



QUALITY
GROUP

QUALITY FOILS (INDIA) LIMITED

Formerly known as Quality Foils (India) Pvt. Ltd.

(An ISO 9001:2015 Certified Company)

Regd. Office :- 3, Industrial Development Colony, Hisar - 125 005, Haryana

Tel: 0091 – 1662 – 220327, 220328

E-mail: contactus@qualityfoils.com; Website: www.qualityfoils.com

CIN: L27107HR1990PLC030929

Date: August 10, 2024

To,
The Manager,
Listing Compliance Department,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra kurla Complex, Bandra (East),
Mumbai-400051

Scrip Code – QFIL

Subject: Annual Report of Quality Foils (India) Limited (“Company”) for the Financial Year 2023-24.

Dear Sir/ Madam,

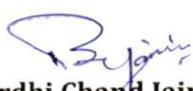
Pursuant to Regulation 34 of SEBI (LODR, Regulations) 2015, we hereby wish to intimate that **34th Annual General Meeting (“AGM”)** of the Company is scheduled to be held on **Wednesday, September 04, 2024, at 10:00 A.M.** at the registered office of the Company situated at 3 – Industrial Development Colony, Hisar-125005, Haryana.

Pursuant to regulation 34 of SEBI (LODR Regulations) 2015, we are submitting herewith the Annual Report of the Company containing Notice of AGM for the financial year 2023-24. The Annual Report containing the Notice is also uploaded on the website of the Company.

Kindly take the same on records and oblige.

Thanking You,

For **Quality Foils (India) Limited**

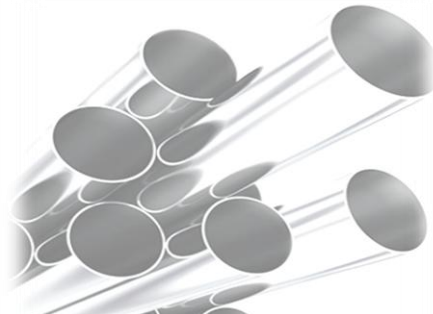

Birdhi Chand Jain
Chief Financial Officer



Encl. As Above



An integrated & leading manufacturer of
STAINLESS STEEL
Cold Rolled Precision Strips



ANNUAL REPORT

QUALITY FOILS (INDIA) LIMITED

Financial Year 2023-24



Website: www.qualitygroup.in

Registered Office: 3- Industrial Development Colony, Hisar, Haryana- 125005



Our Management

1. Mr. Kuldip Bhargava (Chairman and Director)
2. Mr. Tejasvi Bhargava (Managing Director)
3. Mr. Sumant Bhatnagar (Independent Director)
4. Mr. Rajinder Kedia (Independent Director)
5. Ms. Uma (Independent Director)
6. Mr. Mohan Lal (Director)

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY FOURTH (34TH) ANNUAL GENERAL MEETING (AGM) OF QUALITY FOILS (INDIA) LIMITED ("COMPANY") WILL BE HELD ON WEDNESDAY, SEPTEMBER 04, 2024 AT 10:00 A.M. AT ITS REGISTERED OFFICE AT 3 - INDUSTRIAL DEVELOPMENT COLONY, HISAR-125 005, (HARYANA), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the **Audited Financial Statement** of the Company for the financial year ended on March 31, 2024 including the Balance Sheet as at March 31, 2024 the Statement of Profit and Loss Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditor's thereon.
2. To appoint Mr. Tejasvi Bhargava (DIN- 00011103) - Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. To consider and appoint M/s. Kansal Jain & Associates (having FRN: 023083N), Chartered Accountants as the Statutory Auditors of the Company and to authorize Board of Directors to fix their remuneration as mutually agreed.

SPECIAL BUSINESS:

4. **To ratify the remuneration of the Cost Auditor**

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

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 38,500/- (Rupees Thirty Eight Thousand Five Hundred only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, to be paid to **M/s N. R. Goyal & Co., Cost Accountants (Firm Registration No. 101252)**, to conduct the audit of cost records of the Company, for the financial year 2024-25 be and is hereby ratified."

5. **Regularization of Additional Director, Mr. Mohan Lal (DIN: 10252864) as Director of the Company.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT Mr. Mohan Lal (DIN: 10252864), who was appointed as an Additional Director of the Company with effect from September 12, 2023 to holds office upto the date of ensuing Annual General Meeting ("AGM") for the Financial Year 2023-24 in terms of Section 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director in the capacity of Executive Director of the Company be and is hereby appointed as Director of the Company pursuant to section 152 of the Companies Act, 2013."

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“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all the acts, deeds and things and to take all such steps as may be necessary, proper and expedient to give effect to the above said resolution.”

6. **To approve and authorize Board of Directors to borrow money pursuant to Section 180 (1)(C) of the Companies Act, 2013**

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

“RESOLVED THAT pursuant to the provisions of Section 180(1) (c) and all other applicable provisions of the Companies Act, 2013, and the Rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow/take loans/advances from time to time in any number of tranches, and that the total borrowings exceed the aggregate of paid-up capital and free reserves of the company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall in aggregate not exceed Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only) in any case.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

7. **To give authorization to advance/give loan, give any guarantee or to provide any security pursuant to Section 185 of the Companies Act, 2013**

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

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the company to advance/give loan, give any guarantee or to provide any security to any other person/entity or in whom any of the Directors of the Company is interested/deemed to be interested, up to limits from time to time in any number of tranches upto an aggregate amount upto Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores only), in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give

effect to this Resolution.”

8. **To give authorization to grant loan to any person, give guarantee or provide security, acquire by way of subscription in securities pursuant to Section 186 of the Companies Act, 2013**

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

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, upto an aggregate amount of Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores only) from time to time in any number of tranches, over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

Registered Office:

3 - Industrial Development Colony,
Hisar-125 005, Haryana, India.

Date: August 10, 2024

Place: Hisar



**By the order of Board
For Quality Foils (India) Limited**

Kuldip Bhargava

**Kuldip Bhargava
Chairman**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY, DULY COMPLETED, MUST BE RECEIVED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY IN ORDER TO MAKE THE PROXIES EFFECTIVE.

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights, as applicable. A member holding more than 10 percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy form and attendance slip are enclosed with the Notice. Members / Proxies / Authorized Representatives should bring their Attendance Slip duly filled in for attending the meeting.

Proxy holder shall carry his valid identity proof (Aadhaar Card, Driving License, Voter ID Card, Passport, PAN Card) in order to prove his identity.

2. The route map of the venue of the meeting is annexed towards the end of this Notice hereto.
3. All the members are requested to follow proper physical distancing, cleanliness and sanitize themselves before entering into the venue.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
5. Members can inspect proxies lodged with the Company during the period from 24 hours before the meeting to the conclusion of the meeting by giving notice, in writing, at-least three days in advance.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto and the same should be taken as part of this Notice.
8. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 regarding Director seeking appointment at the meeting are provided as an **Annexure A** hereto.
9. All documents referred to in the Notice along with Register of Directors and Key Managerial Personnel & their Shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and Arrangements, maintained under Section 189 of the Companies Act, 2013 in which Directors are interested are available for inspection at the Registered Office of the Company during business hours on working days up to the date of the AGM.
10. Members holding shares in dematerialized form are requested to update the details pertaining to their

shareholding such as change of address/name, bank details, ECS mandate, nominations, power of attorney etc. with their Depository Participants. However the members who hold shares in physical form may writeto the Company Secretary at 3- Industrial Development Colony, Hisar-125005, Haryana or RTA at M/s. Bigshare Services Pvt. Ltd., Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves, Road, Andheri (East), Mumbai - 400059, India, Tel.: +91 22 62638200, Fax: +91 22 62638299, Email: ipo@bigshareonline.com

11. The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialize their holdings.
12. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
13. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules made there under and Regulation 36 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of Annual General Meeting will be sent by electronic mode only to the members whose e-mail addresses are registered with the Company / Depository Participant(s). Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including the Notice of Annual General Meeting from the Company, electronically. **The Notice of the AGM along with the Annual Report for the F/Y 2023-24 will also be available on the Company's website: www.qualitygroup.in**
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
15. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD_ RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank Particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN. Members are requested to provide Form ISR1, ISR2, Nomination Form duly filled and signed along with the hard copy of the following self-attested documents to RTA for registration against their respective folio(s) :
 - Identity Proof: Copy of PAN Card/ Aadhar Card
 - Address Proof: Copy of Aadhar Card/ Passport/ Client Master List/ Utility Bill not over 3 months old

- Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder
Contact Details: Mobile no., email ID
- Nomination: Please provide Form SH13 duly filled and signed to RTA.

In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment as per the direction under the aforesaid Circular.

16. Voting through electronic means

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members a facility to exercise their right to vote on the resolution proposed to be considered at the Annual General Meeting ("AGM") by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
- ii. The facility for voting through ballot paper system shall also be made available at the venue of the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through above voting system.
- iii. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- iv. The Company has engaged the services of **M/s Bigshare Services Private Limited (hereinafter called the "RTA")** as the Agency to provide e-voting facility.
- v. The Board of Directors has appointed **Mr. Rajesh Garg, Practicing Company Secretary (Membership No. 5960)**, as Scrutinizer to scrutinize the remote e-voting and voting at the meeting in a fair and transparent manner.
- vi. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Wednesday, August 28, 2024 shall be entitled to vote. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
- vii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, August 28, 2024.
- viii. Any person, who become a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Wednesday, August 28, 2024 may obtain the login ID and password by sending a request at contactus@qualityfoils.com
- ix. The voting period begins on September 01, 2024 at 09:00 a.m. and ends on September 03, 2024 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 28, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- x. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- xi. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- xii. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- xiii. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

How do I vote electronically using Bigshare i-Vote E-Voting System?

The way to vote electronically on RTA e-Voting system consists of "Two Steps" which are mentioned below:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting

	<p>your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

<u>Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

Process for those members whose email IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA i.e. nichetechpl@nichetechpl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 Digit Beneficiary ID), Name, Client Master or Copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in step 1(A).

3. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 02:

Pursuant to Section 152 of the Companies Act, 2013, one of the Directors (excluding Independent Directors) shall retire by rotation and be eligible for re-appointment at this Annual General Meeting. At the last Annual General Meeting, Mr. Kuldip Bhargava had retired by rotation and was subsequently re-appointed by the members of the Company. Therefore, at the 34th Annual General Meeting, Mr. Tejasvi Bhargava (Managing Director of the Company) being longest in the office, shall retire by rotation and he has offered himself for re-appointment.

Mr. Tejasvi Bhargava and Mr. Kuldip Bhargava (Relative of Director) are interested or concerned Directors in the proposed resolution.

ITEM NO. 03:

The Audit Committee in its meeting held on August 10, 2024 had recommended the appointment of M/s. Kansal Jain & Associates (FRN: 023083N) having principal office at SCO 80 81, 4th Floor, Sector 17C, Chandigarh-160017, as the Statutory Auditors of the Company, the said recommendation was considered by Board is given to the shareholders for appointment of Statutory Auditors of the Company for a term of five years and that they shall hold office from the conclusion of the ensuing Annual General Meeting (AGM) i.e. 34th AGM until the conclusion of 39th AGM of the Company to be held in the Financial Year 2029-30.

M/s Kansal Jain & Associates are having a vast experience and being a well- known firm, they are stabilized in working and having calculated audit procedures. Considering that, the Audit committee has recommended their appointment in its meeting held on August 10, 2024 to the Board. The said auditors have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

M/s. Kansal Jain & Associates shall be paid a fee of Rs. 35,000/- (Rupees Thirty Five Thousand only) for the audit of standalone and consolidated financial statements of the Company including out of pocket expenses and other applicable taxes. The Board, in consultation with the Audit Committee, in mutual agreement with Statutory Auditor has finalized the terms of appointment & other conditions and may alter/vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution set forth in Item No. 3.

ITEM NO. 04:

Pursuant to the provisions of Section 148 of the Companies Act, 2013, the Board has recommended in its meeting held on August 10, 2024, the shareholders to ratify the remuneration of Rs. 38,500/- (Rupees Thirty Eight Thousand Five Hundred only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, to be paid to M/s N. R. Goyal & Co., Cost Accountants (Firm Registration No.

101252), to conduct the audit of cost records of the Company, for the financial year 2024-25.

Accordingly, consent of the Members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2024-25.

The Board recommends the Resolution set forth in Item No. 4 for the approval of the Members.

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution set forth in Item No. 4.

ITEM No. 05

Mr. Mohan Lal (DIN: 10252864) was appointed as Additional Director on the Board of the Company in its meeting held on September 26, 2023. In terms of Section 161(1) of the Companies Act, 2013, he can hold office only upto the date of ensuing Annual General Meeting basis the terms and conditions of the appointment are as mutually agreed upon by the Company. In recognition of his outstanding performance, the Directors now propose his appointment as an executive Director of the company under Section 152 of the Companies Act, 2013.

The Board recommends the resolution set out in item No. 05 of the accompanying Notice for approval of appointment of Mr. Mohan Lal as Executive Director of the Company with effect from the conclusion of ensuing Annual General Meeting.

None of the Directors of the Company except Mr. Mohan Lal, is concerned or interested in the proposed resolution.

ITEM No. 06

In accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except.

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company. Thus, the Board of Directors of the Company proposes before the members to increase the limits to borrow money upto Rs. 150 Crores (Rupees One Hundred and Fifty Crores) and to secure such borrowings and, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and to create charge on the assets over the Company upto Rs. 150 Crores (Rupees One Hundred and Fifty Crores) under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

ITEM No. 07

The Board decided to seek approval of the shareholders pursuant to the provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to entities or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of Rs. 150 Crores (Rupees One Hundred and Fifty Crores) which is required to be approved by the shareholder of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

ITEM No. 08

In order to make optimum use of funds available with the Company and considering the fund requirements of peer group companies, as a long term strategy to enhance the growth trajectory, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: - (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 150 Crores (Rupees One Hundred and Fifty Crores).

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

Registered Office:

3 - Industrial Development Colony,
Hisar-125 005, Haryana, India.

Date: August 10, 2024

Place: Hisar



**By the order of Board
For Quality Foils (India) Limited**

Kuldip Bhargava

**Kuldip Bhargava
Chairman**

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

Annexure A

Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India for item no. 2 is as under:

Brief profile and details of Mr. Tejasvi Bhargava, Director, who is liable to retire by rotation and eligible for re-appointment, are as under:

Name of Director	Mr. Tejasvi Bhargava
DIN	00011205
Brief Resume	<p>Born in Hisar, Haryana, India on November 15, 1979 he did his schooling in Hisar and full-time graduation from New Delhi and subsequently he did MBA from TVU (London), and further completed a Management course from IIM, Ahmedabad.</p> <p>Before stepping into the current business set up, he had worked as full-time Director at Voice Data Management Private Limited, Gurgaon (An IT BPO organization) for two years.</p> <p>He is having more than 18 years of experience in Steel Industry. After having his successful tenure with the above mentioned multi-national IT BPO, Mr. Tejasvi in September 2003 joined the Quality Group initially as a full time Director and since 1st August 2015 promoted as full time Managing Director. At the time of his joining, he was entrusted with the affairs of SS Cold Rolling & Pipe/Tube manufacturing divisions of the group. Under his able leadership both the units have grown substantially as market leaders and also increased their market size which includes Exports to EU and Americas. Under him the group has also diversified into the manufacture of SS Flexible Hoses and Assemblies, which partially meets the requirement of ISRO Space programme, DRDO & BHEL's. Being the Group's Managing Director, he has been very successfully managing all company's operations, staff and ventures in order to maintain and grow its business.</p> <p>Apart from this, on his personal capacity, he owns a part of family stale in Jindal Quality Tubulars Ltd, a subsidiary company of Jindal Saw Ltd. for production of SS Pipes & Tubes.</p> <p>A keen Squash Enthusiast, also an active part of organisations as Chairman Rural Committee and Chair Climate Change Committee at CII Young Indians (Gurugram Chapter), CII, Stainless Steel Tube Producers Association (Executive Member) & ISSDA.</p>
Date of Birth (Age in years)	November 15, 1979 (about 45 years)
Qualification	He has done full-time graduation from New Delhi, MBA from TVU (London), and further a Management course from IIM, Ahmedabad.
Experience and	18 years of experience in Steel Industry.

Quality Foils (India) Limited
Formerly known as *Quality Foils (India) Pvt. Ltd.*

expertise in specific functional area	
Terms and conditions of appointment	The present resolution seeks approval of the Members for reappointment of Mr. Tejasvi Bhargava, Managing Director as a Director liable to retire by rotation. Please note that the terms and conditions of appointment of Mr. Tejasvi Bhargava as Director has already approved by the board in their board meeting by passing necessary resolution.
Details of remuneration to be sought and remuneration last drawn	The remuneration of Mr. Tejasvi Bhargava, Managing Director of the Company was approved by the members at the Extra-ordinary General Meeting held on 12 th November, 2022.
Date on which first appointed on the Board	September 29, 2003
Details of shareholding in the Company 31st March, 2023	1,23,600 equity shares of face value of Rs. 10/- each.
Relationship with other Directors/Key Managerial Personnel ("KMP") (if any)	Mr. Kuldip Bhargava, Executive Chairman and Director of the Company, is the father of Mr. Tejasvi Bhargava. He is not related to any other Director/ KMP of the Company.
Number of Board Meetings attended during the year 2023-24.	7 (Seven)
Details of Directorships / Committee Chairmanship and Memberships in other public limited companies (As on March 31, 2024)	Nil
Name of the listed entities from which the Director has resigned during the past three years	Nil

Quality Foils (India) Limited
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Brief profile and details of Mr. Mohan Lal, Additional Director, who is appointed as Director through regularisation, are as under:

Name of Director	Mr. Mohan Lal
DIN	10252864
Brief Resume	Mr. Mohan Lal was born on June 15, 1984 in Rajasthan. He has done his schooling from Adarsh Vidya Vihar in Hisar, Haryana from Haryana Board of Secondary Education (HBSE). He has completed his Bachelors of Arts from Dayanand College, Hisar, Haryana.
Date of Birth (Age in years)	June 15, 1984 (aged about 40 years)
Qualification	Bachelors of Arts from Dayanand College, Hisar, Haryana
Experience and expertise in specific functional area	He holds an expertise in Human resource and Information Technology with a vast experience of 15 years.
Terms and conditions of appointment	Terms and conditions as mutually decided with him by Board at the time of appointment. He has been appointed as Additional Director on the Board of the Company on September 12, 2023
Details of remuneration to be sought and remuneration last drawn	The remuneration as mutually decided with him by Board at the time of appointment.
Date on which first appointed on the Board	September 12, 2023 as Additional Director
Details of shareholding in the Company 31st March, 2023	N.A.
Relationship with other Directors/Key Managerial Personnel ("KMP") (if any)	N.A.
Number of Board Meetings attended during the year 2023-24.	3 (Three)
Details of Directorships / Committee Chairmanship and Memberships in other public limited	NIL

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

companies (As on March 31, 2024)	
Name of the listed entities from which the Director has resigned during the past three years	NIL

Date: August 10, 2024
Place: Hisar



By order of the Board
For Quality Foils (India) Limited

Kuldip Bhargava

Kuldip Bhargava
Chairman

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

Form No. MGT-11
Proxy Form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]*

Name of the Company: Quality Foils (India) Limited
CIN: L27107HR1990PLC0309295
Regd. Office: 3 – Industrial Development Colony, Hisar – 125005, Haryana, India.
Ph: 01662- 220327, 28; **E-mail:** contactus@qualityfoils.com ; **Website:** www.qualitygroup.in;

Name of the member(s):	
Registered address:	
Email Id.:	
Folio No. / Client Id:	
DP Id.:	

I / We, being the member(s) of shares of the above name company, hereby appoint

1. Name:
Address:
Email Id.:Signature:

Or failing him/her

2. Name:
Address:
Email Id.:Signature:

Or failing him/her

3. Name:
Address:
Email Id.:Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

General Meeting of the Company, to be held on **September 04, 2024 at 10:00 A.M.** at the registered office of the Company at 3 – Industrial Development Colony, Hisar-125005, Haryana, India and at any adjournment thereof in respect of such resolution as is indicated below:

Sr. No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2024 including the Balance Sheet as at March 31, 2024 the Statement of Profit and Loss Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditor's thereon.		
2.	To appoint Mr. Tejasvi Bhargava (DIN- 00011103) – Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment.		
3.	To consider M/s. Kansal Jain & Associates (having FRN: 023083N), Chartered Accountants as the Statutory Auditors of the Company and to authorize Board of Directors to fix their remuneration as mutually agreed.		
4.	To ratify the remuneration of Cost Auditor.		
5.	Regularization of Additional Director, Mr. Mohan Lal (DIN: 10252864) as Director of the Company.		
6.	To approve and authorize Board of Directors to borrow money pursuant to Section 180 (1)(C) of the Companies Act, 2013		
7.	To give authorization to advance/give loan, give any guarantee or to provide any security pursuant to Section 185 of the Companies Act, 2013		
8.	To give authorization to grant loan to any person, give guarantee or provide security, acquire by way of subscription in securities pursuant to Section 186 of the Companies Act, 2013		

Signed this..... day of, 2024

Affix
Revenue
Stamp

.....
Signature of shareholder Signature of Proxy holder(s)

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.

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2. This form of Proxy, to be effective should be duly completed deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. Please put a (✓) in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

QUALITY FOILS (INDIA) LIMITED

CIN: L27107HR1990PLC0309295

Registered Office: 3 – Industrial Development Colony, Hisar – 125005, Haryana, India

Ph: 01662- 220327, 28; E-mail: contactus@qualityfoils.com ;

Website: www.qualitygroup.in

Attendance Slip

Registered Folio / DP ID & Client ID	
Name of Shareholder	
Address of Shareholder	
Number of Shares held	

I/We, hereby record my/our presence at the 34th Annual General Meeting of the Company to be held on September 04, 2024 at **10:00 A.M.** at its registered office at 3 – Industrial Development Colony, Hisar-125 005, (Haryana).

Signature of Shareholder / Proxy Present:.....

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.
3. Each equity share of the Company carries one vote.
4. Please read carefully the instructions printed overleaf before exercising the vote.

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

Form No. MGT-12

Polling Paper

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c)
of the Companies (Management and Administration) Rules, 2014]*

Name of the Company: Quality Foils (India) Limited

Registered office: 3 – Industrial Development Colony, Hisar – 125005, Haryana.

CIN: L27107HR1990PLC0309295

Name of the First Named Shareholder (in block letters):	
Postal address:	
Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
Class of Shares	

I hereby exercise my vote in respect of Ordinary and Special businesses enumerated in Notice of **34th Annual General Meeting** of the Company, to be held on the **September 04, 2024 at 10:00 A.M.** at Registered Office of the Company at 3 – Industrial Development Colony, Hisar – 125005, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Item	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1)	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2024 including the Balance Sheet as at March 31, 2024 the Statement of Profit and Loss Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditor's thereon.			
2)	To appoint Mr. Tejasvi Bhargava (DIN- 00011103) – Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment.			
3)	To consider and re-appoint M/s. Kansal Jain & Associates (having FRN: 023083N), Chartered			

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	Accountants as the Statutory Auditors of the Company and to authorize Board of Directors to fix their remuneration as mutually agreed.			
4)	To ratify the remuneration of Cost Auditor.			
5)	Regularization of Additional Director, Mr. Mohan Lal (DIN: 10252864) as Director of the Company.			
6)	To approve and authorize Board of Directors to borrow money pursuant to Section 180 (1)(C) of the Companies Act, 2013			
7)	To give authorization to advance/give loan, give any guarantee or to provide any security pursuant to Section 185 of the Companies Act, 2013			
8)	To give authorization to grant loan to any person, give guarantee or provide security, acquire by way of subscription in securities pursuant to Section 186 of the Companies Act, 2013			

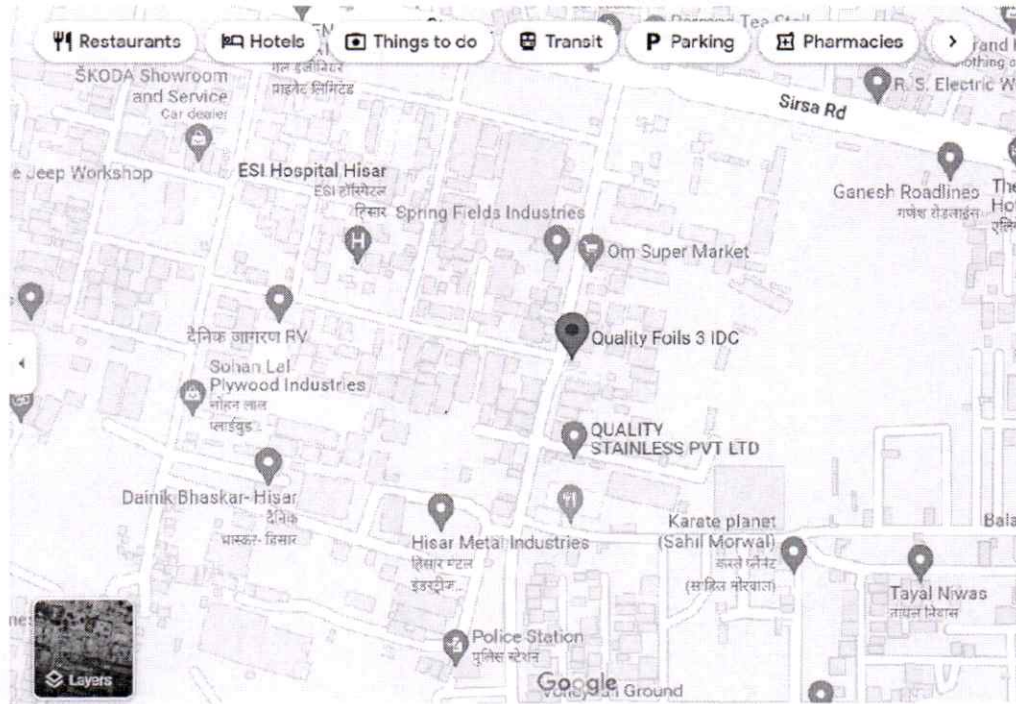
Place:

Date:

(Signature of shareholder)

ROUTE MAP

Venue of the 34th Annual General Meeting of Quality Foils (India) Limited to be held on **September 04, 2024 at 10:00 A.M.** a.m. its registered office at 3 - Industrial Development Colony, Hisar-125 005, (Haryana).



DIRECTORS' REPORT

TO
THE MEMBERS,
QUALITY FOILS (INDIA) LIMITED

Your Directors have pleasure in presenting the 34th Directors' Report on the business and operations of your Company together with the audited statement of accounts for the financial year ended March 31, 2024.

FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2024 is summarized below:

PARTICULARS	(Rs. in Lakhs)	
	For the Financial year ended March 31, 2024	For the Financial year ended March 31, 2023
Sales/Others receipts	15538.30	18694.45
Profit before depreciation and Taxation	329.06	535.39
Less: depreciation	157.26	152.60
Profit after depreciation	171.80	382.79
Less: Provision for Taxation		
Income Tax on extraordinary items	-	35.43
Current Year	44.51	63.48
Deferred Tax	(6.29)	(34.97)
Previous Year Tax	-	(0.02)
Profit after Taxation	133.58	318.87
Add: Profit brought forward	1744.13	1495.26
Less: Transfer to General Reserve	-	70.00
Profit available for appropriation	1877.71	1744.13
Dividend & Tax on dividend	-	-
Surplus carried to Balance Sheet	1877.71	1744.13

1. COMPANY'S BUSINESS GROWTH AND PROSPECTS

The total income for the financial year 2023-24 has decreased to Rs. 15538.30 Lakhs, as against Rs. 18694.45 Lakhs in the financial year 2022-23, and the profit after tax has decreased to Rs. 133.58 Lakhs in the financial year 2023-24, from Rs. 318.87 Lakhs in the financial year 2022-23.

2. DIVIDEND

In terms of the Dividend Distribution Policy of the Company and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), equity shareholders of the

Company may expect dividend if the Company is having surplus funds and after taking into consideration the relevant internal and external factors as mentioned in the said Policy. Accordingly, considering the cash position, fund requirements for growth of business of your Company and agreement with the Lenders, the Board of Directors has not recommended any dividend for the financial year ended March 31, 2024.

The Dividend Distribution Policy is available on Company's website at the following link:

<https://www.qualitygroup.in/wp-content/uploads/2023/01/DIVIDEND-DISTRIBUTION-POLICY.pdf>

3. TRANSFER TO RESERVES

During the reporting financial year, the company has not transferred any amount to any reserves of the Company.

4. SHARE CAPITAL

There has been no change in the share capital of your Company during the Financial Year 2023-24.

The Authorised Share Capital of the Company as at March 31, 2024 is 4,00,00,000/- (Rupees Four Crores only) and the Paid Up Share Capital is Rs. 2,85,40,000/- (Rupees Two Crore Eighty Five Lakh Forty Thousand Only).

5. CHANGE IN NATURE OF BUSINESS

There was no change in nature of business during the year under review.

6. DEPOSITS

As per Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rule, 2014, your Company did not accept any new deposit in the financial year ending on March 31, 2024.

The details relating to deposits, covered under Chapter V of the Act are provided hereunder:

1. Accepted during the year: Nil
2. Remained unpaid or unclaimed as at the end of the year: Nil
3. Deposits repaid during the Year: Rs. 1,50,00,000/-

4. Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved: - **no default has been made and hence these details are not applicable:**

- a) at the beginning of the year: Not Applicable
- b) during the year: Not Applicable
- c) at the end of the year: Not Applicable
- d) The details of deposits, not in compliance with the requirements of Chapter V of the Act: Nil

7. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

During the period under review, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF). Therefore, this clause is not applicable on Company.

8. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantees and investments by your Company, as required under Section 186 of the Act are stated in Notes to Accounts of the financial statements, forming part of the Annual Report.

9. INTERNAL FINANCIAL CONTROL

The company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation was observed.

10. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism & Whistle Blower Policy to report genuine concerns or grievances. The Vigil Mechanism & Whistle Blower Policy has been posted on the Company's website which may be accessed on the Company's website at the link:

<https://www.qualitygroup.in/wp-content/uploads/2023/05/Vigil-Mechanism-Policy.pdf>

11. RISK MANAGEMENT

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework. The Company has also devised a Risk Management Policy for identification of elements of risks and

procedures for reporting the same to the Board.

12. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Companies Act, 2013, are provided in **Annexure A** to this Report.

13. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with Section 134(3)(c) read with 134(5) of Companies Act, 2013 the Board of Directors confirms that:

- 1) in the preparation of the annual financial statements for the year ended March 31, 2024 the applicable Indian accounting standards (IND-AS) read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- 2) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- 3) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) the Directors have prepared the annual accounts on a going concern basis;
- 5) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- 6) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES REFERRED TO IN SUB SECTION (1) OF SECTION 188 IN THE PRESCRIBED FORM

The Company has formulated a Policy on Related Party Transactions and manner of dealing with related party transactions which is available on the Company's website. All related party transactions entered into during FY 2023-24 were on an arm's length basis and in the ordinary course of business.

The disclosure as required under Section 134(3) (h) of the Act in form AOC-2, of related party transactions entered during the financial year 2023-24, is provided in **Annexure B** to this report.

The Policy on materiality of related party transactions may be accessed on the Company's website at the link: <https://www.qualitygroup.in/wp-content/uploads/2023/01/POLICY-ON-DEALING-WITH-RELATED-PARTY-TRANSACTIONS.pdf>

15. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The following were the appointment/resignation/change in designation that took place during the Financial Year 2023-24 in your Company.

- a) Mr. Mohan Lal (DIN: 10252864) was appointed as Additional Director on the Board of the Company with effect from September 12, 2023 till the ensuing Annual General Meeting.
- b) Mr. Yashvir Singh (DIN: 01166596) had resigned from the Directorship with effect from July 20, 2023 from the Board of the Company.

16. DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors of the Company had given the declaration under Section 149(7) of the Act that they meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16 of SEBI (LODR), 2015. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct for Board Members and Senior Management. Further, all the Directors have also confirmed that they are not debarred to act as a Director by virtue of any SEBI order or any other authority. The Company has received a declaration from the Independent Directors that their name is included in the data bank.

Your Company has also devised a Policy on Familiarization Programme for Independent Directors which aims to familiarize the Independent Directors with your Company, nature of the industry in which your Company operates, business operations of your Company etc. The said Policy may be accessed on your Company's website at the link:

<https://www.qualitygroup.in/wp-content/uploads/2023/01/FAMILIARIZATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS.pdf>

17. PERFORMANCE EVALUATION

The Company has devised a policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors. The evaluation of all the Directors and the

Board as whole was conducted based on the criteria and framework adopted by the Board.

The policy is available on the website of the Company and can be accessed by clicking on the below link:

<https://www.qualitygroup.in/wp-content/uploads/2023/01/POLICY-ON-NOMINATION-AND-REMUNERATION-COMMITTEE.pdf>

18. COMMITTEES OF THE BOARD

Audit Committee

The Audit Committee (the "Committee") was constituted by the Board of Directors at their meeting held on November 26, 2022 in accordance with the Section 177 of the Companies Act, 2013 and Rule 6 of the Companies (Meeting of board and its powers) Rule, 2014.

Composition of Audit Committee:

Name of the Director	Status	Nature of Directorship
Mr. Rajinder Kedia	Chairman	Independent Director
Mr. Sumant Bhatnagar	Member	Independent Director
Mr. Tejasvi Bhargava	Member	Managing Director

During the financial year 2023-24, the Audit committee held a total of 4 (four) meetings. All the four Audit committee meetings were held physically at the Registered Office of the Company. The respective dates of the Audit committee Meetings and Number of members who attended the meeting during the mentioned period are as follows:

S. No.	Date of Audit Committee meeting	No. of members Attended the Meeting	No. of members entitled to attend the board meeting
1	April 28, 2023	3	3
2	May 23, 2023	3	3
3	November 04, 2023	2	3
4	February 27, 2024	2	3

Stakeholders Relationship Committee ("SRC")

The Stakeholders Relationship Committee was constituted by the Board of Directors at their meeting held on November 26, 2022 in accordance with the Section 178(5) of the Companies Act 2013.

Composition of Stakeholders Relationship Committee

Name of the Director	Status	Nature of Directorship
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Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

Mr. Rajinder Kedia	Chairman	Independent Director
Mr. Kuldip Bhargava	Member	Executive Director
Mr. Tejasvi Bhargava	Member	Managing Director

During the financial year 2023-24, the SRC held 1 (One) meeting which was held physically at the Registered Office of the Company. The respective dates of the SRC Meetings and Number of members who attended the meeting during the mentioned period are as follows:

S. No.	Date of Stakeholders Relationship Committee meeting	No. of members Attended the Meeting	No. of members entitled to attend the board meeting
1	February 27, 2024	3	3

Nomination and Remuneration Committee

The Nomination and Remuneration Committee has constituted by the Board of Directors at their meeting held on November 26, 2022 in accordance with the Section 178 of the Companies Act 2013.

Composition of Nomination and Remuneration Committee (“NCR”)

Name of the Director	Status	Nature of Directorship
Mr. Rajinder Kedia	Chairman	Independent Director
Mr. Sumant Bhatnagar	Member	Independent Director
Ms. Uma	Member	Independent Director

During the financial year 2023-24, the NRC held 1 (One) meeting which was held physically at the Registered Office of the Company. The respective dates of the NRC Meetings and Number of members who attended the meeting during the mentioned period are as follows:

S. No.	Date of Nomination & Remuneration Committee meeting	No. of members Attended the Meeting	No. of members entitled to attend the board meeting
1	September 12, 2023	2	3

Corporate Social Responsibility (CSR) Committee:

As the provisions of Sec-135 of the Companies act, 2013 are not applicable on the Company. Therefore Company is not required to constitute CSR Committee.

19. BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on Company / Business policy and strategy. The gap between any two consecutive meetings was within the limit prescribed under

the Companies Act, 2013 and SEBI (LODR) Regulations. The necessary quorum was present during all the meetings.

During the financial year 2023-24, the board of directors held a total of 9 meetings. All the Nine Board meetings were held physically at the Registered Office of the Company. The respective dates of the Board Meetings and Number of Directors who attended the meeting during the mentioned Period are as follows:

S. No.	Date of Board Meeting	No. of Directors Attended the Meeting	No. of Directors entitled to attend the board meeting
1	April 10, 2023	6	6
2	May 05, 2023	4	6
3	May 23, 2023	6	6
4	June 20, 2023	4	6
5	July 05, 2023	4	6
6	September 12, 2023	3	5
7	November 04, 2023	5	6
8	January 16, 2024	4	6
9	February 07, 2024	4	6

GENERAL MEETINGS:

During the financial year ended March 31, 2024, only one (1) meeting of shareholders was held i.e. 33rd Annual General Meeting which was held on August 10, 2023.

20. STATUTORY AUDITORS AND AUDITOR'S REPORT

The existing Statutory Auditors M/s. V S Jain and Associates, Chartered Accountants, Hisar (Firm Registration No.03533N) were duly appointed for a period of 5 years in the Annual General Meeting duly held on September 30, 2019 i.e., upto the Annual General Meeting to be held in the year of 2024. Therefore, the Board of Directors of the Company has recommended to appoint M/s. Kansal Jain and Associates (FRN: 023083N) to the members of the company, who shall be appointed with effect from 34th Annual General Meeting which is scheduled to be held on September 04, 2024 upto the 39th Annual General Meeting which shall be held in the Financial Year 2029-30.

Further, the report of the Statutory Auditors on the Balance Sheet and Profit and Loss Account for the year ended on March 31, 2024 is self-explanatory and does not require any statement from the Company. Furthermore, the Auditors' Report does not contain any qualification, reservation or adverse remark.

21. SECRETARIAL AUDITORS

M/s. Rajesh Garg & Co., Practicing Company Secretaries, Hisar (FCS No. 5960) is the Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2024-25.

The Secretarial Audit Report (MR-3) for financial year 2023-24 forms part of the Annual Report as **Annexure-C**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

22. INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, on the recommendation of the Audit Committee, Mr. Kapil Mittal, Chartered Accountant (Mem. No. 542972) is the Internal Auditor for the financial year 2024-25.

23. COST AUDITORS

M/s. N. R. Goyal & Company, Cost Accountants, Delhi having Firm Registration No. 101252 with the Institute of Cost Accountants of India, is the Cost Auditor of the Company for conducting the Cost Audit of the Company for the financial year 2024-25. The remuneration to be paid to Cost Auditors as recommended and approved by the Board, proposed to be ratified in the forthcoming Annual General Meeting of the Company.

24. COST RECORDS

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.

25. ANNUAL RETURN

As provided under Section 92(3) & 134(3)(a) of the Act, Annual Return for FY 2023-24 is uploaded on the website of the Company at www.qualitygroup.in

26. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There was no such employee of the Company who is covered under provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **Annexure D** to this Report.

27. CORPORATE GOVERNANCE

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has complied with all the mandatory provisions of corporate governance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your company is committed to maintain the highest possible standards of Corporate Governance. Being an SME listed entity a separate report on Corporate Governance along- with Auditors' certificate in this regard is not required to be provided.

28. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forms part of the Annual Report as **Annexure E** to the Board's report.

29. STOCK EXCHANGES WHERE THE SECURITIES ARE LISTED

SME Exchange of National Stock Exchange of India Ltd., ("NSE Emerge")
Exchange Plaza, 5th Floor, Plot No. C/1,
G-Block, Bandra-Kurla complex,
Bandra (E), Mumbai – 400 051

30. COMPLIANCE OF GUIDELINES OF SEBI/STOCK EXCHANGE

We have duly complied with all the applicable guidelines issued by SEBI/Stock Exchange.

31. SECRETARIAL STANDARDS OF ICSI

The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems were adequate and operating effectively.

32. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year and date of this report.

33. STATEMENT OF DEVIATION OR VARIATION

As per Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations,

2015, there is no deviation or variation in the use of funds raised through Public Issue of Equity Shares from the objects stated in the Prospectus of the Company.

34. INDUSTRIAL RELATIONS

Industrial relations continued to be cordial during the year under review.

35. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Business Responsibility Sustainability Report ("BRSR") as per the requirements of Regulation 34(2)(f) of the SEBI (LODR), 2015 is not mandatorily required to be given by Companies which have listed their specified securities on the SME Exchange. Your Company has not voluntarily adopted disclosure requirement of the Business Responsibility Report.

36. POLICY ON PREVENTION OF SEXUAL HARASSMENT

Your Company has in place a policy on prevention of sexual harassment at workplace in accordance with the provisions of Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013 ("POSH Act"). The policy aims at prevention of harassment of women employees and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is an Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy.

Further, in terms of the provisions of the SEBI LODR, the details in relation to the POSH Act, for the financial year ended on March 31, 2024 are as under:

- a) Number of complaints pertaining to sexual harassment filed during the financial year: NIL
- b) Number of complaints pertaining to sexual harassment disposed off during the financial Year: NIL
- c) Number of complaints pertaining to sexual harassment pending as at the end of the financial year: NIL

The policy of the Company on Prevention of Sexual Harassment, as adopted by the Board, may be accessed on your Company's website at the link:

<https://www.qualitygroup.in/wp-content/uploads/2023/01/POLICY-ON-PROTECTION-OF-WOMEN-FROM-SEXUAL-HARASSEMENT.pdf>

37. CREDIT RATING

The Company does not have any Credit rating as of now.

38. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Company has devised a policy for Appointment and Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel. The policy also regulated the terms of appointments including retirements and removals as well. The policy of the Company on Directors' appointment and remuneration, adopted by the Board, may be accessed on your Company's website at the link:

<https://www.qualitygroup.in/wp-content/uploads/2023/01/POLICY-ON-NOMINATION-AND-REMUNERATION-COMMITTEE.pdf>

39. OTHER DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- 1) There was no issue of equity shares with differential rights as to dividend, voting or otherwise.
- 2) There was no issue of shares (including sweat equity shares) to the employees of the Company under any scheme.
- 3) No application has been admitted against the Company under the Insolvency and Bankruptcy Code, 2016.
- 4) There was no instance of one time settlement with any bank or financial institution.
- 5) Company does not have any subsidiary.
- 6) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- 7) There are no shares in the demat suspense account/unclaimed suspense account of the Company.

40. THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013.

I. General Information:

1) Nature of Industry

Quality Foils (India) Limited
Formerly known as *Quality Foils (India) Pvt. Ltd.*

Steel: The Company is engaged in the Manufacture and sale of stainless steel Cold rolled Stainless Steel (CR) Strips/ Coils and Stainless Steel Flexible hose pipes etc.

- 2) **Date of commencement of commercial production**
N.A. since the Company has already commenced its business activities
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable

4) **Financial performance based on given indicators** (Rs. In lakhs)

Particulars	2023-24	2022-23	2021-22
Total Income	15538.30	18694.45	18,030.64
Profit before depreciation and tax	329.06	535.39	369.98
Depreciation	157.26	152.60	148.33
Profit before tax	171.80	382.79	221.65
Tax Expense	38.22	63.92	63.65
Profit after tax	133.58	318.87	158
Equity capital (face value Rs. 10)	285.40	285.40	140
Earnings per share (Rs.) (face value Rs. 10/-)	4.68	11.18	11.29

- 5) **Foreign investments or collaborators, if any:**
The Company did not have any foreign investment or collaboration.

II. Information About Managing Director:

1) **Background Details**

Mr. Tejasvi Bhargava
Aged about 45 years, is a Graduate from New Delhi with an MBA from TUV London and management courses from IIM Ahmadabad, he has extensive and diverse experience in business and the steel industry.

2) **Past Remuneration** (Rs. In lakhs)

Financial Year	Mr. Tejasvi Bhargava
2023-24	49.42
2022-23	48.62
2021-22	48.22

2020-21	38.22
2019-20	36.22

3) Recognition or Awards

Mr. Tejasvi Bhargava is well recognized for his leadership, visionary, and entrepreneur skills in managing business activities and has been efficiently managing overall affairs of the Company.

4) Job Profile and his Suitability

Mr. Tejasvi Bhargava was inducted in 2003 as a member of the Board and become Managing Director of the Company with effect from August 8, 2015 and further re-appointed as Managing Director for a term of 5 years with effect from March 01, 2021. He has an extremely rich experience in the steel industry. Mr. Tejasvi Bhargava is responsible for the overall conduct and management of business and affairs of the Company. This includes broad development of business; providing strategic direction to the business units of the Company; review of product portfolio and continual introduction of new products; enhancement of manufacturing efficiencies and rationalization of costs. The Company has registered an incredible growth under his leadership.

5) Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons.

6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any.

Apart from their remuneration in the capacity of Managing Director, Mr. Tejasvi Bhargava, has also provided unsecured loan during the year to the Company @ 9% p.a. But after the closure of financial year the loan has been repaid in full and outstanding loan amount as on the date of signing of this report is -NIL. He also holds 123600 shares in the Company.

III. OTHER INFORMATION:

1) Reasons of loss or inadequate profits: The Company has been profitable since its inception. However, it may have faced low profits at times due to following reasons:

- Competition;
- Pressure on pricing;
- High Interest rates.

2) Steps taken or proposed to be taken for improvement

- To launch new products ;
- Reduce break-even;
- Enhance performance ethics;
- Leadership and outsourcing;
- Specialization.

3) Expected increase in productivity and profit in measurable terms.

The above steps taken/proposed to be taken by the Company are expected to increase the productivity and profits of the Company.

41. ACKNOWLEDGEMENT

The Board of Directors thanks and deeply acknowledge the co-operation, assistance and support provided by all the stakeholders' viz., workers, shareholders, bankers, customers, dealers, vendors, Government and Regulatory agencies.

For and on behalf of the Board of Directors
Quality Foils (India) Limited

Date: August 10, 2024
Place: Hisar



Tejasvi Bhargava
Tejasvi Bhargava
Managing Director
DIN: 00011205
R/o: Anand bhawan,
Hisar-125001

Kuldip Bhargava
Kuldip Bhargava
Chairman
DIN: 00011103
R/o: Anand bhawan,
Hisar-125001

Annexure-A

(CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT-GO-RULE 8(3) OF COMPANIES (ACCOUNTS) RULES, 2014.

A. CONSERVATION OF ENERGY:

The following measures have been taken by the company for conservation of energy: -

1.) The steps taken or impact on conservation of energy: -

- a. Identification and monitoring of operation of high energy consuming load centers.
- b. Use of Energy Efficient Lighting systems like LED and CFL lamps etc.
- c. Switching off machines/equipment when not in use and switching off lights in areas not having adequate activity by regrouping/repositioning the activity so that there will not be any wastage of energy due to lighting.
- d. Use of power capacitors to improve the Power factor.
- e. Creating awareness among employees about the necessity of energy conservation.
- f. The Company installed Solar System of 150KW for energy consumption.

The above-mentioned measures have resulted in reduced consumption of electrical energy at various load centers and helped in containing the energy costs in spite of the hike in electricity tariff.

2.) The steps taken by the company for utilizing the alternate sources of energy:-

- a. The company has own generator sets for generating power as alternate source of energy.

3.) The capital investment on energy conservation equipments: -

No specific investment has been made in reduction in energy consumption.

B. TECHNOLOGY ABSORPTION

1. The effort made towards technology absorption:

All the products of the company have a high level of technology. The Manufacturing processes are also technology intensive. These are being constantly updated.

2. The benefits derived like product improvement cost reduction, product development or import substitution:

Technology development plans of the company have resulted in reducing the cost of production and also provided flexibility in manufacturing.

3. In case of imported technology (important during the last three years reckoned from the beginning of the financial year).

- a. The details of technology imported
- b. The year of Import
- c. Whether the technology been fully absorbed
- d. if not fully absorbed, areas where absorption has not taken place and the reasons thereof.

The company has not imported any technology during the last three years.

4. The Expenditure incurred on Research and Development: - NIL

	(Amount: In Lakh)	
FOREIGN EXCHANGE EARNINGS AND OUTGO:	<u>2023-24</u>	<u>2022-2023</u>
Total Foreign Exchange used during the year under review=	12.02	22.27
Total Foreign Exchange earned during the year under review=	248.96	477.19

For and on behalf of the Board of Directors
Quality Foils (India) Limited

Date: August 10, 2024
Place: Hisar



Tejasvi Bhargava *Kuldip Bhargava*

Tejasvi Bhargava
Managing Director

DIN: 00011205
R/o: Anand bhawan,
Hisar-125001

Kuldip Bhargava
Chairman

DIN: 00011103
R/o: Anand bhawan,
Hisar-125001

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

Annexure B

Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: No Such Contracts

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name of the Related Party and Nature of Relationship	Nature of Contract/ Arrangements/ Transactions	Duration of the Contract/ Arrangements /Transactions	Salient Terms of the Contract/Arrangements/Transactions, including the value, if any (in Rs.)	Date of Approval by the Board, If Any	Amount Paid as advances, if any
Mr. Kuldip Bhargava	Managerial remuneration paid	Continuing	61.42 lakhs		
	Interest Received	Continuing	0.10 lakhs		
Mr. Tejasvi Bhargava (Managing Director)	Interest Received	Continuing	0.06 lakhs	-	-
	Managerial Remuneration received	Continuing	90.05 lakhs		
Mrs. Divya Bhargava (Relative of KMP)	Remuneration received	Continuing	6.22 lakhs		-
Mrs. Preet Bhargava (Relative of KMP)	Remuneration received	Continuing	6.22 lakhs		-
Mrs. Anita Jain (Relative of KMP)	Remuneration received	Continuing	6.23 lakhs		-
Quality Stainless Private Limited	Sales	Continuing	1042.27 lakhs		-
Quality Stainless Private Limited	Purchases	Continuing	11.24 lakhs		-
Quality Stainless Private Limited	Receivables	Continuing	150.87 lakhs		

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

Quality Biogreen Private Limited	Sales	Continuing	17.52lakhs		-
Quality Bioenergy LLP	Sales	Continuing	0.71 lakhs		

For and on behalf of the Board of Directors
Quality Foils (India) Limited

Date: August 10, 2024
Place: Hisar



Tejasvi Bhargava

Tejasvi Bhargava
Managing Director
DIN: 00011205
R/o: Anand bhawan,
Hisar-125001

Kuldip Bhargava

Kuldip Bhargava
Chairman
DIN: 00011103
R/o: Anand bhawan,
Hisar-125001

**RAJESH GARG AND CO.
COMPANY SECRETARIES**

**1226, URBAN ESTATE-2,
HISAR (Haryana) 125005.
M-9812010694.
rajeshgargcs2002@yahoo.com**

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2024

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,
The Members,
M/s. Quality Foils (India) Limited,
3, Industrial Development Colony,
Hisar-125005 (Haryana)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Quality Foils (India) Limited, Hisar (CIN No.L27107HR1990PLC030929) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2024 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.



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 March 2024 according to the provisions of:

- (i) The Companies Act, 2013 and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Depositors and Participants) Regulations, 2018.
- (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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014; (NA)
- (h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (NA)
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ;(NA) and
- (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (NA)

(vi) **OTHER APPLICABLE ACTS;**

The company has complied with the other laws applicable to the company as per the representations made by the company as per below details:-

- a. Industrial Disputes Act, 1947;
- b. Payment of Wages Act, 1936;



- c. The Minimum Wages Act, 1948;
- d. Employees' State Insurance Act, 1948;
- e. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952;
- f. The Payment of Bonus Act, 1965;
- g. The Industrial Employment (Standing Orders) Act, 1946;
- h. Payment of Gratuity Act, 1972;
- i. The Workmen's Compensation Act, 1923;
- j. Environment (Protection) Act, 1986;
- k. The Sexual harassment of women at work place (Prevention, prohibition and Redressal) Act, 2013.
- l. Air (Prevention & Control of Pollution) Act, 1981
- m. Water (Prevention & Control of Pollution) Act, 1974
- n. Hazardous Waste (Management and Handling) Rules 1989.
- o. Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings;

(ii) The listing agreements entered into by the Company with NSE Emerge;

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

We further report, that the compliance by the company of applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same have been subject to review by Statutory financial auditors and other designated professionals.

We further report, that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Women director and Independent directors. There were changes in the composition of the Board of Directors during the period under review. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.



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.

We further report that during the audit period there were no specific events/actions such as Public Issue of Securities, buy back, merger, amalgamation, foreign technical collaborations etc. or any other major decisions and we further report that during the audit period, the Company has complied with the provisions of the section 180,185,186 of the Companies Act, 2013 and rules prescribed thereunder.

Place: Hisar

Date: 01-08-2024

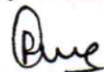
UDIN=F005960F000876324

PR CERT.NO.799/2020



For Rajesh Garg and Co.

Company Secretaries


(Rajesh Garg)

CP No.4093

Annexure I


ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
M/s. Quality Foils (India) Limited,
3, Industrial Development Colony,
Hisar-125005 (Haryana)

Our Secretarial Audit 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.

For Rajesh Garg and Co.
Company Secretaries


(Rajesh Garg)
CP No.4093

Place: Hisar
Date:01-08-2024
UDIN= F005960F000876324
PR CERT.NO.799/2020



Annexure D

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director /KMP for financial year 2023-24 (Rs. In Lakh)	% increase in Remuneration during the Financial Year as per Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and (8) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Ratio of remuneration /to median remuneration of employees (Excl. MD and WTD)	Ratio of remuneration /to median remuneration of employees (Incl. MD and WTD)
1.	Tejasvi Bhargava (Managing Director)	49.42	1.64%	32.54	32.29
2.	Mr. Kuldip Bhargava (Chairman and Director)	61.42	1.31%	40.13	40.44
3.	Birdhi Chand Jain (Chief Financial Officer)	12.06	8.45%	7.94	7.88
4.	Meenakshi (Company Secretary and Compliance Officer)	4.28	1.30%	2.79	2.81

- (ii) The ratio of median remuneration of employees of the Company including Managing Director (MD) and Whole- time Director (WTD) is 32.54 % in the financial year 2023-24.

- (iii) The ratio of median remuneration of employees of the Company excluding Managing Director (MD) and Whole- time Director (WTD) is 32.29% in the financial year 2023-24.
- (iv) There were 187 permanent employees on the rolls of the Company as on March 31, 2024.
- (v) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

STATEMENT AS PER RULE 5(2)(iii) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Mr. Kuldip Bhargava was in receipt of remuneration in excess of that drawn by the Managing Director and he holds along with his spouse and dependent children, two percent or more of the equity shares of the Company.

Other details as per regulation 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Particulars	Details
1	Name	Kuldip Bhargava
2	Designation	Chairman cum Director
3	Remuneration received for FY 2023-24	Rs. 61.42 Lakh
4	Nature of employment	Permanent
5	Qualification	BA
6	Experience	41 Years
7	Date of commencement of employment	08 May, 1990
8	Age (years)	Aged about 71 years
9	Last employment	NA
10	Percentage of Equity shares held (as per rule 5(2)(iii) i.e. along with his spouse and dependent children, if any)	738000 Equity Shares i.e. 25.86 %
11	Name of Director to whom he is related	Mr. Tejasvi Bhargava, Managing Director is the son of Mr. Kuldip Bhargava.

For and on behalf of the Board of Directors
Quality Foils (India) Limited

Date: August 10, 2024
Place: Hisar



Tejasvi Bhargava
Tejasvi Bhargava
Managing Director
DIN: 00011205
R/o: Anand bhawan,
Hisar-125001

Kuldip Bhargava
Kuldip Bhargava
Chairman
DIN: 00011103
R/o: Anand bhawan,
Hisar-125001

Annexure E

Management Discussion and Analysis Report

Your Company is engaged in the manufacture of Cold Rolled Stainless Steel Strips and Stainless Steel Tubes & Pipes. From manufacturing process involved, it may be classified as a stainless steel strips, tubes and pipes manufacturer. The Indian steel industry has made a rapid progress on strong fundamentals over the recent few years. The industry is getting all essential ingredients required for dynamic growth. The government is backing the industry through favorable industrial reforms. Indian steel demand is expected to boost by Infrastructure & Construction development sustained by industrial, manufacturing and capital goods and be stimulated by the automotive, railways and consumer durable sectors.

Global Economy

During Current Year 2023, the global economy has experienced numerous challenges in the form of geopolitical tensions, supply chain disruption, rising inflation and higher interest rates which have impacted the overall growth of the global economy. However, in the wake of this challenging environment, the global economy showcased remarkable resilience. According to the International Monetary Fund (IMF), in Current Year 2023, the global economy achieved an estimated growth of 3.2% in 2023. The growth was achieved on account of resilience in the United States and several large emerging markets and developing economies, as well as fiscal support in China

Despite the volatile global economic environment, India stands out as a beacon of hope. The Indian economy is the fifth-largest economy in the world and is projected to maintain its position as the fastest-growing major economy. According to the Ministry of Statistics and Programme Implementation (MOSPI), India showcased a robust growth rate of 7.6%, compared to 7.0% in Financial Year 2022-23. The construction and manufacturing sectors remained sturdy with a growth rate of 10.7% and 8.5%. This growth was fuelled by strong domestic demand, moderate inflation, a stable interest rate environment, and robust foreign exchange reserves.

Being one of the fastest-growing economies among its major peers, India has struggled to create sufficient jobs for its large and expanding young population. The unemployment rate stood at 7.6% in March 2024. However, to address unemployment, the government is implementing various measures. These include education and skill-upgradation programs, the development and enhancement of job matching services, and a review and update of labour laws and regulations to create a more flexible and business-friendly labour market, among others.

India's GDP grows 7.3% in FY 2023-24

Increasing Investment

The industry is witnessing consolidation of player which has led to investment by entities from other sectors. The ongoing consolidation also presents an opportunity to global players to enter the Indian Market

Policy Support

In October 2021, the government announced guidelines for the approved specialty steel production-linked incentive (PLI) scheme.

Competitive Advantages

Easy availability of low-cost manpower and presence of abundant iron ore reserves make India competitive in the global set up.

Other

The incoming public investment along with enhancement of FDI limits (from 49 percent to 74 percent in Defence, 100 percent in retail and real estate) has generated a good feeling in the commodity sector, steel being the significant beneficiary, and an enabling environment for infrastructure growth.

The traditional demand driving sector for steel continues to be construction, which with the help of real estate construction and infra stimulus that have been announced by almost all the countries to prop up their economies immediately after the pandemic, would play a stellar role in strengthening steel demand. The demand for logistic-related facilities to support e-commerce, along with green recovery programmes and infra renewals, would play their part.

The Indian steel industry needs to enhance intensity in each of these segments by making available standard designs in steel that can be immediately implemented. The penchant for Atmanirbhar Bharat and renewable energy would lead to higher demand for indigenous manufacturing of steel contained engineering goods by replacing imports.

ICRA revises outlook on steel sector to stable from positive

After two back-to-back years of earnings surge, the steel companies are now staring at a significant decline in earnings over the next 12 months as the industry faces multiple headwinds emanating from trade barriers from export duty on finished steel, unprecedented coal/energy cost pressures, and muted domestic demand growth so far, ICRA said in a report.

The industry could therefore be on the way to an accelerated mean reversion as the operating environment becomes far less attractive in the coming months. Such challenges would be accentuated by high inflation and front-loading of policy rate hikes, it said.

Segment-wise or Product wise Performance:

Currently your Company is engaged only in one type of product and involves one type of process and it is called Engineering Product, so there is no segment wise or product wise performance available.

Risk and Concerns:

The Companies engaged in production of stainless steel strips, tubes and pipes had faced major challenges due to slowdown in the growth of steel industry. The falling demand, low prices, cost escalation in inputs, reduction in import duty are some of the major threats to the sustainability of the Indian Steel Industry. Further reduction in import duty stimulated the import of steel from China and other countries manufacturers at low prices leading to decrease in demand of domestic goods.

Internal Control System and their Adequacy:

Your Company has adequate internal control systems commensurate with its size and operations, although not documented. The Company regularly gets its accounts audited from internal auditor.

Financial Performance with respect to Operational Performance:

The company's production of Cold Rolled Stainless Steel Strips and Stainless Steel Flexible Hoses (excluding Job production) was 6782.938 MT in the current financial year, as compared to 7332.141 MT in the previous financial year. However, the sales volume of these products increased marginally from 7333.995 MT in the previous year to 6786.818 MT in the current year. The company also achieved a higher turnover of Rs. 18694.45 Lacs in the current year, compared to Rs. 18030.64 Lacs in the previous year. During the year the company has achieved Profit after tax of Rs. 318.87 Lacs (including net capital gain of Rs. 132.00 lacs) as compared to last year profit after tax of Rs. 158.00 Lacs . The reserve and surplus stood to Rs. 2454.23 Lacs. The earnings per share is Rs. 11.18 and book value of the share is Rs. 96/- per share.

Industrial Relations and Resource Management:

The Company during the previous year continued its record of good industrial relations with its employees. During the year various initiatives had been taken to improve the performance and productivity levels in various departments of the Company. The Company conducts training sessions on various topics ranging from safety, productivity, handling of hazardous products etc. that help to train employees to overcome operational constraints. The Company has its in house technical centre in the plant to train the new recruits before their placement that helps in optimum utilization of resources as well as maintaining quality standards. It also indulges into and implements various HR initiatives and activities including employee welfare, special rewards, performance review system and various employee motivation activities.

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

Cautionary Statement:

Management Discussion and Analysis Report may be “forward looking statement” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied depending upon global and Indian demand-supply conditions, changes in government regulations, tax regimes, and economic developments within India and overseas.

For and on behalf of the Board of Directors
Quality Foils (India) Limited

Date: August 10, 2024
Place: Hisar



Tejasvi Bhargava

Tejasvi Bhargava
Managing Director

DIN: 00011205
R/o: Anand bhawan,
Hisar-125001

Kuldip Bhargava

Kuldip Bhargava
Chairman

DIN: 00011103
R/o: Anand bhawan,
Hisar-125001



V S JAIN & ASSOCIATES

Chartered Accountants

Head Office :-
6, Green Park,
Hisar-125 001 (Hr.)

PAN No. : AACFV1017C
Firm Registration No. : 003533N

Branch Office :-
I-59, South City-1,
Gurugram-122001 (Hr.)

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Quality Foils (India) Limited
(Formerly known as Quality Foils (India) Private Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Quality Foils (India) Limited** ("the Company"), for the year ended 31st March, 2024 which comprise the Balance Sheet and the Statement of Profit and Loss and the Statement of Cash Flows as at and for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information in accordance with Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and give a true and fair view in conformity with the Accounting Principles generally accepted in India of the State of Affairs of the Company for the Year ended March 31, 2024, and its Profit and Cash Flows for the Year ended on that date.

Basis for opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on the work during the year no such matter to be reported in this regard.



Information other than the Financial Statements and Auditors' report thereon

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

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

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

If, based on the work we have performed on the other information obtained prior to the date of this audit report, we conclude that there is no material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those charged with Governance for the 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they



could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 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 financial statements of the current year 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 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 Companies Act, 2013, we give in the "**Annexure- A**" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, based on our audit we report that:
 - (1) 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.
 - (2) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - (3) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (4) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (5) On the basis of written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - (6) 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 B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (7) 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 explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (8) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (a) The Company does not have any pending litigation which would impact on its financial position.
 - (b) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



(d) (i) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, 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 company to or in any other person(s) or entity(ies), 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 company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("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; and

(iii) Based on audit procedures which we consider reasonable and appropriate in the circumstances, nothing has come to notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

(e) The company has not declared or paid any dividend during the year.

For V S JAIN & ASSOCIATES

Chartered Accountants

(Firm's registration no. 003533N)



Sandeep Kumar Jain

(CA SANDEEP KUMAR JAIN)

PARTNER

(M. No.: 511237)

(UDIN: 24511237BKFOON8472)

Place: Hisar

Date: May 22, 2024

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ of our report to the Members of **Quality Foils (India) Limited** of even date)

1. In respect of the Company’s Property, Plant and Equipment and Intangible Assets:

(a)(i) The Company has maintained proper records related to full particulars including quantitative details and situation of Property, Plant and Equipment.

(ii) The company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.

(b) In our opinion Property, Plant and Equipment have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification during the year.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the registered sale deed/ title deed/ conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. There are no immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements.

(d) The company has not revalued its Property, Plant and Equipment during the year.

(e) Based on the information and explanations furnished to us, no proceedings have been initiated on the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on ‘whether the Company has appropriately disclosed the details in its financial statements does not arise.

2. (a) As explained to us, the inventories have been physically verified by the management during the year at reasonable intervals. In our opinion, the coverage and procedure of verification is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed.

(b) The company has been sanctioned working capital limits in excess of five crores in aggregate from banks and/or financial institutions on the basis of security of current assets and the quarterly returns and monthly statements filed by the company with such banks or financial institutions are in agreement with the books of account of the company.

3. According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.

4. During the year, the company has given a corporate guarantee of Rs. 950.00 Lakh to the Bank. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Company Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

5. In our opinion and according to the information and explanations given to us, the company has complied with the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended).

According to the information and explanations given to us, no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the company in respect of the aforesaid deposits.

6. We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central government under sub-section (1) of section 148 of the Companies Act, 2013, and are of the opinion that, prime facie, the



prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

7. (a) In our opinion, the Company has been regular in depositing undisputed statutory dues, including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Duty of Custom, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, duty of Custom, duty of Excise, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they become payable.

(b) there are no statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes.

8. there is no any transaction recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender.

(b) In our opinion and according to the information and explanations given to us, the company has not been a declared willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the loans raised during the year were applied for the purpose for which the loans were obtained.

(d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilized for long term purposes.

(e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

10. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of paragraph 3 of the Order is not applicable.

(b) the company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally), hence the requirements of section 42 and section 62 of the Companies Act, 2013 are not applicable to the company.

11. (a) We have not noticed any case of fraud by the company or any fraud on the Company by its officers or employees during the year. The management has also not reported any case of fraud during the year.

(b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the Management, no Whistle Blowers Complaints were received during the year under review.

12. The company is not a Nidhi Company. Therefore, the provisions of Clause (xii) of paragraph 3 of the order are not applicable to the Company.

13. As per the information and explanations received to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable, and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards. Identification of related parties were made and provided by the management of the company.



14. In our opinion, the Company has an adequate Internal Audit System commensurate with the size and nature of its business.

15. The Company has not entered into any non-cash transactions with directors or persons connected with him for the year under review. Therefore, the provisions of Clause (xv) of paragraph 3 of the order are not applicable to the Company.

16. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) As per the information and explanations received, the group does not have any CIC as part of the group.

17. The company has not incurred cash loss in current financial year as well in immediately preceding financial year.

18. There has been no resignation of the previous statutory auditors during the year.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

20. There is no liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the order are not applicable to the Company.

21. According to the information and explanations given to us, the Company does not have any Subsidiary, Associate or Joint Venture. Accordingly, reporting under clause 3(xxi) of the Order is not applicable to the company.

For V S JAIN & ASSOCIATES

Chartered Accountants

(Firm's registration no. 003533N)



Sandeep Kumar Jain

(CA SANDEEP KUMAR JAIN)

PARTNER

(M. No.: 511237)

(UDIN: 24511237BKFOON8472)

Place: Hisar

Date: May 22, 2024

Annexure “B” to the Independent Auditor’s Report

(Referred to in paragraph 2 (6) under ‘Report on other legal and regulatory requirements’ of our report to the members of Quality Foils (India) Limited of even date)

Report on the Internal Financial Controls over Financial Reporting under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Quality Foils (India) Limited (the Company”) as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s responsibility for internal financial controls

The Board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

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

Meaning of internal financial controls over financial reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.



Limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future s are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Company 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.

For V S JAIN & ASSOCIATES

Chartered Accountants

(Firm's registration no. 003533N)



Sandeep Kumar Jain

(CA SANDEEP KUMAR JAIN)

PARTNER

(M. No.: 511237)

(UDIN: 24511237BKFOON8472)

Place: Hisar

Date: May 22, 2024

QUALITY FOILS (INDIA) LIMITED

(Formerly known as Quality Foils (India) Private Limited)

(CIN: L27107HR1990PLC030929)

BALANCE SHEET AS AT 31ST MARCH, 2024

(Amount Rs. In Lakhs)

PARTICULARS	NOTE NO.	AS AT 31ST MARCH, 2024	AS AT 31ST MARCH, 2023
EQUITY AND LIABILITIES:			
Shareholders' Funds			
Share Capital	2	285.40	285.40
Reserves and Surplus	3	2,587.81	2,454.23
Total Shareholders' Funds		2,873.21	2,739.63
Non-current Liabilities			
Long Term Borrowings	4	1,343.12	1,252.87
Long Term Provisions	5	199.03	193.04
Deferred Tax Liabilities (Net)		187.93	194.22
Other Non current Liabilities	6	3.00	3.00
Total Non-current liabilities		1,733.08	1,643.13
Current Liabilities:			
Short term Borrowings	7	2,126.92	3,015.36
Trade Payables	8		
(i) Due to Micro and Small Enterprises		7.75	-
(ii) Due to others		-	57.38
Other Current Liabilities	9	163.29	113.63
Short Term Provisions	10	44.73	51.60
Total Current Liabilities		2,342.69	3,237.97
TOTAL EQUITY AND LIABILITIES		6,948.98	7,620.73
ASSETS:			
Non-current Assets:			
Property, Plant and Equipment, Intangible Asstes			
- Property, Plant and Equipments	11	2,212.01	2,018.84
- Capital work in progress		248.37	-
- Intangible Assets		-	-
Non-current Investments	12	40.05	40.05
Long Term Loans and Advances	13	342.93	52.04
Other Non-current Assets	14	66.27	66.79
Total Non-current Assets		2,909.63	2,177.72
Current Assets:			
Inventories	15	1,467.37	1,699.45
Trade Receivables	16	2,407.04	3,015.49
Cash and cash equivalents	17	109.52	580.03
Short Term Loans and Advances	18	17.68	69.65
Other Current Assets	19	37.74	78.39
Total Current Assets		4,039.35	5,443.01
TOTAL ASSETS		6,948.98	7,620.73

The accompanying Note Nos. 1 to 40 form an integral part of the financial statements.

FOR QUALITY FOILS (INDIA) LIMITED

AUDITOR'S REPORT

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR V S JAIN & ASSOCIATES

CHARTERED ACCOUNTANTS

(Firm's Reg. No. 003533N)

(CA SANDEEP KUMAR JAIN)

PARTNER

(M. NO. 511237)

(UDIN: 24511237BKFOON8472)

Place: Hisar

Dated: May 22, 2024



Tejasvi Bhargava
TEJASVI BHARGAVA
(Managing Director)
(DIN: 00011205)

Kuldip Bhargava
KULDIP BHARGAVA
(Chairman & Director)
(DIN: 00011103)

Meenakshi
Ms. MEENAKSHI
(Company Secretary)

Birdhi Chand Jain
BIRDHI CHAND JAIN
(Chief Financial Officer)

QUALITY FOILS (INDIA) LIMITED

(Formerly known as Quality Foils (India) Private Limited)

(CIN: L27107HR1990PLC030929)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

(Amount Rs. In Lakhs)

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31ST MARCH, 2024 (Rs.)	FOR THE YEAR ENDED 31ST MARCH, 2023 (Rs.)
REVENUE			
Revenue from Operations	20	15,468.97	18,636.25
Other Income	21	69.33	58.20
Total Revenue		15,538.30	18,694.45
EXPENSES:			
Cost of Material Consumed	22	13,394.12	15,270.57
Changes in Inventories of Finished goods and Work-in-progress	23	(268.69)	612.26
Employee Benefit Expenses	24	550.18	564.32
Finance Cost	25	282.59	363.82
Depreciation		157.26	152.60
Other Expenses	26	1,251.04	1,515.52
Total Expenses		15,366.50	18,479.09
Profit from ordinary activities before Extraordinary Items and Tax		171.80	215.36
Extraordinary Items:			
- Profit on sale of land		-	195.18
- Loss on sale of long term investments		-	(27.75)
Profit Before Tax		171.80	382.79
Tax Expense:			
- Income tax on extraordinary items		-	35.43
- Current Tax		44.51	63.48
- Deferred Tax		(6.29)	(34.97)
- Previous years' tax adjustment		-	(0.02)
NET PROFIT FOR THE PERIOD/YEAR		133.58	318.87
Earnings per equity share of face value of Rs. 10/- each			
Basic and Diluted (in Rs.)			
On ordinary items		4.68	6.55
On extraordinary items		-	4.63

The accompanying Note Nos. 1 to 40 form an integral part of the financial statements.

FOR QUALITY FOILS (INDIA) LIMITED

AUDITOR'S REPORT

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR V S JAIN & ASSOCIATES

CHARTERED ACCOUNTANTS

(Firm's Reg. No. 003533N)

(CA SANDEEP KUMAR JAIN)

PARTNER

(M. NO. 511237)

(UDIN: 24511237BKFOON8472)

Place: Hisar

Dated: May 22, 2024



TEJASVI BHARGAVA

(Managing Director)

(DIN: 00011205)

Ms. MEENAKSHI

(Company Secretary)

KULDIP BHARGAVA

(Chairman & Director)

(DIN: 00011103)

BIRDHI CHAND JAIN

(Chief Financial Officer)

QUALITY FOILS (INDIA) LIMITED

(Formerly known as Quality Foils (India) Private Limited)

(CIN: L27107HR1990PLC030929)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

(Amount Rs. In Lakhs)

PARTICULARS	For the year ended 31.03.2024	For the year ended 31.03.2023
A. Cash Inflow/(Outflow) from Operating Activities		
Net Profit Before Tax & Extraordinary Items	171.80	215.36
Adjustment for:		
Depreciation	157.26	152.60
Interest Income	(37.98)	(29.57)
Dividend Income	(0.17)	(0.17)
Foreign Currency Fluctuation	(5.83)	(8.00)
Liabilities written off	(0.57)	(2.04)
Profit on Sale of Fixed assets	-	(3.22)
Miscellaneous Income	-	(0.81)
Finance Cost	282.59	363.82
Operating Profit before working Capital Changes	567.10	687.97
Adjustment for:		
(Increase)/Decrease in Inventories	232.07	222.93
(Increase)/Decrease in trade receivables	608.45	341.27
(Increase)/Decrease in other assets	92.62	87.15
Increase/(Decrease) in Liabilities and provisions	(6.83)	(419.81)
Cash Inflow from Operating Activities	1,493.41	919.51
Interest Income	37.98	29.57
Liabilities written off	0.57	2.04
Miscellaneous Income	-	0.81
Foreign Currency Fluctuation	5.83	8.00
Income Tax Paid	(44.51)	(63.47)
Net Cash inflow	1,493.28	896.46
B. Cash Inflow/(Outflow) from Investing Activities		
Purchase of Capital Goods/Fixed Assets	(598.81)	(156.43)
Sale of Capital goods/Fixed Assets	-	215.39
(Increase)/Decrease in other non current assets	(290.37)	(61.73)
Increase/(Decrease) in non-current Liabilities/provisions	5.99	8.95
Dividend Income	0.17	0.17
Sale/(Purchase) of Investments	-	0.22
Income Tax on extraordinary items	-	(35.43)
Net Cash from investing activities	(883.02)	(28.86)
C. Cash Inflow/(Outflow) from Financing Activities		
Proceeds from issue of share capital	-	452.40
Proceeds from long term borrowings	349.27	70.00
Proceeds from short term borrowings	(854.22)	(221.95)
Repayment of long term borrowings	(293.24)	(387.32)
Interest Paid	(282.59)	(363.82)
Net cash from Financing activities	(1,080.78)	(450.69)
Net Changes in Cash & Cash Equivalents	(470.52)	416.91
Cash & Cash Equivalents (Opening balance)	580.04	163.13
Cash & cash Equivalents (Closing balance)	109.52	580.04

AUDITOR'S REPORT

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR V S JAIN & ASSOCIATES

CHARTERED ACCOUNTANTS

(Firm's Reg. No. 003533N)

(CA SANDEEP KUMAR JAIN)

PARTNER

(M. NO. 511237)

(UDIN: 24511237BKFOON8472)

Place: Hisar

Dated: May 22, 2024

**FOR QUALITY FOILS (INDIA) LIMITED**TEJASVI BHARGAVA
(Managing Director)
(DIN: 00011205)KULDIP BHARGAVA
(Chairman & Director)
(DIN: 00011103)Ms. MEENAKSHI
(Company Secretary)BIRDHI CHAND JAIN
(Chief Financial Officer)

QUALITY FOILS (INDIA) LIMITED

(Formerly known as Quality Foils (India) Private Limited)

(CIN: L27107HR1990PLC030929)

Notes Forming Integral Part of the Financial Statements for the Year Ended 31st March 2024.

Note 1: NATURE OF BUSINESS OPERATIONS:

Quality Foils (India) Limited (hereinafter referred to as 'the company') is a manufacturer of Cold Rolled Stainless Steel Strips/coils and Stainless Steel Flexible Hose Pipes.

The company incorporated under the provisions of the Companies Act, 1956 and domiciled in India. The registered office of the company is at 3, Industrial Development Colony, Hisar, Haryana 125005. The company is a public limited company and is listed on SME Platform of National Stock Exchange of India Ltd. (NSE EMERGE).

Note 2: ACCOUNTING POLICIES:

2.1 STATEMENT OF COMPLIANCE

The Standalone Financial Statements of the Company have been prepared in accordance with the Accounting Principles generally accepted in India. The Financial Statements have been prepared to comply in all material respects with the Accounting Standards, as prescribed under section 133 of the Companies Act, 2013 and the rules defined there under, as amended from time to time and in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and disclosure Requirements) Regulations 2015, as amended. The above financial results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 22/05/2024. IND AS is currently NOT applicable on the company.

2.2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

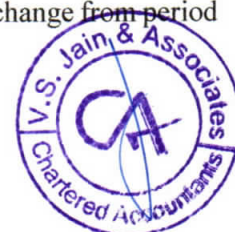
- 2.2.1 i) The standalone financial statements of the company have been prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 and the rules framed thereunder as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI").
ii) The Financial Statements are prepared on accrual basis under the historical cost convention.

2.2.2 FUNCTIONAL AND PRESENTATION CURRENCY

The functional currency of the Company is Indian rupee (INR). The standalone financial statements are presented in Indian rupees (INR) and all values are rounded to nearest Lakhs up to two decimals, unless otherwise stated.

2.2.3 USE OF ESTIMATES

The preparation of financial statements in conformity with the generally accepted Accounting Standards and principles requires the management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the year. Accounting Estimates could change from period



to period. Actual results could differ from those estimates. Appropriate changes and estimates are made as Management become aware of changes in circumstances surrounding the estimates. Changes in estimates 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.

2.3 PROPERTY, PLANT AND EQUIPMENT

i) Tangible assets:

Property, Plant and Equipment are stated at cost net of recoverable taxes, trade discounts and rebates, less accumulated depreciation and impairment loss, if any. The cost of Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets. Subsequent expenditures related to an item of Property, Plant and Equipment are added to its book value only if they increase the future benefits from the existing assets beyond its previously assessed standard of performance. Projects under which assets are not ready for their intended use are reflected under Capital Work-in- Progress.

ii) Depreciation :

Depreciation on Property, Plant and Equipment is provided on Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II of the Companies Act, 2013 except in respect of those assets where useful life is different than those prescribed in Schedule II are used. The residual value is not more than 5% of the original cost of the Asset. The Asset residual value, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

In respect of addition or extensions forming an integral part of existing assets and insurance spares, including incremental cost arising on account of translation of foreign currency liabilities for acquisition of Fixed Assets, depreciation is provided as aforesaid over the residual life of the respective assets.

iii) Intangible Assets :

The Company does not have any Intangible Assets.

iv) Impairment of Assets:

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

2.4 INVESTMENTS

All investments are classified as Long Term Investments. On initial recognition, all Investments are measured at Cost. The Cost comprises the Purchase Price and directly attributable acquisition charges such as Brokerage, Fees and Duties.

Long Term Investments are carried at Cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the Long Term Investments.

On disposal of an investment, the difference between its Carrying Amount and Net Disposal Proceeds is charged or credited to the Statement of Profit and Loss.



2.5 VALUATION OF INVENTORIES

Items of inventories are measured at lower of cost or net realizable value after providing for obsolescence, if any, except in case of by-products, which are valued at the net realizable value. Cost of inventories comprises of all costs of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, process chemicals, store and spares, packing materials, trading and other products are determined on the basis of valuation of the finished goods as per the provisions so applicable.

- i) Raw Material, Components, stores and spares: Raw Material, Components, stores and spares are valued at cost.
- ii) Work-in-Progress and Finished Goods: Work-in-Progress and Finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overhead based on normal operating capacity. Net Realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make the sale.

2.6 REVENUE RECOGNITION

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be readily measured, regardless of when the payment is being made. Revenue is measured at fair value of the consideration received or receivable, volume rebates if any, and taxes or duties collected on behalf of the government, which are levied on sales such as Goods and Services Tax. Revenue is recognized either in time or point of time, when (or as) the Company satisfies performance obligations by transferring the goods or services to its customers. The company applies the revenue recognition criteria to each separately identifiable component of the sales transaction as mentioned in Statement of Profit & Loss.

- i) Sale of Goods: Revenue from sale of goods is recognized at the point of dispatch of the finished goods to the customers against invoice(s). The company collects Goods & Service Tax on behalf of the government and therefore these are not economic benefits flowing to the companies, hence, they are excluded from the revenues.
- ii) Export Benefits: Export Benefits constituting import duty benefits under Duty Draw Back are accounted for on accrual basis. The same is recognized in the books of accounts in the year in which the right to receive the duty draw back credit as per the terms of the scheme is established in respect of the export made.
- iii) Dividends: Dividend Income is recognized when the right to receive payment is established.
- iv) Interest Income: Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.
- v) Insurance Claims: Insurance and other claims, if any, are recognized when there exist no significant uncertainty with regard to the amount to be realized and the ultimate collection thereof.



2.7 FOREIGN EXCHANGE TRANSACTION

Transactions denominated in foreign currencies are translated into functional currency using the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

Monetary items denominated in foreign currencies at the year-end are restated at year-end rates. In the case of items which are covered by forward exchange contracts, the difference between the yearend rate and rate on the date of the contract, if any, is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.

Non-monetary foreign currency items are carried at cost.

In respect of integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction.

Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss, except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

2.8 BORROWING COSTS

Borrowing cost attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of such asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other Borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing Cost consist of Interest and Other Cost that an entity incurs in connection with the Borrowing of funds.

2.9 EMPLOYEE BENEFITS

i) POST EMPLOYMENT BENEFITS

Defined Contribution Plan: A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

ii) SHORT TERM EMPLOYEE BENEFITS

All employee benefits payable wholly within twelve months of rendering the services are classified as short-term employee benefits, such as salaries, wages, bonus etc. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services. These benefits include performance incentive and compensated absences.

2.10 TAXATION

Income Tax comprised of Current Income tax, Deferred Taxes and Mat Credit.

i) Current Income Tax: Current Income Tax for the current and prior periods are measured at the amount



expected to be paid to the tax authorities, using the applicable tax rates. The tax rates and tax laws used to compute the current tax amounts are those that are enacted or substantively enacted as at the reporting date and applicable for the period. While determining the tax provisions, the Company assesses whether each uncertain tax position is to be considered separately or together with one or more uncertain tax positions depending the nature and circumstances of each uncertain tax position. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

ii) **Deferred Income Tax:** Deferred income tax is recognized using the Balance Sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

iii) **MAT Credit:** MAT Credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal Income Tax during the specified period. In the year in which the MAT Credit becomes eligible to be recognized as an asset in accordance with the recommendation contained in Guidance Notes issued by the ICAI, the said asset is created by way of a credit to the statement of profit & loss and shown as MAT Credit entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

2.11 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized in the accounts, when there is a present obligation as a result of past event(s) and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimate. Provisions are discounted to their present values, where the time value of money is material.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. Contingent Assets are neither recognized nor disclosed in the financial statements.

2.12 DIVIDEND TO EQUITY HOLDER OF THE COMPANY

The Company recognizes a liability to make dividend distributions to equity holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the corporate laws in India a distribution is authorized when it is approved by the shareholders. However, Board of Directors of a Company has not declared/approved any dividend during the period under consideration.



2.13 EARNING/(LOSS) PER SHARE

Basic earnings/(Loss) per share are calculated by dividing the net profit/ (Loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for events of bonus issue to existing shareholders; share split; and reverse share split (consolidation of shares), if any.

For the purpose of calculating diluted earnings/(loss) per share, the net profit (loss) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all diluted potential equity shares.



QUALITY FOILS (INDIA) LIMITED
Notes on Financial Statements for the year ended 31st March, 2024

PARTICULARS	As at 31st March, 2024		As at 31st March, 2023	
	No. of shares	Amount	No. of shares	Amount
2 EQUITY SHARE CAPITAL:				
AUTHORISED CAPITAL:				
Equity Shares of Rs. 10/- each	4000000	400.00	4000000	400.00
ISSUED, SUBSCRIBED & PAID UP CAPITAL :				
Equity Shares of Rs. 10/- each fully paid up	2854000	285.40	2854000	285.40

Terms/Rights to Equity Shares:

- i. The company has only one class of shares referred to as Equity Shares having a face value of Rs. 10/- each.
ii. Each equity shareholder is entitled for one vote per share.

(a) Reconciliation of the number of shares outstanding:

Equity Shares	As at 31.03.2024		As at 31.03.2023	
	No. of shares		No. of shares	
Shares outstanding at the beginning of the year (FV 100/- each)	2854000		140000	
Add: Bonus Shares issued during the year (FV 10/- each)	-		700000	
Add: Fresh Shares issued during the year (FV 10/- each)	-		754000	
Shares outstanding at the end of the year (FV 10/- each)	2854000		2854000	

(b) The details of Shareholders holding more than 5% shares:

Name of the shareholder	As at 31.03.2024		As at 31.03.2023	
	No. of shares	% of shares	No. of shares	% of shares
Kuldip Bhargava	622800	21.82%	622800	21.82%
Satellite Developers Pvt. Ltd.	518250	18.16%	518250	18.16%
Quality Stainless Pvt Ltd	184200	6.45%	184200	6.45%
Quality Bio Green Pvt. Ltd.	230550	8.08%	230550	8.08%

(c) Promoters' Shareholding:

Name of the promoter	As at 31.03.2024		As at 31.03.2023		% change during the year
	No. of shares	% of shares	No. of shares	% of shares	
Kuldip Bhargava	622800	21.82%	622800	21.82%	-
Tejasvi Bhargava	123600	4.33%	123600	4.33%	-
Kuldip Bhargava (HUF)	130050	4.56%	130050	4.56%	-
Smt. Anshu Bhargava	115200	4.04%	115200	4.04%	-
Tapasvi Bhargava	81900	2.87%	81900	2.87%	-
Jagdeep Bhargava	13500	0.47%	13500	0.47%	-
Manjula Vasudeva	27000	0.95%	27000	0.95%	-
Quality Stainless Pvt Ltd	184200	6.45%	184200	6.45%	-
Quality Bio Green Pvt. Ltd.	230550	8.08%	230550	8.08%	-

3 RESERVES AND SURPLUS:

GENERAL RESERVE				
As per last Balance Sheet		82.10		82.10
Add: Transferred from Profit and Loss account		-		70.00
		82.10		152.10
Less: Transferred to Share capital account		-		70.00
	(a)	82.10		82.10
SECURITY PREMIUM				
As per last Balance Sheet		628.00		251.00
Add: During the year		-		377.00
	(b)	628.00		628.00
SURPLUS:				
Profit and Loss account				
As per last Balance Sheet		1744.13		1495.26
Less: Transferred to General Reserve		-		70.00
		1744.13		1425.26
Add: Profit for the period/year		133.58		318.87
	(c)	1877.71		1744.13
Total (a+b+c)		2587.81		2454.23



QUALITY FOILS (INDIA) LIMITED
Notes on Financial Statements for the year ended 31st March, 2024

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
4 LONG TERM BORROWINGS:		
SECURED:		
From Axis Bank Ltd.-Term Loan*	310.38	4.63
From Axis Bank Ltd. - WCTL under ECLGS**	164.67	285.00
From Mercedes-Banz Fin. Services India Pvt Ltd.,***	39.55	52.82
From Kotak Mahindra Bank Ltd.****	703.38	760.42
	(a) <u>1217.98</u>	<u>1102.87</u>
UNSECURED:		
From Other parties:		
- Directors	125.14	-
- Shareholders	-	150.00
	(b) <u>125.14</u>	<u>150.00</u>
Total (a+b)	<u>1343.12</u>	<u>1252.87</u>

*Loan(s) are secured against: a) First parri-passu charge with other lenders on immovable property, on movable fixed assets of the company except financed exclusively charged by other banks and on present and future current assets of the company. The loan is repayable in monthly instalments. The loan(s) carries rate of interest from 8.90% p.a. to 9.25% p.a.

**Secured by extension of existing charge by equitable mortgage on company's immovable properties and hypothecation of movable fixed assets both present and future. The loan is repayable in monthly instalments. The loan carries rate of interest ranging from 8.90% p.a. to 9.25% p.a., including current maturities.

***Secured by hypothecation of vehicles. The loan(s) are repayable in monthly instalments. The loan carries rate of interest @ 7.8073% p.a.

****Secured by equitable mortgage of plot owned by the directors of the company. The loan is repayable in monthly instalments. The loan carries rate of interest ranging from 7.90% p.a. to 9.50% p.a.

Maturity Profile of borrowings are as set out below:

(Amount Rs. in Lakhs)

Particulars	Maturity Profile				Total
	FY 2024-25	FY 2025-26	FY 2026-27	Beyond FY 2026-27	
*Axis Bank Ltd.-Term Loan (New)	38.89	233.33	233.33	894.45	1400.00
**Axis Bank Ltd. - WCTL under ECLGS	129.00	104.00	60.67	0	293.67
***Mercedes Benz Fin. Serv.- Car Loan	12.79	14.37	15.54	9.64	52.34
****Kotak Mahindra Bank ltd.	57.04	62.33	68.11	572.94	760.42
Total	237.72	414.03	377.65	1477.03	2506.43

*During FY 2023-24, the company has got sanctioned a fresh term loan of Rs. 14.00 Cr from Axis Bank out of which disbursed amount is of Rs. 3.49 Cr and the balance amount of Rs. 10.51 Cr will be disbursed during the FY 2024-25.



QUALITY FOILS (INDIA) LIMITED
Notes on Financial Statements for the year ended 31st March, 2024

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
5 LONG TERM PROVISIONS:		
Long Term Employee Benefits (gratuity)	199.03	193.04
	<u>199.03</u>	<u>193.04</u>
6 OTHER NON CURRENT LIABILITIES		
Securities	3.00	3.00
	<u>3.00</u>	<u>3.00</u>
CURRENT LIABILITIES:		
7 SHORT TERM BORROWINGS:		
Secured:		
From Banks:		
a. Working Capital Limits (Cash credit)	1889.20	1954.35
b. Letter of Credit payable	-	789.06
c. Current maturities of long-term borrowings	237.72	271.95
	<u>2126.92</u>	<u>3015.36</u>
<p>Note: Short term borrowings are secured by first pari-passu charge by hypothecation of raw materials, work-in-progress, finished goods, stores and spares, book debts and movable and immovable property, plant and machinery, land and building of the company. The rate of interest on borrowings ranging from 8.90% p.a. to 9.25% p.a.</p>		
8 TRADE PAYABLES*		
Due to Micro and Small Enterprises	7.75	-
Due to others	-	57.38
	<u>7.75</u>	<u>57.38</u>
*Refer note no. 29		
9 OTHER CURRENT LIABILITIES		
Advance from customers	24.96	15.71
Interest accrued but not due on borrowings	-	3.04
Statutory dues	37.36	9.68
Other account payables*	100.97	85.20
	<u>163.29</u>	<u>113.63</u>
*Including expenses payable.		
10 SHORT TERM PROVISIONS:		
Short Term Employee Benefits (gratuity)	44.73	51.60
	<u>44.73</u>	<u>51.60</u>



Notes on Financial Statements for the year ended 31st March, 2024

11 PROPERTY, PLANT AND EQUIPMENTS:

TANGIBLE ASSETS

Description	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK			
	Cost as at 31-03-2023	Additions during the year	Adjustments/Transfers/(Deductions)	Total Cost as at 31-03-2024	Upto 31-03-2023	During the Year	Adjustments/Transfers/(Deductions)	Total upto 31-03-2024	As at 31-03-2024	As at 31-03-2023
Land	157.19	13.02	-	170.21	-	-	-	-	170.21	157.19
Buildings	588.44	14.73	-	603.17	177.19	15.37	-	192.56	410.61	411.25
Plant & Equipments	2,697.02	318.40	-	3,015.42	1,419.39	108.96	-	1,528.35	1,487.07	1,277.63
Office Equipments	81.83	3.22	-	85.05	67.44	5.17	-	72.61	12.44	14.39
Furniture & Fixtures	24.86	1.07	-	25.93	12.83	1.42	-	14.25	11.68	12.04
Vehicles	223.61	-	-	223.61	77.27	26.34	-	103.61	120.00	146.34
Total	3,772.95	350.44	-	4,123.39	1,754.12	157.26	-	1,911.38	2,212.01	2,018.84
Capital Work-in-Progress	-	248.37	-	248.37	-	-	-	-	248.37	-
Total	3,772.95	598.81	-	4,371.76	1,754.12	157.26	-	1,911.38	2,460.38	2,018.84
Previous Year's	3,674.87	156.43	58.35	3,772.95	1,642.88	152.60	41.36	1,754.12	2,018.83	2,031.99



QUALITY FOILS (INDIA) LIMITED
Notes on Financial Statements for the year ended 31st March, 2024
12 NON CURRENT INVESTMENTS

Particulars	As at 31.03.2024			As at 31.03.2023	
	Face value	No. of Shares	AMOUNT	No. of Shares	AMOUNT
A. EQUITY SHARES (QUOTED)(At cost) :					
(a) JSW Energy Ltd.	10	8640	8.64	8640	8.64
(b) Orbit Corporation Ltd.	10	50000	20.02	50000	20.02
(c) Videocon Industries Ltd.	10	1300	7.93	1300	7.93
(d) Reliance Power Ltd.	10	27	0.07	27	0.07
Total - A			<u>36.66</u>		<u>36.66</u>
B. EQUITY SHARES (UNQUOTED)(At cost) :					
(a) UB Stainless Ltd.	10	5000	0.50	5000	0.50
(b) Quality Stainless Pvt. Ltd. (PAN: AAACQ0726A)	10	144600	2.89	144600	2.89
Total - B			<u>3.39</u>		<u>3.39</u>
GRAND TOTAL (A+B)			<u>40.05</u>		<u>40.05</u>
Aggregate Market value of quoted investments			<u>46.64</u>		<u>25.93</u>

13 LONG TERM LOANS AND ADVANCES

(Unsecured and considered good)

Advances to suppliers of capital goods

342.93

52.04

342.93
52.04
14 OTHER NON CURRENT ASSETS

(Unsecured and considered good)

Security deposits

66.27

66.79

66.27
66.79
15 INVENTORIES

i. Raw Material

168.66

750.18

ii. Work-in-progress

607.49

469.22

iii. Finished Goods

302.21

171.79

iv. Stores, spares and consumables

389.01

308.26

1467.37
1699.45
16 TRADE RECEIVABLES#

Secured, considered good

-
Unsecured, considered good*				
i. Less than six months		2339.84		2968.49
ii. More than six months		67.20		47.00
Doubtful		-		-
		2407.04		3015.49

Refer note no. 30

*Including Rs. 150.87 lakhs (Previous year Rs. 210.67 lakhs) trade receivables from a related party.

17 CASH AND CASH EQUIVALENT
(a) Cash and cash equivalent

Cash in hand

1.26

0.49

Balance with Banks in Current Accounts

20.85

466.00

(b) Other Bank balances

In Term deposit accounts

(Maturity more than 3 months but less than 12 months*)

87.41

113.54

109.52
580.03

*Pledged with Banks as margin money.



QUALITY FOILS (INDIA) LIMITED
Notes on Financial Statements for the year ended 31st March, 2024

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
18 SHORT TERM LOANS AND ADVANCES:		
(Unsecured and considered good)		
Advance to suppliers	17.68	69.65
	<u>17.68</u>	<u>69.65</u>
19 OTHER CURRENT ASSETS:		
(Unsecured and considered good)		
Balance with revenue authorities	-	44.47
Prepaid expenses	2.33	11.97
Advance Income Tax/TDS (Net)	23.06	8.02
Other receivables	12.35	13.93
	<u>37.74</u>	<u>78.39</u>
PARTICULARS	2023-24	2022-23
20 REVENUE FROM OPERATIONS		
Sales of Products	15290.42	18372.76
Job Work	174.55	256.87
Export Incentives	4.00	6.62
	<u>15468.97</u>	<u>18636.25</u>
21 OTHER INCOME :		
Interest received from Bank and others	37.98	29.57
Dividend received	0.17	0.17
Foreign Currency Fluctuation	5.82	7.99
Liabilities written off	0.57	2.04
Rent Received	24.79	14.40
Miscellaneous Income	-	0.81
Profit on sale of fixed assets	-	3.22
	<u>69.33</u>	<u>58.20</u>
22 COST OF MATERIAL CONSUMED		
RAW MATERIAL CONSUMED :		
Opening Stock	750.18	375.52
Add: Purchases (Net of discounts)	12812.60	15645
	<u>13562.78</u>	<u>16020.75</u>
Less: Closing stock	168.66	750.18
Cost of Material consumed	<u>13394.12</u>	<u>15270.57</u>
23 CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK-IN-PROCESS		
Opening Stock of Finished Goods	171.79	205.82
Opening Stock of work-in-progress	469.22	1047.45
	<u>641.01</u>	<u>1253.27</u>
Closing Stock of Finished Goods	302.21	171.79
Closing Stock of work-in-progress	607.49	469.22
	<u>909.70</u>	<u>641.01</u>
Changes in Inventories	<u>-268.69</u>	<u>612.26</u>
24 EMPLOYEE BENEFIT EXPENSE		
Salaries, Wages and Other Benefits	501.64	518.26
Contribution to Provident and Other Funds	36.71	32.85
Workmen and staff welfare	11.83	13.21
	<u>550.18</u>	<u>564.32</u>



QUALITY FOILS (INDIA) LIMITED**Notes on Financial Statements for the year ended 31st March, 2024**

PARTICULARS	2023-24	2022-23
25 FINANCE COST:		
Interest paid to Banks	253.26	279.19
Interest paid to others	8.49	71.40
Other Financial/incidental Charges	20.84	13.23
	<u>282.59</u>	<u>363.82</u>
26 OTHER EXPENSES		
A MANUFACTURING EXPENSES:		
Store, Spares and consumables	398.30	562.17
Power and Fuel	475.32	534.65
Job charges paid	20.17	3.15
Freight Inward	24.59	7.04
Repair and Maintenance - Machinery	4.08	24.35
Repair and Maintenance - Factory Building	2.28	13.99
Sub-total	<u>924.74</u>	<u>1145.35</u>
B SELLING, ADMINISTRATIVE & OTHERS:		
Advertisement and publicity	1.43	0.06
Auditors' Remuneration	0.65	0.60
Books and Periodicals	0.06	0.09
Business Promotion Expense	27.92	30.14
Commission on sales	18.24	17.47
Discount and Rebates	6.28	3.82
Donations	1.14	0.64
Fee and Subscription	21.38	16.41
Freight Outward	117.57	123.62
Rates and Taxes	0.05	0.18
Insurance Charges	12.59	11.80
IPO Expenses	-	43.45
Legal and Professional Charges	4.74	8.12
General Expenses	4.93	5.34
Postage and Telephone	6.09	6.75
Printing and Stationery	4.13	3.47
Rent paid	35.77	31.35
Repair and Maintenance - misc.	3.18	1.33
Sundry Balances w/off	0.88	0.05
GST/Input Tax/Service Tax	0.72	0.50
Travelling and Conveyance	34.51	38.65
Vehicles Running and Maintenance	16.65	18.55
Water Expenses	7.39	7.13
Bad debts	-	0.65
Sub-total	<u>326.3</u>	<u>370.17</u>
GRAND TOTAL	<u>1251.04</u>	<u>1515.52</u>



QUALITY FOILS (INDIA) LIMITED

(Formerly known as Quality Foils (India) Private Limited)
(CIN: L27107HR1990PLC030929)

Notes on Financial Statements for the Year ended 31st March, 2024

27. Share Capital

- i.) Authorised Share Capital: The Authorised Share Capital of the Company as on March 31, 2024 is Rs.4,00,00,000/- divided into 40,00,000 Equity Shares of Rs.10/- each.
- ii) The company is a public limited company and is listed on SME Platform of National Stock Exchange of India Ltd. (NSE EMERGE).

28. Utilization of IPO Proceeds

The following are the details of the utilization of IPO proceeds as at 31.03.2024:

(Rs. In lakh)

S No	Particulars	Original Allocation	Funds Utilised
1	Capital Expenditure Requirements	151.21	151.21
2	Working Capital Requirements	225.00	225.00
3	General Corporate Purposes	36.19	36.19
4	IPO Expenses	40.00	40.00
	Total	452.40	452.40

The company has utilized it's all IPO proceeds in accordance with the Prospectus dated 01.03.2023 filed by the Company.

29. Trade Payables:

- (i) Based on the intimation received from supplier(s) regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the required disclosure is given below *:

(Rs. In lakhs)

Sr. No.	Particulars	As at March 31, 2024	As at March 31, 2023
1	Principal amount due outstanding	7.75	-
2	Interest due on (1) above and unpaid	-	-
3	Interest paid to the supplier(s)	-	-
4	Payments made to the supplier(s) beyond the appointed day during the year.	-	-
5	Interest due and payable for the period of delay	-	-
6	Interest accrued and remaining unpaid	-	-
7	Amount of further interest remaining due and payable in succeeding year	-	-

* To the extent information available with the company.



(ii).Trade Payables Ageing:

Ageing as at 31.03.2024					Rs. In lakh
Particulars	Less than	1 year -	2 year -	More than	Total
	1 year	2 year	3 year	3 year	
MSME	7.75	-	-	-	7.75
Others	-	-	-	-	-
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
TOTAL	7.75	-	-	-	7.75

Ageing as at 31.03.2023					Rs. In lakh
Particulars	Less than	1 year -	2 year -	More than	Total
	1 year	2 year	3 year	3 year	
MSME	-	-	-	-	-
Others	57.38	-	-	-	57.38
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
TOTAL	57.38	-	-	-	57.38

30.Trade Receivables Ageing:**Ageing as at 31.03.2024**

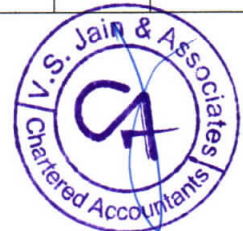
Rs. In lakh

Particulars	Not Due	Less than six months	Six months	1 year	2 year	More than	Total
			- 1 year	- 2 year	- 3 year	3 years	
Undisputed trade receivables-considered good	1243.45	1096.39	18.22	17.45	1.88	7.12	2384.51
Undisputed trade receivables-considered doubtful	-	-	-	-	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	22.53	22.53
Disputed trade receivables-considered doubtful	-	-	-	-	-	-	-
TOTAL	1243.45	1096.39	18.22	17.45	1.88	29.65	2407.04

Ageing as at 31.03.2023

Rs. In lakh

Particulars	Not Due	Less than six months	Six months	1 year	2 year	More than	Total
			- 1 year	- 2 year	- 3 year	3 years	
Undisputed trade receivables-considered good	1405.15	1563.34	2.83	4.84	1.67	8.13	2985.96
Undisputed trade receivables-considered doubtful	-	-	-	-	-	-	-



Disputed trade receivables-considered good	-	-	-	-	-	29.53	29.53
Disputed trade receivables-considered doubtful	-	-	-	-	-	-	-
TOTAL							3015.49

31. Capital Work-in-progress (CWIP):

Aging schedule as on 31.03.2024

(Rs. In Lakhs)

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	248.37	-	-	-	248.37
Projects temporarily suspended	-	-	-	-	-

32. Contingent Liabilities (To the extent not provided for):

(Rs. In lakh)

	<u>31.03.2024</u>	<u>31.03.2023</u>
(a) Inland Bills discounted	-	32.73
(b) Bank Guarantees	29.11	-
(c) Corporate Guarantees	950.00	774.50

33. Information regarding Related parties and transactions with them:

A. List of Key Management Personnel and related parties:

a. Key Management Personnel:

- i. Sh. Kuldip Bhargava - Chairman & Director
- ii. Sh. Tejasvi Bhargava - Managing Director
- iii. Sh. Mohan Lal - Additional Director (w.e.f.12.09.2023)
- iv. Sh. Birdhi Chand Jain - Chief Financial Officer
- v. Ms Meenakshi - Company Secretary

Relatives of Key Management Personnel:

- i. Smt. Divya Bhargava
- ii. Smt. Preet Bhargava
- iii. Smt. Anita Jain

b. Enterprises over which Key Management Personnel and their relatives exercise significant influence with whom transactions have taken place during the year:

- i. Quality Stainless Pvt Ltd.
- ii. Quality Bio Green Pvt. Ltd.
- iii. Quality Bioenergy LLP



c. Transactions with related parties:

Rs. in lakhs

Particulars	Nature of relationship	Name of related party	31 st March, 2024	31 st March, 2023
Managerial Remuneration	KMP	Sh. Kuldip Bhargava	61.42	60.62
		Sh. Tejasvi Bhargava	49.42	48.62
		Sh. Mohan Lal	2.50	-
		Sh. Birdhi Chand Jain	12.06	11.12
		Ms Meenakshi	4.28	1.76
Interest paid	KMP	Sh. Kuldip Bhargava Sh. Tejasvi Bhargava	0.10 0.06	- 3.69
Remuneration	Relatives of KMP	Mrs. Divya Bhargava	6.22	6.22
		Mrs. Preet Bhargava	6.22	6.22
		Mrs. Anita Jain	6.23	5.51
Sales and other services	Associate concern	Quality Stainess Pvt Ltd	1042.27	1124.92
		Quality Bio Green Pvt Ltd	17.52	11.68
		Quality Bioenergy LLP	0.71	-
		Aurum Fabrication	-	1.10
Purchases and other services	Associate concern	Quality Stainess Pvt. Ltd.	11.24	-
Receivable from	Associate concern	Quality Stainess Pvt. Ltd.	150.87	210.67
Payable to	KMP	Sh Kuldip Bhargava	35.09	-
		Sh. Tejasvi Bhargava	90.05	-

34. Additional information:

(Rs. In Lakhs)

		Current Year		Previous Year	
i)	Gross Income from Job Work:		174.55		256.87
ii)	Raw material Consumption:				
	SS Strips and other goods		13394.12		15270.57
iii)	Break-up of consumption of Raw Materials and Stores & Spares into Imported and Indigenous:				
a.	Raw	%	Rs.	%	Rs.
	Imported:	3.30	442.02	-	-
	Indigenous	96.70	12952.10	100	15270.57



b.	Stores & Spares:				
	Imported:	0.75	3.06	3	16.59
	Indigenous	99.25	395.24	97	545.58
v)	Value of Imports on CIF Basis- Capital Goods		213.39		-
vi)	Earnings in foreign exchange FOB value of exports		248.96		477.19
vii)	Expenditure in Foreign Currency: Foreign Travelling Commission Business Promotion expenses		12.59 - 8.96		- 1.19 4.49

35. Earnings Per share:

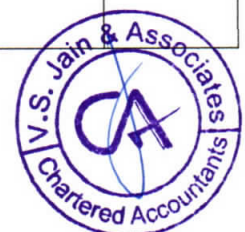
Rs. In lakhs

S NO.	Particulars	Current Year	Previous Year
1	Net profit for computation of Basic and Diluted EPS- From ordinary activities From extraordinary items	133.58 -	186.87 132.00
2	Weighted average number of equity shares for Basic and Diluted EPS (Previous year restated at Rs. 10/- each)	2854000	2854000

The Earnings per Share {EPS} has been computed in accordance with the Accounting Standards on Earnings per Share.

36. Ratios:

Ratios	Numerator	Denominator	FY 2023-24	FY 2022-23	Variance	Reasons for variance
Current Ratio	Current Assets	Current Liabilities	1.72	1.68	2.63%	-
Debt-equity ratio	Total Borrowings	Total equity	1.21	1.56	-22.58%	Decrease is due to decrease in borrowings.
Debt service coverage ratio	Profit before tax, interest, depreciation	Net finance cost+principal repayments of long term borrowings	1.06	0.97	9.51%	-



Return on Equity	Profit after tax	Total equity	4.65	11.64	-60.06%	Decrease is due to capital gain in previous FY.
Inventory turnover (no. of days)	Average Inventory	Cost of production	40	38	4.17%	-
Trade receivables turnover (no. of days)	Average Trade receivables	Sale of products	64	62	3.19%	-
Trade payables turnover (no. of days)	Average Trade payables	Cost of material consumed+changes in inventory	1	5	-81.89%	Decrease is due to decrease in trade creditors.
Net capital turnover	Net sales	Current assets-current liabilities	9.12	8.45	7.90%	-
Net profit margin (%)	Profit after tax	Total revenue	0.86	1.71	-49.73%	Decrease is due to capital gain in previous FY.
Return on capital employed	Profit before tax and interest	TNW+ total debts	10.32	13.21	-21.90%	Decrease is due to capital gain in previous FY.
Return on investments	Current MV - cost of investments	Cost of investments	-	-	-	-

37. The company has been sanctioned working capital limits in excess of five crores in aggregate from banks and/or financial institutions on the basis of security of current assets and the quarterly returns and monthly statements filed by the company with such banks or financial institutions are in agreement with the books of account of the company.



38. Information based on Annual Tax Statement in form 26AS; AIS and TIS have been taken into books of accounts.

39. Deferred tax has been provided in accordance with Accounting Standard 22 on Accounting for taxes on Income issued by the ICAI.

40. Previous year's figures have been re-arranged and/ or re-grouped wherever considered necessary and practicable to make them comparable with current year's figures.

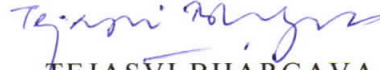
Signatures to Notes '1' to '40':


Auditor's Report

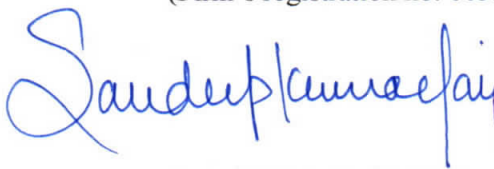
As per our report of even date attached.

**For and on behalf of the Board of Directors of
Quality Foils (India) Limited**

FOR V S JAIN & ASSOCIATES
Chartered Accountants
(Firm's registration no. 003533N)


TEJASVI BHARGAVA
(Managing Director)
(DIN: 00011205)


KULDIP BHARGAVA
(Chairman & Director)
(DIN: 00011103)


(CA SANDEEP KUMAR JAIN)
Partner
(M.NO.: 511237)
UDIN: 24511237BKFOON8472
Place: Hisar
Dated: May 22, 2024




Ms. MEENAKSHI
(Company Secretary)


BIRDHI CHAND JAIN
(Chief Financial Officer)