN00664E	19.62	9.76%	19/10/2023	31	0.71	2 years 7 months
Total	638.37					

(4) Axis Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
Various Contracts Bundled	1,190.17	9.50%	05/12/2020	10	136.77	10 months
Total	1,190.17					

25.1 Details of Securities and Terms of Repayments

(5) HDFC Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
130853844	10.55	7.35%	08/06/2022	6	1.79	6 months
131528908	2.25	8.30%	27/07/2022	8	0.29	8 months
131574556	2.25	8.30%	26/07/2022	8	0.29	8 months
801476993	27.15	8.93%	26/03/2025	48	0.68	4 years
801476803	57.61	9.50%	26/03/2025	48	1.45	4 years
801476964	30.92	9.50%	26/03/2025	48	0.78	4 years
801476969	30.92	9.50%	26/03/2025	48	0.78	4 years
801477010	40.76	9.50%	26/03/2025	48	1.02	4 years
Total	202.41					

(6) Punjab National Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
376100NG00002235	14.88	8.75%	27/09/2022	55	0.33	4 years 7 months
376100NG00002244	8.97	8.75%	06/10/2022	55	0.20	4 years 7 months
376100NG00002785	110.03	8.80%	07/09/2023	65	2.11	5 years 5 months
376100NG00002837 376100NG00002828 376100NG00002819	49.09	8.80%	16/09/2023	66	0.94	5 years 6 months
376100NG00002855 376100NG00002846	42.22	8.80%	28/09/2023	66	0.81	5 years 6 months
376700NG00002882	21.09	8.80%	13/10/2023	67	0.40	5 years 7 months
376100NG00003021/3012	43.12	8.80%	06/01/2024	70	0.79	5 years 10 months
376100NG00003030	28.26	8.80%	06/01/2024	70	0.51	5 years 10 months
376100NG00003119	38.80	8.80%	16/03/2024	71	0.69	5 years 11 months
376100IC00000030	2,696.21	9.70%	07/03/2024	57	83.33	4 years 9 months
376100NG00003155	25.22	8.80%	18/04/2024	73	0.45	6 years 1 months
376100NG00003225/34/43/52	50.94	8.80%	29/05/2024	74	0.90	6 years 2 months
376100NG00003270	11.56		12/06/2024	73	0.20	6 years 1 months
376100NG00003650	63.40	8.80%	30/01/2025	82	1.03	6 years 10 months
376100NG00003669	72.07	8.55%	11/02/2025	82	1.17	6 years 10 months
Total	3,275.87					

Punjab National Bank (GECL)

Whole Time Di

Secured by second charge by way of hypothecation of current assets as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
376100EG00000023	689.33	9.25%	01/12/2021	32	21.54*	2 years 8 months
376100IL000000347	375.00	9.25%	30/01/2021	9	41.67*	9 months
Total	1,064.33					

* Amount of instalment pertains to only principal amount and interest is calculated on closing balance.

(7) State Bank of India (GECL)

Secured by second charge by way of hypothecation of current assets as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
39960697033	844.40	9.25%	15/01/2021	14	60.42*	1 years 2 months
Total	844.40					

* Amount of instalment pertains to only principal amount and interest is calculated on closing balance.

(8) Bank of India (GECL)

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

25.1 Details of Securities and Terms of Repayments

Secured by second charge by way of hypothecation of current assets as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
870065410000014	80.98	9.25%	01/02/2021	13	6.23*	1 years 1 months
Total	80.98					

* Amount of instalment pertains to only principal amount and interest is calculated on closing balance.

25.1 Details of Securities and Terms of Repayments**Bank of India**

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
870065410000016	1,648.17	10.03%	18/09/2023	55	29.97*	4 years 7 months
870065410000017	736.01	10.03%	18/09/2023	55	13.40*	4 years 7 months
870065410000018	1,269.33	10.03%	18/09/2023	55	22.67*	4 years 7 months
870065410000019	1,002.65	9.83%	18/09/2023	55	17.30*	4 years 7 months
Total	4,656.16					

* Amount of instalment pertains to only principal amount and interest is calculated on closing balance.

(9) Canara Bank (GECL)

Secured by second charge by way of hypothecation of current assets as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
5284703000003	57.17	9.25%	12/03/2021	14	4.09*	1 years 2 month
Total	57.17					

* Amount of instalment pertains to only principal amount and interest is calculated on closing balance.

(10) Karnataka Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of individual loans are as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
541702400008401	351.17	10.05%	13/09/2024	56	7.98	4 years 8 months
0541702500001501	233.46	10.05%	13/09/2024	58	5.10	4 years 10 months
0541702500000701	259.75	10.05%	13/09/2024	58	5.69	4 years 10 months
0541702400008501	77.33	10.05%	13/09/2024	51	1.87	4 years 3 months
541702500002901	203.73	10.05%	13/09/2024	27	8.55	2 years 3 months
0541702500002101	373.88	10.05%	13/09/2024	60	8.01	5 years 0 months
Total	1499.32					

(b) From Financial Institution**(1) Tata Capital Financial Services Limited**

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
21846981	26.59	12.00%	21/10/2021	1	26.60*	1 month
Total	26.59					

* Amount of instalment pertains to only principal amount and interest is calculated on closing balance.

(2) Sundaram Finance Limited

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
S006700118/S006700116	311.29	9.88%	28/06/2022	15	22.21	1 year 3 months
S006700156	181.60	9.88%	28/06/2022	19	10.42	1 year 7 months
T006700211	18.34	10.50%	13/09/2023	17	1.17	1 year 5 months
T006700212	28.64	10.50%	13/09/2023	16	1.93	1 year 4 months
T006700378/79/80/81/82/83/84/85	271.22	9.50%	25/10/2023	30	10.22	2 years 6 months
T006700533,T006700536,T006700537,T006700538	81.91	9.34%	05/02/2024	22	4.09	1 year 10 months
T006700534,T006700535	53.00	10.25%	05/02/2024	22	2.66	1 year 10 months
U006700295	74.19	9.68%	05/10/2024	43	2.05	3 years 7 months

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

25.1 Details of Securities and Terms of Repayments

U006700359	166.26	9.75%	05/10/2024	43	4.61	3 years 7 months
U006700360	83.13	9.75%	05/10/2024	43	2.31	3 years 7 months
U006700402	27.63	9.75%	05/10/2024	32	0.98	2 years 8 months
U006700407/ U006700403	301.77	9.00%	05/10/2024	44	8.11	3 years 8 months
U006700426	191.80	8.47%	28/12/2024	45	5.03	3 years 9 months
U006700438	91.30	9.75%	07/01/2025	45	2.44	3 years 9 months
Total	1882.08					

25.1 Details of Securities and Terms of Repayments**(3) Mahindra And Mahindra Financial Services Limited**

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
9510930/9510940/9511404	125.73	9.61%	17/11/2023	32	4.47	2 years 8 months
9511421	69.09	9.20%	17/11/2023	32	2.45	2 years 8 months
9510973/9511023/9510966/9510986/9510996	167.95	10.00%	17/11/2023	32	6.01	2 years 8 months
9610663	33.12	9.58%	06/11/2023	21	1.72	1 year 9 months
9610597/590	165.59	9.58%	06/11/2023	21	8.59	1 year 9 months
9610602/628/671/669	120.10	10.14%	06/11/2023	21	6.26	1 year 9 months
Total	681.58					

(4) John Deere Financial India Pvt. Ltd.

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
244259	47.91	8.97%	06/03/2024	35	1.56	2 years 11 months
244304	101.51	8.70%	02/05/2024	32	3.57	2 years 8 months
244550	66.50	8.70%	14/02/2025	42	1.84	3 years 6 months
Total	215.91					

(5) Sandvik Financial Services SPV AB

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to the agreement, vide sanction letter dated mentioned below. The details of loan is as under:

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
244259	1,501.69	6.70%	19/10/2023	4	407.38	2 years
33010001182534	2,415.82	6.60%	01/11/2024	6	450.40	3 Years
Total	3917.51					

(6) Axis Finance Limited

Secured by first charge by way of mortgage of property as specified in the schedule annexed to the agreement, vide sanction letter dated

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
ME905AB712	2375.00	10.30%	19/12/2024	57	41.67	4 years 9 months
Total	2375.00					

(7) Oxyzo Financial Services Limited

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
OXYTL01VFW1V	1298.43	12.62%	13/02/2025	36	43.56	3 years
Total	1298.43					

(8) PNC Bank

Secured by first charge by way of hypothecation of specific plant & machineries and heavy vehicles as specified in the schedule annexed to

Loan No.	Outstanding Balance as on 31.03.2025	Rate of Interest %	Date of Agreement/ Sanction	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date
130760016803	3381.69	7.34%	15/01/2021	14	241.55	7 years
Total	3381.69					

(9) Badjate Stock Broking Private Limited

Secured by first charge by way of pledging of shares as specified in the schedule annexed to the agreement, vide sanction letter dated

Loan No.	Outstanding Balance as on	Rate of Interest %	Date of Agreement/	No. of Inst. Due	Amount of instalment	Maturity period w.r.t. Balance Sheet date

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

25.1 Details of Securities and Terms of Repayments

	31.03.2025		Sanction	Due	Instalment	Maturity date
	89.00	15.00%	13/11/2020	1	89.00*	2 years
Total	89.00					

* The loan is to be repaid in a single instalment. Interest shall be calculated and paid on the closing balance of the loan.

- (c) SMS Limited: - The loan from director is in the form of Quasi Equity, it has been infused in the company based on commitment with consortium lenders. This unsecured loan is non interest bearing. The amount is not discounted for arriving the fair value despite being non-current liability in nature, due to the fact that repayment period of the loan is not certain.

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

25.1 Details of Securities and Terms of Repayments**II. SMS Envoclean Pvt Ltd.****A Secured****(a) Term Loans From Banks****(i) Secured Term Loan From Bank****(1) HDFC Bank**

Secured by first charge by way of hypothecation of specific vehicle as specified in the schedule annexed to the agreement, vide sanction letter on various dates. The details of individual loans are as under.

No. of Loan	Maturity period w.r.t. Balance Sheet date	Date of Agreement/ Sanction	Effective Rate of interest %	Total No. of Instalments	No of instalments due	Amount of instalment including Interest	Outstanding Balance as on 31.03.2025
6	31	15/11/2023	9.52%	48	17	0.81	22.30
10	3	05/07/2021	9.53%	48	45	1.52	4.52
2	17	07/09/2021	9.53%	60	43	0.20	3.25
3	6	15/09/2022	9.53%	37	31	0.54	2.66

(2) Axis Bank Ltd.

Secured by first charge by way of hypothecation of specific vehicle as specified in the schedule annexed to the agreement, vide sanction letter on various dates. The details of individual loans are as under.

No. of Loan	Maturity period w.r.t. Balance Sheet date	Date of Agreement/ Sanction	Effective Rate of interest %	Total No. of Instalments	No of instalments due	Amount of instalment including Interest	Outstanding Balance as on 31.03.2025
1	27	10/07/2022	9.07%	60	33	0.26	6.30

(3) ICICI Bank Ltd.

Secured by first charge by way of hypothecation of specific vehicle as specified in the schedule annexed to the agreement, vide sanction letter on various dates. The details of individual loans are as under.

No. of Loan	Maturity period w.r.t. Balance Sheet date	Date of Agreement/ Sanction	Effective Rate of interest %	Total No. of Instalments	No of instalments due	Amount of instalment including Interest	Outstanding Balance as on 31.03.2025
1	14	01/07/2022	8.08%	47	33	0.50	6.70

(4) PNB Bank Ltd.

Secured by first charge by way of hypothecation of specific vehicle as specified in the schedule annexed to the agreement, vide sanction letter on various dates. The details of individual loans are as under.

No. of Loan	Maturity period w.r.t. Balance Sheet date	Date of Agreement/ Sanction	Effective Rate of interest %	Total No. of Instalments	No of instalments due	Amount of instalment including Interest	Outstanding Balance as on 31.03.2025
1	69	11/01/2023	9.53%	84	15	0.44	24.00

(a) From Financial Institution**(i) Secured Term Loan From Financial Institution****(1) Axis Finance Limited**

- The Loan is secured by way First and exclusive charge by way of mortgage on Plot no. 1 to 33, bearing city survey no 48/1-B, situated at mouza-Arni, Arni & Dist. Yavatmal and Plot situated at Attkargaon , Khalapur, Dist. Raigad. Hypothecation on P&M and other moveable fixed assets both in present and in future and on entire cash flows, receivables, insurance proceeds, current and non-current assets of SMS Envoclean Pvt Ltd.
- 100% pledge of shares of SMS Envoclean Pvt Ltd,
- Corporate guarantee by Maharashtra Enviro Power Limited and Passco Environmental Solutions Private Limited.
- Personal guarantee of Shri Anand Sancheti, Shri Paramveer Sancheti & Shri Amit Nilawar.

No. of Loan	Maturity period w.r.t. Balance Sheet date	Date of Agreement/ Sanction	Effective Rate of interest %	Total No. of Instalments	No of instalments due	Amount of instalment including Interest	Outstanding Balance as on 31.03.2025
1	46	01/05/2024	11.50%	57	11	25.82	1,716.00

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

25.1 Details of Securities and Terms of Repayments
III. MAHARASHTRA ENVIRO POWER LIMITED
(a) Other Loans
(1) Axis Finance Ltd

The loan is secured against following property of the company viz. Plot No CHW-1 Butibori Industrial Area,Mandawa and Plot no. 56, Village Ranjagaon MIDC, Taluka Shirur MIDC, Maharashtra, H-4, Ranjangoan Industrial Area, Shirur, Pune and H-4/1, Ranjangoan Industrial Area, Shirur, Pune, Maharashtra, The loan is secured first and exclusive with entire fixed assets (both present and future) of the company, Further, this loan is secured by personal gaurantee of Anand Kumar Sancheti, Paramveer Sancheti & by corporate guarantee of SMS Limited.

Sr No.	Maturity period w.r.t. Balance Sheet date	Date of Agreement/ Sanction	Effective Rate of interest upto 31st March, 2025	Total No. of instalments	Amount of instalment including Interest	Outstanding Balance as on 31.03.2025
1	4 years 6 Months	27/09/2023	11.30%	72	172.49	9,190.82

(2) Aditya Birla Finance Ltd

The loan is secured against following property of the company viz. Plot No CHW-1 Butibori Industrial Area,Mandawa and Plot no. 56, Village Ranjagaon MIDC, Taluka Shirur MIDC, Maharashtra, H-4, Ranjangoan Industrial Area, Shirur, Pune and H-4/1, Ranjangoan Industrial Area, Shirur, Pune, Maharashtra, The loan is secured first and exclusive with entire fixed assets (both present and future) of the company, Further, this loan is secured by personal gaurantee of Anand Kumar Sancheti, Paramveer Sancheti & by corporate guarantee of SMS Limited.

Sr No.	Maturity period w.r.t. Balance Sheet date	Date of Agreement/ Sanction	Effective Rate of interest upto 31st March, 2025	Total No. of instalments	Amount of instalment including Interest	Outstanding Balance as on 31.03.2025
1	4 years 6 Months	20/09/2024	11.30%	61	84.46	4,504.48

(3) Axis bank Ltd

The loan is secured against exclusive charge on fixed asset created out of the term loan on exclusive basis, investment in Mutual funds, FDs of Rs 1.2 Crore and such other liquid securities such that total collateral is minimum 50%. .Further, for this loan Co-applicant/ gaurantors are Anand Kumar Sancheti, Paramveer Sancheti.

Sr No.	Maturity period w.r.t. Balance Sheet date	Date of Agreement/ Sanction	Effective Rate of interest upto 31st March, 2025	Total No. of instalments	Amount of instalment including Interest	Outstanding Balance as on 31.03.2025
1	4 years 9 Months	07/02/2023	11.35%	57	25.00	1,123.33

(b) Vehicle Loans

Secured by hypothecation of specific vehicles as specified in the schedule annexed to the agreement, vide sanction letter on various dates. The details of individual loans are as under. All Loans are having fixed Interest Rate.

No. of Loan	Maturity period w.r.t. Balance Sheet date	Date of Agreement/ Sanction	Effective Rate of interest %	No of instalments due	Amount of instalment including Interest	Outstanding Balance as on 31.03.2025
(1) ICICI Bank						
2	4 Months	29/07/2021	7.50%	47	0.60	4.76
1	3 Years 6 Months	31/08/2024	9.75%	48	0.30	10.65
1	3 Years 3 Months	15/08/2023	9.61%	59	0.62	20.53
4	3 Years 3 Months	15/08/2023	9.61%	59	0.30	39.92
2	3 Years 3 Months	15/08/2023	9.61%	59	0.43	28.52
4	3 Years 3 Months	15/08/2023	9.61%	59	0.88	116.92
1	2 Years 8 Months	23/10/2023	9.05%	48	0.86	24.45
1	2 Years 8 Months	23/10/2023	9.25%	48	0.30	8.43
2	4 Years 9 Months	12/01/2023	9.75%	59	0.33	23.78
4	4 Years 9 Months	12/01/2023	9.75%	59	0.34	51.51
						329.48
(2) Axis bank						

SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

25.1 Details of Securities and Terms of Repayments

2	3 Months	02/08/2021	7.41%	47	0.22	1.29
1	2 Months	06/08/2021	7.41%	47	1.16	2.30
						3.59
(3) Daimler Financial Services India Ltd.						
1	2 Years 1 Months	02/08/2021	6.78%	60	1.18	27.48
						27.48

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

25.1 Details of Securities and Terms of Repayments
IV. Spark Mall and Parking Private Limited
(a) Other Loans
1) India Bulls Housing Finance Ltd.

Date of Agreement/ Sanction	Agreement No.	Maturity period w.r.t. Balance Sheet date	Effective Rate of interest %
28/05/2020	HLAPNAG004913 14 (91 Cr)**	-	-
06/09/2021	HLLANAG005023 77 (25 Cr)	8 Years 7 months	13.60%
14/08/2020	HLAPNAG004918 51 (35 cr)	7 years 5 months	17.00%
31/07/2020	HLAPNAG004918 26 (40 cr)	7 years 3 months	17.00%
19/12/2019	HLLANAG004900 94 (80 cr)	0 years 7 months	17.00%

Note : HLAPNAG00491314 (91 Cr) Loan a/c is an Over Draft facility for 3 Years.

Property Mortgaged

Loan A/c	Properties Details	Properties Owned By
HLAPNAG00491314 (91 Cr) HLAPNAG00491851 (35 cr) HLAPNAG00491826 (40 cr) HLLANAG00490094 (80 cr)	Pehalwan Dhaba	SMS Ltd
	Paul Complex	BSS Associates
	Plot No M-7 Green Park New Delhi	Anand Sancheti
	FSB Dhantoli	Veetrag Hospitality Pvt Ltd
	Nagpur Club	Bharti Abhay Sancheti+ Savita Ajay Sancheti + Shruti Sancheti, Abhay Sancheti(HUF)+ Ajay Sancheti(HUF) + Anand Sancheti(HUF)
	P No 1 -21/23/28 Nandura	Late Shaktikumar Sancheti/ Anand Sancheti/ Late Abhay Sancheti/ Ajay Sancheti
	Shashwat	Paramveer Sancheti/ Akshay Sancheti/ Bharti Sancheti
	Sakar	Ajay Sancheti/ Savita Sancheti
	Attulya Hindustan Colony	Anand Sancheti
	P no.5-A, Dharampeth	Savita Sancheti
HLLANAG00502377 (25 Cr)	Spark Mall, Delhi	Spark Mall & Parking Pvt Ltd

b) Details of Guarantees Given

Agreement No.	Personal Guarantee given by	Corporate Guarantee given by
HLAPNAG00491314 (91 Cr)	Anand Shaktikumar Sancheti, Ajay Shaktikumar Sancheti, Savita Ajay Sancheti, Vijaya Shaktikumar Sancheti, Shruti Anand Sancheti, Bharti Abhay Sancheti, Akshay Abhay Sancheti, Paramveer Abhay Sancheti	Ayodhya Gorakhpur SMS Tolls Private limited (Merge with SMS Limited)
HLLANAG00502377 (25 Cr)	Anand Shaktikumar Sancheti	
HLAPNAG00491851 (35 cr)	Anand Shaktikumar Sancheti	
HLAPNAG00491826 (40 cr)	Anand Shaktikumar Sancheti	
HLLANAG00490094 (80 cr)	Anand Shaktikumar Sancheti, Ajay Shaktikumar Sancheti, Nirbhay Ajay Sancheti, Abhay Harakchand Sancheti, Shruti Anand Sancheti, Bharati Abhay Sancheti, Vijaya Shaktikumar Sancheti.	

25.1 Details of Securities and Terms of Repayments**Terms of Preference Shares****1) MEPL-Preference Share Capital**

- a. The said preference shares shall carry preferential rights to receive dividend at the rate of 12% per annum in the year in which the company declares dividend and shall be Non Cumulative Optionally Convertible Redeemable Preference Share. The Dividend in the year in which shares are allotted will be in proportion to the period in respect of which such shares remain paid provided that dividend is declared.
- b. Such Preference Shares Shall be nomenclature as " 12% Optionally Convertible Non Cumulative Redeemable Preference Share" (OCNCRPS).
- c. The OCNCRPS shall be convertible at the option of the shareholder as well as the issuer. Each OCNCRPS shall be convertible after a period of 120 months from the date of allotment into one Fully paid Equity Share of Rs. 10/- each of the company at par at the option of OCNCRPS Shareholders by giving one month's notice.
- d. The said preference shares shall be redeemable at the option of the company at any time before 20 years. Terms of Redemption are as follows:
- OCNCRPS are redeemable at the issue price of Rs. 50 at any time before the expiry of 36 months from the date of allotment.
 - OCNCRPS are redeemable at Rs. 63 at any time after 36 months but before the expiry of 60 months from the date of allotment.
 - OCNCRPS are redeemable at Rs. 74 at any time after expiry of 60 months from the date of allotment but before end of 120 months from the date of allotment.
 - OCNCRPS are redeemable at Rs. 110 at any time after expiry of 120 months from the date of allotment but before end of 180 months from the date of allotment.
 - OCNCRPS are redeemable at Rs. 170 at any time after expiry of 180 months from the date of allotment but before end of 235 months from the date of allotment.
 - OCNCRPS are redeemable at Rs. 270 at any time after expiry of 235 months from the date of allotment but before end of 240 months from the date of allotment.
- e. Such preference shares shall carry preferential right for redemption of the capital on the winding up the company.
- f. The voting rights on such Preference Shares shall be in accordance with the provisions of section 47 of the Companies Act, 2013, whenever applicable.

2) AABS - Preference Share Capital

- a. The said preference shares shall carry preferential rights to receive dividend at the rate of 12% per annum in the year in which the company declares dividend and shall be Non Cumulative Optionally Convertible Redeemable Preference Share. The Dividend in the year in which shares are allotted will be in proportion to the period in respect of which such shares remain paid provided that dividend is declared.
- b. Such Preference Shares Shall be nomenclature as " 12% Optionally Convertible Non Cumulative Redeemable Preference Share" (OCNCRPS)
- c. The OCNCRPS shall be convertible at the option of the shareholder as well as the issuer. Each OCNCRPS shall be convertible after a period of 120 months from the date of allotment into one Fully paid Equity Share of Rs. 10/- each of the company at par at the option of OCNCRPS Shareholders by giving one month's notice.
- d. The said preference shares shall be redeemable at the option of the company at any time before 20 years. Terms of Redemption are as follows:
- OCNCRPS are redeemable at the issue price of Rs. 61 at any time before the expiry of 36 months from the date of allotment.
 - OCNCRPS are redeemable at Rs. 77 at any time after 36 months but before the expiry of 60 months from the date of allotment.
 - OCNCRPS are redeemable at Rs. 90 at any time after expiry of 60 months from the date of allotment but before end of 120 months from the date of allotment.
 - OCNCRPS are redeemable at Rs. 130 at any time after expiry of 120 months from the date of allotment but before end of 180 months from the date of allotment.
 - OCNCRPS are redeemable at Rs. 200 at any time after expiry of 180 months from the date of allotment but before end of 235 months from the date of allotment.
 - OCNCRPS are redeemable at Rs. 330 at any time after expiry of 235 months from the date of allotment but before end of 240 months from the date of allotment.
- e. Such preference shares shall carry preferential right for redemption of the capital on the winding up the company.
- f. The voting rights on such Preference Shares shall be in accordance with the provisions of section 47 of the Companies Act, 2013, whenever applicable.
- g. Redemption shall be in accordance with Section 55 of the Act, out of profits available for distribution as dividend or out of proceeds of a fresh issue of shares made for the purpose of redemption.
- Note : The company has received letters from MEPL and AABS stipulating that the investor wants to convert these shares into equity and has not opted for redemption. Due to which the company has not made provision for premium payable on redemption

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

25.1 Details of Securities and Terms of Repayments**V. SMS Vidhyut Pvt Ltd.****Terms of Preference Shares****Preference Shares - SMS AABS India Tollways Pvt Ltd.**

The company has only one class of Preference shares having par value of ₹10 per share , issued at a premium of ₹ 60/- each. These are 2.5% Optionally Convertible Non-Cumulative Redeemable Preference Shares. The Preference shares shall be redeemable at the option of the company on or before 19th year from the date of issue. The shares shall be convertible at the option of the shareholder as well as the issuer on or before the 19th year from the date of allotment into one fully paid Equity share of ₹ 10 each of the Company at par with one month's notice from Shareholder.

In case the Proposed Allottee does not choose to exercise the conversion option, the OCNCRPS will be redeemable at ₹ 230 per share at the end of 19th year from date of issue or the price prevailing at the time of redemption based on the other factors whichever is lower.

The Preference Shares shall carry the preferential right to receive a dividend at the rate of 25% per annum in which the Company declares a dividend.

Preference Shares shall carry preferential rights for the redemption of the capital on the winding up of the Company.

The voting rights on such Preference Shares shall be in accordance with the provisions of Section 47 of the Companies Act, 2013, whenever applicable.

2. Disclosures Pertaining to Secured Loans

Particulars	Indiabulls Commercial Credit Limited			
	Term Loan			
Rate of Interest (p.a.)	0.14			
Security given against Loan				
Value of Security				
Type of Security	a) Primary security-			
	1) FF,201,202 SF&THIRD FLR, PAUL COMMERCIAL COMPLEX, MJ-AJNI, CS NO.1228, NAGPUR,			
	2)H. NO.273 SAKAR, DHARAMPETH CLNY, NAGPUR			
	3)P. NO. 1TO23, S.NO.8, P.NO.1A,1B,2,3,4A,4B,5A,5B,6,7,8, 8B,9A,9B, 10TO15 ,17TO19 ,20 ,A, 20B, 21A, 21B, 22A, 22B,NANDURA , BULDHANA			
	4)F. NO.2501,TWR B,OMKAR1973 WORLI, MUMBAI NAGPUR MAHARASHTRA 440024			
	b) Collateral Security – NA			
Security holder name	SMS Vidhyut Private Limited			
Details of Personal Guarantee / Corporate Guarantee				
Name of Guarantor	Personal Guarantee - 1.Ajay shaktikumar sancheti 2.Abhay harakchand sancheti 3. Anand shaktikumar sancheti 4. Savita Ajay Sancheti 5. BSS Associates & Akshay Abhay Sancheti.			

VI. SMS Taxicabs Pvt Ltd.

The Term Loan from Shri Gurudatta Sugars Limited is availed for 24 months, which is renewable for 24 months and is repayable at the end of the period alongwith interest @ 14%. CY ₹ 100 Lacs (PY ₹ 100 Lacs)

The Term Loan from Adeshwar Gems Pvt Ltd is availed for 24 months, which is renewable for 24 months and is repayable at the end of the period alongwith interest @ 9%. CY ₹ 258.75 Lacs (PY ₹ 258.75 Lacs)

The Term Loan from Jinendra Diamonds Private Ltd. is availed for 24 months, which is renewable for 24 months and is repayable at the end of the period alongwith interest @ 10%. CY ₹ 46.38 Lacs (PY ₹ 46.38 Lacs)

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

25.1 Details of Securities and Terms of Repayments**VII. SMS ENVO CARE Ltd****1) Secured :**

Details of Securities and Terms of Repayments

(a) Term Loans from Banks

(a) Vehicle Loans from Banks :

Secured by hypothecation of specific vehicles as specified in the schedule annexed to the agreement, vide sanction letter on various dates. The details of individual loans are as under. All Loans are having fixed Interest Rate.

No. of Loan	Maturity period w.r.t. Balance Sheet date	Date of Agreement/ Sanction	Effective Rate of interest %	Total No. of Instalments	No of instalments due	Amount of instalment including Interest	Outstanding Balance as on 31.03.2025
ICICI Bank Ltd							
1	2 years 5 Months	04/07/2023	9.71%	47	29	0.39	20.31
2	3 years 11 Months	05/02/2025	9.30%	48	47	0.39	16.61

2) Unsecured :

Terms of Repayments

Unsecured Loans does not have specific repayment Term. FTVSI Ventures Pvt Ltd. is @ 7%

VIII. PONDA ENVO CARE Ltd**1) Secured :****(a) Vehicle Loans from Banks :**

Secured by hypothecation of specific vehicles as specified in the schedule annexed to the agreement, vide sanction letter on various dates. The details of individual loans are as under. All Loans are having fixed Interest Rate.

Sr No.	Maturity period w.r.t. Balance Sheet date	Date of Agreement/ Sanction	Effective Rate of interest %	Total No. of Instalments	No of instalments due	Amount of instalment including Interest	Outstanding Balance as on 31.03.2025
ICICI Bank Ltd							
1	1 Month	29/05/2021	7.75%	47	46	1.16	0.91
2	11 Months	29/03/2022	7.35%	47	36	0.72	7.50
3	4 Months	31/08/2021	8.05%	47	43	0.22	0.81
4	1 Months	29/05/2021	7.75%	47	46	0.43	0.34
Bank of Baroda							
1	2 Years 1 Months	29/04/2023	8.05%	48	23	0.72	15.97

(b) Term Loans from Banks :

Secured by hypothecation of entire fixed & Current assets of the entire company both present and future as specified in the schedule annexed to the agreement, vide sanction letter on various dates. Collateral secured for equitable mortgage on lease hold land 5 & 5A, Pissurlem IDC, Pissurlem Sattari North Goa, on pari passu basis and personal guarantee of Mr. Paramveer Sancheti & Mr. Nibhay Sancheti. The details of individual loans and interest rate are as under.

Sr No.	Maturity period w.r.t. Balance Sheet date	Date of Agreement/ Sanction	Effective Rate of interest %	Total No. of Instalments	No of instalments due	Amount of instalment including Interest	Outstanding Balance as on 31.03.2024
ICICI Bank Ltd							
1	4 Years 10 Months	21/03/2023	9.50%	72	14	NA*	1708.7
AXIS Bank Ltd							
1	4 Years 9 Months	24/11/2022	9.40%	72	15	NA*	1715

*The installment of Axis Bank and ICICI Term loan is not fixed, it is ballooning in nature depending on repayment schedule as given by the bank from time to time.

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

25.1 Details of Securities and Terms of Repayments**IX. SMS WATER GRACE ENVIROPROTECT Pvt Ltd**

(i) Secured

Kotak Mahindra Bank Ltd :-

Secured by first charge by way of hypothecation of specific vehicles as specified in the schedule annexed to the agreement.

No. of Loan	Date of Agreement/ Sanction	Interest Rate	Total No. of Instalment	Total No. Of Instalment Due	Balance No of instalments w.r.t. Balance Sheet date	Amount of instalment including Interest	Outstanding Balance as on 31.03.2025
3	03.11.2021	9.95%	47	41	6	0.13	2.23
3	03.02.2022	10.02%	47	38	9	0.13	3.20

ICICI Bank

Secured by first charge by way of hypothecation of specific vehicles as specified in the schedule annexed to the agreement.

No. of Loan	Date of Agreement/ Sanction	Interest Rate	Total No. of Instalment	Total No. Of Instalment Due	Balance No of instalments w.r.t. Balance Sheet date	Amount of instalment including Interest	Outstanding Balance as on 31.03.2025
1	30.10.2024	9.84%	36	4	32	0.77	21.71

X. PASSCO ENVIRONMENTAL SOLUTIONS PVT. LTD.

Details of Securities and Terms of Repayment

(a) Other Loans

1) Axis Finance Ltd

1. The Loan is secured by way First and exclusive charge by way of mortgage on Plot no. 1 to 33, bearing city survey no 48/1-B, situated at mouza-Arni, Arni & Dist. Yavatmal and Plot situated at Attkargaon , Khalapur, Dist. Raigad. Hypothecation on P&M and other moveable fixed assets both in present and in future and on entire cash flows, receivables, insurance proceeds, current and non-current assets of Passco Environmental Solutions Private Limited.

2. 100% pledge of shares of Passco Environmental Solutions Private Limited.

3. Corporate guarantee by Maharashtra Enviro Power Limited, SMS Envclean Limited and SMS Water Grace BMW Pvt Ltd

4. Personal guarantee of Shri Anand Sancheti, Shri Paramveer Sancheti & Shri Amit Nilawar.

Sr No.	Maturity period w.r.t. Balance Sheet date	Effective Rate of interest upto 31st March, 2025	Total No. of instalments	Amount of instalment excluding Interest	Outstanding Balance as on 31.03.2025
1	7 years 1 Months	11.50%	85	57.89	4,921.05

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
25A Lease Liabilities (Non-Current)		
Lease Liabilities as per Ind AS 116	188.16	1,813.21
	188.16	1,813.21
26 Other Non- Current Financial Liabilities		
Membership Deposits	5,839.83	5,326.90
Retention Money from sub contractor	3,163.69	3,469.32
Security deposit from customer	33.07	-
Security Deposit from others	1,564.29	1,860.11
Deposits from outsiders	737.71	122.71
	11,338.60	10,779.03

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

	Non-current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
27 Provisions				
Provision for Employee benefits				
Provision for Gratuity	1,952.67	1,919.77	236.77	236.89
Provision for Leave benefit	402.02	534.09	155.51	183.10
Other Provisions				
Landfill cover charges payable	182.35	351.62	502.31	1,442.38
Work related provision	-	-	814.38	1,834.60
Provision for Installment Payable to NHAI	-	-	2,629.76	-
Provision for Expenses Payable	-	-	5.54	112.65
Provision for Legal fees	-	-	0.31	0.31
Provision for Incineration charges	-	-	264.62	605.79
Provision for Post Monitoring Charges	4,282.16	3,607.35	-	-
Provision for Landfill Cover Charges	81.16	34.55	-	-
Provision for Incineration Expense	-	-	47.99	76.87
	6,900.36	6,447.38	4,657.19	4,492.59

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

	(₹ in lacs)	
	As at 31 March 2025	As at 31 March 2024
28 Other Non-current liabilities		
a Advances		
Mobilisation Advance from customers	14.49	268.39
Secured Advance from customers	-	275.05
b Others		
Deferred -Govt grant / Subsidy	484.41	543.98
Security Deposit	5.77	5.77
Security Deposit from Tenant against Rent	55.59	112.59
	560.26	1,205.78

SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

As at 31 March 2025 As at 31 March 2024

29 Current Borrowings

Loans repayable on demand

Secured

Cash credit from banks*	23,910.77	23,997.21
Overdraft from banks@		
Axis Bank	228.76	178.80
ICICI Bank	27.79	41.51
SBI Bank	8.05	-

Current maturities of Long term borrowings

From Banks

Axis Bank	1,837.30	2,421.39
State Bank of India	725.00	725.00
Punjab National Bank	1,717.22	810.09
ICICI Bank	609.25	551.23
HDFC Bank	69.64	156.29
Kotak Mahindra Bank	631.70	380.64
IndusInd Bank	259.43	235.43
Bank of India	1,074.75	167.27
Canara Bank	49.00	49.06
Karnataka Bank Ltd	312.06	-
Bank of Baroda	7.22	7.42

From Financial Institution

Sammaan Capital Limited (formerly known as Indiabulls Housing Finance Limited)#	19,806.74	14,368.23
Tata Capital Financial Services Ltd.	26.59	319.16
Toyota Financial Services India Ltd.	-	31.23
Daimler Financial Services India Ltd.	12.71	11.88
Sundaram Finance Ltd.	789.42	443.78
M & M Finance	300.64	272.11
John deere Financial India Pvt Ltd.	67.37	13.75
Sandvik Financial Services	1,479.70	362.31
Axis Finance Ltd	3,989.35	3,587.33
The Company considers that the retention money and performi	241.55	-
Oxyzo	380.21	-
Aditya Birla Finance Ltd \$\$	1,149.72	-

From Buyers credit

Bank of India - Buyers Credit TOKYO	-	375.26
Sundaram Finance Limited	199.31	91.48

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

Unsecured**Commercial Credit Card**

Axis Bank Limited	424.55	-
ICICI Bank	4.61	-
HDFC Bank Limited	0.37	97.20
Loans from related parties**	14,250.15	20,362.52
From others***	15,281.98	5,520.02
	89,872.92	75,577.60

SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

* Cash credit from banks

I SMS Limited

1) Secured by way of

a) Primary Security on entire stocks comprising of raw-material, work in progress, finished goods, consumable stores and spare and other materials, receivables, claims and bills both present and future, Collateral securities of properties of the company, its Directors and relatives as mentioned in the Annexures to the Deed of Hypothecation dated 18.05.2021 ranking on pari-pasu basis amongst consortium.

b) Personal guarantees of Shri. Anand Sancheti, Shri. Ajay Sancheti, Shri. Akshay Sancheti and Shri. Paramveer Sancheti for fund based and non-fund based limits in the consortium.

c) The cash credit is repayable on demand and is carries interest within the range of 9.43% to 9.75% per annum.

d) Shares of following promoters are pledged against the Cash Credit and Non Fund limit.

Name of Shareholder	No. of Shares
Shri. Ajay Shaktikumar Sancheti	461861
Shri. Anand Shaktikumar Sancheti	461861
Shri. Paramveer Abhay Sancheti	308000
Shri. Akshay Abhay Sancheti	308000

II BUTIBORI CETP PRIVATE LIMITED

Bank of Baroda : Secured Cash Credit Limit : 50 Lacs

Secured by hypothecation of existing plant and machinery, equipment and furniture and fixture of the company. Further, the loan is guranteed by the corporate guarantee of SMS Envocare Limited. Interest is payable on monthly basis of interest @ 8.95% p.a subject to change in ROI as per RAM rating level 3 and change in MCLR as per RBI policy time to time. (CY ₹ 28.54 Lacs PY ₹ 26.64 Lacs)

III Maharashtra Enviro Power Ltd.

\$\$ The Loan is secured by Hypothecated of entire current assets and movable fixed assets of the company both present and future. Further the loan is secured by Personal Gaurantee of Mr. Paramveer Sancheti and Mr. Anand Sancheti. Also having charge over the fixed deposit Rs. 120 Lacs and following investments of the company

- UTI Flexi Cap Fund (Earlier UTI Equity Fund) - Regular
- ICICI Prudential Multicap Fund- Growth
- SBI Flexi Cap Fund - Regular Plan - Growth
- Edelweiss Balanced Advantage Fund - Growth
- Edelweiss Infrastructure Yeild Plus - I
- Edelweiss Infrastructure Yeild Plus - II

SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

IV SMS WATER GRACE BMW PRIVATE LIMITED

Secured by first charge by way of hypothecation on entire current assets of the company both present & future and collateral security in the form of equitable mortgage/registered mortgage on Industrial Unit- Kh No 70/1, 70/2 & 70/5 Ph no 20, Village Siltara, Raipur owned by SMS Water Grace Enviroprotect Private Limited. Also secured against the personal guarantees of Mr Paramveer Sancheti and Mr. Amit Nilawar. The current rate of interest is 9.6% (Repo Rate+3.35%) p.a for Cash Credit. Since there is a debit balance in cash credit accounts, the same is grouped under cash and cash equivalent.

V SMS WALUJ CETP PRIVATE LIMITED

Bank of Baroda : Sanction CC Limit of Rs 90.00 Lacs

CC Limit secured by hypothecation of raw material, stores & spares and book debts & Collaterally secured by hypothecation over existing plant and machinery, fixed assets of the company. Further, the loan is guranteed by the corporate guarantee of SMS Envocare Ltd and personal gurantee of Mr. Paramveer Sancheti. The loan is repayable on demand and carries rate of interest @ 9.25% p.a.

VI SMS Envoclean Pvt Ltd.

Cash Credit limit from Axis Bank was Rs. 75 lacs which was reduced to 10 lakhs vide santion dated 16.08.2024 and secured by way of 100% Cash margin (Fixed Deposit)

@ Bank Over draft

I PONDA ENVOCARE Ltd

- 1) Over draft limit is granted for a year to be renewed at the end of 12 month period.
- 2) Axis Bank Over Draft Limit : - Over draft is secured by way of fixed deposit of Rs 15.00 Lakhs, Interest
- 3) ICICI Bank Over Draft Limit : -Primary security by way of hypothecation of entire current assets and fixed assets of the company both present and future and Collateral secured for equeable mortgage on lease hold land 5 & 5A, Pissurlem IDC, Pissurlem Sattari North Goa, on pari passu basis and personal guarantee Mr. Paramveer Sancheti & Mr. Nibhay Sancheti. Interest Rate is 9.65% p.a.

II SMS Envocare Ltd

Overdraft from Axis Bank is granted for a year, to be renewed at the end of the 12 months period and Primary security by way of hypothecation of entire current assets and movable fixed assets of the company both present and future & collaterally Secured by Equitable mortgage of commercial property located at office No 301, 3rd Floor, "Pentagon" Scheme, west Magarpatta City, Pune - 411028 and personal guarantee of Mr. Paramveer Abhay Sancheti.)

III SMS WATER GRACE ENVIROPROTECT PRIVATE LIMITED

Secured by first charge by way of hypothecation on entire current assets, Movable Fixed assets of the company both present & future and collateral security in the form of equitable mortgage/registered mortgage on Industrial Unit- Kh No 70/1, 70/2 & 70/5 Ph no 20, Village Siltara, Dharsiwa Raipur, Chattisgarh-493111 owned by SMS Water Grace Enviroprotect Private Limited. Also secured against the corporate guarantee of SMS Envocare Ltd. The current rate of interest is 9.50% (Repo Rate+3.00%) p.a for Cash Credit.

SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

**** Loans from related parties**

I Spark Mall and Parking Pvt Ltd.

The loan from related party- Veetrag exploration and minerals repayable on demand @ 7 % (CY ₹ NIL PY ₹ 38.22 lacs).

II SMS Vidhyut Pvt Ltd.

The loan from following related parties are interest bearing and repayable on demand.

1) Veetrag Exploration & Minerals Pvt Ltd @ 7% (CY ₹ 1137.44 lacs PY ₹ 1063.03 lacs)

III SMS Envocare Ltd

Unsecured Loans does not have specific repayment Term and Interest is charged @ 6.5% by VEETRAG Exploration & Mineral Pvt Ltd.

***** Loans from others**

I SMS Ltd.

The company has not defaulted in repayment of unsecured loans and interest thereon during the year and as on the date of Balance Sheet. Unsecured loan do not have any specific repayment schedule. It will be payable on demand and carries interest rate of 10% to 16% per annum.

II SMS Envocare Ltd

Unsecured Loans does not have specific repayment Term and Interest is charged @ 8% by SMS Tolls & Developers pvt ltd.

From Financial Institution

I Spark Mall and Parking Pvt Ltd.

India Bulls Housing Finance Ltd - HLAPNAG00491314: Secured Loan of IndiaBulls in current borrowing amount of Rs. 10074 Lacs is Rollover Facility.

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
29A Lease Liabilities (Current)		
Lease Liabilities as per Ind AS 116	1,396.37	4,810.97
	1,396.37	4,810.97
30 Trade Payable (Current)		
a Letter of Credit Issued and Outstanding	4,260.71	4,967.32
b Dues to Micro and small enterprises	661.25	1,335.63
c Trade Payables other than (a) & (b) above*	25,554.99	17,630.59
	30,476.96	23,933.54

Note - Trade Payables

Dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') and the disclosure pursuant to the said MSMED Act are as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
(a) the principal amount remaining unpaid to any supplier at the end of each accounting year;	661.25	1,335.63
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;		-
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;		-
(d)The principal amount remaining unpaid to any supplier at the end of each accounting year;		-
(e) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	49.56	35.11
(f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.		-

*During the year, the company has received additional electricity demand of Rs.66.41 lacs. However the company has paid Rs. 66.1 lacs in F.Y. 2024-25 and balance of Rs 0.30 lacs was discount given by MSSEDCL.

*For BUTIBORI CETP PRIVATE LIMITED: Company has Electricity demand of Rs. 48.68 Lacs as on 31.03.2025

Trade Payables aging schedule

As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	770.53	0.14	0.19	-	770.86
(ii) Others	28,507.91	193.64	10.11	945.75	29,657.41
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	48.68	-	-	48.68
(v) others	-	-	-	-	-
Total					30,476.96

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1,326.61	8.99	-	-	1,335.60
(ii) Others	21,376.56	382.91	128.53	611.50	22,499.51
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	98.43	-	-	-	98.43
(v) others	-	-	-	-	-
Total					23,933.55

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
31 Other Current Financial Liabilities		
Expenses payable	2,880.54	6,111.50
Credit balance in current account due to reconciliation	-	1,099.80
Salary & consultancy payable	1,564.82	1,412.52
Withheld amount	4,142.54	2,947.44
Amount payable for capital goods	4,814.90	4,162.42
Interest accrued	505.76	325.87
Retention money #	1,358.27	1,061.02
Amount due from partners of jointly controlled entities	192.61	123.88
Other payable	133.77	172.61
Security deposit#	2,742.55	2,904.95
Deposits from outsiders	234.09	1,998.29
MIDC & other charges payable	206.09	206.60
Mobilisation advance from (NHA)	636.06	146.50
Bonus payable	75.72	56.67
Audit fees payable	13.18	13.59
Employees Benefit Payable	5.53	-
Other Dues to Employees	0.19	1.54
Plant licence fees payable	131.00	119.00
Income tax Excess Refund Payable	29.03	29.04
Refundable to Customer	60.12	81.41
Provision for Sludge Disposal	47.87	-
	19,774.62	22,974.66

SMS WATER GRACE BMW PRIVATE LIMITED

The Company considers that the retention money and performance security deposits does not include significant financing component. These coincide with the Company's / contractor's performance and the Contract requires amounts to be retained for reasons other than the provision of finance. The withholding of a specified percentage of each payment is intended to protect the interest of the customer, from the company's / contractor's failing to adequately complete its obligation under the contract. Accordingly, transaction cost of retention money and security deposits is considered as fair value at initial recognition and subsequently measured at amortised cost.

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

	As at 31 March 2025	As at 31 March 2024
32 Other Current Liabilities		
Advances Received		
Advance from customers	1,405.85	510.05
Advance from tenants	-	1.88
Secured Advance Received From Bills	102.00	-
Statutory Dues payable		
Goods & Service Tax payable	4,024.17	1,924.73
Tax deducted & collected at source Payable	965.47	941.46
Provident Fund Payable	176.29	194.26
Service Tax payable	49.85	90.26
Employee State Insurance Corporation Payable	4.29	17.27
Profession Tax Payable	5.02	5.22
NPS Payable	0.74	0.69
Labour welfare fund payable	0.01	-
Other Payables		
Other Payables	83.46	66.74
Deferred Government grant	88.48	210.95
Security Deposits	10.00	-
	6,915.64	3,963.51

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

	Year ended 31 March 2025	Year ended 31 March 2024
33 Revenue from operations		
Sale of Services-		
Contract Receipts	1,78,201.17	1,58,142.10
Toll Receipt	20,403.87	37,181.93
Waste Disposal Charges	22,850.48	20,468.75
Waste Treatment Charges	4,094.77	-
Engineering Procurement Construction Services(EPC)	1,924.96	-
Effluent Treatment Services	1,624.88	-
Logistic Revenue	2,717.03	2,412.55
Consultancy Fees	1,846.85	495.00
Rent Income (Operational)	162.92	407.90
Parking Collection	162.86	164.31
Operation & Maintenance Services	157.52	36.00
Bid Support Services	100.00	-
Laboratory Income	81.50	64.29
Revenue from DBO Subscriptions	42.18	37.04
Common Area Maintenance Charges Shops	41.40	69.83
Contract Receipts from Export Sales	5.71	-
Commission Received	1.04	-
Device Upgradation Charges	8.92	-
Revenue from Rent a Cab & Operating Taxi cabs	-	0.97
Commission Charges	-	214.87
Unbilled Revenue	-	282.14
Other Operating Revenue	2,375.94	1,567.73
Sale of Goods-		
The Company considers that the retention money and performance security depo:	1,369.86	31.49
Sale of Bags and Consumable	830.66	363.36
Sale of Scraps (Operational)	394.98	218.75
Sale of Electricity	430.36	354.58
Sale of Solar Panel & its Accessories	763.40	-
Barcode Sales	3.69	-
Sales of others goods	2.78	-
	2,40,599.74	2,22,513.57
Disaggregate revenue information		
EPC	1,26,068.24	1,15,911.43
Mining	74,861.84	81,262.47
Environment	32,600.77	23,527.70
Others	7,068.89	1,811.97
	2,40,599.74	2,22,513.57

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

	Year ended 31 March 2025	Year ended 31 March 2024
34 Other income		
Interest income from		
Interest income on loans given	1,217.56	947.01
Interest income on refundable deposits	10.48	5.53
Interest income others	1,325.89	1,609.12
Interest on fixed deposit (FDR)	586.86	636.23
Interest on Income tax refunds	21.60	31.06
Interest income from Investments	39.50	35.87
Interest on security deposit created as per IND-AS 116	1.07	1.14
Interest on Mobilization advance	36.69	66.65
Interest on Over Due Bills from Debtors	19.18	-
Profit on sale of Fixed Assets	156.40	501.81
Grant/Subsidy Received/amortised	212.04	463.67
Balances written back	1,202.93	457.13
Miscellaneous income	619.71	386.28
Notional Profit on conversion of CCD to Preference Shares	1,620.00	-
Share of Profit from Joint Venture & Partnership Firm (which are not consolidated)	484.10	-
Income from Redemption of Liquid Investments	158.16	43.68
Insurance claim received	11.50	79.95
Corporate gurantee commissions	138.75	167.00
Commission Received	42.89	33.78
Reversal of provision for leave encashment	60.32	-
Bad-Debts Recovered	11.42	-
Rent Received	6.58	14.95
Profit on sale of Investments	212.30	9.47
Dividend Income	9.99	1.25
Scrap Sales	0.66	0.22
Profit/loss on discontinuation of lease	-	91.35
Income from Redemption of Long Term Investment	-	8.88
Fair Value Gain on Equity Instrument	-	12.71
	8,206.58	5,604.72

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

	(₹ in lacs)	
	Year ended 31 March 2025	Year ended 31 March 2024
35 Cost of raw/project material consumed		
Inventory at the beginning of the year	13,038.41	10,797.71
Add: Purchases	45,467.31	39,500.70
Less: Transfer of material	-	-
Less : Inventory at the end of the year	(13,132.44)	(13,038.41)
	45,373.28	37,260.00
36 Direct Expenses		
Works contract expenses & project consultancy	76,198.01	68,111.29
Fees to NHAI	6,623.81	11,536.18
Maintenance Charges	12,497.37	3,702.56
Power and fuel *	3,313.41	2,469.89
Transportation, logistic and freight Charges	2,291.52	1,460.57
Waste Disposal Expenses	1,977.34	1,549.74
Royalty	51.84	59.34
Chemical, stores, spares , fuel & other consumption	3,120.49	984.35
Repairs and maintenance- Machineries	3,315.42	1,847.00
Machine Hire Charges	3,883.98	2,091.41
Toll and Plant Operation Maintenance Expenses	545.70	917.17
Insurance Expenses	718.09	516.54
Legal, technical and professional consultancy fees	167.13	134.82
Safety & Security Expenses	50.82	75.63
MIDC Charges	202.80	203.63
Site work expenses	1.10	1.34
Repairs and maintenance- Vehicles	147.15	181.22
GST expenses	49.92	29.92
Labour & Manpower expenses	285.60	111.57
Water charges	75.74	66.21
R.T.O taxes	48.45	48.79
Other direct Expenses	52.90	32.07
Rates and taxes	12.68	12.68
AMC Charge	30.15	37.69
Custom Duty	3.65	13.27
Testing and certification expenses	46.58	26.71
Motor Car Expenses	3.98	7.51
License and Registration Fees	8.47	21.86
Vehicle hire charges	47.58	-
ETP Operation And Maintenance	2.00	-

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

	(₹ in lacs)	
	Year ended 31 March 2025	Year ended 31 March 2024
Job work charges	11.43	6.87

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

	(₹ in lacs)	
	Year ended 31 March 2025	Year ended 31 March 2024
Contractual Expenses	-	26.73
Repairs and Maintenance-Plant and machinery	144.68	88.28
Plant Safety & Medical Exp.	14.61	12.21
Repairs and Maintenance-Electrical	1.54	-
Repairs and Maintenance-other	4.79	-
Tank cleaning charges	3.78	-
ETP Design And Construction	22.39	-
Project Expenses	0.13	-
Consent Fees Account	0.58	0.58
Tendering & Pre Bid Expenses	0.55	0.55
Other Direct Expense	19.78	-
Monitoring Expenses	0.60	-
Support Expenses	7.07	-
Other Operating Expenses	19.48	-
Logistic Vehicle Expenses	8.11	-
	1,16,033.23	96,386.17

37 Purchase of Stock in trade

2,070.63	226.94
2,070.63	226.94

1 Stock in trade includes goods purchased normally with intention to resale or trade in.

2 The above amounts include the cost of direct expenses i.e. cost of transportation, custom duty, ocean freight, port charges, and all other charges incurred for bringing the inventory to the company

38 Change in Inventories of Stock in trade & Work in Progress
Work in Progress

Opening WIP	22,426.83	28,752.90
Other Movement	(67.92)	90.72
Closing WIP	(20,049.69)	(22,426.83)
	2,309.22	6,416.79

Stock in Trade

Opening Stock in Trade	65.66	71.90
Other Movement	21.76	-
Closing Stock in trade	(101.91)	(65.66)
	(14.49)	6.24
	2,294.73	6,423.03

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

	Year ended 31 March 2025	Year ended 31 March 2024
39 Employee Benefit Expense		
Salaries & wages		
Salaries, Wages, Ex-gratia and Bonus	18,980.42	16,375.27
Leave encashment	98.15	393.70
Gratuity expenses	509.09	514.69
Incentive	1.35	3.15
Contribution to Provident and other funds		
Contribution to Provident and other funds	1,028.19	960.53
Contribution to Employees State Insurance Corporation	36.73	36.69
Contribution to Group Gratuity	1.11	
Staff welfare expenses	275.43	283.95
	20,930.46	18,567.99
 1 SMS Waluj CETP Private Limited, Ponda Envocare Limited, SMS Water Grace Mediawaste Management Private Limited, SMS Envocare Limited, Spark Mall And Parking Pvt Ltd, Maharashtra Enviro Power Limited, Sms Envoclean Pvt Ltd & Sms Water Grace BMW Private Limited :-Since, the Gratuity Is unfunded the same is clubed under the head salaries & wages as per the Guidance Note on Division-II Indas of Schedule III to the Companies Act, 2013.		
2 The group has not recognized additional provident fund liability on revised basic wages as pronounced by Honourabl'e Supreme Court of India vide its order dated 28th February 2019 wherein definition of "wages" was clarified to be inclusive of "Other Allowances". As per management's assessment such liability is not required to be recognized since The Employees Provident Fund and Miscellaneous Provision Act 1952 Act is not amended updating the definition of wages. Further, assessment has been completed for the period April 2020 to March 2025 by the department.		
40 Finance Costs		
Interest cost		
To Bank & Financial Institutions	12,038.20	11,892.77
To Others	2,741.82	1,862.63
To Related Parties	74.41	157.92
On Gratuity	-	14.30
On Mobilisation Advance	114.69	141.02
On Statutory dues	104.87	129.61
On Lease as per Ind AS 116	17.86	2.39
Charges for bank finance/bank guarantee/ letter of credit	2,065.69	1,918.25
Commission on corporate guarantee	375.50	125.00
Stamp duty charges on issue of debentures	0.91	1.44
Exchange fluctuation on borrowing cost	125.07	-
	17,659.03	16,245.32
40A Unwinding of lease liabilities	1,882.11	3,520.51
	1,882.11	3,520.51
41 Depreciation and amortization expense		
Depreciation of property, plant & equipment	12,244.47	8,948.53
Depreciation of Investment Property	10.43	4.68
Amortization of Intangible assets	1,252.91	1,014.72
Amortization of Intangible assets under development	1,527.94	3,173.72
	15,035.75	13,141.66

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

	Year ended 31 March 2025	Year ended 31 March 2024
42 Other Expenses		
Legal, consultancy and professional fees	2,467.29	2,170.71
Office expenses	742.94	509.93
Security charges	698.16	578.65
Travelling and conveyance	526.46	318.87
Corporate social responsibility	504.28	485.05
Advertising and sales promotion	453.92	325.63
Rent expenses	357.35	281.62
Loss on Sale of Property, Plant and Equipment including derecognition thereof	230.49	0.47
Balances written off	202.18	215.28
Exchange differences (net)	195.49	163.25
Insurance Expenses	185.19	156.54
Miscellaneous expenses	170.56	130.60
Repairs and maintenance expenses	166.42	124.49
Subcontractor Payment	160.84	-
Power and fuel	144.86	132.08
Design and Drawing Work Charges	120.06	97.45
Compounding Charges	119.04	-
Rates and taxes	105.18	114.82
Share of loss from joint venture & partnership firm (which are not consolidated)	-	524.69
Lodging & Boarding Charges	90.92	48.23
Postage, Telephone & Internet Cost	84.51	71.11
Other Expenses	68.67	45.30
GST expenses	64.41	53.54
Internal Audit Fees	62.26	64.03
Statutory Audit fees	59.28	52.17
Guest House Expenses	58.70	65.74
Fooding Expenses	57.10	37.69
Vehicle hire charges	37.24	22.52
Printing and stationary	36.87	32.97
Membership & Subscription fees	31.44	11.85
Bank Charges	26.21	34.40
Tender expenses	21.23	19.32
Loss arising on financial instrument measured at fair value through profit or loss	19.09	-
Donation	18.81	46.50
Supervision Charges - Electricity	10.21	-
Utility Shifting Charges	9.89	-
Sponsorship Expenses	7.30	-
Brokerage & commission	6.68	131.43
Pantry & Housekeeping Expenses	6.09	2.45
Cost Auditor Fees	5.25	5.25
Director sitting fees	4.00	2.50
Patrolling Expenses	3.66	-
Stone Quarry Charges	3.51	-

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

	(₹ in lacs)	
	Year ended	Year ended
	31 March 2025	31 March 2024
Consumption of admin & IT item	3.23	-
Lease Rent	2.93	62.93
Subsidy Written Off	-	169.90
Impairment of Intangible assets	-	45.00
	8,350.19	7,354.96

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

	Year ended 31 March 2025	Year ended 31 March 2024
43 Share of profit / (loss) of associate companies		
Fire Arcor Infrastructure Pvt Ltd	(164.52)	(117.52)
	(164.52)	(117.52)
43A Exceptional items (Net of taxes)		
Loss on sale of Investment		
Pt. SMS Mines Indonesia	-	(507.19)
Spanv medisearch lifescience pvt. Ltd.	-	(716.90)
Loss on Sale of Assets		
SMS-AABS India Tollways Private Limited	(7.86)	-
	(7.86)	(1,224.09)
44 Tax Expenses		
Adjustment of tax relating to earlier periods	(397.14)	12.76
Current Tax	6,656.37	4,928.93
Deferred Tax	721.48	348.79
	6,980.71	5,290.48

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025
45 Capital Management

(₹ in lacs)

The primary objective of the company capital management is to maximize the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current Borrowings	55,023.21	49,443.50
Current Borrowing	91,269.29	80,388.58
Total Debt	1,46,292.50	1,29,832.08
Less : Cash & Cash Equivalent	6,199.83	4,862.67
Net debt	1,40,092.67	1,24,969.40
Equity	1,81,730.30	1,57,616.53
Unsecured borrowings from the Director*	3,800.00	3,800.00
Total capital	1,85,530.30	1,61,416.53
Capital and net debt	3,25,622.97	2,86,385.94
Gearing Ratio	43.02%	43.64%

*Note -The loan from director is in the form of Quasi Equity, it has been infused in the company based on commitment with consortium lenders and accordingly considered as a part of total capital.

46 Earnings Per Share (EPS)

	As at 31 March 2025	As at 31 March 2024
Net profit after tax and exceptional items for calculation of basic EPS	11,233.75	14,706.69
Effect of dilution	-	-
Net profit after tax and exceptional items for calculation of diluted EPS	11,233.75	14,706.69
Net profit after tax but before exceptional items & tax thereon for calculation of basic EPS	11,237.76	15,930.79
Effect of dilution	-	-
Net profit after tax but before exceptional items & tax thereon for calculation of diluted EPS	11,237.76	15,930.79
Weighted average number of equity shares in calculating basic EPS	1,02,61,382	1,02,61,382
Effect of dilution	-	-
Weighted average number of equity shares in calculating diluted EPS	1,02,61,382	1,02,61,382
1,02,61,382 (1,02,61,382) equity shares of ₹ 10/- each		
Earnings per equity share after exception item		
Basic	109.48	143.32
Diluted	109.48	143.32
Earnings per equity share before exception item		
Basic	109.52	155.25
Diluted	109.52	155.25

SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

47 A Contingent Liabilities and Guarantees

(₹ in lacs)

Particulars	As at 31 March 2025	As at 31 March 2024
Contingent Liability		
Claims against the company not acknowledged as debts		
Income Tax Act #	2,422.56	2,420.53
Service Tax including Penalty of Rs. 4293.15 Lacs (Rs. 4293.15 Lacs)		
*	13,866.44	13,866.40
Sales Tax/VAT/GST	4,886.27	3,201.90
Life Time road transport tax	721.79	721.79
Legal Cases against company	96.00	111.00
Custom Duty	90.00	90.00
Liquidated Damages	-	-
Claims from clients**	27,137.08	1,956.73
Employee related dues- Disputed salary / Full & Final	-	4.52
Property Tax ##	42.12	42.12
Other	9.03	9.03
Guarantees excluding Financial Guarantees		
Performance Bank Guarantees issued to Subsidiaries & Associates Co's.***	1,958.02	3,051.88
	<u>51,229.31</u>	<u>25,475.90</u>

SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

* Also include Rs.7486.25 Lacs (and penalty of Rs.4237.59 Lacs) against appeal pending before CESTAT, Mumbai. The contract with the UCIL is the contract for development of mines and also the contract for extraction of Uranium Ore. SMSL had paid service tax for the development part, at the the rates applicable under the composition scheme from time to time. The extraction part is paid by SMSL under Service tax through Normal rates as were applicable from time to time. The Service Tax department is asking SMSL to pay service tax on developement part under normal rates as against service tax paid under composition scheme. The case is pending in the Tribunal for hearing in defense of such contreversial view of the Department. Meanwhile, SMSL took the view of this case from the subject experts who had opined that the stand of SMSL is prudent and defensible.

** This includes amount already paid to ONGC Rs 1476.08 Lacs which is contested under arbitration. Even in case of unfavourable order at arbitration level no cash flow expected. This also includes demand of Rs 449.02 Lacs for Banwas project which is already taken up with concern authority & against which the amount was already withheld by the department and no cash out flow expected. In this case, the company is confidant that, this amount will be released.

For SMS-AABS India Tollways Private Limited Claims made by Concession Authority:

1.1.

The Company has not recognized the claim of Rs.249.31 crores out of total claims of Rs.273.56 crores made by NHAI against itself on account of miscellaneous project related issues which mainly emanate from Company's obligations for Operation and Maintenance of the project road as per concession agreement. The Company's management is of the opinion that these claims do not represent valid and lawful claims arising out of the contractual obligations of the company under the concession agreement.

1.2.

The Company has also made formal claims against NHAI in excess of the amount of claim against itself which arose on account of various disputed items by company w.r.t. its obligations under concession Agreement. The Company's claim against NHAI includes, among other claims, a claim of refund of an amount of Rs.80.52 crores recovered by NHAI from the concessionaire under duress in FY 2025 , which has been expensed out by the

1.3.

To resolve the matter of claims against itself and claims made by company the company has gone into conciliation process under dispute resolution mechanism specified under clause 36.2 of the Concession Agreement and has filed a petition with NHAI addressed to Chairman NHAI vide its letter dated 31/03/2025 bearing no.2024-25/MDP/NHAI/189.

1.4.

As Company is confident of no liability to arise on itself after conclusion of conciliation process , no provision of the referred amount of Rs.249.00 crores has been made in the final accounts for the Financial year 2025.

2.Income Tax Demand u/s 154 which is due to mistake apparent on record in order made by Income tax Department U/s 154 and company has filed appeal as well as grievance against the above.

AY : 2017-18

Amount: Rs. 178.96 Lakhs

Pending before :CIT Appeal- NFAC

(ii)In the opinion of the Board and to best of their knowledge and belief the value of current assets and loans and advances in the ordinary course will not be less than the amount at which they are stated in balance sheet. The all-known liabilities are adequate and not in excess of the amount reasonably necessary.

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

- *** For MEPL: The holding company "SMS Envocare Ltd" and ultimate holding company "SMS Limited" has issued bank guarantee for Performance security to the authorities on behalf of our company to the tune of Rs.602.93 Lacs

AYODHYA GORAKHPUR SMS TOLLS PRIVATE LIMITED (merge with SMSL)

- # 1 For AY 2015-16, the Income Tax Department raised a demand of ₹493.00 lacs (Order No. ITBA/AST/S/156/2021-22/1041048768(1) dated 19/03/2022), recovered from refunds of AY 2020-21 and AY 2022-23. For AY 2016-17, additions were made (Order No. ITBA/AST/S/156/2021-22/1041125693(1) dated 21/03/2022), but no demand was raised. Penalty proceedings under Section 271(1)(c) were initiated for both years. Appeals have been filed with CIT(A) and are pending.
- 2 A demand of ₹102.00 lacs was raised (Order No. CPC/2122/A6/312541291 dated 13/11/2022) for AY 2021-22, including interest. The Company has communicated its intent to file a rectification via letter dated 03/08/2023 and is in the process of filing the same.
- * 3 Show cause Cum Demand Notice dated 09.04.2019 vide document number DGGSTI/NZU/110/2018/1554 was issued by GST Intelligence Department and an amount of Rs 1739.04 Lacs was demanded against Service Tax, Education Cess, Secondary and Higher Education Cess, Swachh Bharat Cess and Krishi Kalyan Cess for period from October 2013 till June 2017. Against the same the company filed its reply dated 06.06.2019. Since then, the matter is pending without any further notice from department.
- 4 The Company does not expect any outflow of economic resources in respect of the above and therefore no provision is made in respect thereof.
- 5 The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed contingent liabilities where applicable in its financial statements. The Company has not provided for or disclosed contingent liabilities for matters considered as remote for pending litigations wherein the management is confident, based on the internal legal assessment and advice of its lawyers that these litigations would not result into any liabilities. The Company does not expect the outcome of these proceedings to have a material adverse effect on the financial statements.

@ Stamp Duty Letter by U.P. Treasury

- 1 The Company had received notice from District Collector, Uttar Pradesh dated 14th January 2020 demanding Rs 2150 Lacs pertaining to stamp duty on the concession agreement between NHAI and AGSTPL for operation and maintenance of Ayodhya-Gorakhpur Section in Uttar Pradesh along with penalty of Rs 2150 Lacs totalling to Rs 4300 Lacs.
- 2 Against this in FY 19-20 and 20-21, the Company had deposited principal amount of stamp duty amounting to Rs 2150 Lacs. The Company has lodged the claim of reimbursement of same with NHAI vide its letter reference number AG-SMS/BST/NHAI/IE/OMT/20/1573 dated 19.05.2020 and adjusted this amount out of the monthly concession fees payable to the NHAI. The Company has not received any rejection of claim from NHAI.
- 3 The Company has again received notice from District Collector, Uttar Pradesh 20th May'2022 towards penalty Rs 2150 Lacs along with interest of Rs 2741 Lacs totalling to Rs 4891 Lacs.
- 4 In the meantime despite making payment of Stamp Duty, the Company has filed various representations for withdrawal of order for collection of stamp duty from concessions entered with NHAI for toll collection, on the ground that stamp duty not applicable on the infrastructure facilities developed by NHAI. Further NHAI and Ministry of Road, Transport and Highways- Government of India has also filled representations to State Government of Uttar Pradesh on the above grounds. Final outcome is awaited.
- 5 In the recent tender's, NHAI has incorporated specific additional terms and conditions that the stamp duty, if any, levied by State Government then the amount will be borne by concessioner. This along with recover / adjustment of principal demand by company from NHAI implies that in the past the same was recoverable from NHAI and accordingly liability of interest and penalty above will not result in to any outflow / impact on the Company's financial statement.

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

- ## The company has received notice from NDMC demanding property tax Rs. 229.34 Lakhs (additional Tax and Penalty during the previous year Rs. 93.61 Lakhs) on parking area for the period 01.04.2014 to 2018-19. Company have gone to Hon'ble Supreme Court on this issue, Outcome of case cannot be predicted reliably at this point of time. However, during the year supreme court ordered to pay principal portion of liability for filing further petition and accordingly the company had paid Rs 187 Lakhs being principal amount, balance Interest & Penalty is still contingent in nature.

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025
B Contingent Assets

	As at 31 March 2025	As at 31 March 2024
Claim raised to the client not acknowledged as receivable*	5,336.81	2,667.04
	<u>5,336.81</u>	<u>2,667.04</u>

***SMS Limited -**
ONGC:

The company has paid Rs 1476.08 Lacs to ONGC against liquidated damages and is contested under arbitration. Beside this, there are other outstanding amount of Rs.499.12 Lacs receivable from ONGC. Arbitration award of Rs.2773.45 lacs (excluding interest) in favour of SMS Limited. This award has been challenged by ONGC in the High Court. Pending order of High Court, the balance amount of Rs.798.25 Lacs and interest amounting to Rs. 1271.75 Lacs as on 31st March'25 has not been recognised following prudent accounting policy and the same is considered as contingent assets.

Katra:

Against the, arbitration award of Rs. 2667.04 lacs dated 22nd Dec 2021 has been passed in favour of SMS Limited, the Konkan Railway Corporation Limited has gone into appeal at higher forum, pending outcome of the same, following prudent accounting policy, this claim amount and interest of Rs. 599.77 Lacs thereon, totalling to Rs.3266.81 has not been recognised as on 31st March'25 and the same is considered as contingent assets.

C Commitments

	As at 31 March 2025	As at 31 March 2024
Capital Commitment	28,676.37	31,390.31
Revenue Commitment	62,974.89	66,794.00
	<u>91,651.26</u>	<u>98,184.31</u>

48 Payment to Auditors (Excluding Taxes)

As Auditor:	As at 31 March 2025	As at 31 March 2024
Audit fee	59.28	52.17
Cost Audit fee	5.25	5.25
	<u>64.53</u>	<u>57.42</u>

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

- 49 For SMS Limited, While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unexecuted or partially executed performance obligations, along with the broad time band for the expected time to recognise those revenues, the Company has applied the practical expedient in Ind AS 115. Accordingly, the Company has not disclosed the aggregate transaction price allocated to unexecuted or partially executed performance obligations which pertain to contracts where revenue recognised corresponds to the value transferred to customer typically involving time and material, outcome based and event based contracts.

Unexecuted or partially executed performance obligations are subject to variability due to several factors such as terminations, changes in scope of contracts, periodic revaluations of the estimates, economic factors (changes in currency rates, tax laws etc). The aggregate value of transaction price allocated to unexecuted or partially executed performance obligations is ₹ 7,97,365.33 lacs out of which 20% is expected to be recognised as revenue in the next year and the balance thereafter.

50 Disclosure in accordance with Ind AS 115 'Revenue From Contracts with Customers' -

	Particulars	2024-25	2023-24
A	Contracts with customers		
i	Revenue recognised from contracts with customers, which the entity shall disclose separately from its other sources of revenue	Yes	Yes
ii	Any impairment losses recognised (in accordance with Ind AS 109) on any receivables or contract assets arising from an entity's contracts with customers, which the entity shall disclose separately from impairment losses from other contracts	NA	NA
B	Contract balances		
i	Opening Balances		
	Contract Receivable	28,440.87	14,694.96
	Contract Assets	29,038.33	19,219.19
	Contract Liability	657.85	2,524.29
ii	Closing Balance		
	Contract Receivable	28,232.80	28,440.87
	Contract Assets	30,587.95	29,038.33
	Contract Liability	139.76	657.85
C			
i	Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	640.33	1,977.64
ii	Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods (for example, changes in transaction price).		
	Performance obligation satisfied when the services related with the work was completed.		
	The significant payment term are when the work completed the related payment is due. The consideration receivable against the performance obligation are variable and the all the factor related with the estimation of variable payment are considered at the the of recognition.		
iii	An explanation of the significant changes in the contract asset and the contract liability balances during the reporting period		
	There is no significant change in the contract assets and contract liability balance during the reporting period.		
D	Significant judgement in the application of standard		
i	An entity shall disclose the judgements, and changes in the judgements, made in applying this Standard that significantly affect the determination of the amount and timing of revenue from contracts with customers. In particular, an entity shall explain the judgements, and changes in the judgements, used in determining both of the following		
	The timing of satisfaction of performance obligations	Yes	Yes
	The transaction price and the amounts allocated to performance obligations.	Yes	Yes
E	Determining the timing of satisfaction of performance obligations		
i	The methods used to recognise revenue (for example, a description of the output methods or input methods used and how those methods are applied)	Yes	Yes
ii	An explanation of why the methods used provide a faithful depiction of the transfer of goods or services.	Yes	Yes

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

- 51 Disclosures for some of the key disclosure requirements for lessee involves disclosing amounts relating to the reporting period for the following items :

For SMS Limited:-

	Particulars	F Y 2024-25	F Y 2023-24
i	Depreciation charge for right-of-use assets	653.88	941.82
ii	Interest expenses on lease liabilities	1,882.11	3,520.51
iii	Expenses relating to short term assets accounted on straight line or other systematic basis over lease	4,091.54	2,339.43
iv	Total cash outflow for Leases other than Sale and Leaseback transactions	3,258.68	3,691.08
v	Total cash outflow for Sale and Leaseback transactions leases	427.70	828.60
vi	Interest Income recognised on security deposit given under lease arrangements	14.79	30.77
vii	Additions of right-of use assets	380.00	-
viii	Carrying value of right-of use assets at the end of the reporting period	7,383.63	9,416.33
ix	Gain/(loss) arising from sale and lease back transactions	-	-
x	Maturity analysis of lease liability as at the end of the reporting period		
	Financial Year:		
	24-25		4,271.06
	25-26	1,782.06	2,253.76
	Total amount of lease liabilities as at end of the reporting period	1,782.06	6,524.83

- xi Sale and Leaseback Transactions:
- xii Key terms and conditions of individual sale and leaseback
- (a) the lessee's reasons for sale and leaseback transactions and the prevalence of those transactions – To infuse the liquidity in the company by collecting the cash flow at one go and paying the lease on a monthly basis.

SMS Limited:-

Lease transaction with	Duration of Repayment	Beginning of lease	End of lease	Amount of monthly Rental Charges	Periodicity	Related Party	Buy Back Values considered in Right to use asset
RENT ALPHA PRIVATE LIMITED	16 Quarter	15/04/2022	15/01/2026	4.43	Quarterly	NO	5.66
RENT ALPHA PRIVATE LIMITED	16 Quarter	15/01/2022	31/03/2026	57.85	Quarterly	NO	-
RENT ALPHA PRIVATE LIMITED	16 Quarter	15/01/2022	31/03/2026	5.23	Quarterly	NO	-
SMG REALITIES PRIVATE LIN	36 Months	01/12/2022	30/11/2025	249.05	Monthly	NO	5,213.51

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

Lease transaction Closed during the year

Sale and lease back transaction with	Duration of Repayment	Beginning of lease	End of lease	Amount of monthly Rental Charges	Periodicity	Related Party	Buy Back Values considered in Right to use asset
J M COTSPIN PRIVATE LIMITED	36 Months	01/11/2021	31/10/2024	28.78 April22 onwards	Monthly	NO	695.96
INVATO SALES & SERVICES PRIVATE LIMITED	36 Months	01/11/2021	31/10/2024	21.44 April-22 onwards	Monthly	NO	506.25
ARS INFO CONCEPT PVT LTD	36 Months	01/11/2021	31/10/2024	10.88 April22 onwards	Monthly	NO	267.09

SMS Vidhyut Private Limited

Operating Lease Disclosures as per IND AS 116

- (a) The total of future minimum lease payments under non-cancellable operating leases for each of the following periods:
- Not later than one year - Rs. 0.13 Lakhs (Rupees Thirteen Thousand one hundred seventy Nine.)
 - Later than one year and not later than five years - Rs. 0.60 Lakhs (Rupees Fifty Nine Thousand Six Hundred Fourty Three.)
 - Later than five years - Rs. 1.85 Lakhs (Rupees One Lakh Eighty Five Thousand Four Hundred Sixty Six)
- (b) The total of future minimum sublease payments expected to be received under non-cancellable subleases at the balance sheet date - Nil.
- (c) Lease payments recognized in the statement of profit and loss for the year ended 31st March, 2025, with separate amounts for minimum lease payments and contingent rents.
- Lease Payment - Rs.0.13 Lacs
 - Contingent Rent - Nil.
- (d) Sub-lease payments received (or receivable) recognized in the statement of profit and loss for the year ended 31st March, 2025 - Nil.

- (e) A general description of the lessee's significant leasing arrangements:

i.Name of Lessor : Government Of Maharashtra, Water Resources Department

ii.Assets Description:

Name of Village	Area in Ha.	Remark
Kamthi Khairy (Survey No. 2)	1.5 Ha	RBC Hydro power projects
Deoli (Survey No. 1)	3 Ha	LBC Hydro power projects

iii.Terms and condition of lease.

1) The term of the lease shall be same as that of Hydro Power Development Agreement dated 22nd October,2008. If Hydro Power Development Agreement is terminated for any of the reasons as mentioned in Hydro Power Development Agreement Land Lease shall stand terminated accordingly.

2) Generating company shall pay to GOMWVRD land lease charges. Land lease shall be RS. 1(Rupee One) per kw per annum to be calculated on the basis of Installed capacity of the project as approved 'in Techno Economic Feasibility Report for the first year.

3) Land Lease charges will be increased in every subsequent year by 5% by compounding. Year for the calculation of Land Lease, shall be from 1st of April to 31st of March. Land Lease charges for the first year shall be applicable from the first date of month in which GOMWRD intimates Generating Company about site, being ready for delivery to 31st March of next calendar year. Generating company shall pay the Lease Rent of first year till advance within 30 days from the date on which it is intimated about readiness of the land for delivery Land Lease charges of subsequent years shall also be paid in advance up to 30th of April of every subsequent year.

4) If Generating Company fails to pay the Land Lease charges in stipulated time, it will have to pay Land Lease charges with interest at SBI prime lending rate plus 2% (Two percent) per annum on delayed payment for delayed period. However, if the Generating Company fails to pay the Land Lease Charges with interest up to 31st of the March of that year GOMWRD, shall recover the same from Performance Security Deposit. And the Generating Company shall be intimated to recoup the Performance Security Deposit within 30 years. And failure of the Generating Company to recoup Performance Security Deposit within stipulated period it will be treated as event of default and the agreement shall be terminated.

5) Land Lease charges as mentioned in section 4 above shall be reviewed after 30 years if GOMWRD decides to extend; the term of this agreement. . However, such extension shall be solely at the discretion of the GOMWRD.

6) Generating company shall hand over the land along with the structure, plant & equipment on it at free of cost to GOMWRD at the end of lease period.

7) Generating company shall keep all Dam Component at intact position. Also the Generating Company shall provide for access in leased area to the dam authorities for inspection of Dam components.

SMS Envoclean Pvt Ltd

Disclosures for some of the key disclosure requirement for lessee involves disclosing amounts relating to the reporting period for the following items :

Particular	FY 2024-25	FY 2023-24
i. Depreciation charge for right-of-use assets	28.03	0.18
ii. Interest expense on lease liabilities	6.48	2.25
iii. Expense related to short term assets accounted on WDV or other systematic basis over	-	-
iv. Total cash outflow for lease other than sale and leaseback transaction	37.03	28.30
v. Total cash outflow for sale and leaseback transaction	-	-
vi. Interest income reconigned on SD given under lease	0.98	1.14
vii. Addition of right-of-use assets	111.91	-
viii. Carrying value of right-of-use assets at the end of the reporting period	83.88	0.00
ix. Gain/(Loss) arising from sale and leaseback transaction	-	-

PONDA ENVO CARE LIMITED

The Company lease asset primarily consist of leases for land, The Key disclosure requirement for lease disclosing amounts relating to the reporting period for the following items :

Particular	FY 2024-25	FY 2023-24
i. Depreciation charge for right-of-use assets	3.78	3.78
ii. Interest expense on lease liabilities	-	-
iii. Total cash outflow for leases	-7.04	-7.04
iv. Additions of right-of-use assets	-	-
v. Carrying value of right-of-use assets at the end of the reporting period	92.77	91.36

Whole Time C

SMS WATER GRACE MEDIWASTE MANAGEMENT PRIVATE LIMITED

Disclosures for some of the key disclosure requirement for lessee involves disclosing amounts relating to the reporting period for the following items :

Particular	FY 2024-25	FY 2023-24
i. Depretiation Charged on right of Assets	0.01	0.15
ii. Interest Expense on Lease Liability	0.19	0.22
iii. Interest Income recognized on Security Deposit Given under lease arrangement	-	-
iv. Carring Value of Right to use of Assets at the end of the reporting Period	0.00	0.01
v. Maturity Analysis of lease liability at the end of reporting period		
23-24	-	1.89
24-25	1.58	1.58
25-26	1.24	1.24
26-27	0.87	0.87
27-28	0.45	0.45
28-29	-	-
Total Amount of Lease liability at the end of the year	4.14	6.03

SMS WATER GRACE ENVIROPROTECT PRIVATE LIMITED

Disclosures for some of the key disclosure requirement for lessee involves disclosing amounts relating to the reporting period for the following items :

Particular	FY 2024-25	FY 2023-24
i. Depreciation charge for right-of-use assets	6.63	-
ii. Interest expense on lease liabilities	2.54	-
iii. Interest income reconigned on SD given under lease	0.10	-
iv. Carrying value of right-of-use assets at the end of the reporting period	59.68	-
v. Maturity Analysis of lease liability at the end of reporting period		
24-25	60.37	-
25-26	50.45	-
26-27	38.71	-

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

27-28	24.93	-
28-29	8.86	-
29-30	-0.00	-
Total Amount of Lease liability at the end of the year	183.32	-

PASSCO ENVIRONMENTAL SOLUTIONS PVT. LTD.

Disclosures for some of the key disclosure requirement for lessee involves disclosing amounts relating to the reporting period for the following items :

Particular	FY 2024-25	FY 2023-24
i. Depreciation charge for right-of-use assets	0.05	-
ii. Interest expense on lease liabilities	0.05	-
iii. Interest income recongined on SD given under lease	-	-
iv. Carrying value of right-of-use assets at the end of the reporting period	0.45	
v. Maturity Analysis of lease liability at the end of reporting period	-	
24-25	0.47	
25-26	0.44	
26-27	0.41	
27-28	0.37	
28-29	0.32	
29-30	0.28	
30-31	0.23	
31-32	0.17	
32-33	0.11	
33-34	0.04	
Total Amout of Lease liability at the end of the year	2.82	-

52 Employees Benefit**A Define benefit plan**

This section provides the report under IND AS 19 in respect of Gratuity Plan.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The fund has the form of a trust and it is governed by the Board of Trustees, which consists of an equal number of employer and employee representatives. The Board of Trustees is responsible for the administration of the plan assets and for the definition of the investment strategy.

The following tables set out the status of the gratuity plan.

Table I: Assumptions	Gratuity plan		Leave encashment plan	
Assumptions	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Discount Rate	7.35% per	7.42% per	6.79% per	7.21% per
Rate of increase in Compensation levels	8% per	8% per annum	7% per annum	7% per annum
Rate of Return on Plan Assets	7.21% per	7.48% per	NA	NA
Average future service (in years)	27.29 Years	27.81 Years	26.00 Years	26.53 Years
Mortality Rate	100 % of IALM (2012-	100 % of IALM (2012-14)		
Withdrawal rate	For Services 4 years & Below 14.73% P.A and for Services 5 years and	For Services 4 years & Below 14.73% P.A and for Services 5 years and above 14.73%		

Table II: Service Cost

Particulars	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Current Service Cost	341.41	334.69	61.02	190.81
Past Service Cost (including curtailment	-	-		
Gains or losses on Non Routine settlements	-	-		
Total	341.41	334.69	61.02	190.81

Table III: Net Interest Cost

Particulars	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Interest Cost on Defined Benefit Obligation	111.58	95.27	38.66	17.47
Interest Income on Plan Assets	16.10	15.42		
Net Interest Cost (Income)	95.48	79.85	38.66	17.47

Table IV: Change in Present Value of Obligations

Particulars	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Opening of defined benefit obligations	2,137.08	1,733.87	536.84	233.57
Liability Transferred IN	-14.80	-0.00	-	-
Service cost	408.56	387.13	61.02	190.81
Interest Cost	152.48	129.26	38.66	17.47
Benefit Paid	-365.76	-224.51	(73.01)	(25.56)
Actuarial (Gain)/Loss on total liabilities:	32.98	72.84	(160.16)	120.55

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

52 Employees Benefit

- due to change in financial assumptions	105.80	61.20	6.75	5.85
- due to change in demographic assumptions	-0.27	-	-	-
- due to experience variance	-72.55	12.29	(166.91)	114.69
Closing of defined benefit obligation	2,350.54	2,098.58	403.35	536.84

52 Employees Benefit

Table V: Change in Fair Value of Plan Assets

Particulars	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Opening fair value of plan assets	247.40	206.10		
Actual Return on Plan Assets	17.82	15.90		
Employer Contribution	344.19	208.97	73.01	25.56
Mortality charges and taxes	-0.22	-		
Benefit Paid	-344.30	-207.72	(73.01)	(25.56)
Closing fair value of plan assets	264.89	223.24	-	-

Table VI: Actuarial (Gain)/Loss on Plan Asset

Particulars	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Expected Interest Income	16.10	15.42	-	-
Actual Income on Plan Asset	16.73	15.90	-	-
Actuarial gain /(loss) on Assets	0.63	0.48	-	-

Table VII: Other Comprehensive Income

Particulars	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Opening amount recognized in OCI outside P&L account	-	-	-	-
Actuarial (gain) / loss on liabilities	-42.63	-82.62	-	-
Actuarial (gain) / loss on assets	1.27	0.48	-	-
Closing amount recognized in OCI outside P&L account	(41.36)	(82.14)	-	-

Table VIII: The amount to be recognized in Balance Sheet Statement

Particulars	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Present Value of Obligations	2,323.71	2,377.23	403.35	536.84
Fair value of plan assets	264.89	223.24		
Net Obligations	2,108.06	2,153.98	403.35	536.84
Amount not recognized due to asset limit	-	-		
Net defined benefit liability / (assets) recognized in	2,108.06	2,153.98	403.35	536.84

Table IX: Expense Recognized in Statement of Profit and Loss

Particulars	March 31, 2025	March 31, 2024	Whole Time Period	March 31, 2024
Service cost	405.59	387.13	61.02	190.81
Net Interest Cost	133.61	113.84	38.66	17.47
Net actuarial (gain)/loss	-	-	(160.72)	120.55
Expenses Recognized in the statement of Profit & Loss	539.20	500.98	(61.03)	328.83

Table X: Change in Net Defined Obligations

Particulars	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Opening of Net defined benefit liability	2,137.08	1,733.87	536.84	233.57
Liability Transferred IN	-14.80	-0.00		
Service cost	408.56	387.13	61.02	190.81
Net Interest Cost	152.48	129.26	38.66	17.47
Re-measurements	(41.36)	(82.14)	(160.16)	120.55
Employer Contribution	(344.19)	(208.97)	(73.01)	(25.56)

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

52 Employees Benefit

Other	-	150.15		
Closing of Net defined benefit liability	2,297.77	2,109.30	403.35	536.84

52 Employees Benefit

Table XI: Major categories of plan assets (as percentage of total plan assets)

Particulars	March 31,	March 31,	March 31,	March 31,
Government of India Securities	0%	0%	0%	0%
State Government Securities	0%	0%	0%	0%
High Quality Corporate Bonds	0%	0%	0%	0%
Equity Shares of Listed Companies	0%	0%	0%	0%
Property	0%	0%	0%	0%
Special Deposit Scheme	0%	0%	0%	0%
Fund Managed by Insurer	100%	100%	0%	0%
Bank Balance	0%	0%	0%	0%
Other Investments	0%	0%	0%	0%
Total	100%	100%	0%	0%

(X) Sensitivity Analysis**For Spark Mall and Parking Pvt. Ltd.**

Following table shows the sensitivity results on liability due to change in the assumptions

Particulars	As at 31st March, 2025	Impact (Absolute)	Impact %
Base liability	39.61		
Increase Discount Rate by 0.50%	36.83	(2.78)	-7.03%
Decrease Discount Rate by 0.50%	42.71	3.10	7.83%
Increase Salary Inflation by 1.00%	46.09	6.48	16.36%
Decrease Salary Inflation by 1.00%	34.29	(5.32)	-13.44%
Increase Withdrawal Rate by 5.00%	38.67	(0.94)	-2.38%
Decrease Withdrawal Rate by 5.00%			

Note :-

- 1) The base liability is calculated at discount rate of 6.79 % per annum and salary inflation rate of 7.00 % per
- 2) Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate
- 3) Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in

For SMS Vidyut Pvt. Ltd.

Following table shows the sensitivity results on liability due to change in the assumptions

Particulars	As at 31st March, 2025	Impact (Absolute)	Impact %
Base liability	18.03		0.00%
Increase Discount Rate by 0.50%	17.03	-1.00	-5.57%
Decrease Discount Rate by 0.50%	19.12	1.09	6.05%
Increase Salary Inflation by 1.00%	20.26	2.23	12.34%
Decrease Salary Inflation by 1.00%	16.10	-1.93	-10.69%
Increase Withdrawal Rate by 5.00%	17.22	-0.81	-4.48%
Decrease Withdrawal Rate by 5.00%	18.53	0.50	2.76%

Note :-

- 1) The base liability is calculated at discounted rate of 6.79% per annum and salary inflation rate of 8.00 % per
- 2) Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate
- 3) Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in

52 Employees Benefit**For SMS Water Grace BMW Pvt. Ltd**

Following table shows the sensitivity results on liability due to change in the assumptions

Particulars	As at 31st March, 2025	Impact (Absolute)	Impact %
Base liability	41.39		
Increase Discount Rate by 0.50%	40.24	(1.15)	-2.78%
Decrease Discount Rate by 0.50%	42.61	1.22	2.95%
Increase Salary Inflation by 1.00%	43.84	2.45	5.93%
Decrease Salary Inflation by 1.00%	39.15	(2.24)	-5.40%
Increase Withdrawal Rate by 5.00%	39.41	(1.98)	-4.78%
Decrease Withdrawal Rate by 5.00%	44.02	2.63	6.35%

Note :-

- 1) The base liability is calculated at discount rate of 7.35 % per annum and salary inflation rate of 8.00 % per
- 2) Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate
- 3) Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in

For SMS Envoclean Pvt. Ltd.

Following table shows the sensitivity results on liability due to change in the assumptions

Particulars	As at 31st March, 2025	Impact (Absolute)	Impact %
Base liability	64.49		
Increase Discount Rate by 0.50%	62.94	(1.55)	-2.40%
Decrease Discount Rate by 0.50%	66.12	1.64	2.54%
Increase Salary Inflation by 1.00%	67.77	3.28	5.09%
Decrease Salary Inflation by 1.00%	61.48	(3.01)	-4.67%
Increase Withdrawal Rate by 5.00%	62.48	(2.00)	-3.11%
Decrease Withdrawal Rate by 5.00%	67.30	2.81	4.36%

Note :-

- 1) The base liability is calculated at discount rate of 6.54% per annum and salary inflation rate of 8.00% per annum for all future years.
- 2) Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate.
- 3) Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in mortality are ignored.

BUTIBORI CETP PRIVATE LIMITED

Following table shows the sensitivity results on liability due to change in the assumptions

Particulars	As at 31st March, 2025	Impact (Absolute)	Impact (Absolute)
Base liability	-	-	-
Increase Discount Rate by 0.50%	-	-	-
Decrease Discount Rate by 0.50%	-	-	-
Increase Salary Inflation by 1.00%	-	-	-
Decrease Salary Inflation by 1.00%	-	-	-
Increase Withdrawal Rate by 5.00%	-	-	-
Decrease Withdrawal Rate by 5.00%	-	-	-

52 Employees Benefit

Note :-

- 1) The base liability is calculated at discount rate of 7.13 % per annum and salary inflation rate of 8.00 % per
- 2) Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate
- 3) Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

52 Employees Benefit
SMS Envocare Ltd
Following table shows the sensitivity results on liability due to change in the assumptions

Particulars	As at 31st March, 2025	Impact (Absolute)	Impact (Absolute)
Base liability	109.91		
Increase Discount Rate by 0.50%	107.57	(2.34)	-2.13%
Decrease Discount Rate by 0.50%	112.37	2.46	2.24%
Increase Salary Inflation by 1.00%	114.84	4.93	4.48%
Decrease Salary Inflation by 1.00%	105.36	(4.56)	-4.15%
Increase Withdrawal Rate by 5.00%	109.33	(0.59)	-0.53%
Decrease Withdrawal Rate by 5.00%	110.54	0.63	0.57%

1) The base liability is calculated at discount rate of 7.36% per annum and salary inflation rate of 8.00 % per

2) Liabilities are very sensitive to salary escalation rate, discount rate and withdrawal rate.

3) Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in

SMS WATER GRACE MEDIWASTE MANAGEMENT PRIVATE LIMITED
Following table shows the sensitivity results on liability due to change in the assumptions

Particulars	As at 31st March, 2025	Impact (Absolute)
Base Liability	13.86	0.00%
Increase Discount Rate by 0.50%	13.45	-2.93%
Decrease Discount Rate by 0.50%	14.29	3.11%
Increase Salary inflation by 1%	14.73	6.28%
Decrease Salary inflation by 1%	13.07	-5.68%
Increase Withdrawal Rate by 1%	13.70	-1.19%
Decrease Withdrawal Rate by 1%	14.03	1.26%

1) The base liability is calcu lated at discount rate of 6.64 % per annum and salary inflation rate of 8.00 % per

2) Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate

3) Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in

SMS INFOLINK PRIVATE LIMITED
Following table shows the sensitivity results on liability due to change in the assumptions

Particulars	As at 31st March, 2025	Impact (Absolute)
Base Liability	1.80	
Increase Discount Rate by 0.50%	1.74	-3.45%
Decrease Discount Rate by 0.50%	1.87	3.69%
Increase Salary inflation by 1%	1.94	7.47%
Decrease Salary inflation by 1%	1.68	-6.66%
Increase Withdrawal Rate by 1%	1.72	-4.34%
Decrease Withdrawal Rate by 1%	1.92	6.72%

1) The base liability is calculated at discount rate of 6.72% per annum and salary inflation rate of 8.00 % per

2) Liabilities are very sensitive to salary escalation rate, discount rate and withdrawal rate.

3) Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in

52 Employees Benefit**SMS WATER GRACE ENVIROPROTECT PRIVATE**

Following table shows the sensitivity results on liability due to change in the assumptions

Particulars	As at 31st March, 2025	Impact (Absolute)
Projected Benefit Obligation on Current Assumptions	10.53	
Increase Discount Rate by 0.50%	10.21	(0.03)
Decrease Discount Rate by 0.50%	10.88	0.03
Increase Salary Inflation by 1.00%	11.23	0.07
Decrease Salary Inflation by 1.00%	9.91	(0.06)
Increase Withdrawal Rate by 5.00%	9.85	(0.07)
Decrease Withdrawal Rate by 5.00%	11.45	0.09

1) The base liability is calculated at discount rate of 6.71% per annum and salary inflation rate of 8.00 % per

2) Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate

3) Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in

PASSCO ENVIRONMENTAL SOLUTIONS PVT. LTD.

Particulars	As at 31st March, 2025	Impact (Absolute)
Projected Benefit Obligation on Current Assumptions	26.75	-
Increase Discount Rate by 0.50%	26.09	-0.66
Decrease Discount Rate by 0.50%	27.44	0.69
Increase Salary Inflation by 1.00%	28.14	1.39
Decrease Salary Inflation by 1.00%	25.48	-1.27
Increase Withdrawal Rate by 5.00%	26.02	-0.73
Decrease Withdrawal Rate by 5.00%	27.81	1.06

The base liability is calculated at discount rate of 6.54% per annum and salary inflation rate of 8.00% per annum for all future years.

Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate.

Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in mortality are ignored.

For Maharashtra Enviro Power Ltd.

Following table shows the sensitivity results on liability due to change in the assumptions

Particulars	As at 31st March, 2025	As at 31st March, 2024
Projected Benefit Obligation on Current Assumptions	(304.32)	(277.76)
Increase Discount Rate by 0.50%	(7.51)	(6.45)
Decrease Discount Rate by 0.50%	7.92	6.80
Increase Salary Inflation by 1.00%	15.90	13.72
Decrease Salary Inflation by 1.00%	(14.58)	(12.59)
Increase Withdrawal Rate by 1.00%	(1.45)	(0.75)

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

52 Employees Benefit

Decrease Withdrawal Rate by 1.00%	1.59	0.82
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1) The base liability is calculated at discount rate of 6.54 % per annum and salary inflation rate of 8.00 % per

2) Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate

3)Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in

52 Employees Benefit

PONDA ENVOCARE LIMITED

Particulars	As at 31st March, 2025	As at 31st March, 2024
Projected Benefit Obligation on Current Assumptions	3.97	3.18
Increase Discount Rate by 0.50%	(0.11)	(0.08)
Decrease Discount Rate by 0.50%	0.12	0.09
Increase Salary Inflation by 1.00%	0.23	0.18
Decrease Salary Inflation by 1.00%	(0.21)	(0.16)
Increase Withdrawal Rate by 1.00%	(0.18)	(0.09)
Decrease Withdrawal Rate by 1.00%	0.25	0.11

1) The base liability is calculated at discount rate of 7.13 % per annum and salary inflation rate of 8.00 % per

2) Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate

3) Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in

PROCOHAT TECHNOLOGIES PRIVATE LIMITED

Particulars	As at 31st March, 2025	As at 31st March, 2024
Projected Benefit Obligation on Current Assumptions		
Delta Effect of +1% Change in Rate of Discounting	4.81	
Delta Effect of -1% Change in Rate of Discounting	5.26	
Delta Effect of +1% Change in Rate of Salary Increase	10.45	
Delta Effect of -1% Change in Rate of Salary Increase	9.20	
Delta Effect of +1% Change in Rate of Employee Turnover	10.36	
Delta Effect of -1% Change in Rate of Employee Turnover	16.51	

(XI) The defined benefit obligations shall mature after year ended 31st March, 2025 as follows:

For Spark Mall and Parking Private Limited

Projected Benefit Obligation Payable in future Years from the date of reporting	As at 31st March, 2025	As at 31st March, 2024
1st Following Year	0.52	0.58
2nd Following Year	0.56	0.63
3rd Following Year	0.63	0.66
4th Following Year	0.69	0.75
5th Following Year	0.75	0.81
After 5th Year	134.98	99.76
Total	138.13	103.19

For SMS Water Grace BMW Pvt. Ltd

Projected Benefit Obligation Payable in future Years from the date of reporting (Valued on undiscounted basis)	As at 31st March, 2025	As at 31st March, 2024
1st Following Year	3.41	2.96
2nd Following Year	5.31	2.78
3rd Following Year	4.93	2.56
4th Following Year	4.85	3.42
5th Following Year	4.49	3.16

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

52 Employees Benefit

After 5th Year	43.05	30.82
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53 Segment Reporting

(₹ in lacs)

a The company's primary business segments comprises of EPC, Mining, Environment and Others. The business segments have been identified in line with IND AS 108 on Segment Reporting.

b Segment Revenue Results & Other Information

Particulars	2024-25					2023-24				
	EPC	Mining	Environment	Others	Total	EPC	Mining	Environment	Others	Total
Revenue										
Total Segments Revenue	1,27,143.84	74,886.43	32,857.10	8,601.15	2,43,488.52	1,16,201.10	81,262.47	23,545.48	2,250.39	2,23,259.45
Less: Inter-Segment Revenue	1,075.60	24.59	256.33	1,532.26	2,888.78	289.67	-	17.78	438.42	745.88
Revenue from External Customer	1,26,068.24	74,861.84	32,600.77	7,068.89	2,40,599.74	1,15,911.43	81,262.47	23,527.70	1,811.97	2,22,513.57
Results										
Segment results	8,899.21	37,632.41	26,554.38	3,453.17	76,539.17	26,512.97	35,566.50	18,846.04	1,317.69	82,243.20
Less: Inter-Segment results	300.52	-	1,212.68	198.11	1,711.30	17.13	-	-	8.64	25.77
Operating profit	8,598.69	37,632.41	25,341.71	3,255.06	74,827.87	26,495.84	35,566.50	18,846.04	1,309.05	82,217.43
Other Income	4,608.41	227.14	2,560.56	2,623.84	10,019.95	3,094.34	892.81	1,121.54	1,271.23	6,379.93
Employee Benefit Expense	3,418.07	12,971.55	3,052.11	1,490.05	20,931.79	3,562.82	12,685.24	2,080.72	239.29	18,568.07
Other Expenses	2,208.66	4,290.44	2,573.39	616.86	9,689.36	2,452.83	2,937.80	2,272.42	494.95	8,158.00
Finance costs	1,340.51	8,102.30	3,449.61	6,416.98	19,309.40	3,005.81	5,100.72	2,896.94	5,934.05	16,937.52
Unwinding of lease liabilities	6.15	1,875.96	-	-	1,882.11	8.83	3,511.68	-	-	3,520.51
Depreciation / Amortisation	2,726.62	5,371.57	5,668.88	1,268.68	15,035.75	4,055.44	4,901.06	3,182.57	1,002.58	13,141.66
Inter segment	350.29	1.92	711.68	113.59	1,177.48	(35.19)	1.55	357.26	396.49	720.11
Profit Before Share of profit/(loss) of an Associate Companies, Exceptional Items and Tax	3,857.37	5,249.65	13,869.95	(3,800.07)	19,176.91	16,469.25	7,324.37	9,892.20	(4,694.10)	28,991.71
Share of profit / (loss) of associate companies	-	-	-	(164.52)	(164.52)	-	-	-	117.52	117.52
Exceptional Items	7.86	-	-	-	7.86	507.19	-	-	716.90	1,224.09
Profit before tax	3,849.52	5,249.65	13,869.95	(3,964.58)	19,004.54	15,962.05	7,324.37	9,892.20	(5,528.52)	27,650.10
Current tax	932.58	896.71	4,378.07	51.87	6,259.23	1,517.02	3,068.71	355.85	0.11	4,941.69
Deferred Tax	335.31	241.20	(711.82)	856.80	721.48	1,514.07	23.55	(293.43)	(895.40)	348.79
Profit after tax	2,581.62	4,111.74	10,203.71	(4,873.24)	12,023.83	12,930.97	4,232.11	9,829.77	(4,633.23)	22,359.61
Assets										
Segment assets	1,26,627.97	1,26,303.67	1,07,582.61	1,04,553.18	4,65,067.42	1,20,213.07	1,08,800.10	95,924.49	93,585.53	4,18,523.18
Intercompany assets	19,793.73	-	11,214.14	20,898.03	51,905.90	17,075.11	-	16,989.29	19,159.26	53,223.66
Total assets	1,06,834.24	1,26,303.67	96,368.46	83,655.15	4,13,161.52	1,03,137.96	1,08,800.10	78,935.20	74,426.27	3,65,299.52
Liabilities										
Segment liabilities	95,208.07	46,491.70	56,152.27	85,259.63	2,83,111.67	85,763.45	34,126.07	52,292.24	88,499.42	2,60,681.19
Intercompany liabilities	2,797.42	6,456.66	13,374.41	29,051.96	51,680.45	452.38	2,470.25	12,336.01	37,739.56	52,998.20
Total liabilities	92,410.65	40,035.04	42,777.86	56,207.67	2,31,431.22	85,311.08	31,655.82	39,956.23	50,759.86	2,07,682.98

SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

54 Related Party Disclosures as required in terms of “Indian Accounting Standard [IND AS] 24 are given below:

1 Relationships (Related Party relationships are as identified by the Company and relied upon by the auditors)

A Subsidiary

1	SMS Infolink Pvt. Ltd.	7	SMS Waste Management Pvt. Ltd.
2	SMS Hazardous Waste Management Pvt. Ltd	8	PT. SMS Minerals International
3	Spark Mall & Parking Pvt. Ltd.	9	SMS Mining Limited
4	SMS Taxi Cabs Pvt. Ltd.	10	SMSL Ketki MDO Project Limited
5	SMS Vidyut Pvt. Ltd.	11	SMS Envocare Limited
6	SMS-AABS India Tollways Private Limited		

Step-down subsidiary Companies

Subsidiary of SMS Envocare Limited :		Subsidiary of Spark Mall & Parking Pvt. Ltd. :	
1	SMS Envoclean Pvt. Ltd.	1	Medisearch Life Sciences Pvt. Ltd
2	SMS Water Grace BMW Pvt. Ltd		
3	Maharashtra Enviro Power Ltd.	Subsidiary of SMS Infolink Pvt. Ltd. :	
4	Butibori CETP Private Limited	1	Procohat technologies Pvt. Ltd.
5	SMS Waluj CETP Private Limited		
6	SMS Watergrace Enviroprotect Private Limited	2nd layer subsidiary of SMSL:	
7	Envotech Waste Management Limited (Not a step down subsidiary from 20)	Subsidiary of SMS Envoclean Pvt. Ltd. :	
8	Enviroprotect Waste Management Limited (Under process of strike off)	1	Passco environmental solutions pvt ltd (100% holding through SMS Envoclean Private Limited & SMS Watergrace BMW Private Limited)
9	Ponda Envocare Limited	Subsidiary of Procohat technologies Pvt. Ltd. :	
10	SMS Greentech Private Limited	1	Ansilbyte Technologies Private Limited
11	SMS Water Grace Mediawaste Management Private Limited	2	Infivent Solutions Technologies Private Limited
12	Nilawars Watergrace Waste Management Private Limited		
13	Western Integrated Waste Management Facility Private Limited		
14	Watergrace Biomedical Waste Private Limited		

B Joint Ventures

1	SMS Infrastructure Ltd. & D. Thakkar Construction Pvt. Ltd. JV	11	SMSL-SRRCIPL (J V)
2	SMS Infrastructure Ltd - Aarti Infra-Projects Pvt. Ltd. J.V.	12	SMSIL-MBPL (JV)
3	SMS Infrastructure Ltd. Shreenath Enterprises J.V.	13	Meghe SMS Health Sciences Consortium (SPV)
4	SRRCIPL-SMSL-BEKEM-JV	14	AGIPL-SMSIL (JV)
5	Shaktikumar M. Sancheti Ltd. & S N Thakkar Construction Pvt. Ltd. JV	15	Sanbro Corporation
6	GSJ Envo Ltd. In consortium with SMS Infrastructure Ltd.	16	Saket - SMSIL (JV)
7	SMSIL KTCO (JV)	17	SRRCIPL-SMSL (J V)
8	Bhartia SMSIL (JV)	18	SRRCIPL SMSL (JV)-Mahabubnagar
9	SMSIL-MBPL-BRAPL (JV)	19	SMSL-MBPL JV Durg-package-A
10	GDCL-SMSIL (J.V.)	20	SRRCIPL SMSL (JV)-Sharavathi

C Associates

Associates of SMS Limited :

1	RCCL Infrastructure Ltd.
2	SMS AAMW Tollways Pvt. Ltd.

Step-down Associate

Associates of SMS Vidyut Private Limited :

1	Fire Arcor Infrastructure Private Limited
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SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

54 Related Party Disclosures as required in terms of “Indian Accounting Standard [IND AS] 24 are given below:

1 Relationships (Related Party relationships are as identified by the Company and relied upon by the auditors)

D Key Management Personnel

1	Anand S. Sancheti -Managing Director	49	Ranjoo Batra
2	Dilip B Surana - Whole Time Director	50	Asif Hussain - Managing Director
3	Paramveer A Sancheti- Whole Time Director	51	Rakesh Mishra - Whole Time Director
4	Nirbhay A Sancheti- Whole Time Director	52	Prashant Maske - Whole Time Director
5	Akshay A Sancheti- Whole Time Director	53	Satish Wate- Independent Director
6	Ajay Kumar Lakhota-Independent Director	54	Anita Rao- Independent Director
7	Anil Kumar Jha - Independent Director (Appointed from 01/04/2024)	55	Premlata Saboo- Independent Director
8	Hemant Lodha-Additional Director (Non Executive)	56	Kishore Malviya- Director
9	Ramachandra Rao Kasaraneni - Whole-time director (Appointed From 22/05/2024)	57	Deepak Jain - Director
10	Rajesh Kumar Gupta-CFO	58	Gautam Jalan - Director
11	Smita Agarkar-CS	59	Aditya Nilawar - Director
12	Anju Bhagwani- Company Secretary	60	Saurabh Gautam- Director
13	Shailendra Singhal	61	Amit Nilawar - Director
14	Navneet Kumar Pandey	62	Kishore Malviya Director
15	Ayush Agrawal	63	Manoj Ramchandra Rode - Director
16	Afzal Sorathiya - Director upto 19.12.2024	64	Sunil Govind Dandawate - Director
17	Hetal Sampat - Director from 4.12.2024	65	Pradeep Gajanan Mulay - Director
18	Manish Bindeswar Prasad Sinha- Director	66	Anjali P. Mulay
19	Sunil Suresh Rao Daithankar-Director	67	Deepa M. Rode
20	Deepakraj Thakur (from 20/05/2024)	68	Ila Tiwari - Whole Time Director
21	Ravindra Dahake (from 11/03/2024)	69	Avinash Bawane - Non-Executive Director
22	Pradyumna Paranjape (upto 20/05/2024)	70	Asif Hussain - Non-Executive Director
23	Hemant Hathiwalwa- Director	71	Wasudev Mishra -Director
24	Vasant Mhaisalkar- Independent Director	72	Hetal Sampat - Director (Upto 11-06-25)
25	Kishore Malviya - Director	73	Saloni Bagwani - Director
26	Rajeev Agrawal- Independent Director	74	Saurabh Gautam- Whole-Time Director
27	Avinash Bawane - CFO	75	Anup Nilawar - Director
28	Rajesh Kumar Gupta- Director	76	Chetan Bora - Director
29	Avinash Bawane-Director	77	Vinay Patel - Executive Director
30	Pranav Akhileshwar Kumar - CFO & Whole Time Director till 19.05.24 later on appointed as Managing Director from 20.05.25	78	Prabal Pratapsingh Jadon - Director
31	Rajesh kumar Gupta - Director	79	Klshore Malviya - Director
32	Shruti Kishor Zullarwar - Company Secretary	80	Gitesh Sabane
33	Pardyumna Paranjape - Managing Director (resigned on 20.05.24)	81	Bhupesh Moon
34	Bhupesh Moon- Additional Director (appointed on 20.05.24)	82	Saurabh Gautam
35	Deepakraj Thakur - CFO (appointed on 20.05.24)	83	Kishore Malviya- Director
36	Pundlik S. Shipekar	84	Prabal Pratapsingh Jadaun - Director
37	Sachin B. Patil	85	Aditya Nilawar - Director
38	Girish Mandlik Director	86	Kishore Malviya - Director
39	wasudev mishra- Director	87	Chetan Bora - Director
40	Ranjit Bhatnagar -Director	88	Amit Nilawar - Director
41	Swapnil Bhujade -Director	89	Anisha Jena
42	Dr. Kishore Malviya- Non-Executive Director	90	Jagat Bandhu Jena
43	Prabal Pratap Singh - Wholetime Director	91	Swayam Prakash Jena
44	Aditya Nilawar -Non-Executive Director	92	Sabyasachi Mohapatra
45	Jayant Padgilwar - Independent Director	93	Asif Abu Muzzafar Hussain
46	Satish Wate- Independent Director	94	Prashant Mahadeorao Maske
47	Pramod Batra	95	Narhari Arun Mendhekar
48	Saloni Bagwani		

SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

54 Related Party Disclosures as required in terms of “Indian Accounting Standard [IND AS] 24 are given below:

1 Relationships (Related Party relationships are as identified by the Company and relied upon by the auditors)

E Other Related Parties

1	Breakvelop Private Limited	31	Ajay S Sancheti-HUF
2	Oracity life sciences LLP	32	Varun A Sancheti
3	SMS Multi Objective Organisation	33	Rashi V Sancheti
4	Atul Multi Objective Organisation	34	S.M. Sancheti-HUF
5	Valencia Constructions Pvt. Ltd.	35	Abhay H Sancheti-HUF
6	Veet Rag Exploration & Minerals Pvt. Ltd.	36	Anand S Sancheti HUF
7	Veet Rag Hospitality Pvt. Ltd.	37	Dilip B Surana HUF
8	San Commercials Pvt. Ltd.	38	Kavita D Surana
9	Grey Mountain Private Limited	39	Shreya Dilip Surana
10	San Finance Corporation	40	Sakshi Dilip Surana
11	Sanson Developers	41	Ayushajay Construction Private Limited
12	KPANV Mines and Mineral LLP	42	Ajay Agrawal
13	Spanv Medisearch Lifesciences Private Limited	43	Shakuntala Agrawal
14	Best Power Plus Private Limited	44	Usha Agrawal
15	Kingsway Foundation	45	Neha Agrawal
16	Pinnacle	46	Neena Singhal
17	BSS Associates	47	Kamna Pandey
18	Mrs. Raveena Nirbhay Sancheti	48	Agroh Infrastructure Developers Private Limited
19	Trishala Anand Sancheti	49	Surya International Pvt. Ltd.
20	Mrs. Kavita Paramveer Sancheti	50	B E Infratech Private Limited
21	Smt. Bharati Sancheti	51	Nivan Balaji Venture Private Limited
22	Karan Anand Sancheti	52	Pravesh Infra Projects Private Limited
23	Mrs. Savita Ajay Sancheti	53	Srishty Energy Systems Private Limited
24	Smt. Vijaya Sancheti	54	Adianubhav Developers Pvt. Ltd.
25	Mrs. Shruti Anand Sancheti	55	Valencia Cosntruction Pvt Ltd
26	Mrs. Shreya Akshay Sancheti	56	Spaj Impax Pvt Ltd
27	KPANV Ventures LLP	57	White Horse Minfra Pvt Ltd
28	SPANV Enterprises	58	SJ Enviroment Solution
29	Abhaykumar Ajaykumar Agricultural		
30	Ajay S Sancheti		

2 Related Party transactions during the year are as follows:

SR. NO.	Particulars	Key Management Personnel		Associates		Joint Venture		Other Related Parties	
		2025	2024	2025	2024	2025	2024	2025	2024
1	Commission & Brokerage	-	-	-	-	-	-	-	130.00
2	Consultancy Expenses	-	-	-	-	-	-	28.32	28.32
3	Dividend Paid During the year	-	-	-	-	-	-	2,743.22	4,800.29
4	Donation	-	-	-	-	-	-	1.15	1.70
5	Interest Expenses	0.19	-	-	-	108.48	48.62	945.02	939.93
6	Interest Income	-	-	-	-	-	-	121.19	15.93
7	Investment in Debentures	-	-	-	-	-	-	-	660.00
8	Lease Rent	528.20	183.48	-	-	-	-	993.12	542.24
9	Managerial Remuneration	1,417.87	1,584.13	-	-	-	-	49.08	162.00
10	Other Services Rendered	-	0.52	-	-	-	-	2.38	36.74
11	Payment made for Services/ goods	-	-	-	-	-	-	1,933.72	74.69
12	Purchase of Service / Material	-	-	-	-	1.69	-	3,161.12	79.54
13	Refund of Share Application Money	-	-	-	-	-	-	-	140.00
14	Reimbursement of expenses	-	-	-	-	412.20	152.88	9.17	15.16
15	Rent Expenses	-	-	-	-	-	-	22.89	18.00
16	Rent Income	0.33	-	-	-	-	-	1.29	1.01
17	Revenue from Operations	-	-	-	-	30,878.67	18,899.93	0.03	-
18	Royalty Expenses	-	-	-	-	15.28	3.38	-	-
19	Sale of Asset	1,021.33	1,892.58	-	-	-	-	3.31	1,712.34
20	Sale of Service/Material	-	-	-	-	-	-	36.17	8.13
21	Security Deposit given	-	1,430.73	-	-	109.75	(370.57)	0.30	631.26
22	Security Deposit Taken	-	-	-	-	6.62	1,000.00	-	-
23	Services Taken	-	-	-	-	400.35	264.01	107.16	79.25
24	Share Purchase/(sold)	-	-	-	-	-	-	256.64	1,788.10
25	Sitting Fees	137.00	130.25	-	-	-	-	-	-
26	Investment by Holding	-	-	468.12	468.12	1,037.42	1,060.32	-	-
27	Investment by others	-	-	-	-	-	-	-	(25,123.60)
28	Loan \ Advances Given(Repaid)	659.44	55.29	-	-	2,624.90	750.54	69,910.36	75,434.90
29	Loan /Advances Taken (Recovered)	1,175.19	121.77	-	-	2,329.25	308.07	52,918.68	53,259.35
30	Purchase of Assets	-	-	-	-	-	-	1.17	-
31	Other Transactions Paid	-	0.06	-	-	-	-	62.43	5.14
32	Other Transactions Received	1.70	1.19	-	-	-	-	91.36	32.15
33	Net Investment /(Redemption) in	-	-	-	-	-	-	(3,950.00)	-
34	Change in Investment	-	-	-	-	(14.36)	538.32	-	-
35	Outstanding Balances included in	(2,493.44)	(4,032.90)	1,038.89	1,038.89	394.35	53.55	37,860.24	36,692.61

55 Financial instruments

The fair value of the financial assets are included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

- a Fair values of financial assets and liabilities measured at amortised cost The carrying amounts of trade receivables, short term deposits, cash and cash equivalents, trade payables are considered to be the same as their fair values, due to their short-term nature. The Company considers that the Security Deposits does not include a significant financing component. The security deposits coincide with the company's performance and the contract requires amounts to be retained for reasons other than the provision of finance. The withholding of a specified percentage of each milestone payment is intended to protect the interest of the company, from the contractor failing to adequately complete its obligations under the contract. Accordingly, transaction cost of Security deposit is considered as fair value at initial recognition and subsequently measured at amortised cost. Significant estimates: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgment to select a method and makes suitable assumptions at the end of each reporting period.
- b Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, if required allowances are taken to account for the expected losses of these receivables. Accordingly fair value such instrument is not materially different from there carrying amount.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which major inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data (Unobservable input data).

A Financial instruments by category

The carrying value and fair value of financial instruments by categories as at 31 March 2025 were as follows:

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Investments	47,783.70	-	12,660.51	60,444.22	60,444.22
Trade receivables	34,608.25	-	-	34,608.25	34,608.25
Loans	49,673.75	-	-	49,673.75	49,673.75
Others financial assets	38,707.74	-	-	38,707.74	38,707.74
Cash and cash equivalents	6,199.83	-	-	6,199.83	6,199.83
Other bank balances	6,041.63	-	-	6,041.63	6,041.63
Liabilities:					
Borrowings	1,50,092.50	-	-	1,50,092.50	1,50,092.50
Trade payables	30,476.96	-	-	30,476.96	30,476.96
Other financial liabilities	31,113.22	-	-	31,113.22	31,113.22

The carrying value and fair value of financial instruments by categories as at 31 March 2024 were as follows:

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Investments	39,734.15	-	13,333.52	53,067.67	53,067.67
Trade receivables	33,166.23	-	-	33,166.23	33,166.23
Loans	36,803.46	-	-	36,803.46	36,803.46

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

Others financial assets	40,734.25	-	-	40,734.25	40,734.25
Cash and cash equivalents	4,862.67	-	-	4,862.67	4,862.67
Other bank balances	4,705.77	-	-	4,705.77	4,705.77
Liabilities:					
Borrowings	1,33,632.08	-	-	1,33,632.08	1,33,632.08
Trade payables	23,933.54	-	-	23,933.54	23,933.54
Other financial liabilities	33,753.69	-	-	33,753.69	33,753.69

56 Financial Risk Management

The Company's activities expose it to the following risks:

Credit risk

Interest risk

Liquidity risk

A Credit Risk

Credit Risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and unbilled revenue) and from its financing activities including deposits with banks and financial institutions, investments, foreign exchange transactions and other financial instruments.

i Trade receivables

Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

The impairment analysis is performed at each reporting date on an individual basis for clients. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security.

Credit risk exposure

The Company's credit period generally ranges from 30 – 60 days are as below.

Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivables	34,608.25	33,166.23
Work in progress	19,863.58	22,318.06
Total	54,471.83	55,484.29

The Company evaluates the concentration of risk with respect to trade receivables as low as they are spread across multiple geographies and multiple industries.

Exposure to the Credit risk on the financial guarantee:

Particulars	As at 31 March 2025	As at 31 March 2024
Bank Guarantees	87,957.07	79,867.95
Total	87,957.07	79,867.95

ii Financial instruments and deposits with banks

Credit risk is limited as we generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Counterparty credit limits are reviewed by the Company periodically and the limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

B Liquidity risk

Liquidity is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the cash and cash equivalents is sufficient to meet its current requirements. Accordingly no liquidity risk is perceived.

The break-up of cash and cash equivalents, deposits and investments is as below.

Particulars	As at 31	As at 31
Cash and cash equivalent	6,199.83	4,862.67

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

56 Financial Risk Management

Bank balance other cash and cash equivalent	6,041.63	4,705.77
Total	12,241.46	9,568.44

56 Financial Risk Management

Maturity patterns of borrowings

At 31st March 2025	Up to 1 year	1 to 5 years	Beyond 5 Years	Other	Total
Long term borrowings (Including current maturity of long term debt)	13,779.63	15,644.30	-	3,83,737.60	4,13,161.52
Short term borrowings	38,256.69	-	-	-19,710.32	18,546.37
Lease Liabilities	0.84	3.34	89.35	73,270.60	73,364.13
Total	52,037.16	15,647.64	89.35	4,37,297.88	5,05,072.02

At 31st March 2024	Up to 1 year	1 to 5 years	Beyond 5	Other	Total
Long term borrowings (Including current maturity of long term debt)	6,471.66	21,400.80	7,231.79	16,326.03	51,430.29
Short term borrowings	56,128.61	-	-	19,448.99	75,577.60
Lease Liabilities	1.41	3.83	86.88	6,532.07	6,624.19
Total	62,601.69	21,404.63	7,318.67	42,307.09	1,33,632.08

Maturity patterns of other Financial Liabilities

As at 31st March, 2025	6 months or less	6-12 months	Beyond 12 months	Other	Total
Trade payable	1,648.63	0.08	2.20	16,174.87	17,825.78
Creditors for Capital goods	413.17	-	-	-	413.17
Other Financial Liability (Current & Non Current)	1,338.67	-	5,837.49	39,610.37	46,786.53
Total	3,400.47	0.08	5,839.69	55,785.24	65,025.48
As at 31st March, 2024	6 months or less	6-12 months	Beyond 12 months	Other	Total
Trade payable	1,406.23	199.62	37.97	21,920.35	23,564.18
Creditors for Capital goods	369.36	-	-	-	369.36
Other Financial Liability (Current & Non Current)	4,003.70	-	5,324.56	24,425.43	33,753.69
Total	5,779.30	199.62	5,362.53	46,345.78	57,687.24

Note: While preparing consolidated disclosure of maturity patterns, we have considered only financial of those subsidiaries in which these disclosures are available and the remaining balance is shown under "Other".

C Market Risk**Foreign exchange rates**

The Company has balances in foreign currency and consequently the Company is exposed to foreign exchange risk. The exchange rate between the rupee and foreign currencies has changed substantially in recent years, which has affected the results of the Company, and may fluctuate substantially in the future. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

Interest rate

56 Financial Risk Management

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's exposure to the risk of changes in interest rates relates primarily to the Company's debt obligations with floating interest rates. The Company's borrowings are short term / working capital in nature and hence is not exposed to significant interest rate risk.

56 Financial Risk Management

Price Risk

Price risk is the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk).

The company is exposed to price risk due to investments in equity shares and classified as fair value through profit and loss.

Others Risk Exposure

Salary Escalation Risk:

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic Risk

The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Regulatory Risk

Gratuity benefit is paid in accordance with the requirements of the payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g., Increase in the maximum limit on gratuity of ₹ 20 lacs)

SMS Limited
Notes to Consolidated Financial Statements for the year ended 31st March,2025
57 Interest in other entities
i Subsidiaries

The Group's subsidiaries as at 31 March 2025 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation is also their principal place of business.

Sr. No.	Name of the entity	Country of incorporation	Ownership interest held by the group (%)		Ownership interest held by non controlling interests (%)		Principal activities
			31-Mar	31-Mar	31-Mar	31-Mar	
			2025	2024	2025	2024	
1	SMS Infolink Pvt. Ltd.	India	100.00%	100.00%	0.00%	0.00%	Information Technology
2	SMS Hazardous Waste Management Pvt. Ltd (Formerly Known as SMS Mine Developers Pvt. Ltd)	India	51.00%	51.00%	49.00%	49.00%	Mining Contractor
3	Spark Mall and Parking Private Limited	India	100.00%	100.00%	0.00%	0.00%	Multi Level Car Parking , Commercial Complex & Minerals trading
4	SMS Taxi Cabs Pvt. Ltd.	India	60.00%	60.00%	40.00%	40.00%	Rent A Cab
5	SMS Vidhyut Pvt. Ltd.	India	100.00%	100.00%	0.00%	0.00%	Hydro Power Plant
6	SMS-AABS India Tollways Private Limited	India	51.00%	51.00%	49.00%	49.00%	Toll Activity
7	SMS Waste Management Pvt. Ltd.	India	100.00%	100.00%	0.00%	0.00%	Hazardous Waste Treatment Service
8	PT. SMS Minerals International*	Indonesia	80.00%	80.00%	20.00%	20.00%	Trading of Mineral
9	SMS Mining Limited	India	100.00%	100.00%	0.00%	0.00%	Mining Contractor
10	SMSL Ketki MDO Project Limited	India	100.00%	100.00%	0.00%	0.00%	Mining Contractor
11	SMS Envocare Limited	India	100.00%	100.00%	0%	0%	Consultancy Services & Environmental projects
Step down Subsidiaries:-							
1	Medisearch Life Sciences Private Limited	India	100.00%	100.00%	0.00%	0.00%	provide tertiary and quarternary care hospital and research institute
2	SMS Envoclean Pvt. Ltd.	India	56.02%	56.02%	43.98%	43.98%	Bio Medical Waste Treatment Service
3	SMS Water Grace BMW Pvt. Ltd	India	56.03%	56.03%	43.97%	43.97%	Bio Medical Waste Treatment Service
4	Maharashtra Enviro Power Ltd.	India	92.08%	92.08%	7.92%	7.92%	Hazardous Waste Treatment Service
5	SMS Water Grace Enviroprotect Private Limited	India	55.54%	55.54%	44.46%	44.46%	Management of biomedical waste management & disposal Services
6	SMS Water Grace Mediwaaste Management Private Limited	India	56.02%	56.02%	43.98%	43.98%	Management of biomedical waste management & disposal Services
7	Butibori CETP Private Limited	India	84.45%	84.45%	15.55%	15.55%	Running Common Effluent Treatment Plant
8	SMS Waluj CETP Private Limited	India	51.00%	51.00%	49.00%	49.00%	Running Common Effluent Treatment Plant
9	Western Integrated Waste Management Facility Private Limited	India	51.00%	51.00%	49.00%	49.00%	Management of Hazardous Industrial Solid Waste
10	Enviroprotect Waste Management Limited #	India	100.00%	100.00%	0.00%	0.00%	Hazardous Waste Treatment Service
11	Envotech Waste Management Limited (Not a step down subsidiary from 20.03.2025)\$	India	0.00%	100.00%	0.00%	0.00%	Integrated waste management plant
12	Nilawars Watergrace Waste Management Private Limited	India	97.44%	97.44%	2.56%	2.56%	Bio Medical Waste Treatment Service
13	Ponda Envocare Limited	India	100.00%	100.00%	0.00%	0.00%	Integrated waste management plant

57 Interest in other entities**i Subsidiaries**

The Group's subsidiaries as at 31 March 2025 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation is also their principal place of business.

Sr. No.	Name of the entity	Country of incorporation	Ownership interest held by the group (%)		Ownership interest held by non controlling		Principal activities
			31-Mar	31-Mar	31-Mar	31-Mar	
			2025	2024	2025	2024	
14	SMS Greentech Private Limited	India	100.00%	100.00%	0.00%	0.00%	Management of biomedical waste management & disposal Services
15	Watergrace Biomedical Waste Private Limited ^	India	51.00%	51.00%	49.00%	49.00%	Management of biomedical waste management & disposal Services
16	Procohat technologies Pvt. Ltd.\$\$	India	51.00%	0.00%	49.00%	0.00%	software development, IT consultancy, data analytics, cloud infrastructure, and AI implementation
17	PASSCO Environemntal Solutions Pvt Ltd^^	India	100.00%	0.00%	0.00%	0.00%	Common Bio-Medical Waste Treatment Facility
18	Ansilbyte Technologies Private Limited \$\$\$	India	50.49%	0.00%	49.51%	0.00%	IT Consultancy Services
19	Infivent Solutions Technologies Private Limited\$\$\$	India	30.60%	0.00%	69.40%	0.00%	computer programming, consultancy, and related activities

* The Financial statement/financial information have not been considered for the purpose of consolidation due to non-receipt of certified financial statement from the management of respective companies. The management is of the opinion that there will not be any material transactions during current year financial statement of the respective foreign entities and there is no consequential impact on consolidated financial statement.

The investee company is currently under the process of strike-off in accordance with the provisions of the Companies Act, 2013.

\$ The company SMS Envocare Limited sold its entire stake in subsidiary Envotech Waste Management Ltd on March 20, 2025, at cost. Consequently, Envotech Waste Management Ltd is no longer reflected as a subsidiary on the company's balance sheet.

\$\$ During the year, SMS Infolink Private Limited acquired a 51% controlling interest in Procohat Technologies Private Limited. Consequently, Procohat Technologies Private Limited became a subsidiary of the Company.

\$\$\$ During the year, Procohat Technologies Private Limited acquired a 60% controlling interest in Infivent Solutions Technologies Pvt. Ltd. & 99% controlling interest in Ansilbyte Technologies Private Limited. Consequently, Infivent Solutions Technologies Pvt Ltd & Ansilbyte Technologies Private Limited became a subsidiary of the Company.

^ During the year the SMS Envocare has subscribed Shares of Watergrace Biomedical Waste Pvt Ltd at face of value of Rs. 10 per share.

57 Interest in joint ventures

(₹ in lacs)

iii The Group's joint ventures as at 31 March 2025 are set out below.

Sr. No.	Name of the entity	Country of incorporation	Ownership interest	Carrying amount as at		Principal activities
				31-Mar	31-Mar	
				2025	2024	
1	SMS Infrastructure Ltd. & D. Thakkar Construction Pvt. Ltd. JV	India	70.00%	328.44	299.60	Infrastructure
2	SMS Infrastructure Ltd - Aarti Infra-Projects Pvt. Ltd. J.V.	India	51.00%	37.16	37.22	Infrastructure
3	SMS Infrastructure Ltd. Shreenath Enterprises J.V. #	India	36.50%	0.75	0.75	Infrastructure
4	Shaktikumar M. Sancheti Ltd. & S N Thakkar Construction Pvt. Ltd. JV	India	65.00%	296.05	284.57	Infrastructure
5	GSJ Envo Ltd. In consortium with SMS Infrastructure Ltd. (AOP)	India	70.00%	105.13	110.48	Infrastructure
6	SMSIL KTCO (JV)	India	50.00%	2.41	2.72	Infrastructure
7	Bhartia SMSIL (JV)*	India	49.00%	11.35	11.38	Infrastructure
8	SMSIL-MBPL-BRAPL (JV)	India	57.00%	(21.14)	(19.96)	Infrastructure
9	GDCL-SMSIL (J.V.)	India	40.00%	-	-	Infrastructure
10	SMSL-SRRCIPL (J V)	India	60.00%	87.49	46.53	Infrastructure
11	SRRCIPL-SMSL-BEKEM JV	India	20.00%	(2.06)	(2.04)	Infrastructure
12	Sanbro Corporation	India	26.00%	(87.94)	(87.77)	Infrastructure
13	SMSIL-MBPL (JV)	India	63.33%	18.60	49.08	Infrastructure
14	SMSL-SAKET (JV)	India	40.00%	23.77	28.67	Infrastructure
15	Meghe SMS Health Sciences Consortium (SPV)	India	50.00%	69.10	69.10	Running Medical college & Hospital
16	AGIPL -SMSL (JV) *	India	20.00%	2.00	0.96	Infrastructure
17	SRRCIPL - SMSL (JV)	India	30.00%	(0.30)	(0.11)	Infrastructure
18	SMSL-MBPL JV DURG-PACKAGE A	India	60.00%	270.84	223.07	Infrastructure
19	SRRCIPL-SMSL (Jv)-Mahabubnagar	India	20.00%	(3.88)	(2.90)	Infrastructure
20	SRRCIPL SMSL (JV)-Sharavathi	India	20.00%	(6.65)	-	Infrastructure
				1,131.11	1,051.35	

The Jointly controlled entities had prepared their financial statement in accordance with accounting principles generally accepted in India (Indian GAAP). These financial statements are consolidated based on conversion adjustments.

Due to unavailability of financial statement the financial effect of these one Joint Controlled Entities are not considered in the consolidated financial statement and balances appearing in the books of accounts of the holding company is considered as investment.

* The financial statement/ financial information of Bhartia SMSIL (JV) and SRRCIPL-SMSL-BEKEM (JV) are unaudited and have been furnished to us by the Management of the JV. These financial statement have been consolidated solely on the basis of such unaudited financial statement / financial information.

57 Interest in other entities

(₹ in lacs)

iv Table below provide summarised financial information for Joint venture

Particulars	SMS & SNT JV		SMS & DTC JV		SMS & AIPPL JV	
	31-Mar	31-Mar	31-Mar	31-Mar	31-Mar	31-Mar
	2025	2024	2025	2024	2025	2024
Non-current assets	102.86	102.86	425.50	421.70	212.30	212.30
Current assets						
Cash and cash equivalents	32.80	210.39	8.23	16.78	0.50	0.55
Other assets	1,495.56	1,523.02	209.56	228.40	3.27	7.27
Current assets	1,528.36	1,733.41	217.79	245.18	3.77	7.83
Non-current liabilities						
Financial liabilities (excluding trade payables)	-	-	300.00	300.00	-	-
Other liabilities	-	-	-	-	-	-
Non-current liabilities	-	-	300.00	300.00	-	-
Current liabilities						
Financial liabilities (excluding trade payables)	777.85	747.77	2.87	2.87	0.64	0.58
Other liabilities	387.94	637.42	11.98	64.41	0.52	0.52
Current liabilities	1,165.79	1,385.19	14.85	67.28	1.17	1.10
Net assets	465.43	451.08	328.44	299.60	214.90	219.03
Group share of net assets	296.05	284.57	328.44	299.60	37.16	37.22
Revenue	603.75	1,493.11	1,374.32	1,994.08	-	-
Works Direct Expenses	591.31	1,470.71	1,335.62	1,928.27	-	-
Administrative Expenses	-	-			-	-
Depreciation and amortisation	-	-			-	-
Finance cost	-	-	-	2.08	-	-
Other Expense	0.72	0.73	21.12	32.72	0.12	20.72
Profit/ (Loss) for the year before tax	11.72	21.67	17.57	31.01	(0.12)	(20.72)
Tax	3.66	6.76	-	9.68	-	-
Profit/ (Loss) after tax	8.06	14.91	17.57	21.34	(0.12)	(20.72)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	8.06	14.91	17.57	21.34	(0.12)	(20.72)
Group share of profit/ (Loss)	5.24	9.69	12.30	14.94	(0.06)	(10.57)
Group share of OCI	-	-	-	-	-	-
Group share of total comprehensive income	5.24	9.69	12.30	14.94	(0.06)	(10.57)

57 Interest in other entities

(₹ in lacs)

iv Table below provide summarised financial information for Joint venture

Particulars	SMS-BEKEM Jv		SMSL-MBPL JV		SMS & KTCO JV	
	31-Mar	31-Mar	31-Mar	31-Mar	31-Mar	31-Mar
	2025	2024	2025	2024	2025	2024
Non-current assets	1,073.31	1,073.31	111.85	131.59	4.99	4.99
Current assets						
Cash and cash equivalents	0.09	0.09	0.61	18.68	2.22	2.22
Other assets	342.24	342.24	90.96	90.96	-	-
Current assets	342.33	342.33	91.57	109.64	2.22	2.22
Non-current liabilities						
Financial liabilities (excluding trade payables)	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-
Current liabilities						
Financial liabilities (excluding trade payables)	342.18	342.18	0.08	0.08	2.39	1.77
Other liabilities	629.98	629.98	130.00	130.00	-	-
Current liabilities	972.17	972.17	130.08	130.08	2.39	1.77
Net assets	443.47	443.47	73.34	111.16	4.83	5.45
Group share of net assets	(2.06)	(2.04)	18.60	49.08	2.41	2.72
Revenue	-	-	-	-	-	-
Works Direct Expenses	-	-	-	-	-	-
Administrative Expenses	-	-	-	-	-	-
Depreciation and amortisation	-	-	19.74	23.22	-	-
Finance cost	-	0.12	-	-	-	-
Other expenses	0.10	0.10	0.25	2.68	0.62	0.62
Profit/ (Loss) for the year before tax	(0.10)	(0.22)	(19.99)	(25.91)	(0.62)	(0.62)
Tax	-	-	-	-	-	-
Profit/ (Loss) after tax	(0.10)	(0.22)	(19.99)	(25.91)	(0.62)	(0.62)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	(0.10)	(0.22)	(19.99)	(25.91)	(0.62)	(0.62)
Group share of profit/ (Loss)	(0.02)	(0.04)	(12.66)	(16.41)	(0.31)	(0.31)
Group share of OCI	-	-	-	-	-	-
Group share of total comprehensive income	(0.02)	(0.04)	(12.66)	(16.41)	(0.31)	(0.31)

57 Interest in other entities

(₹ in lacs)

iv Table below provide summarised financial information for Joint venture

Particulars	GDCL-SMSIL JV		SMSIL & GSJ JV		SMSIL & Bhartiya JV	
	31-Mar	31-Mar	31-Mar	31-Mar	31-Mar	31-Mar
	2025	2024	2025	2024	2025	2024
Non-current assets	-	-	81.04	76.50	-	-
Current assets						
Cash and cash equivalents	107.71	164.97	12.14	19.53	0.54	0.22
Other assets	1,003.18	687.44	57.07	57.44	10.82	10.82
Current assets	1,110.90	852.41	69.21	76.97	11.36	11.04
Non-current liabilities						
Financial liabilities (excluding trade payables)	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-
Current liabilities						
Financial liabilities (excluding trade payables)	123.12	22.63	22.20	21.99	-	-
Other liabilities	46.46	840.27	10.21	8.12	0.00	0.00
Current liabilities	169.58	862.90	32.41	30.12	0.00	0.00
Net assets	941.32	(10.49)	117.85	123.35	11.35	11.04
Group share of net assets	-	-	105.13	110.48	11.35	11.38
Revenue	4,075.79	3,951.36	174.39	162.44	0.00	-
Works Direct Expenses	4,075.79	3,951.36	144.01	121.21	-	-
Administrative Expenses	-	-	-	-	-	-
Depreciation and amortisation	-	-	2.54	1.83	-	-
Finance cost	-	-	5.84	4.39	-	-
Other expenses	-	-	22.51	17.70	-	-
Profit/ (Loss) for the year before tax	-	-	(0.50)	17.32	0.00	-
Tax	-	-	-	-	0.06	0.00
Profit/ (Loss) after tax	-	-	(0.50)	17.32	(0.06)	(0.00)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	-	-	(0.50)	17.32	(0.06)	(0.00)
Group share of profit/ (Loss)	-	-	(0.35)	12.12	(0.03)	(0.00)
Group share of OCI	-	-	-	-	-	-
Group share of total comprehensive income	-	-	(0.35)	12.12	(0.03)	(0.00)

57 Interest in other entities

(₹ in lacs)

iv Table below provide summarised financial information for Joint venture

Particulars	SMSIL-MBPL-BRAPL JV		SMSL-SRRCIPL JV		M/s Sanbro Corporation	
	31-Mar	31-Mar	31-Mar	31-Mar	31-Mar	31-Mar
	2025	2024	2025	2024	2025	2024
Non-current assets	27.46	32.16	-	-	0.19	0.19
Current assets						
Cash and cash equivalents	0.38	9.52	191.94	40.99	0.15	0.16
Other assets	39.46	38.31	2,297.97	3,584.98	9.46	9.46
Current assets	39.84	47.84	2,489.90	3,625.97	9.61	9.62
Non-current liabilities						
Financial liabilities (excluding trade payables)	-	-	-	-	222.25	221.98
Other liabilities	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	222.25	221.98
Current liabilities						
Financial liabilities (excluding trade payables)	111.86	111.96	2,361.43	2,461.04	0.15	0.15
Other liabilities	3.65	6.54	-	1,077.58	-	-
Current liabilities	115.51	118.50	2,361.43	3,538.61	0.15	0.15
Net assets	(48.20)	(38.50)	128.47	87.36	(212.60)	(212.32)
Group share of net assets	(21.14)	(19.96)	87.49	46.53	(87.94)	(87.77)
Revenue	-	0.31	20,886.07	14,924.19	-	-
Works Direct Expenses	-	-	20,646.94	14,737.57	-	-
Administrative Expenses	-	-	-	-	-	-
Depreciation and amortisation	4.69	5.52	-	-	0.01	0.01
Finance cost	-	-	9.96	48.62	-	-
Other Expenses	15.12	23.34	229.17	137.91	0.66	0.27
Profit/ (Loss) for the year before tax	(19.82)	(28.55)	0.00	0.10	(0.66)	(0.28)
Tax	-	-	-	0.03	-	-
Profit/ (Loss) after tax	(19.82)	(28.55)	0.00	0.07	(0.66)	(0.28)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	-19.82	-28.55	0.00	0.07	(0.66)	(0.28)
Group share of profit/ (Loss)	-11.30	-16.27	0.00	0.04	(0.17)	(0.07)
Group share of OCI	-	-	-	-	-	-
Group share of total comprehensive income	-11.30	-16.27	0.00	0.04	(0.17)	(0.07)

57 Interest in other entities

(₹ in lacs)

iv Table below provide summarised financial information for Joint venture

Particulars	SMSIL-SAKET JV		SMSIL-SHREENATH JV		AGIPL -SMSL JV	
	31-Mar	31-Mar	31-Mar	31-Mar	31-Mar	31-Mar
	2025	2024	2025	2024	2025	2024
Non-current assets	1,422.23	1,398.41	537.36	537.36	-	-
Current assets						
Cash and cash equivalents	68.43	38.57	64.92	64.92	1.00	1.00
Other assets	208.75	198.77	405.92	405.92	2,165.36	955.44
Current assets	277.18	237.34	470.84	470.84	2,166.36	956.44
Non-current liabilities						
Financial liabilities (excluding trade payables)	1,295.38	1,116.89	-	-	-	-
Other liabilities	-	-	537.36	537.36	-	-
Non-current liabilities	1,295.38	1,116.89	537.36	537.36	-	-
Current liabilities						
Financial liabilities (excluding trade payables)	185.69	328.20	255.00	255.00	243.84	300.78
Other liabilities	158.92	119.00	146.14	146.14	1,912.49	650.85
Current liabilities	344.60	447.20	401.14	401.14	2,156.33	951.63
Net assets	59.43	71.67	69.69	69.69	10.02	4.82
Group share of net assets	23.77	28.67	0.75	0.75	2.00	0.96
Revenue	3,055.14	1,525.58	-	-	4,565.35	18,799.21
Works Direct Expenses	2,932.52	1,451.76	-	-	4,545.11	18,793.03
Administrative Expenses	-	-	-	-	-	-
Depreciation and amortisation	-	-	-	-	-	-
Finance cost	-	0.00	-	-	6.29	0.72
Other Expenses	1.61	13.98	-	-	8.74	0.01
Profit/ (Loss) for the year before tax	121.01	59.84	-	-	5.21	5.44
Tax	43.42	23.50	-	-	-	-
Profit/ (Loss) after tax	77.59	36.34	-	-	5.21	5.44
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	77.59	36.34	-	-	5.21	5.44
Group share of profit/ (Loss)	31.04	14.54	-	-	1.04	1.09
Group share of OCI	-	-	-	-	-	-
Group share of total comprehensive income	31.04	14.54	-	-	1.04	1.09

57 Interest in other entities

(₹ in lacs)

iv Table below provide summarised financial information for Joint venture

Particulars	Meghe SMS Health Sciences Consortium (SPV)		SRRCIPL - SMSL JV		SMSL-MBPL JV DURG-PACKAGE A JV	
	31-Mar	31-Mar	31-Mar	31-Mar	31-Mar	31-Mar
	2025	2024	2025	2024	2025	2024
Non-current assets	-	-	-	-	61.00	59.86
Current assets						
Cash and cash equivalents	-	-	0.16	0.16	132.96	66.38
Other assets	60.34	60.34	442.70	882.32	6,386.50	1,285.31
Current assets	60.34	60.34	442.87	882.49	6,519.46	1,351.69
Non-current liabilities						
Financial liabilities (excluding trade payables)	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-
Current liabilities						
Financial liabilities (excluding trade payables)	-	-	61.03	404.83	2,496.70	504.49
Other liabilities	-	-	385.50	481.19	3,548.25	450.52
Current liabilities	-	-	446.53	886.02	6,044.95	955.01
Net assets	60.34	60.34	(3.66)	(3.54)	535.52	456.54
Group share of net assets	69.10	69.10	(0.30)	(0.11)	270.84	223.07
Revenue	-	-	210.36	3,782.55	18,688.07	4,345.89
Works Direct Expenses	-	-	210.36	3,768.43	18,033.25	4,029.54
Depreciation and amortisation	-	-	-	-	10.39	4.86
Finance cost	-	-	-	12.81	113.40	-
Other Expenses	-	-	0.63	1.26	531.03	311.79
Profit/ (Loss) for the year before tax	-	-	(0.63)	0.05	(0.00)	(0.30)
Tax	-	-	-	-	-	-
Profit/ (Loss) after tax	-	-	(0.63)	0.05	(0.00)	(0.30)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	-	-	(0.63)	0.05	(0.00)	(0.30)
Group share of profit/ (Loss)	-	-	(0.19)	0.01	(0.00)	(0.18)
Group share of OCI	-	-	-	-	-	-
Group share of total comprehensive income	-	-	(0.19)	0.01	(0.00)	(0.18)

57 Interest in other entities

(₹ in lacs)

iv Table below provide summarised financial information for Joint venture

Particulars	SRRCIPL - SMSL Mahabubnagar JV		SRRCIPL SMSL (JV)- Sharavathi	
	31-Mar	31-Mar	31-Mar	31-Mar
	2025	2024	2025	2024
Non-current assets	-	-	-	-
Current assets				
Cash and cash equivalents	316.00	0.19	0.09	-
Other assets	1,516.54	1,217.84	2,425.09	-
Current assets	1,832.53	1,218.03	2,425.18	-
Non-current liabilities				
Financial liabilities (excluding trade payables)	-	-	337.82	-
Other liabilities	-	-	-	-
Non-current liabilities	-	-	337.82	-
Current liabilities				
Financial liabilities (excluding trade payables)	1,193.93	205.62	69.02	-
Other liabilities	657.55	1,026.79	2,012.38	-
Current liabilities	1,851.48	1,232.41	2,081.40	-
Net assets	(18.95)	(14.38)	5.96	-
Group share of net assets	(3.88)	(2.90)	(6.65)	-
Revenue	9,501.53	9,400.48	4,931.52	-
Works Direct Expenses	9,459.32	9,210.40	4,815.69	-
Depreciation and amortisation	-	-	-	-
Finance cost	42.24	190.08	115.83	-
Other Expenses	4.90	14.37	33.27	-
Profit/ (Loss) for the year before tax	(4.94)	(14.37)	(33.27)	-
Tax	-	-	-	-
Profit/ (Loss) after tax	(4.94)	(14.37)	(33.27)	-
Other comprehensive income	-	-	-	-
Total comprehensive income	(4.94)	(14.37)	(33.27)	-
Group share of profit/ (Loss)	(0.99)	(2.87)	(6.65)	-
Group share of OCI	-	-	-	-
Group share of total comprehensive income	(0.99)	(2.87)	(6.65)	-

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025****57 Interest in other entities****v Table below provide summarised financial information for Associates**

(₹ in lacs)

The Group's associates as at 31 March 2025 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation is also their principal place of business.

Name of the entity	Country of incorporation	Ownership interest (%)	Carrying amount as at		Principal activities
			31-Mar 2025	31-Mar 2024	
RCCL Infrastructure Pvt. Ltd.* #	India	34%	-	-	Infrastructure
SMS-AAMW Tollways Pvt. Ltd. #	India	26%	-	-	Toll
Fire Arcor infrastructure Pvt Ltd #	India	49%	-	164.52	Real estate
			-	164.52	

Note:-The One Associates company RCCL Infrastructure Pvt. Ltd had prepared their financial statement in accordance with accounting principles generally accepted in India (Indian GAAP) and Two Associates company SMS-AAMW Tollways Pvt. Ltd. and Fire Arcor Infrastructure Pvt. Ltd. had prepared their financial statement in accordance with Indian Accounting Standards (IND-AS). These financial statements are consolidated based on conversion adjustments.

* In the absence of the financial statement of one associate company RCCL Infrastructure Pvt. Ltd, the same has not been consolidated in the consolidated financial statements and the balances appearing in the books of accounts of the company are considered.

Refer Notes to account No.8

SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

57 Interest in other entities

(₹ in lacs)

vi Table below provide summarised financial information for Associates

Particulars	Fire Arcor Infrastructure Pvt Ltd		RCCL Infrastructure Limited		SMS-AAMW Tollways Private Limited	
	31-Mar 2025	31-Mar 2024	31-Mar 2025	31-Mar 2024	31-Mar 2025	31-Mar 2024
Non-current assets	527.06	490.85	-	-	4.25	4.25
Current assets						
Cash and cash equivalents	484.52	479.27	-	-	68.51	68.46
Other assets	8,193.81	7,604.66	-	-	131.25	131.25
Current assets	8,678.33	8,083.93	-	-	199.77	199.72
Non-current liabilities	26.07	31.89	-	-	3,473.25	3,473.25
Current liabilities	9,713.51	8,207.13	-	-	3.29	3.24
Revenue	1,232.68	1,407.45	-	-	-	0.01
Profit/ (Loss) for the year before tax	(758.51)	(239.84)	-	-	(0.00)	(0.23)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	(758.51)	(239.84)	-	-	(0.00)	(0.23)

57A Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the Entities in the Group	All the numbers belong to the year March 31, 2025							
	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount (In Lacs)	As % of Consolidated profit or loss	Amount (In Lacs)	As % of Consolidated other comprehensive income	Amount (In Lacs)	As % of Consolidated total comprehensive income	Amount (In Lacs)
SMS Limited	53.53%	97,280.62	54.71%	6,578.25	21.62%	501.29	72.94%	7,079.54
Subsidiaries								
Indian								
SMS Infolink Pvt. Ltd.	0.00%	-4.42	-1.44%	-173.32	0.00%	-	-1.79%	-173.32
SMS Hazardous Waste Management Pvt. Ltd.	0.00%	-1.25	-0.01%	-1.00	0.00%	-	-0.01%	-1.00
Spark Mall and Parking Private Limited	12.98%	23,586.05	-28.77%	-3,459.12	-10.58%	-245.27	-38.17%	-3,704.39
SMS Taxi Cabs Pvt. Ltd.	-3.34%	-6,066.18	-2.73%	-328.38	0.00%	-	-3.38%	-328.38
SMS Vidhyut Pvt. Ltd.	-3.82%	-6,940.38	9.25%	1,111.60	-0.03%	-0.71	11.45%	1,110.90
SMS-AABS India Tollways Private Limited	16.67%	30,285.67	-0.39%	-47.44	-11.06%	-2,574.71	-27.02%	-2,622.15
SMS Waste Management Pvt. Ltd.	-0.01%	-12.26	-0.01%	-1.03	0.00%	-	-0.01%	-1.03
SMS Mining Limited	0.00%	-7.76	0.00%	-0.50	0.00%	-	-0.01%	-0.50
SMSL Ketki MDO Project Limited	0.02%	34.79	1.21%	146.02	0.00%	-	1.50%	146.02
SMS Envocare Limited	-1.09%	-1,983.31	-14.34%	-1,724.68	-0.16%	-3.69	-17.81%	-1,728.37
Foreign								
PT. SMS Minerals International	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Step down Subsidiaries:-								
Indian								
Medisearch Life Sciences Private Limited	0.01%	13.76	0.14%	16.80	0.00%	-	0.17%	16.80
SMS Envoclean Pvt. Ltd.	3.64%	6,615.96	-1.42%	-170.29	0.07%	1.72	-1.74%	-168.57
SMS Water Grace BMW Pvt. Ltd.	1.68%	3,061.82	4.70%	565.37	0.02%	0.43	5.83%	565.79
Maharashtra Enviro Power Ltd.	16.69%	30,329.52	53.71%	6,457.79	-0.28%	-6.50	66.47%	6,451.28
SMS Water Grace Enviroprotect Private Limited	0.97%	1,757.87	4.83%	580.60	0.00%	0.08	5.98%	580.68
SMS Water Grace Mediawaste Management Private Limited	0.45%	820.03	1.97%	237.39	-0.03%	-0.66	2.44%	236.73
Butibori CETP Private Limited	0.16%	289.17	2.92%	351.17	0.00%	-	3.62%	351.17
SMS Waluj CETP Private Limited	0.51%	935.35	6.04%	726.52	0.00%	-	7.49%	726.52
Western Integrated Waste Management Facility Private Limited	0.08%	142.16	0.00%	-0.25	0.00%	-	0.00%	-0.25
Enviroprotect Waste Management Limited	-0.03%	-60.00	0.00%	0.04	0.00%	-	0.00%	0.04
Nilawars Watergrace Waste Management Private Limited	0.00%	-4.18	-0.01%	-0.82	0.00%	-	-0.01%	-0.82
Ponda Envocare Limited	0.94%	1,716.80	-1.75%	-209.92	0.01%	0.26	-2.16%	-209.66
SMS Greentech Private Limited	0.00%	-1.33	0.00%	-0.19	0.00%	-	0.00%	-0.19
PASSCO Environemntal Solutions Pvt Ltd	0.50%	904.17	13.88%	1,668.70	0.41%	9.46	17.29%	1,678.16
Watergrace Biomedical Waste Private Limited	0.00%	0.10	0.00%	-0.39	0.00%	-	0.00%	-0.39
Procohat technologies Pvt. Ltd.	-0.06%	-115.77	-0.78%	-93.62	0.00%	-	-0.96%	-93.62
Ansilbyte Technologies Private Limited	0.00%	-0.43	0.00%	-0.43	0.00%	-	0.00%	-0.43
Infivent Solutions Technologies Private Limited	-0.03%	-56.83	-0.48%	-57.41	0.00%	-	-0.59%	-57.41
Joint ventures / Partnership / AOP								
SMS Infrastructure Ltd. & D. Thakkar Construction Pvt. Ltd. JV	-0.50%	-917.61	0.10%	12.30	0.00%	-	0.13%	12.30
SMS Infrastructure Ltd - Aarti Infra-Projects Pvt. Ltd. J.V.	-0.01%	-10.82	0.00%	-0.06	0.00%	-	0.00%	-0.06
SMS Infrastructure Ltd. Shreenath Enterprises J.V.	0.00%	7.37	0.00%	-	0.00%	-	0.00%	-
Shaktikumar M. Sancheti Ltd. & S N Thakkar Construction Pvt. Ltd. JV	0.02%	29.51	0.04%	5.24	0.00%	-	0.05%	5.24
GSJ Envo Ltd. In consortium with SMS Infrastructure Ltd. (AOP)	0.00%	6.06	0.00%	-0.35	0.00%	-	0.00%	-0.35
SMSIL KTCO (JV)	0.00%	-0.83	0.00%	-0.31	0.00%	-	0.00%	-0.31
Bhartia SMSIL (JV)	0.00%	9.01	0.00%	-0.03	0.00%	-	0.00%	-0.03
SMSIL-MBPL-BRAPL (JV)	-0.02%	-40.21	-0.09%	-11.30	0.00%	-	-0.12%	-11.30
GDCL-SMSIL (J.V.)	0.00%	-	0.00%	-	0.00%	-	0.00%	-
SMSL-SRRCIPL (J V)	0.00%	0.99	0.00%	-0.01	0.00%	-	0.00%	-0.01
SRRCIPL-SMSL-BEKEM JV	0.00%	0.01	0.00%	-0.02	0.00%	-	0.00%	-0.02
Sanbro Corporation	0.00%	-1.32	0.00%	-0.17	0.00%	-	0.00%	-0.17
SMSIL-MBPL (JV)	-0.02%	-37.32	-0.11%	-12.66	0.00%	-	-0.13%	-12.66
SMSL-SAKET (JV)	0.12%	225.69	0.26%	31.04	0.00%	-	0.32%	31.04
Meghe SMS Health Sciences Consortium (SPV)	-0.03%	-50.30	0.00%	-	0.00%	-	0.00%	-
AGIPL -SMSL (JV)	0.00%	2.00	0.01%	1.04	0.00%	-	0.01%	1.04
SRRCIPL - SMSL (JV)	0.00%	-0.30	0.00%	-0.19	0.00%	-	0.00%	-0.19
SMSL-MBPL JV DURG-PACKAGE A	0.00%	-0.30	0.00%	-0.00	0.00%	-	0.00%	-0.00
SRRCIPL-SMSL (Jv)-Mahabubnagar	0.00%	-3.88	-0.01%	-0.99	0.00%	-	-0.01%	-0.99
SRRCIPL SMSL (JV)-Sharavathi	0.00%	-6.65	-0.06%	-6.65	0.00%	-	-0.07%	-6.65
Associates								
Fire Arcor Infrastructure Pvt Ltd	0.00%	-0.49	-1.37%	-164.52	0.00%	-	-1.70%	-164.52
Total	100.00%	1,81,730.30	100.00%	12,023.83	100.00%	-2,318.32	100.00%	9,705.51

58 Disclosure in Respect of Expenditure on Corporate Social Responsibility Activities

	As at 31st March 2025	As at 31st March 2024
(i) Amount required to be spent by the company during the year	540.47	498.69
(ii) Last year Unspent/(excess) amount	(64.35)	(40.79)
(iii) Amount of expenditure incurred	494.15	523.06
(iv) Shortfall/(excess) at the end of the year	(18.03)	(64.71)
(v) Total of previous years (Shortfall)/excess as at the end of the	NIL	NIL
(vi) Reason for shortfall	NIL	NIL
(vii) Nature of CSR activities-		
1. Construction/ acquisition of any assets	0.62	0.13
2. On purpose other than (1) above		
a) Contribution to Eradicating hunger, poverty and malnutrition	7.09	10.00
b) Contribution to promoting education	103.57	152.46
c) Water supply, health care ,Environment sustainability	60.95	94.67
d) Welfare activities through charitable trust.	277.76	265.80
e) Contribution towards maintaining the quality of soil and air, and	27.53	-
f) Contribution to day care centres and other facilities for senior	10.10	-
g) Contribution towards ensuring environmental sustainability and	0.43	-
h) Contribution towards providing safe drinking water	1.92	-
i) Contribution towards promoting animal welfare	1.00	-
j) Training to promote rural sports and literacy, and encouraging	3.00	-
k) Contribution towards eradicating hunger, poverty, and	0.18	-
	494.15	523.06

To the following Companies CSR provisions are not Applicable because Companies not fulfilling any of criteria of Section 135 of the Companies Act 2013.

- i SMS Infolink Private Limited
- ii Spark Mall & Parking Private Limited
- iii SMS Hazardous Waste Management Pvt. Ltd
- iv SMS Taxicabs Private Limited
- v SMS Vidhyut Private limited
- vi SMS Waste Management Private Limited
- vii Pt. SMS Minerals International
- viii SMS Mining Limited
- ix SMSL Ketki MDO Project Limited
- x Medisearch Life Sciences Private Limited
- xi SMS Water Grace Enviroprotect Private Limited
- xii SMS Water Grace Mediawaste Management Private Limited
- xiii Butibori CETP Private Limited
- xiv SMS Waluj CETP Private Limited
- xv Western Integrated Waste Management Facility Private Limited
- xvi Enviroprotect Waste Management Limited
- xvii Nilawars Watergrace Waste Management Private Limited

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

- xviii Ponda Envocare Limited
- xix SMS Envocare Limited
- xx Procohat Technologies Private Limited
- xxi Passco Pvt Ltd
- xxii Infivent Solutions Technologies Pvt Ltd
- xxiii Ansilbyte Technologies Private Limited

SMS Limited

Notes to Consolidated Financial Statements for the year ended 31st March,2025

(₹ in lacs)

- 59 **For SMS Limited:-**The quarterly returns/statements filed by the Company with such banks are in agreement with the books of accounts of the Company except to the extent of work in progress which has been recorded in books as at the end of the year.
- 60 **For SMS Limited -** The inclusive taxes contract had VAT, Service tax, entry tax etc. as the taxes included in it. These taxes were subsumed in the GST. But those contract continued with the same contract conditions. The base value of the contract in GST regime started sharing the increased tax burden of increased GST. The tax value under GST had increased due to the material and services embodied in the contracts had different tax treatments in pre GST regime. GST Impact was the exercise meant for that purpose which entailed us to arrive at the correct base value of the contract for applying the GST rate on it, say @18% . For SMSL most of the GST impacts of all such inclusive tax contracts are approved and we have revised value of the contracts accordingly with us.
Few GST impact under Civil construction contracts are getting allowed simultaneously alongside bill passing. Few contracts as in Electrical vertical are to be challenged in the court for the reduced reimbursements. Under a mining contract the scrutiny of GST impact by the customer is underway.
- 61 **For SMS Limited -**The Company had invested an amount of Rs.134.71 Lacs in Pt. SMS Minerals International towards equity, apart from this the Company has given interest bearing loan of Rs.5271.30 Lacs and have trade receivable of Rs.2191.05 Lacs. This company is in the business of coal mining in the province of Sumatra. This foreign JV has huge reserves of coal and in the past a substantial portion of the same was mined which resulted in profit in past years. However, subsequently due to diversion of river and certain other issues, the mining of balance reserves could not be undertaken as coal reserves was stuck beneath the river and over the past few years there has been no/negligible business in foreign JV. The application for river diversion had already been put up with the concerned authorities in Indonesia, but no approval has been received so far.
In the meanwhile, SMS Ltd. was also exploring to sell and transfer the business interest. In the march 2023 an understanding has arrived whereby the company has entered into a term sheet dated 15th March, 2023 with a prospective buyer to sell off the investment in the above foreign JV.
However, looking at the past performance of the business, regulatory challenges, distant chances of revival of business operations, huge losses etc. no clear deadline of recovery of loan & book debt, the possibility to recover the amount from said foreign JV is uncertain. As such on a prudent basis, we have made the provision for doubtful loans and debt in the books totaling to **Rs.7462.36 Lacs**. However, this action does not impact the right of SMS Ltd to recover the said amount in future from foreign entities.
- 62 The Company has granted Loans & Advances from time to time to SMS AAMW Tollways Pvt. Ltd. (hereinafter referred as an 'Associate company'). As at year end the outstanding loan amount is Rs. 1,038.89 Lakhs and amount of investment in equity is Rs.0.26 Lacs.
Associate company has raised a claim of Rs. 8,046.31 Lacs on South Delhi Municipal Corporation ((hereinafter referred as SDMC) which was disputed by later. Against this, the Associate company had approached the Hon. High Court of Delhi, which vide its order dated 17th June'2016, appointed Sole Arbitrator. However, the same was challenged by SDMC in the Hon. Supreme Court, which vide its order dated 22nd November'2018 held that in this matter no arbitrator can be appointed. Thereafter the Associate company had filed a Petition for clarification of above Order. On 3rd January'2022 the Hon. Supreme Court dismissed the clarification application and granted liberty to associate co. to pursue other remedies available under the law.

Consequently, on the 6th June'2022, the associate company sent the notice to the SDMC for the payment of balance consideration, but did not received any response. Thereafter, Associate company has filed the civil suit in High Court of Delhi for recovery of the amount. The suit is still pending.

In view of the prolonged pendency with no relief as yet, on a prudent basis the company has made the provision for doubtful recovery of the loan given to associate company amounting to Rs. 1038.89 Lacs and provision for diminution in investment amounting to Rs.0.26 Lacs. However, this action does not impact the right of SMS Limited to receive the same amount in future from associate company.

63 A Reconciliation of total comprehensive income and other equity consequent to restatement of prior period
(₹ in lacs)

Reconciliation of comprehensive income	As on 31 March 2024	As on 31 March 2023
Owners of the parent		
Total comprehensive income as per the last audited financial	14,071.05	10,211.15
Prior Period item	21.22	(10,211.15)
Total comprehensive income as per the current year financial	14,092.27	0.00
Non controlling interest		
Total comprehensive income as per the last audited financial	6,550.78	5,166.78
Prior Period item	(0.44)	0.21
Total comprehensive income as per the current year financial	6,550.34	5,166.99

B	Reconciliation of other equity	As on 31 March 2024	As on 31 March 2023
	Owners of the parent		
	Total amount of other equity as per the last audited financial	98,477.33	83,756.63
	Prior period item	21.19	2.27
	Total amount of other equity as per the current year financial	98,498.52	83,758.90
	Non controlling interest		
	Total amount of other equity as per the last audited financial	20,976.34	16,381.44
	Prior period item	(0.44)	0.10
	Total amount of other equity as per the current year financial	20,975.90	16,381.54

64 Other Statutory Information

- 1 The group does not have any Benami property, where any proceeding has been initiated or pending against the group for holding any Benami property.
- 2 The group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- 3 The group have not traded or invested in Crypto currency or Virtual Currency during the financial year for the year ended March 31, 2025
- 4 The group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 5 The group has not been declared as Willful defaulter by any Banks, Financial institution or other lenders.

SMS Limited**Notes to Consolidated Financial Statements for the year ended 31st March,2025**

(₹ in lacs)

- 65 Party balances are subject to confirmation and the balances shown under trade receivable, trade payable, loans and advances, other current assets & liabilities have approximately the same realisable/ payable value as shown in the financials.
- 66 Any other accounting policy not specifically referred to are consistent with Indian GAAP.
- 67 Previous Years figures are regrouped and rearranged wherever necessary.

For V. K. Surana & Co.

Chartered Accountants

Firm Registration No. :110634W

For and on behalf of the Board of Directors of SMS Limited

ANAND S. SANCHETI

Managing Director

DIN: 00953362

HEMANT LODHA

Whole Time Director

DIN: 01654145

CA Sudhir Surana

Partner

Membership No. 043414

Place : Nagpur

Date : 18th September, 2025

UDIN :25043414BMLJPK7688

RAJESH KUMAR GUPTA

Chief Financial Officer

SMITA P. AGARKAR

Company Secretary

Notice to the 28th Annual General Meeting

NOTICE is hereby given that the **Twenty Eight** Annual General Meeting (28th AGM) of the Members of **SMS Limited** will be held at Shorter Notice on the Tuesday, **30th day of September 2025** at 11.30 A.M. at its registered office at IT Park, 20, S.T.P.I., Gayatri Nagar, Parsodi, Nagpur-440022, to transact the following business:-

ORDINARY BUSINESS:

Item no. 1

To receive, consider and adopt:

- a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2025 along with the reports of the Board of Directors and Auditors thereon.
- b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2025 together with the Report of the Auditors thereon.

Item no. 2

To appoint a Director in place of Mr Paramveer Sancheti, Whole Time Director (DIN: 05326947) who retires by rotation and being eligible, offers himself for re-appointment.

Item no. 3

To appoint a Director in place of Mr Nirbhay Sancheti, Whole Time Director (DIN: 08338308) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item no. 4

To consider and approve the re-appointment and remuneration of Mr. Akshay Sancheti (DIN: 07564977), as Whole Time Director of the Company w.e.f. 31.10.2025 u/s 196 and 197:

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

“RESOLVED THAT pursuant to the provisions of Sections 2(78), 2(94), 196, 197 and 198 read with Schedule V and other applicable provisions, of the Companies Act, 2013 and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory Modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee at its 24th meeting dated 18th September 2025 and approved by the Board of Directors of the Company vide its 447th meeting dated 18th September 2025, the consent of the members of the Company be and is hereby given for the re-appointment and terms of remuneration of **Mr. Akshay Sancheti (DIN: 07564977)**, as Whole-time Director of the Company for a period of Five (5) years commencing from **31st October 2025 to 30th October 2030** on terms and conditions including remuneration to be paid during the period of 3 (three) years from the date of his re-appointment, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr Akshay Sancheti.

The Salary Structure of Mr. Akshay Sancheti, as follows:

Sr. no.	Particulars	Composition
i	Annual Gross Salary	₹ 1,46,22,900 /-
ii	Annual CTC (inclusive of Employer's Provident Fund + Annual Bonus)	₹ 1,58,91,492/-
iii.	Perquisites	
	a) Leave Travel Allowance	₹ 37,500/- (Inclusive in CTC)
	b) Club Fees	Fees (excluding initial joining fees) are subject to a maximum of two clubs.
	c) Car/Telephone	Two chauffeur-driven cars and a landline telephone facility at the residence, along

		with two mobile connections in the name of the appointee through the Corporate plan, will be provided to the appointee.
	d) Electricity and water bill	Payment for the electricity bill for one meter and the water bill at the appointee's residence
	e) Security Guard	The expenditure incurred on a Security Guard at the residence shall be borne by the Company.
II	Other Conditions	For all other terms and conditions not specifically mentioned above, the Rules and Order of the Company shall apply.

I - Terms and Conditions:

1. CONSOLIDATED SALARY INCLUDING ALLOWANCES -

₹ 1,58,91,492/- Per Annum (CTC).

2. SPECIFIC TERMS & CONDITIONS:

1. Mr. Akshay Sancheti shall look after all Civil Contract works /projects undertaken /executed by the Company. Subject to the superintendence, control, and direction of the Board, he shall have general control, management, and superintendence of the aforesaid work and shall carry out such duties as may be entrusted to him by the Board and shall exercise such powers as are delegated to him by the Board of Directors from time to time.
2. He shall be responsible for the operations of the company, which, inter alia, include:
 - i. The authority to sign, execute, and submit on behalf of the Company all forms, applications, documents, returns, objections, and other papers as may be required in connection with or relating to the business of the Company.
 - ii. Ensuring that the main objectives of the company are effectively implemented, keeping in view the profitability and other corporate objectives.

- iii. He will do all acts always in the best interest of the business of the company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a Company.
 - iv. To make optimum utilization of the funds of the company.
3. He shall throughout the said term devote your entire time, attention and abilities to the business of the company and shall carry out the orders, from time to time, of the Board and in all respect confirm to and comply with the directions and regulations made by the Board, and shall faithfully serve the company and use his utmost endeavors to promote the interests of the company.
4. He shall not, during the period of his employment and without the previous consent in writing of the Board, engage or involve himself either directly or indirectly in the business or affairs of any other person, firm, company, body corporate or in any undertaking or business of a nature similar to or competing with the company's business and further, shall not, in any manner, whether directly or indirectly use, apply or utilize his knowledge or experience for or in the interest of any such person, firm, company or body corporate as aforesaid or any such competing undertaking or business as aforesaid.
5. Providing or extending the personal guarantee as and when required by the Company for the purpose of availing a business loan from time to time.

Tenure: Five years, commencing from 31st October 2025 to 30th October 2030

3. OTHER TERMS & CONDITIONS:

For all other terms and conditions not specifically spelled out above, the Rules and Order of the Company shall apply.

Maximum Remuneration: The Remuneration shall not exceed the limit specified under Section 197 of the Companies Act, 2013 read Schedule V and Chapter XIII of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any amendment made thereafter in such manner as may be agreed to between the Board and the Whole Time Director.

RESOLVED FURTHER THAT the above terms and conditions of the said re-appointment may be altered/varied including enhancement in remuneration from time to time by the Board of Directors as it may in its discretion deem fit within the limits as specified in the provisions of Section 197 read Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any amendment made thereafter.

RESOLVED FURTHER THAT the Board of Directors and of the Company be and is hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the Company"

Item no. 5

To consider and approve the Regularisation of the appointment of Mr Pranay Bhatia (DIN:07175286) as Director:

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to the provision of Section 152, 160, 161 and other applicable provisions, if any, of the Companies Act 2013 read with the applicable Rules framed thereunder including Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee at its 24th meeting dated 18th September 2025 and approved by the Board of Directors of the Company vide its 447th meeting dated 18th September 2025, the Consent of the Members of the Company be and is hereby given to regularize the appointment of **Mr Pranay Bhatia (DIN: 07175286)**, as Director of the Company liable to retire by rotation, who was appointed as Additional Director with effect from 1st April 2025 up to the date of ensuing Annual General Meeting.



RESOLVED FURTHER THAT the Board of Directors and of the Company be and is hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the Company"

**By Order of the Board
FOR SMS LIMITED**

**PLACE: NAGPUR
DATE: 18.09.2025**

**Anand Sancheti,
Managing Director
DIN: 00953362
Add: 10, Hindustan Colony, Amaravati
Road, Bharat Nagar, Nagpur- 440033 [M.H.]**

NOTE:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY PERSON OR MEMBER.

IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORISED REPRESENTATIVES TO ATTEND THE ANNUAL GENERAL MEETING, PURSUANT TO SECTION 113 OF THE COMPANIES ACT, 2013, ARE REQUESTED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION, AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE AT THE AGM.
3. MEMBERS, PROXIES AND AUTHORISED REPRESENTATIVES ARE REQUESTED TO BRING TO THE MEETING, THE ATTENDANCE SLIP ENCLOSED HERewith DULY COMPLETED AND SIGNED FOR ATTENDING THE MEETING.
4. A ROUTE MAP SHOWING THE DIRECTIONS TO REACH THE VENUE OF THE ANNUAL GENERAL MEETING IS GIVEN AT THE END OF THIS NOTICE AS PER THE REQUIREMENT OF THE SECRETARIAL STANDARDS-2 ON 'GENERAL MEETING'.

5. THE REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING, MAINTAINED UNDER SECTION 170 OF THE COMPANIES ACT, 2013 WILL BE AVAILABLE FOR INSPECTION BY THE MEMBERS AT THE ANNUAL GENERAL MEETING OF THE COMPANY.
6. THE REGISTER OF CONTRACTS OR ARRANGEMENTS IN WHICH THE DIRECTORS ARE INTERESTED, MAINTAINED UNDER SECTION 189 OF THE COMPANIES ACT, 2013 WILL BE AVAILABLE FOR INSPECTION BY THE MEMBERS AT THE ANNUAL GENERAL MEETING OF THE COMPANY.
7. IN COMPLIANCE WITH THE PROVISIONS OF SECTION 129(3) OF THE COMPANIES ACT, 2013, (THE ACT) THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY INCLUDE THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY AND ALL ITS SUBSIDIARIES AS DEFINED IN THE ACT FOR CONSIDERATION AND ADOPTION BY THE MEMBERS OF THE COMPANY.
8. THE EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT') RELATING TO THE SPECIAL BUSINESS (IF ANY) TO BE TRANSACTED AT THE ENSUING ANNUAL GENERAL MEETING IS ANNEXED HERETO AND FORMS PART OF THIS NOTICE.
9. MEMBERS MAY ALSO NOTE THAT THE NOTICE OF ANNUAL GENERAL MEETING AND THE ANNUAL REPORT 2024-25 WILL ALSO BE AVAILABLE ON THE COMPANY'S WEBSITE: WWW.SMSL.CO.IN FOR DOWNLOAD.
10. ELECTRONIC COPY OF THE ANNUAL REPORT FOR 2024-25 IS BEING SENT TO ALL MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE COMPANY FOR COMMUNICATION PURPOSES UNLESS ANY MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR EMAIL ADDRESSES (IF ANY), PHYSICAL COPIES OF THE ANNUAL REPORT FOR 2024-25 ARE BEING SENT TO THEM IN THE PERMITTED MODE.



11. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE SHALL BE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY BETWEEN 11.00 AM AND 1 PM ON ALL WORKING DAYS EXCEPT SATURDAYS, UP TO AND INCLUDING THE DATE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.

By Order of the Board
FOR SMS LIMITED

PLACE: NAGPUR
DATE: 18.09.2025

Anand Sancheti,
Managing Director
DIN: 00953362
Add: 10 Atulya Amravati Road Bharat
Nagar Hindustan Colony University
Campus Nagpur-440033 MH IN



Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Form No. MGT-11

SMS Limited

CIN: U80100MH1997PLC107906

Registered Office: IT Park, 20 S.T.P.I., Gayatri Nagar, Parsodi, Nagpur-440022

Name of the member (s): _____

Registered address: _____

E-mail Id _____

Folio No: _____

I/We, being the member (s) of shares of the above
named company, hereby appoint

1. Name.....
E-mail Id:.....
Address:.....
Signature:.....

or failing him

2. Name.....
E-mail Id:.....
Address:.....
Signature:.....

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the Tuesday, 30th day of September 2025 At 11:30 A.M. at registered office of the Company IT Park, 20 S.T.P.I., Gayatri Nagar, Parsodi, Nagpur-440022, and at any adjournment thereof in respect of such resolutions as are indicated below:

Registered & Corporate Office: IT Park, 20 S.T.P.I. Gayatri Nagar, Parsodi, Nagpur- 440 022 (India) Ph.:+91-712-6665000,7125000, Fax:+91-712-6665100, web: www.smsl.co.in

SMS LIMITED

CIN : U80100MH1997PLC107906

Resolution No.	Resolution	Vote optional see note 2 (Please mention no. of shares)		
		For	Against	Abstain
1.	To receive, consider, and adopt: a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March 2025, along with the reports of the Board of Directors and Auditors thereon. b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March 2025, together with the Report of the Auditors thereon.			
2.	To appoint a Director in place of Mr Paramveer Sancheti, Whole Time Director (DIN: 05326947), who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To appoint a Director in place of Mr Nirbhay Sancheti, Whole Time Director (DIN: 08338308), who retires by rotation and, being eligible, offers himself for re-appointment.			
4.	To consider and approve the re-appointment and remuneration of Mr. Akshay Sancheti (DIN: 07564977), as Whole Time Director of the Company w.e.f. 31.10.2025 u/s 196 and 197.			
5.	To consider and approve the regularisation of the appointment of Mr Pranay Bhatia (DIN: 07175286) as Director:			

Signed this day of 2025

Affix
Revenue
Stamp of
not less than
₹ 1

Registered & Corporate Office: IT Park, 20 S.T.P.I. Gayatri Nagar, Parsodi, Nagpur- 440 022 (India) Ph.:91-712-6665000,7125000, Fax:+91-712-6665100, web: www.smsl.co.in

SMS LIMITED

CIN : U80100MH1997PLC107906



Signature of shareholder(s):

Signature of Proxy holder(s):

Note:

1. This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'For, Against, or Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner he may deem appropriate.

Explanatory Statement Annexed to the Notice Pursuant to Section 102 of the Companies Act, 2013:

As required under Section 102 of the Companies Act, 2013 (hereinafter referred to as the Act), the following Explanatory Statement sets out all material facts relating to the Special Business set out in Items Nos. 4 and 5 of the accompanying Notice dated 18.09.2025.

Item No. 4

The Board of Directors of the Company at its 447th meeting held on 18th September 2025 on the recommendation of the Nomination and Remuneration Committee vide its 24th meeting dated 18th September 2025 and subject to the approval of the Members of the Company approved the re-appointment of Mr Akshay Sancheti (DIN: - 07564977), as the Whole-Time Director of the Company for a period of 5 (five) years with effect from 31st October 2025 and the payment of remuneration to him.

Mr. Akshay Sancheti, Whole-Time Director of the Company, holds a Bachelor's degree in Civil Engineering. He commenced his career with the Company as a Management Trainee and was subsequently re-designated as Project Co-coordinator. He was later appointed as an Alternate Director to Mr. Abhay Sancheti, Chairman & Director of the Company. He was appointed as a Whole Time Director in the casual vacancy to hold office up to 30th October 2020, as a consequence of the demise of Mr. Abhay Sancheti, the date up to which the Original Director would have held office. Thereafter, he was re-appointed as a Whole-Time Director of the Company. Mr. Akshay Sancheti has been associated with the Company since 2012, and his present tenure as Whole-Time Director is valid up to 30th October, 2025.

It is proposed by the Management to re-appoint him as the Whole Time Director for a further period of Five Years, i.e., from 31st October 2025 to 30th October 2030, including remuneration to be paid during the period of 3 (three) years from the date of such re-appointment, pursuant to sections 196 and 197 of the Companies Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr Akshay Sancheti are as under:

Designation: Mr. Akshay Sancheti shall hold the office of Whole Time Director of the Company.

Term: Mr. Akshay Sancheti shall hold the office of Whole-Time Director of the Company for a period of 5 years with effect from 31st October 2025. Mr. Akshay Sancheti shall be liable to retirement by rotation in terms of the Act and the Articles of Association of the Company.

Remuneration / Perquisites / Allowances: Mr Akshay Sancheti shall be entitled to an Annual CTC (inclusive of Employer's Provident Fund + Annual Bonus) of ₹ 1,58,91,492/- (Rupees One Crore Fifty Eight Lakh Ninety One Thousand Four Hundred Ninety Two only) and Annual Gross Salary of ₹ 1,46,22,900/- (Rupees One Crore Forty Six Lakh Twenty Two Thousand Nine Hundred Only).

Club Fees - Fees (excluding initial joining fees) are subject to a maximum of two clubs.

Car/Telephone - Two chauffeur-driven Cars and a landline telephone facility at the residence, along with two mobile connections in the name of the appointee through the Corporate Plan, will be provided to the appointee.

Electricity & Water bill - Payment for the electricity bill for one meter and the water bill at the appointee's residence.

Security Guard - The expenditure incurred on a Security Guard at the residence shall be borne by the Company.

Members are requested to note that the Company has received consent in writing from Mr. Akshay Sancheti to act as a Whole Time Director of the Company and declaration(s) and confirmation stating that he satisfies all the conditions of appointment as a Whole Time Director as set out in section 196 read with Schedule V of the Act and that he is not disqualified from being appointed as a Director of the Company in terms Section 164 and other provisions of the Act. Therefore, the Board of Directors at its 447th meeting dated 18th September 2025, on the recommendation of Nomination Remuneration Committee vide 24th meeting dated 18th September 2025 proposes to place before the meeting, the resolution set out in Item No. 4 for approval by the Members, pursuant to the provisions of section 2(78), 2(94), 196, 197 and 198 of the Companies Act, 2013 as "Ordinary resolution".

Details as required under Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are given hereunder:

Name	Mr Akshay Sancheti
Age	35
Qualification	Bachelor’s degree in Civil Engineering
Experience	Mr. Akshay Sancheti holds a Bachelor’s degree in Civil Engineering and has been associated with the SMS Group since 2012. He served as an Alternate Director to Mr. Abhay Sancheti, erstwhile Chairman and Whole-Time Director of the Company, from 1st July 2016 to 22nd January 2020, and was thereafter appointed as Whole-Time Director in 2020. With over 13 years of extensive experience, he has contributed significantly to the execution of various civil contract works and projects undertaken by the Company. In recognition of his expertise and contributions, he has now been entrusted with the responsibility of overseeing Electrical Projects as well as outsourcing civil contract works and projects executed by the Company.
Terms and Conditions of Appointment	As detailed aforesaid in the notice and explanatory statement.
Remuneration	₹ 1,58,91,492/- including allowances per annum
Remuneration (Last Drawn)	₹ 1,58,91,492/- including allowances per annum
Date of First Appointment on the Board	01 st July 2016
Shareholding in the Company	15.66%
Relationship with other Director	Paramveer Sancheti, Whole Time Director-Brother
Number of Board Meeting Attended during the Year	One meeting of the Board was convened and attended during the F.Y. 2025-26 (First Board meeting of 2025-26 held on 21.05.2025)

Registered & Corporate Office: IT Park, 20 S.T.P.I. Gayatri Nagar, Parsodi, Nagpur- 440 022 (India) Ph.:91-712-6665000,7125000, Fax:+91-712-6665100, web: www.smsl.co.in

SMS LIMITED

CIN : U80100MH1997PLC107906

Manager / Other Directorship/ Chairmanship of Committees of the Board	Corporate Social Responsibility Committee- Member Risk Management Committee-Member Executive Committee- Member Share Transfer Committee-Member
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The Explanatory Statement, together with the accompanying Notice, should be treated as an abstract of the terms of the Agreement of concern or interest under Section 190 of the Companies Act, 2013. The Resolution at Item No. 4 is recommended for approval by the Members in the best interest of the Company.

Memorandum of Interest

None of the Director or Key Managerial Personnel of the Company and/or their relatives other than Mr. Akshay Sancheti and Mr. Paramveer Sancheti, Whole Time Directors of the Company, and Ms. Bharti Sancheti, being a relative of Mr. Akshay Sancheti and Mr. Paramveer Sancheti in their capacity, is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary resolution set out at **Item No. 4** of the Notice for approval by the members.

Item No. 5

The members are informed that Mr. Pranay Bhatia was appointed as Additional Director (Non-Executive) on the Board of SMS Limited w.e.f. 01st April 2025, vide resolution passed by the Board of Directors on its 445th Board Meeting held on 28th March 2025.

The Members are further informed that in accordance with the provisions of the Companies Act, 2013, read with the Articles of Association of the Company, the office of the Additional Director viz., Mr Pranay Bhatia, was to end at the forthcoming Annual General Meeting.

The Members are further informed that Mr. Bhatia is Chartered Accountant by profession having wide knowledge and expertise in the field of Finance, Taxation, Accounting etc., the Board of Directors of the Company after considering Mr. Bhatia's vast experience in the field of the management and recognising his visionary leadership which results into a huge contribution, development and growth of the company, has recommended to regularise Mr. Bhatia as Non-Executive Director pursuant to Section 152(2) of the Companies Act, 2013 and rules made there under.

Broad particulars of the terms of appointment and remuneration payable to Mr Pranay Bhatia are as under:

Designation: Mr. Pranay Bhatia shall hold the office as Non-Executive Director of the Company.

Remuneration / Perquisites / Allowances: Mr. Pranay Bhatia shall be entitled to payment of sitting fees of ₹ 1,00,000/- (Rupees One Lakh only) for attending each meeting of the Board, including its Committees thereof, subject to and in compliance with the provisions of the Act.

Members are requested to note that the Company has received consent in writing from Mr. Pranay Bhatia to act as a Non-Executive Director and appointed in the professional category of the Company and declaration(s) and confirmation stating that he satisfies all the conditions of appointment as Director as set out in section 152(5) read with Rule 8 Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013 and that he is not disqualified from being appointed as a Director of the Company in terms section 164 and other provisions of the Act.

Therefore, the Board of Directors at its 447th meeting dated 18th September 2025, on the recommendation of Nomination Remuneration Committee vide 24th meeting dated 18th September 2025, the resolution set out in Item No. 5 for approval by the Members, pursuant to the provisions of Section 152, 160, 161 and other applicable provisions, if any, of the Companies Act 2013 read with the applicable Rules framed thereunder including Companies (Appointment and Qualification of Directors) Rules, 2014 as “Ordinary resolution”.

The Explanatory Statement, together with the accompanying Notice, should be treated as an abstract of the terms of the Agreement of concern or interest under Section 190 of the Companies Act, 2013. The resolution at **Item No. 5** is recommended for approval by the Members in the best interest of the Company.



Memorandum of Interest

None of the Director or Key Managerial Personnel of the Company and/or their relatives other than Mr. Pranay Bhatia in his personal capacity is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary resolution set out at **Item No. 5** of the Notice for approval by the members.

**By Order of the Board
FOR SMS LIMITED**

**PLACE: NAGPUR
DATE: 18.09.2025**

**Anand Sancheti,
Managing Director
DIN: 00953362
Add: 10 Atulya Amravati Road Bharat Nagar
Hindustan Colony University Campus
Nagpur-440033 MH IN**

Route Map of AGM Venue



<https://www.google.com/maps/place/SMS+Limited/@21.1189133,79.0437016,16.25z/data=!4m19!1m13!4m12!1m4!2m2!1d79.0447306!2d21.1157472!4e1!1m6!1m2!1s0x3bd4c075e39441d3:0xeaf5a6495f896aec!2sSMS+Limited!2m2!1d79.0472903!2d21.1198234!3m4!1s0x3bd4c075e39441d3:0xeaf5a6495f896aec!8m2!3d21.1198234!4d79.0472903>